Invitation to the Annual General Meeting of Shareholders 2015

Nation Broadcasting Corporation Public Company Limited
April 27, 2015 at 14.00 hours
At the Conference A Room, 27th Floor, Interlink Tower, Bangna-Trad Road (km 4.5)
March 16, 2015

Subject: Invitation to the 2015 Annual General Meeting of Shareholders
To: Shareholders of Nation Broadcasting Corporation Public Company Limited

Enclosures:

1. Copy of the minutes of the 2014 Annual General Meeting of the Shareholders
2. Annual report 2014
3. Role and Responsibilities of Audit Committee
4. Terms and conditions to select the directors
5. Definition and qualifications of Independent Directors
6. The profiles of the proposed nominated persons to replace directors retiring by rotation
7. Details of the auditors for the fiscal year 2015
8. Company’s Articles of Association, Chapter 4: Shareholders’ Meeting
9. Conditions and procedures of the meeting of shareholders
10. The profile of the Independent Director who may be granted a proxy
11. Registration Form for the 2015 Annual General Shareholders Meeting
12. Proxy Form B
13. Map of the venue of the meeting of the shareholders

The Board of Directors of Nation Broadcasting Corporation Public Company Limited (the “Company”) has resolved to call the 2015 Annual General Meeting of shareholders on April 27, 2015 at 2.00 p.m at the Conference Room A, 27th Floor, Interlink Tower, 1858/118-119 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok 10260, to consider the following agenda.

**Agenda 1 To acknowledge the minutes of the 2014 Annual General Meeting of Shareholder held on April 3, 2014**

**Facts and Reasons:** The 2014 Annual General Meeting of Shareholders was held on April 3, 2014, a copy of the minutes of which has been submitted to the Stock Exchange of Thailand (the “SET”) within 14 days from the date of the meeting pursuant to relevant laws. In addition, the company has disseminated such minutes via the Company’s website at www.nbc.co.th in order to inform all shareholders of the minutes of the Shareholders’ meeting and allow them to check the accuracy of the minutes within a given period of time. In this regard, it did not appear that there was any shareholder opposing or requesting for amendment of such minutes. The copy of the minutes of the Shareholders’ meeting is provided in Enclosure No. 1.

**Opinion of the Board of Directors:** The Board of Directors of the Company considered and was of the opinion that the minutes of the Shareholder’s meeting were correct and complete. Thus, the board deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and certify the above-mentioned minutes.
Agenda 2 To consider and approve the Company’s operating results and the Board of Directors’ report for the year 2014

Facts and Reasons: The operating results of the Company and the report of the Board of Directors of the Company for the year 2014 are provided in the 2014 annual report in Enclosure No. 2 which was sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and approve the Company's operating results and the Board of Directors’ report for the year 2014.

Agenda 3 To consider and approve the Company’s audited financial statements for the year ended December 31, 2014

Facts and Reasons: The consolidated financial statements of the Company and its subsidiaries as at December 31, 2014 were audited by the auditors and examined by the Audit Committee, the details of which is provided in the 2014 annual report in Enclosure No.2 which was sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and approve the Company’s financial statements ending December 31, 2014 which have been audited by the authorized auditors and examined by the Audit Committee.

Agenda 4 To consider and approve the dividend payment from the Company’s operation for the financial year ending December 31, 2014

Facts and Reasons: Clause 45 of the Company’s Articles of Association stipulated that “Annual dividend can be paid with approval from the shareholders’ meeting. The board may pay the dividend during the year to shareholders when it considers that the company has adequate profit to do so. When the dividend is paid, the board has to inform the shareholders to acknowledge in the next meeting. The company’s dividend policy is to pay dividend not less than 40% of the net profit (pursuant to separate financial statements) after deduction of corporate tax, reserve by law and other necessary and appropriate reserves. This, however, depends on the financial status, operation result, investment plan and other reserves for the future.

However, the term of rights and obligations of the issuer and holders of warrants to purchase ordinary stocks of the company (or NBC-W1) dated June 5, 2013 imposes the right adjustment conditions of the warrant to keep the benefits of the warrant holders (NBC-W1) from less depreciation; conditions on the rate of dividend imposes that. If a company pays dividends more than 90 percent of the net profits of the company's separate financial statements, the exercise rate and the exercise price will be recalculated pursuant to the formulas given; this is to protect the rights and interests of the holders of such warrants.

From the operating results of year 2014, the Company had been the net profit (pursuant to separate financial statements) THB 49.41 million or THB 0.09 per share. The summary information of net profit (pursuant to separate financial statements) and dividend payment compared to previous years are as below:
### Dividend Schedule

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<thead>
<tr>
<th></th>
<th>2014</th>
<th>2013</th>
<th>2012</th>
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</thead>
<tbody>
<tr>
<td>1. Net Income (pursuant to separate financial statements) (THB Millions)</td>
<td>49.41</td>
<td>56.60</td>
<td>48.71</td>
</tr>
<tr>
<td>2. Earnings per share (THB)</td>
<td>0.09</td>
<td>0.16</td>
<td>0.28</td>
</tr>
<tr>
<td>3. Number of share (Millions shares)</td>
<td>534.71</td>
<td>534.41</td>
<td>176.87</td>
</tr>
<tr>
<td>3.1 No. of shares entitled to interim dividend</td>
<td>534.42</td>
<td>179.47</td>
<td>173.50</td>
</tr>
<tr>
<td>3.2 No. of shares entitled to annual dividend</td>
<td>534.71</td>
<td>534.41</td>
<td>176.87</td>
</tr>
<tr>
<td>4. Total dividend paid per share (THB:Share)</td>
<td>0.08</td>
<td>0.14</td>
<td>0.18</td>
</tr>
<tr>
<td>4.1 Interim dividend</td>
<td>0.06</td>
<td>0.11</td>
<td>0.12</td>
</tr>
<tr>
<td>4.2 Annual dividend</td>
<td>0.02(1)</td>
<td>0.03</td>
<td>0.06</td>
</tr>
<tr>
<td>5. Total dividend paid (THB Millions)</td>
<td>42.78</td>
<td>46.42</td>
<td>31.43</td>
</tr>
<tr>
<td>6. Dividend Payout (Percentage)</td>
<td>86.58</td>
<td>87.50</td>
<td>64.29</td>
</tr>
</tbody>
</table>

**Remark:**
1. The above rate of annual dividend was deducted the rate of interim dividend was approved by the Board of Directors and shall be approved at the 2015 Annual General Meeting of Shareholder on April 27, 2015, and calculated based on the number of ordinary shares as of May 13, 2015.
2. The above percentage of dividend payment is higher than that offered under the dividend policy but not more than the terms and condition of NBC-W1

**Opinion of the Board of Directors:** The Board of Directors of the Company deems it appropriate to propose to the 2015 Annual General Meeting of Shareholder to consider and approve the dividend payment from the Company’s operation for the financial year 2014 ending December 31, 2014, at 0.08 Baht per share. The Board of Directors took into consideration the payment of interim dividend at 0.06 Baht per share on December 4, 2014, and resolved to put forth in the 2015 Annual General Meeting of Shareholders for the approval of final dividend payment to the Shareholders at 0.02 Baht per share for 534.71 million shares, totaling 10.69 million Baht. The names of shareholders who are eligible to dividend payment shall be recorded on Tuesday May 12, 2015 (Record Date), and collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the “Securities Act”) by the closing of the register book to suspend the transfer of shares on Wednesday May 13, 2015, and the date of dividend payment shall be on Wednesday May 27, 2015.

**Agenda 5** To consider and approve the election of directors to replace those who completed the terms

**Facts and Reasons:** Clause 15 of the Company's Articles of Association stipulated that in every general shareholder’s meeting, the term limits of one-third of the Directors expire. At present, there were 10 directors. In 2015, three directors whose term limits expired were as following:

1) Mr. Supong Limtanakool Independent Director and Chairman of The Audit Committee
2) Mr. Kittichai Lattisophonkul Independent Director and the Member of Audit Committee
3) Mrs. Suphanee Dechaburananon Independent Director

In addition, the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from November 21, 2014 to January 30, 2015. However, no shareholder nominated any person to be the Company’s director.

In this regard, Mr. Kittichai Lattisophonkul as the Independent Director and the Member of Audit Committee has expressed his intention not to be reappointed as an Independent Director and Audit Committee for another term.

**Opinion of the Board of Directors:** The Board of Directors of the Company, excluding the interested directors in this agenda, has considered the qualifications of the directors including their experiences, expertise and performance of the two nominated directors and it appears that two directors have proven to be highly dedicated to their duties and responsibilities pursuant to good corporate governance, which led to the great benefits of the Company. Therefore, the Board of Directors deems it appropriate to propose to the 2015 Annual General Meeting of the Shareholders to consider and approve the appointment of directors who retire by rotation to continue their terms as the directors of the Company with details as follows:

1) Mr. Supong Limtanakool Independent Director and Chairman of The Audit Committee
2) Mrs. Suphanee Dechaburananon Independent Director

Therefore, the Board of Directors has considered and approved the appointment of Mr. Jessada Promjart to replace Mr. Kittichai Lattisophonkul as the Independent Director and the Member of Audit Committee.

(The details of the directors who are nominated to be the directors of the Company for another term and the appointed directors are provided in Enclosure No.6).

**Agenda 6 To consider the remuneration of directors for the year 2015**

**Criteria for Director’s Remunerations Proposal:** The Company’s Board of Directors is of the opinion that it was a very important for a corporation to nominate its directors and consider such directors’ remuneration. The Company has a policy to allow the Company’s Board of Directors to consider and nominate directors and their remuneration under strict rules which require the Board of Directors to consider the suitability of the directors and their remuneration by taking into consideration the directors and directors’ remuneration of other similar industries as well as an average of directors’ remuneration of other businesses with the same size and the growth of business and profit of the Company.

**Facts and Reasons:** The remuneration for the Company’s directors in 2014, which was approved in the 2014 Annual General meeting of Shareholders, is paid to the chairman of the Board of Directors in an equal amount to the chairman of the Audit Committee. The executive directors shall receive the remuneration at the same rate as the non-executive directors. The payment was paid quarterly.
Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and determine the remuneration for the Company’s directors for the year 2015 based on a quarterly basis without any other forms of remuneration, with details as follows:

<table>
<thead>
<tr>
<th>Position</th>
<th>Amount per person for year 2015 (Proposed Year)</th>
<th>Amount per person for year 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairman</td>
<td>400,000.-</td>
<td>400,000.-</td>
</tr>
<tr>
<td>Chairman of Audit Committee</td>
<td>400,000.-</td>
<td>400,000.-</td>
</tr>
<tr>
<td>Member of Audit Committee</td>
<td>300,000.-</td>
<td>300,000.-</td>
</tr>
<tr>
<td>Non Executive Director</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td>Executive Director</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
</tbody>
</table>

Total remuneration of directors for the year 2015 will not more than Baht 2,600,000.

Agenda 7 To consider and approve the appointment of Company’s auditors and the determination of audit fee for the year 2015

Facts and Reasons: The Board of Directors, under the recommendation by the Audit Committee, deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and approve the appointment of KPMG Phoomchai Audit Ltd. as an auditor of the Company with the following persons as the Company’s auditors for the year 2015:

1. Ms. Patamavan Vadhanakul, Registration No. 9832, who will sign the financial statements of the Company for the year 2015, It is the second year or
2. Mr. Winid Silamongkol, Registration No. 3378 or
3. Mr. Veerachai Ratanajaratkul, Registration No. 4323 or

All of the above four auditors have neither relationship with nor interests in the Company, its subsidiaries, jointly-controlled entities, its management, major shareholders or any related parties thereof. Therefore, they are independent to examine and able to express an unbiased opinion on the financial statements of the Company. Their performances were sound and satisfactory and their qualifications are not contrary to the regulations of the SET.

In addition, the Board of Directors, under the recommendations by the Audit Committee, deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2015 in respect of the Company, and its subsidiaries, totaling 3 companies, in the total amount of Baht 900,000.- (which increase Baht 20,000 when compared to the previous year).

With respect to other service fees, the Company and its subsidiaries did not receive any other services from the audit firm to which the auditors belong, any other persons or entities related to the auditors or the such audit firm in the previous year.
Opinion from the Board of Directors: The Board of Directors of the Company and the Audit Committee have considered the appointment of auditors as well as the determination of their remuneration and deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2015 and the determination of directors’ remuneration as mentioned above (details of which are provided in Enclosure No. 7)

Agenda 8 To consider other matters (if any)

Please be invited to attend the meeting at the date, time and venue specified above. Any shareholder who wishes to appoint a third party to attend and vote on your behalf, please fill out and sign the attached proxy form and submit to the Chairman of the Board of Directors or the Company Secretary prior to the commencement of the meeting.

Sincerely yours,

Mr. Adisak Limprungpatanakit
Chief Executive Officer
Minutes of Annual General Meeting of Shareholders 2014
of
Nation Broadcasting Corporation Public Company Limited

Date and Place

The meeting was held on April 3, 2014, at 14:00 p.m. at the Conference Room, 7th Floor, Nation University, No. 1854 Bangna-Trad Road, Bangna, Bangkok

Directors attending the Meeting

1. Mr. Suthichai Sae-Yoon  Chairman of the Board of Directors
2. Mr. Adisak Limprungpatanakij  Director/President
3. Mr. Supong Limtanakool  Independent Director and the Chairman of Audit Committee
4. Mr. Metha Soonthornjit  Independent Director and the Member of Audit Committee
5. Mr. Kittichai Lattisophonkul  Independent Director and the Member of Audit Committee
6. Mrs. Suphanee Dechaburananon  Independent Director
7. Mr. Sermsin Samalapa  Director
8. Miss Duangkamol Chotana  Director
9. Miss Aeumsree Boonhachairat  Director
10. Mr. Thepchai Sae-Yong  Director

A total of 10 directors attended the Meeting.

Executives attending the Meeting

1. Mr. Weerasak Phongaksorn  Executive Editor, Television News
2. Miss Chamaiporn Kongpech  Senior Vice President, Radio and Event
3. Mrs. Nongnat Hanwilai  Senior Vice President, Corporate Strategy & CSR
4. Miss Chutintra Wattanakul  Senior Vice President, New Media
5. Miss Suwannee Wacharapasakorn  Senior Finance Manager
6. Mr. Supawat Sa-nguan-ngam  Assistant Vice President, Accounting

Auditors attending the Meeting

1. Mr. Winid Silamongkol  Certified Public Auditor No. 3378
2. Mr. Vichien Thamtrakul  Certified Public Auditor No. 3183
3. Miss. Patamavan Vadhanakul  Certified Public Auditor No. 9832

Independent Financial Advisor

1. Mr. Prasert Patradhilok  Advisory Plus Company Limited
Legal Consultants observing the Meeting

1. Mrs. Chawaluck Sivayathorn Thanathip & Partners Legal Counsellors Limited

Prior to Meeting Agenda, the Company informed the Meeting of Corporate Governance Policy relating to the protection of shareholders’ rights and the provision of fair and equal treatment to all shareholders. The Company conducted this shareholders’ meeting based on the following guidelines:

1. The Company provided opportunities for shareholders to propose agenda for the Annual General Meeting of Shareholders 1/2014 and to nominate directors through the Board of Directors three months prior to the Meeting. The nomination form could be downloaded from www.nbc.co.th and sent to the Chairman of the Board of Directors via postal mail from November 22, 2013 – January 31, 2014.

   No nomination of Directors was made and no additional agenda were proposed by shareholders.

2. The Company provided shareholders with opportunities to send in questions in advance of the Annual General Meeting of Shareholders via www.nbc.co.th or fax number 0-2338-3334 Ext. 3289 from March 7, 2014 – April 20, 2014 in order to allow time for members of the Board and executives to gather information and prepare themselves for the Meeting.

   No question was sent in advance of the Meeting.

3. The Company provided opportunities for shareholders, who could not attend the Meeting, to appoint an independent director as their proxy in the Meeting. This year, independent director who was given authorization as proxy was Mr. Supong Lintanakool, Independent Director and the Chairman of Audit Committee, whose brief profile was attached to the meeting invitation letter.

4. The voting regulations for this Shareholders’ Meeting were in accordance with the Company’s Articles of Association stated in Clause 36 to 38 Chapter 4 on “Shareholders' Meeting”, which were attached to the meeting invitation letter sent to each shareholder in advance of the Meeting.

Clause 36 “The Chairman of the Meeting or their delegate is responsible for ensuring the meeting is held in compliance with the Company’s Articles of Association on meetings and run in the meeting in the order of agenda as stated in a meeting invitation letter unless two-thirds of shareholders attending the Meeting vote for a reorder of the agenda.”

Clause 37 “The Shareholders are entitled to exercise their rights to vote their shares: one share, one vote. In the event that Shareholders have any special interest in the agenda item, they relinquish their right to vote for this item, except for the voting for directors.”

Clause 38 “Unless Articles of Association or law state otherwise, considerations or resolutions made by the Meeting shall be based on majority votes from shareholders attending the Meeting. If both the approved and the disapproved votes are equal, one vote from the Chairman shall be required to resolve a decision.”
For the Annual General Meeting of Shareholders today, in the vote on each agenda item, if no shareholders objected or otherwise commented, it would be considered unanimously approved as proposed by Chairman. However, if on any agenda, there were shareholders who disagreed or abstained, they were asked to raise their hands, and any shareholders who wish to vote disagree or abstain, voting in the ballot that were distributed to the shareholders prior to the registration meeting would be used by marking the ballot paper to meet the terms and signed the ballot every time. Then the staffs will collect the ballots to count and collect points; this includes the shareholders attending the meeting in person or by proxy. The president will announce to the shareholders at each session. A shareholder has votes equal to the number of shares held; one share one vote.

The Articles of Association mentioned above would be applied to each agenda item, except agenda 5, which was to consider the election of directors to replace those retiring by rotation. For this item, the shareholders had to cast their votes individually. All ballots would be collected for transparency and to be in accordance with the Corporate Governance Policy.

In case the shareholder did not return the ballot to the officer, his/her vote would be counted as a vote for that agenda. After the votes for an agenda were counted and announced, that voting on such respective agenda was considered finalized.

Preliminary Proceedings

Mr. Suthichai Sae-Yoon, Chairman, presided over the meeting. He opened the meeting and informed that the total number of shares which had been sold was 534,412,647. The shareholders attending the Meeting were as follow:

- 39 shareholders attending the Meeting in person held 13,748,493 shares, accounting for 2.57% of the total shares.
- 35 shareholders authorized their proxies to attend the Meeting held 405,622,146 shares, accounting for 75.90% of the total shares.
- A total of 74 shareholders attending the Meeting held 419,370,639 shares or 78.47% of the total shares.

The quorum was presented according to the Company’s regulations.

The Meeting assigned Mr. Adisak Limprungpatanakij, President, to conduct the Meeting.

Agenda 1 To acknowledge the minutes of the 2013 Annual General Meeting of Shareholder held on April 24, 2013

The Company President informed the Meeting that Secretary had compiled the Minutes of the General Meeting of Shareholders for 2013, which was held on April 24, 2013. The Company’s Board of Directors viewed and considered the report right and accurate according to the resolution of the Shareholders’ Meeting. Therefore, they proposed the Meeting to consider adopting the minutes of the General Meeting of Shareholders for 2013, as detailed in Attachment I which had been delivered to the shareholders together with the meeting invitation letter.

The President provided the shareholders with an opportunity to raise any questions and comments.
No shareholder raised any comment. The Company President proposed the Meeting to consider the matter and resolve to adopt the minutes of the General Meeting of Shareholders 2013 held on April 24, 2013.

During this agenda, there was one additional shareholder attending the Meeting, counting 1,091,937 shares, totaled of 75 shareholders, counting 420,462,576 shares, or accounting for 78.68% of the total shares.

The Meeting had considered and adopted the minutes of the Annual General Meeting of Shareholders 2013 with an unanimous vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

<table>
<thead>
<tr>
<th>Category</th>
<th>Votes</th>
<th>Equivalent To</th>
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</thead>
<tbody>
<tr>
<td>Approved</td>
<td>420,462,576</td>
<td>100.00%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>0</td>
<td>0.00%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0.00%</td>
</tr>
<tr>
<td>Total</td>
<td>420,462,576</td>
<td>100.00%</td>
</tr>
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**Agenda 2 To consider and approve the Company’s operating results and the Board of Directors’ report for the year 2013**

The Company President informed the Meeting that the Company had produced the report of the Company’s operating results and the report of the Company’s Board of Directors. The details of the Company’s Operating Results in 2013 are available in the Annual Report 2013 that the Company mailed to the shareholders with the invitation letter. Nonetheless, the Company’s operating results 2013 was summarized for the shareholders acknowledgement as follows:

In 2013, the Company had total revenue of Baht 681 million, decreased by 8 percent from Baht 740 million as compared with 2012, net profit of Baht 51 million, an increase of 4 percent from Baht 49 million, compared to last year because production costs decreased. The Company’s assets increased by 178 percent while debt decreased by 17 percent. The shareholders’ equity increased by 296 percent compared to last year.

Of total revenues in 2013, it can be divided by business segments as follows.

1. Revenue from Free Television Business at Baht 12 million, decreasing by 90 percent as compared to last year due to no operation on free TV channels. Currently there are few operations on free TV.
2. Revenue from Satellite Television Business at Baht 352 million, increased by 8 percent as compared to last year
3. Revenue from New Media Business at Baht 166 million, increased by 14 percent as compared to last year
4. Revenue from special events at Baht 56 million, decreased by 43 percent as compared to last year
5. Revenue from Radio Business at Baht 33 million, close to the last year
6. Other revenue at Baht 62 million, increased by 313 percent as compared to last year
Revenue by business segment to total revenue ratio as follows; income from satellite TV representing 52 percent, revenue from Free TV representing 2 percent, revenue from new media representing 24 percent, revenue from special events representing 8 percent, revenue from radio business representing 5 percent and other revenues representing 9 percent of total revenue.

The President provided the shareholders with an opportunity to raise any questions and comments.

No shareholders raised either questions or comments. The Company President proposed the Meeting to consider voting in agenda 2, considered and approved the Company’s operating results and the Board of Directors’ report for the year 2013.

The Meeting had considered and adopted the Company’s operating results and the Board of Directors’ report for the year 2013 with an unanimous vote of the shareholders attending the meeting and casting their votes as follows:

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<tr>
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<th>Votes</th>
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<tbody>
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<td>0</td>
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</tr>
<tr>
<td>Total</td>
<td>420,462,576</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

**Agenda 3 To consider and approve the Company’s audited Balance Sheet and Profit and Loss statements for the year ended December 31, 2013**

The Company President informed the Meeting that the financial statements of Nation Broadcasting Corporation Public Company Limited as of December 31, 2013 had been audited by the auditors and reviewed by the Audit Committee for accuracy in accordance with certified principles of accounting, as shown in the Company’s 2013 Annual Report earlier mailed to shareholders, along with the invitation letter.

The President provided shareholders with an opportunity to question and comment.

No shareholders raised either questions or comments. The Company President then asked the Meeting to vote for Agenda Item 3 to consider and approve the financial statements for the year ending December 31, 2013.

The Meeting had considered and approved the financial statements for the year ended December 31, 2013 with an unanimous vote of the shareholders attending the meeting and casting their votes as follows:

<table>
<thead>
<tr>
<th></th>
<th>Votes</th>
<th>Equivalent to</th>
</tr>
</thead>
<tbody>
<tr>
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<td>420,462,576</td>
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<tr>
<td>Disapproved</td>
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<td>0</td>
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</tr>
<tr>
<td>Total</td>
<td>420,462,576</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

**Remarks:** There was one additional shareholder attended the meeting, representing one share at the end of the agenda 3.
Agenda 4 To consider and approve the dividend payment from the Company’s operation for the financial year ending December 31, 2013

The President informed the Meeting that according to the Article of Association Clause 45, it stipulates “Annual dividend can be paid with approval from the shareholders’ meeting. The board may pay the dividend during the year to shareholders when it considers that the company has adequate profit to do so. When the dividend is paid, the board has to inform the shareholders to acknowledge in the next meeting.” Respectively, the Company’s dividend policy was to pay dividend not less than 40% of the Company’s net profit after corporate income tax and after reserve by law and other necessary and appropriate reserves. This, however, depended on the financial status, operation result, investment plan and others to be reserved for the future.

From the previous year 2013, the Company, according to the consolidated financial statement, earned net profit of THB 56.60 million or THB 0.16 per share. The Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the dividend payment from the Company’s operation for the financial year 2013 ending December 31, 2013, at 0.14 Baht per share. The Board of Directors took into consideration the payment of interim dividend to the Shareholders twice; at 0.08 Baht per share on June 7, 2013, and at 0.03 Baht per share on December 6, 2013, totaling the interim dividend paid of 0.11 Baht. However, it deemed appropriate to propose the Annual General Meeting of Shareholders to pay the final dividend at 0.03 Baht per share, totaled 534.41 million shares, totaling Baht 16.03 million. The names of shareholders who were eligible for dividend payment shall be recorded on Thursday March 14, 2014 (Record Date), and collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the “Securities Act”) by the closing of the register book to suspend the transfer of shares on Wednesday March 5, 2014, and the date of dividend payment shall be on Wednesday April 30, 2014.

The President provided shareholders with an opportunity to question and express their views.

No questions were raised and no additional views were expressed. The Company President then asked the Meeting to vote for Agenda 4, to approve the dividend payment for the year 2013 ended December 31, 2013

The Meeting had considered and approved the dividend payment for the year ending December 31, 2013 with an unanimous vote of the shareholders attending the meeting and casting their votes as follows:

<table>
<thead>
<tr>
<th>Classification</th>
<th>Votes</th>
<th>Total</th>
<th>Percentage</th>
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</thead>
<tbody>
<tr>
<td>Approved:</td>
<td>420,462,577</td>
<td>420,462,577</td>
<td>100.00%</td>
</tr>
<tr>
<td>Disapproved:</td>
<td>0</td>
<td>0</td>
<td>0.00%</td>
</tr>
<tr>
<td>Abstained:</td>
<td>0</td>
<td>0</td>
<td>0.00%</td>
</tr>
<tr>
<td>Total:</td>
<td>420,462,577</td>
<td>420,462,577</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

Remarks: There were three additional shareholders attended the meeting, totaled 34 shares at the end of the agenda 4.
Agenda 5 To consider and approve the election of directors to replace those who completed the terms

Company President informed the meeting that because he is a stakeholder in agenda item 5 to be retired by rotation and was nominated to serve as director for another term. Therefore, in order to comply with Good Corporate Governance policy, Mr. Suthichai Sae-Yoon, Chairman, was invited to pursue on this agenda.

Mr. Suthichai Sae-Yoon, Chairman, informed the meeting that as to the Company’s Articles of Associated Clause 15, stipulates that “in the Annual General Meeting of Shareholders, one-third of the Directors must retire by rotation”. Currently, the Company has a total of 10 directors and in 2014 there are three directors retired by rotation as follow.

1) Mr. Metha Soonthornjit Independent Director and the Member of Audit Committee
2) Mr. Adisak Limprungratanakij Director and President
3) Miss Aeumsree Boonhachairat Director

The Company provided an opportunity for all minority shareholders to nominate qualified persons to be the Company's Board of Directors, from November 22, 2013 to January 31, 2014 via www.nbc.co.th. However, no shareholders were nominated for director position.

The Board of Directors, excluding directors with interest, viewed and considered that the three directors were equipped with experience and expertise and they had so far performed their duty according to the Corporate Governance Policy and contributed to the Company’s operation. The profiles of the three directors were available as per Appendix 6 in the meeting invitation letter. Therefore, the Company’s Board of Directors resolved to propose the Meeting to renew the tenure of the retiring directors for another term.

The President provided shareholders with an opportunity to question and express their views.

No questions were raised by shareholders. The Company President proposed the Meeting to make a resolution to approve appointment for directors who completed their term to reassume the position for another term in accordance with transparency and Good Corporate Governance. The Company asked the Meeting to consider voting to elect directors individually and collected all voting cards.

The Meeting has considered with a resolution to approve the election of the directors who vacated the office by retirement with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

1) Mr. Metha Soonthornjit
   - Approved: 419,960,611 votes Equivalent to 99.88%
   - Disapproved: 0 votes Equivalent to 0.00%
   - Abstained: 502,000 votes Equivalent to 0.12%
   - Total: 420,462,611 votes Equivalent to 100.00%

2) Mr. Adisak Limprungratanakij
   - Approved: 419,960,611 votes Equivalent to 99.88%
   - Disapproved: 0 votes Equivalent to 0.00%
Abstained: 502,000 votes Equivalent to 0.12%
Total: 420,462,611 votes Equivalent to 100.00%

3) Miss Aeumsree Boonhachairat

- Approved: 419,960,611 votes Equivalent to 99.88%
- Disapproved: 0 votes Equivalent to 0.00%
- Abstained: 502,000 votes Equivalent to 0.12%
Total: 420,462,611 votes Equivalent to 100.00%

Agenda 6 To consider the remuneration of directors for the year 2014

The President informed the Meeting that the Company’s policy allowed the Board to recruit and set remuneration for the directors, by setting the remuneration at the same rate as the industrial standard and based on an average remuneration rate of business with similar size, including prospect for business expansion and growth of profit of the Company. The details of the directors’ remuneration for 2014 were available in the meeting invitation letter mailed to the shareholders.

In this regard, the total remuneration of directors for the year 2014 amounted to Baht 2,600,000, decreased from Baht 2,700,000 in 2013 owing to a decrease of one director. The remuneration for Chairman of the Board would be the same rate as that of the Chairman of Audit Committee. Similarly, the Executive Directors would receive the same remuneration as the Non-Executive Directors. The remuneration payment would be made quarterly.

<table>
<thead>
<tr>
<th>Name/Position</th>
<th>Remuneration for the Year 2014 (Proposed Year)</th>
<th>Remuneration for the Year 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairman :</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mr. Suthichai Sae-Yoon</td>
<td>400,000.-</td>
<td>400,000.-</td>
</tr>
<tr>
<td>Chairman of Audit Committee:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Dr. Supong Limtanakool</td>
<td>400,000.-</td>
<td>400,000.-</td>
</tr>
<tr>
<td>Audit Committee :</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mr. Metha Soonthornjit</td>
<td>300,000.-</td>
<td>300,000.-</td>
</tr>
<tr>
<td>- Mr. Kittichai Lattisophonkul</td>
<td></td>
<td>300,000.-</td>
</tr>
<tr>
<td>Independent Director :</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mrs. Suphanee Dechaburananon</td>
<td></td>
<td>200,000.-</td>
</tr>
<tr>
<td>Non Executive Director:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mr. Sermsin Samalapa</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td>- Miss Duangkamol Chotana</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td>- Mr. Sivaporn Chomsuwan (resigned on August 16, 2013)</td>
<td>-</td>
<td>100,000.-</td>
</tr>
<tr>
<td>- Mr. Thepchai Sae-Yong</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td>Executive Director:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mr. Adisak Limprungpatanakij</td>
<td></td>
<td>200,000.-</td>
</tr>
<tr>
<td>- Miss Aeumsree Boonhachairat</td>
<td></td>
<td>200,000.-</td>
</tr>
<tr>
<td>Total</td>
<td>2,600,000.-</td>
<td>2,700,000.-</td>
</tr>
</tbody>
</table>
The President provided shareholders with an opportunity to question and express their views.

No Shareholders raised any questions or expressed further opinions. The President proposed the Meeting to consider voting for Agenda 6, to approve the directors’ remuneration for the year 2014.

The Meeting had considered and approved the remuneration of directors for the year 2014 as earlier stated with a majority vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting as follows:

<table>
<thead>
<tr>
<th></th>
<th>Votes</th>
<th>Equivalent to</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved:</td>
<td>419,368,674</td>
<td>99.74%</td>
</tr>
<tr>
<td>Disapproved:</td>
<td>0</td>
<td>00.00%</td>
</tr>
<tr>
<td>Abstained:</td>
<td>1,093,937</td>
<td>0.26%</td>
</tr>
<tr>
<td>Total:</td>
<td>420,462,611</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

**Agenda 7 To consider and approve the appointment of Company’s auditors and the determination of audit fee for the year 2014**

The President informed the Meeting that, according to the recommendation of Audit Committee, the Board of Directors proposed to the general meeting of the shareholders to appoint KPMG Poomchai Audit Ltd. as the auditors of the Company as follows:

1. Miss Patamavan Vadhanakul Certified Public Auditor No 9832 will sign the financial statements of the company for the year 2014 for the first year
2. Mr. Winid Silamongkol Certified Public Auditor No. 3378
3. Mr. Vichien Thamtrakul Certified Public Auditor No. 3183
4. Miss Vannaporn Jongperadechanon Certified Public Auditor No. 4098 will be auditors for the company.

All of the above auditors have neither relationship with nor interests in the Company, its subsidiaries, executives, shareholders or any related parties thereof. Therefore, they are independent to examine and able to express an unbiased opinion on the financial statements of the Company. The qualifications of all four auditors are not contrary to the regulations of the Stock Exchange of Thailand; their prior performances are proved sound and satisfactory.

The Board of Directors under recommendations of the Audit Committee agreed to propose to the General Meeting of the Shareholders to consider the auditor fee of fiscal year 2014 for both the Company and its subsidiaries entity totaling three companies at Baht 880,000.-, reduced by Baht 25,000 from the previous year because of a decrease in one subsidiary, as detailed in Appendix 7 attached to the meeting invitation letter that had been sent to the shareholders.

The President provided shareholders with an opportunity to question and express their views.

No Shareholders expressed further opinions. The President proposed the Meeting to consider voting for Agenda Item 7, to approve the appointment of the Company’s auditors and the auditors’ fee for the year 2014.

The Meeting resolved to appoint Miss Patamavan Vadhanakul, certified public auditor No. 9832 and/or Mr.Winid Silamongkol Certified Public Auditor No. 3378 and/or Mr.Vichien...
Thamtrakul Certified Public Auditor No. 3183 and/or Miss Vannaporn Jongperadechanon, licence No. 4098, the auditors of KPMG Poomchai Audit Ltd. as the auditors of the Company and its subsidiaries for the fiscal year 2014 with the fee at Baht 800,000 with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

<table>
<thead>
<tr>
<th>Category</th>
<th>Votes</th>
<th>Equivalent to</th>
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</thead>
<tbody>
<tr>
<td>Approved</td>
<td>419,954,734</td>
<td>99.88%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>5,877</td>
<td>0.00%</td>
</tr>
<tr>
<td>Abstained</td>
<td>502,000</td>
<td>0.12%</td>
</tr>
<tr>
<td>Total</td>
<td>420,462,611</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

Remarks: There was one additional shareholder attending the meeting, representing 30,000 shares by the end of the agenda 7.

Agenda 8 To consider and ratify the participation in the auction for and subsequent acquisition of the license to use allocated frequencies for national commercial digital television services as well as the fulfillment of preconditions to be granted such license and performance of any relevant actions by NBC Next Vision Company Limited

The Company President informed the Meeting that NBC Next Vision Company Limited, a subsidiary of the Company, participated and was a winner of the auction for license to use the spectrum to provide digital television services in the national business service type on knowledge and information category organized by the National Broadcasting and Telecommunications Commission (NBCT) at auction price of Baht 1,338 million, and once calculated with network services fee under the television network lease agreement in digital terrestrial spectrum type with standard resolution which the NNV has entered with the Royal Thai Army, one of terms and conditions before receiving the license set forth by the NBTC, and defined initial investment budget for developing its production sites and studios as well as related equipment, the transaction would worth approximately Baht 2,354.56 million as detailed shown in the invitation letter the company has distributed to the shareholders.

In this regard, once considering the size of such a transaction under the rules of the Capital Market Supervisory Board, and the Securities and Exchange Commission, such a transaction is regarded a transaction in which the property is significant on Class 4, which is regarded as a backdoor listing transaction. Nevertheless, the Company is exempted under the Major Transaction Rules from submitting its relisting application to the SET. The company is at this time only responsible for disclosing the information and conducting the shareholders’ meeting to ratify the transaction of NNV. In this regard, the Company appointed an independent financial advisor (IFA) to provide independent opinion on the transaction as detailed in the report of meeting and related documents that the Company mailed to the shareholders.

Therefore, the company gives the opportunity for shareholders who have questions or wish to know the reasonable conditions or other details about the acquisition of a license to use the spectrum of NNV to ask the company or Advisory Plus Company Limited, which has been appointed as the independent financial advisor in the transaction prior to further making a resolution on agenda 8.

Questions raised by the shareholders
Question No. 1
Shareholder: According to the report of the opinion of the Independent Financial Advisor on acquisition of assets on Page 42 relating to advertising revenues in 2014, what is the major assumption in such estimation?

Mr. Prasert Patradhilok, President of the Advisory Plus Co., Ltd. (IFA) clarified that key assumption implemented in estimating the advertising revenues includes advertising rate per minute, extending advertising time, number of days in broadcasting. Calculation is based on the average. In addition, the Company's strategy in offering customers the price per minute makes our forecasted revenue during the period of 9 months from April to December 2014 was Baht 553 million as exhibited in the document.

Question 2
Shareholders: As the Chairman stated that the year 2014 will increase the investment, will it affect the profit and will the company be able to pay a dividend?

Mr. Suthichai Sae-Yoon (Chairman) explained that in addition to digital TV, the company also has several other businesses as part of the business to make revenue. If profit meets the target forecasted by the company, the company expected that it is able to pay a dividend to shareholders.

Question 3
Shareholder: Although the NBTC announces the experimental digital TV broadcasts in April 2014, the public relation and providing information about viewing currently found that it cannot access to the general public thoroughly, thereby affecting the viewing and revenues of the Company. How does the company solve such a problem?

Mr. Prasert Patradhilok (IFA) clarified that of the inquiries from the company, and both Mr. Adisak Limprungpatanakij (President), and Sale Executive of the Company, it was informed that the Company has established the selling strategies and educated the customers in advance for a period prior to transitioning the satellite broadcasting to the digital TV systems. However, concerning the PR and education, Mr. Adisak will clarify again.

Mr. Adisak Limprungpatanakij (President) informed that the NBTC has prescribed that each winning bidder shall appoint a representative to be sub-committee to establish the transition plan to the digital TV, which a meeting shall be held on a monthly basis. Currently, it has been in the trial broadcasting period to test technical capacity. The NBTC therefore does not accelerate much the public relation because of its unavailability in the network. Nonetheless, even though the network has not been widely available, as to the “Must Carry” rules by the announcement of the NBTC on general television broadcasting service criteria, which prescribes that Free TV and public digital TV in all channels must be broadcasted to the public audience through all the channels; whether be terrestrial or satellite, or cable TV irrespective of membership fees, the audiences therefore can view through the satellite TV channel, or cable TV automatically.

However, the NBTC will enforce the “Must Carry” to the large satellite dishes (C-Band) from April 1, 2014 by which such a satellite dish is needed to re-arrange the channels which the Nation TV will be positioned on Number 32 while the small satellite dish (Ku-Band) and True Vision dish will be rearranged in channels from April 17, 2014, which the Nation TV will be positioned in the same channel Number 32. Such a new arrangement, the Nation TV channels have returned to the True Vision dishes, the customer base will be expanded definitely. In term of public relation on viewing, it is a direct function of the NBTC, which
it’s expected that approximately next 1-2 months, the public relation will be more obvious, including the details of the coupons handled out to the general public to be used to purchase or redeem a Set Top Box for digital TV.

Question 4  
Shareholder: the transition to digital TV systems that is highly competitive. I do not know if the company is at risk of losing staffs or not, and how does the company have to regulate to prevent such risks?

Mr. Adisak Limprungpatananakij (President) informed that the company has currently faced the loss of personnel in part, but key personnel remain. However, since the company has diversified media business, the existing personnel can supplement or replace those absent. As the loss of personnel is commonly found in any company, the Company recognizes the problem and is always ready for action through adjusting the performance of the journalists who are trained to be ready on TV business for many years under the “Convergent Newsroom”, an integrated team of newspapers and TV.

Question 5  
Shareholder: questions about the occupancy rate for advertising in the report of the opinion of the Independent Financial Advisor on Acquisition of Assets Page 42 previously asked, the rate of advertising sales which is defined as 60% in 2014, how about (how many percents) is it currently?. In addition, in the messages, stating “it’s expected that will include the existing customers who have purchased advertising time on the satellite TV Nation partly use the service in the digital TV channels”, term “existing customers who have purchased advertising time partly” is what percentage is it?

Mr. Adisak Limprungpatananakij (President) informed that the occupancy rates of the Nation channel on satellite TV were equal to 75 percent. Thus, the company estimated to reduce to about 60 percent for digital TV to reflect the competitive conditions to occur as a result of higher advertising rates and a growing number of audiences. However, the Company’s target is to try to earn a higher income than estimated income. The strategy has been implemented by the company to increase the amount of advertisements of the existing clients due to the company has a growing base of viewers. In addition, the customers who have ever advertised are in good relationship with the company for a long time with high level of confidence in the company. If the number of existing customers in part is compared with those who have never advertised on satellite TV which are greater in number than the existing customers, the proportion of existing customers will be approximately 10 percent of all customers who have never advertised on satellite TV. Meanwhile, the company also aims to earn revenue from advertising from customer groups who have advertised on TV only, but not on satellite TV, because such customers believe that amount of Free TV viewing is greater. Currently, the Nation TV has already been a free TV, the Company therefore plans to penetrate markets increasingly.

No Shareholders raised a question or expressed any opinions. The President proposed the Meeting to consider approving the above-mentioned details, provided that this agenda had to be approved with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

The Meeting had considered and approved the above-mentioned details with an unanimous vote which not less than three-fourths of the total number of votes of the shareholders
attending the meeting and having the right to vote as follows:

- **Approved:** 420,492,611 votes Equivalent to 100.00%
- **Disapproved:** 0 votes Equivalent to 0.00%
- **Abstained:** 0 votes Equivalent to 0.00%
- **Total:** 420,492,611 votes Equivalent to 100.00%

**Agenda 9 To consider other matters (if any)**

**Volunteer representative protecting shareholder right, Ms. Supaporn Pakasirikul** added that the company declared along with the Thai Institute of Directors (IOD) its intention to participate in the Collective Action Coalition in the fight against corruption; I’d like the company to clarify the practices to ensure the shareholders of how we adhere and value the transparency and Good Corporate Governance.

**Mr. Suthichai elasticity (Chairman)** explained that the company has signed and declared its intention to join the Collective Action Coalition in the fight against corruption along with the Thailand Institute of Directors (IOD) on September 6, 2013; and currently the company is in the preparation phrase to apply for membership. In doing so, the company sent the executives and related departments to be seminar with the IOD to prepare a self-assessment about anti-corruption standards. In the initial self-assessment, the company has scored approximately 50 items from 71 items, or 70 percent of all assessment results. The next step is to improve the company in accordance with criteria and apply for certification as committee member.

Also, in respect of maintaining professional ethics in journalism and business, the company places an importance and adheres seriously. The company’s manual “Nation Way” contains the code of conduct for employees to abide by for more than 10 years, for example, Chapter 1 of Ethics of the Media Profession, Chapter 2 Ethics of Media in the Nation Group, Chapter 3 Responsibility toward Reader, Chapter 4 Commitments towards Media Professionals and Organizations, Chapter 5 Principles for Journalizing and Treating News Sources, and Chapter 6 Benefits and Conflict (Conflict of Interest), etc., all of which are principles the company believes and abides by all. The Company is pleased to join as part of the Collective Action Coalition held by the IOD.

No shareholders raise questions or express additional comments.

The Chairman expressed his thanks to the shareholders for attending the Meeting. The Meeting ended at 16.30 hrs.

Signature………………………..… Chairman of the Meeting
Mr. Suthichai Sae-Yoon

Signature………………………..…    President
Mr. Adisak Limprungpanakij
Role and Responsibilities of Audit Committee

The Audit Committee shall be responsible for:
1. Review the financial reports (quarterly financial report and annual audited financial report) to oversee that the reports are sufficient and correct before forwarding them to the Board of Directors for consideration.

2. Review the internal control system to oversee that the internal audit procedures are adequate, appropriate and efficient. In addition, to observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.

3. Review the risk assessment and risk management system to oversee that they are appropriate, adequate and efficient.

4. Review the business operating procedures to oversee that they are in compliance with rules and regulations of the Security Exchange Commission and those of the Stock Exchange of Thailand as well as other laws relative to the company business.

5. Recommend to the Board the independent auditors to be nominated for shareholder approval to audit the financial reports of the company. Review with the independent auditors the objectivity of audit, responsibility and auditing procedures of the independent auditors including problems found during the audit as well as issues that the independent auditors consider they may have material impact on the company financial reports and to attend a meeting with the auditor without the presence of the management at least once a year.

6. Review the connected transactions or transactions that may have conflict of interest to oversee that they are accurate, complete and compliance with rules and regulations of the Stock Exchange of Thailand as well as disclose complete information of the transactions to ensure that they are appropriate and most beneficial to the Company.

7. Issue an Audit Committee Report to be included in the company’s annual report and the report must be signed by the Audit Committee Chairperson and must at least contain the following information:
   - Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company.
   - Opinions concerning with the adequacy of the Company's internal control system.
   - Opinions concerning with the Company's compliance with the law and regulations of the Securities and Exchange and regulations of the Stock Exchange of Thailand, or any law governing the Company's business.
   - Opinions concerning with the appropriateness of the auditor.
   - Opinions concerning with the transactions that may involve conflict of interest.
   - The number of the Audit Committee's Meetings and attendance record for each of the Audit Committee Members.
   - Opinions or overall observation that the Audit Committee has received by performing according to the Charter of the Audit Committee.
• Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.

8. Perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee.

The Audit Committee is responsible to the Board of Directors and the Board of Directors is still responsible for the Company’s operation to the others persons.

The Committee’s job is one of oversight. Management is responsible for the preparation of the Company’s financial statements and the independent auditors are responsible for auditing these financial statements. The Committee and the Board recognize that management including the internal audit staff and the independent auditors have more resources and time and more detailed knowledge and information regarding the Company’s accounting, auditing, internal control and financial reporting practices than the Committee does accordingly. The Committee’s oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others.

The Company Board of Directors is empowered to make adjustment and change definitions and qualifications of an independent director as well as scope of duties and responsibilities of the Audit Committee according to the regulations of The Security and Exchange Commission, The Stock Exchange of Thailand, The Capital Market Supervisory Board, and other related laws.
Terms and Conditions to Select Directors

Selection of Directors

The Company’s Board of Directors commented that for a media corporation, it was a very important matter to nominate its directors and to consider their remunerations. The Company has the policy that allows the Company’s Board of Directors themselves to screen and nominate directors and consider their remunerations under a strict rule. This rule requires the Board of Directors to consider that the remunerations are competitive to the ones of a similar type of industry, and of the same size of business, and also considered from the business growth and the profit growth of the Company. The Board of Directors will nominate the qualified candidates for Directors and Independent Directors to the shareholders to consider at the Annual General Meeting.

In 2015, the Company provides the opportunity to minority shareholders to nominate candidates as Directors by proposing the candidates’ names with details of qualifications and the candidates’ letters of consent through the Company’s Board of Directors three months prior to Annual General Meeting of Shareholders, which would be between November 21, 2014 and January 30, 2015. No shareholder proposes candidates for directorship.
Definition and qualifications of Independent Directors

Independent Directors are directors who are not involved in the day-to-day operations of the company, its subsidiaries, or joint ventures. Independent Directors shall be independent from major shareholders and executives of the company and have no relationships that obstruct sound judgment and discretion. Thus, the qualifications of the Independent Directors must be in line with the regulations of the Securities of Exchange Commission.

Independent Directors' qualifications are as follows:

1. Hold not over 1% of paid-up capital of the company, its subsidiaries and joint venture companies, or other related companies or juristic persons with potential conflict of interest. This includes shares held by related persons according to Article 258 of Securities and Exchange Act.

2. Shall not be executive directors, staff or employees or consultants who receive regular benefits from the company, or personal consultants to the company’s management, its subsidiaries and joint venture companies, or other persons with potential conflict of interest. Independent Directors shall not have any interests in such manner for at least 2 years prior to appointment date. This qualification does not refer to independent directors who used to serve as government officials or advisors to any government agencies which are the major shareholders or executives of the company.

3. Shall not have or used to have business relationships, financial benefits or other forms of benefit whether directly or indirectly, in business affairs and management of the company, its subsidiaries or joint venture companies, or related companies, which might obstruct the exercise of independent judgment, or shall not be or used to be major shareholders, or executives of the company except in the case that such interests finished at least 2 years prior to the appointment date.

4. Shall have no blood relationship or relationship through legal registration in the forms of parents, spouse, siblings and children, or children’s spouses with executive directors, management, controllers, or major shareholders of the company or its subsidiaries of executive directors, management, controllers, or the persons who are nominated for an executive position or executives of the company or its subsidiaries.

5. Shall not be open or secret nominees of directors, major shareholders or any groups of shareholders of the company who are related to any major shareholders or any groups of the company’s shareholders.

6. Shall perform their duties and exercise their judgment without the influence of executive directors or major shareholders of the company, and related persons or their relatives.

7. Shall not be or used to be auditors of the company, its subsidiaries, joint venture companies, the major shareholders or the company’s executives. The Independent Directors shall not be major shareholders, executives or business partners of juristic person under the management of the auditor of the company, its subsidiaries, joint venture companies, major shareholders or the company’s executives except when such activities finished at least 2 years prior to the appointment date.

8. Shall not work or used to work in a profession that included law and financial consultant services and asset appraising, which receives service fees of over 2 million baht per year from the company, its subsidiaries and joint venture companies or major shareholders or
the company’s executives. In the case that the profession is registered as a person juristic, this rule covers the case of being the major shareholder, executives, or business partner of that professional service, except such services ended at least 2 years prior to the appointment date.

9. Shall not operate any business in the same nature and in competition with the business of the Company, subsidiary company, nominee shareholder in partnership, or director in management level, employee, staff, advisor who receive the regular salary or hold more than 1 percent of the voting shares in other company operating the business in the same nature and in competition with the business of the Company or subsidiary.

10. Shall not have any other characteristic which prevents them form being able to give independent opinions on the management of the company.
Attached Document No.6

The profile of the nominated person to replace directors retiring by rotation

Name : Mr. Supong Limtanakool

Age : 62 Years

Education Background
- Doctor of Business Administration in International Marketing, University of San Gabriel, Irvine, California, U.S.A.
- Master of Science in Marketing & Consumer Behavior, California State University
- Bachelor of Arts in Economics, California State University

Training
Thai Institute of Directors Association
- Director Certification Program (DCP#99/2008)

Experience
- 2006 - 2008 The National Legislative Assembly Expert
- 2007 Subcommittee of Universiade International University Sports
- 2007 Constitution Drafting Assembly Expert
- 2007 Subcommittee of taxi and limousine audit
- Savarnabhumi Airport
- 2009 - Present Vice President for External Affairs Bangkok University
- 2007 - Present Member of The Audit Committee Thai Polycons Plc.
- 2009 - Present Independent Director and Chairman of The Audit Committee Nation Broadcasting Corporation Plc.
- 2012 - Present Director of Thai Tinplate MFG Co., LTD.

Type of Current Director : Independent Director and Chairman of The Audit Committee

No. of Shares Held as at January 30, 2015
- None-
The profile of the nominated person to replace directors retiring by rotation

Relationship Characteristics

<table>
<thead>
<tr>
<th>Item</th>
<th>Relationship Characteristics</th>
</tr>
</thead>
<tbody>
<tr>
<td>Being related persons or close relatives to management or major shareholders of the company and its subsidiaries</td>
<td>-None-</td>
</tr>
<tr>
<td>Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years</td>
<td>-None-</td>
</tr>
<tr>
<td>1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary</td>
<td>-None-</td>
</tr>
<tr>
<td>2. Being a professional service provider (such as Auditor or Legal Consultant)</td>
<td>-None-</td>
</tr>
<tr>
<td>3. Having business relationship(such as buy/sell goods, giving financial support such as borrowing or lending, etc.)</td>
<td>-None-</td>
</tr>
</tbody>
</table>

Information Holding the post of the Company’s Director and Meeting Attendance in 2014

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director</th>
<th>The Meeting Attendance in 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>As of December 31, 2014</td>
<td>Audit Committee</td>
</tr>
<tr>
<td>5 Years 9 Months Appointed as a director since March 12, 2009</td>
<td>3/4</td>
</tr>
</tbody>
</table>

Information of holding a directorship in listed company or non listed company or other rival incorporation

<table>
<thead>
<tr>
<th>Listed Company</th>
<th>Non Listed Company</th>
<th>Rival incorporation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>Type of Director</td>
<td>Number</td>
</tr>
<tr>
<td>1</td>
<td>Member of The Audit Committee/Thai Polycons Plc.</td>
<td>2</td>
</tr>
</tbody>
</table>

Type of Nominated Director: Independent Director and Chairman of The Audit Committee
The profile of the nominated person to replace directors retiring by rotation

<table>
<thead>
<tr>
<th>Name</th>
<th>Mrs. Suphanee Dechaburananom</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age</td>
<td>63 Years</td>
</tr>
</tbody>
</table>

**Education Background**
- BA (Economics), Chulalongkorn University
- MA (Economics), Ottawa University, Ottawa, Canada

**Training**
**Thai Institute of Directors Association**
- Director Certification Program (DCP# 189/2014)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Associate Board Members of Ogilvy &amp; Mather</td>
<td>Media Planning Director</td>
<td>Group Executive Director</td>
<td>Chairman/Director of Trading &amp; Strategy, GroupM</td>
<td>Chairman</td>
<td>Independent Director</td>
<td>Chief Operating Officer</td>
</tr>
</tbody>
</table>

**Type of Current Director**
- Independent Director

**No. of Shares Held as at January 30, 2015**
- None-
The profile of the nominated person to replace directors retiring by rotation

### Relationship Characteristics

<table>
<thead>
<tr>
<th>Item</th>
<th>Relationship Characteristics</th>
</tr>
</thead>
<tbody>
<tr>
<td>Being related persons or close relatives to management or major shareholders of the company and its subsidiaries</td>
<td>-None-</td>
</tr>
<tr>
<td>Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years</td>
<td></td>
</tr>
<tr>
<td>1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary</td>
<td>-None-</td>
</tr>
<tr>
<td>2. Being a professional service provider (such as Auditor or Legal Consultant)</td>
<td>-None-</td>
</tr>
<tr>
<td>3. Having business relationship(such as buy/sell goods, giving financial support such as borrowing or lending, etc.)</td>
<td>-None-</td>
</tr>
</tbody>
</table>

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<thead>
<tr>
<th>Holding the post of the Company’s Director</th>
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<tbody>
<tr>
<td>As of December 31, 2014</td>
<td></td>
</tr>
<tr>
<td>2 Years 8 Months Appointed as a director since April 25, 2012</td>
<td>6/6</td>
</tr>
<tr>
<td></td>
<td>Annual General Meeting</td>
</tr>
<tr>
<td></td>
<td>1/1</td>
</tr>
</tbody>
</table>

### Information of holding a directorship in listed company or non listed company or other rival incorporation

<table>
<thead>
<tr>
<th>Listed Company</th>
<th>Non Listed Company</th>
<th>Rival incorporation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number</td>
<td>Type of Director</td>
<td>Number</td>
</tr>
<tr>
<td>-</td>
<td>-</td>
<td>1</td>
</tr>
</tbody>
</table>

**Type of Nominated Director**: Independent Director
The profile of the nominated person to replace directors retiring by rotation

Name : Mr. Jessada Promjart
Age : 53 Years

Education Background
- Master’s degree (Accounting) 
  Thammasat University
- Bachelor’s degree (Accounting) 
  Thammasat University

Training
Thai Institute of Directors Association
- Director Certification Program (DCP#45/2004)
- Company Secretary Program (CSP#7/2004)

Thai Listed Companies Association (TLCA)
- Executive Development Program (EDP#9/2012)

Experience
- Sep 2014 - Present
  Director and Chief Executive Officer
  Chu Kai Public Company Limited
- Director
  The Crane Services Co., Ltd. / The Crane Laem Chabang Co., Ltd. / The Crane Rayong Co., Ltd. / The Crane Heavy Lift Co., Ltd.
- Jan 2014 - Jun 2014
  Director and Vice Chairman
  Seed MCOT Company Limited
- Jun 2011 - Feb 2012
  Director
  True Corporation Public Company Limited
- Dec 2009 - Jun 2014
  Executive Vice President and Chief Financial Officer
  MCOT Public Company Limited

No. of Shares Held as at January 30, 2015
- None-
Attached Document No.6

The profile of the nominated person to replace directors retiring by rotation

Relationship Characteristics

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<td>2. Being a professional service provider (such as Auditor or Legal Consultant)</td>
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</thead>
<tbody>
<tr>
<td>Number</td>
<td>Type of Director</td>
<td>Number</td>
</tr>
<tr>
<td>1</td>
<td>Director and Chief Executive Officer / Chu Kai Public Company Limited</td>
<td>4</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Type of Nominated Director : Independent Director and Member of The Audit Committee
## Agenda Item 7
The details of the auditors for the fiscal year 2015

<table>
<thead>
<tr>
<th>Year of Proposal</th>
<th>KPMG PHOOMCHAI AUDIT CO., LTD.</th>
<th>KPMG PHOOMCHAI AUDIT CO., LTD.</th>
</tr>
</thead>
<tbody>
<tr>
<td>2014</td>
<td>Ms. Patamavan Vadhanakul</td>
<td>Ms. Patamavan Vadhanakul</td>
</tr>
<tr>
<td></td>
<td>Registration No. 9832</td>
<td>Registration No. 9832</td>
</tr>
<tr>
<td></td>
<td>Mr. Winid Silamongkol</td>
<td>Mr. Winid Silamongkol</td>
</tr>
<tr>
<td></td>
<td>Registration No. 3378</td>
<td>Registration No. 3378</td>
</tr>
<tr>
<td></td>
<td>Mr. Vichien Thamtrakul</td>
<td>Mr. Veerachai Ratanajaratkul</td>
</tr>
<tr>
<td></td>
<td>Registration No. 3183</td>
<td>Registration No. 4323</td>
</tr>
<tr>
<td></td>
<td>Ms. Vannaporn Jongperadechanon</td>
<td>Ms. Vannaporn Jongperadechanon</td>
</tr>
<tr>
<td></td>
<td>Registration No. 4098</td>
<td>Registration No. 4098</td>
</tr>
</tbody>
</table>

Ms. Patamavan Vadhanakul is the Auditor who has affixed his signature to certify the Company’s financial statement in 2014 (for the first year).

Compensation of the auditor for the Company and its subsidiaries totals 880,000 Baht.

The Company and its subsidiary shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year.

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<thead>
<tr>
<th>Year of Proposal</th>
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</thead>
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<td>Registration No. 9832</td>
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</tr>
<tr>
<td></td>
<td>Registration No. 4098</td>
<td>Registration No. 4098</td>
</tr>
</tbody>
</table>

Ms. Patamavan Vadhanakul is the Auditor who has affixed his signature to certify the Company’s financial statement in 2015 (for the second year).

Compensation of the auditor for the Company and its subsidiaries totals 900,000 Baht.

The Company and its subsidiary shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year.
29. The Shareholders’ meeting shall be held at the company’s head office or in the nearby provinces or other location set by the board of the directors.

30. The shareholders’ meeting shall be held at least once a year. Such meeting shall be called the annual general shareholders’ meeting and it shall be held within 4 months after the end of the Company’s fiscal year. Any other shareholders’ meetings shall be called “Extra-ordinary shareholders’ meetings.” The Directors shall call the extra-ordinary meeting of the shareholders whenever they deem appropriate.

31. Minority shareholders holding collectively at least one-fifth of the total paid-up shares or no less than 25 shareholders holding collectively no less than one-tenth of the total paid-up shares are entitled to make a letter requesting the Board of Directors to call an extra-ordinary shareholders’ meeting at any time. However, they are required to stipulate the reasons thereof in the letter. In this case, the Board of Directors is required to organize the meeting of the shareholders within one month after receiving the letter from the shareholders.

32. To call a meeting of the shareholders, the Board of Directors shall make the invitation letter with the stipulated venue, date, time, agenda items and the materials outlining the proposed matters to the meeting with sufficient details. The items should be clearly stipulated whether they will be submitted to the meeting for acknowledgement, approval or consideration as the case may be. The Board of Directors’ opinion in such matters shall also be sent to the shareholders and made available to the registrars at least 7 days prior to the meeting. The notice of such shareholders’ meeting shall be advertised on the newspaper for three successive days and at least 3 days prior to the meeting date.

33. Shareholders may authorize other parties to attend the meeting and cast votes on their behalf at the shareholders’ meeting by making a written statement in accordance with the requirements of applicable laws. The authorized persons shall submit the letter to the chairman of the meeting or the person authorized by the chairman before the authorized persons attend the meeting.

The authorized letter shall be the format as stipulated by the listed company’s registrar and contain these items at minimum:

a.) amount of shares the shareholder is holding
b.) name of the authorized
c.) the number of the shareholders’ meeting that was authorized or cast the vote

In casting the votes, the shareholders’ authorized person shall have an equal amount of votes the shareholders have in total, except the shareholders’ authorized person announces at the meeting before casting the votes that he/she will cast the votes for certain shareholders. In such case, the shareholders’ authorized person shall state the name of the shareholders and the number of shares held.
34. At the shareholders’ meeting, there must be at least 25 shareholders and their authorized persons (if any) attending, or not less than half of the total number of the shareholders with collective shareholding accounting for at least one-third of the paid-up shares, shall make the quorum.

In case that the number of the shareholders attending the meeting does not reach the amount stated as in the paragraph above at an hour past the appointment time, if the meeting is called by request of the shareholders, it shall be cancelled. However, if the meeting is not called by the request of the shareholders, it will be rescheduled and the invitation letter shall be sent to the shareholders at least 7 days prior to the meeting. In the latter case, it is not necessary that the amount of the shareholders be as stated in the first paragraph to make the quorum of the meeting.

35. Chairman of the Board shall be the chairman of the meeting. In case where the Chairman of the Board of Directors is absent from the meeting or unable to perform his/her duty, the vice chairman will assume the chairmanship. If the vice chairman is not available or unable to perform this duty, the shareholders who are present at the meeting shall select a shareholder to act as the chairman of the meeting.

36. Chairman of the meeting shall oversee the meeting to ensure the meeting is conducted in a manner consistent with the order of the Agenda Items set forth in the invitation letter, except the case where the meeting resolves with at least two-third of the votes by shareholders who are present at the meeting to re-arrange the order of the agenda items.

As all the agenda items set forth in the invitation letter have been thoroughly considered, the shareholders with collective shareholding of one third of the paid up shares may request the quorum to consider other agenda items not stated in the invitation letter.

In case where the quorum is not able to consider the agenda items on time and it is required to postponed, whether the agenda items be on the invitation letter or added by request according to paragraph 2, the quorum is to reschedule the meeting, set the venue, time and agenda items and the invitation letter shall be sent to the shareholders at least 7 days prior to the meeting. The notice of such shareholders’ meeting shall be advertised on the newspaper for three successive days and at least 3 days prior to the meeting date.

37. At the shareholders’ meeting, the shareholders have the right to attend the meeting and cast the votes according to the number of shares they hold. Each share accounts for one vote.

If the shareholders are closely connected to the issue raised in the meeting, their right to vote on that specific issue will be withdrawn, except for the vote for board of directors’ selection.

38. Except where otherwise stipulated by this articles or applicable laws, the final judgment or the resolution of the shareholders’ meeting shall be based on the majority votes of the shareholders who are present at the meeting. However, in the case that the votes are equal, the chairman of the meeting shall exercise additional one vote as the final ruling.

39. Three fourth of the total shareholders’ votes present at the meeting must be tallied before making final ruling on the following issues:
   a.) the company capital’s increase or decrease
b.) issuance and proposal of debentures  
c.) amendment of Memorandum of Association or the company’s regulations  
d.) make, amend or cancel contracts regarding the company’s business rental wholly or partially  
e.) appointment of others to manage the company’s business  
f.) merging or abrogating the company  
g.) joint venture with others with the objective of sharing profit and loss  
h.) other transactions stipulated by law  

40. Annual general shareholders’ meeting shall engage in the following activities:  
(a.) acknowledgement of the Board of Directors’ report concerning the Company’s operations of the past year  
(b.) approval of the balance sheet and profit and loss account  
(c.) approval of profit allocation and dividend payment  
(d.) replacement of the directors whose term expire and determining the directors’ remunerations  
(e.) appointment of the auditors and determining the Company’s auditing fee  
(f.) Others (if any)
Conditions, Rules and Guidelines for Registration, Appointment of a Proxy, and Voting

1. Cases where a shareholder attends a meeting in person
   - The shareholder, who is an individual person with Thai nationality, must show his/her original identity card or original state official identity card to register.
   - The shareholder, who is an individual person with foreign nationality, must show his/her original foreign identity card, passport, or document issued for use as a substitute for a passport in order to register.
   - If the shareholder changes his/her name or surname, the shareholder must produce evidence to prove the name or surname change.

2. Appointing a proxy:
   - The shareholder who appoints the proxy shall appoint only one person as a proxy to attend the meeting and cast a vote in accordance with the Proxy Form attached.
   - The shareholder can indicate on the proxy form his/her intention to vote on each agenda item, whether he/she agrees, does not agree or abstains in order for the proxy to vote on his/her behalf.
   - The proxy shall submit the proxy form to the chairman of the meeting and/or the person assigned by the chairman before the meeting starts. The proxy form must be completely filled in and duly signed. Any change to or crossing out of any material texts must be signed by the proxy.
   - The proxy form must have a 20 Baht duty stamp affixed.

Required documents for appointing a proxy:

- In cases where the shareholder is an individual with Thai nationality: A certified copy of the identity card or state official identity card of the person appointing the proxy is required.

- In cases where the shareholder is an individual with foreign nationality: A certified copy of the alien identity card or passport or a document issued to substitute the passport of the person appointing the proxy is required.

- In cases where the shareholder is a juristic person:
  - Thai juristic person: A certified copy of the company affidavit issued within the last six months by the Ministry of Commerce or other relevant agencies and a certified copy of the national identity card or state official identity card or passport (in cases of
foreign nationals) of the authorized director whose signature is affixed to the proxy form.

- **Foreign juristic person:** The authorized person shall sign his/her name and affix the company seal in the proxy form before a notary public or other agencies having similar authorities as prescribed by the laws of each respective country. The signed proxy form shall be presented to the competent officer at the Royal Thai Embassy or Consulate or an officer authorized to act on the said person’s behalf, or any other person authorized to certify such documents in all respects in accordance with the law.

  - In cases where a fingerprint is affixed instead of a signature, the left thumb shall be used with a statement “the fingerprint of the left thumb of____________.” The fingerprint must be affixed in the presence of two witnesses and certified. A certified copy of the identity card or state official identity card of the witness must be attached.

  - In an annual general meeting of the shareholders, if a shareholder cannot attend the meeting in person, he/she may appoint a person to act as his/her proxy or may appoint an independent director to act as his/her proxy.

  - A shareholder, who wishes to appoint an independent director of the Company as his/her proxy, shall send the proxy form completely filled in and duly signed as stated above to the Corporate Secretary’s Office, together with relevant documents, at least one day before the meeting date.

3. **In cases where a shareholder is deceased:** The estate administration can attend the meeting in person or by proxy, provided that a court order appointing the estate administration is presented. The court order must be signed by the authorized person within six months before the meeting date.

4. **In cases where a shareholder is a minor:** The father, mother or the parents can attend the meeting in person or by proxy, provided that a copy of the house registration of the shareholder, who is a minor, is presented.

5. **In cases where a shareholder is an incompetent or quasi-incompetent person:** The guardian or the custodian shall attend the meeting in person or by proxy, provided that the meeting attendee can present a court order to prove the legal status of the caretaker and the date of the signing of such document by the authority must be within six months before the meeting date.

**Registration:**

The registration shall start at least one hour before the meeting time or at 1300 hrs.
Voting:

1. Voting must be done openly and one share is considered as one vote. A resolution of the shareholders shall comprise the following votes:

   - A normal case: The majority of the votes cast by the shareholders attending the meeting and eligible to vote. A tied vote: The chairman of the meeting shall have a casting vote.

   - In other cases where the law or the article of association specifies otherwise, the voting shall be in compliance with such law or the articles of association, provided that the chairman of the meeting shall inform the meeting before voting on such agenda item.

   - In voting for an agenda item to elect a director to replace a director who will retire by rotation or to appoint a new director, the shareholder may exercise his/her right to vote to elect a director or appoint a director on an individual basis.

2. In cases of voting by proxy, the proxy must cast a vote in accordance with the proxy form as specified by the shareholder appointing the proxy.
Summary profile of the Independent Director
Who may be granted a proxy

Name : Mr. Metha Soonthornjit

Age : 54 Years

Address : 106/14 Moo 6, 345 Road, Bangkuwat Sub-district
           Muang District, Pathum Thani 12000

Education Background
  : MMM, The Graduate School of Public Administration, NIDA
  : LL.B. Ramkhamhaeng University

Training
Thai Institute of Directors Association
  : Director Certification Program (DCP#118/2009)

Experience
  2003 - 2004  Managing Director
               Lawman Standard Co., Ltd.
  2005 - 2012  Manager
               Lawman Standard Co., Ltd.
  2009 - Present  Member of The Audit Committee
                 Nation Broadcasting Corporation Plc.
  2012 - Present  Manager Law Consulting Office
                 Lawman & Maytha

Type of Current Director : Independent Director and Member of The Audit Committee

No. of Shares Held as at January 30, 2015
  : -None-

Having conflicts of interest in the agenda item proposed in the 2015 Annual General
Meeting of shareholders
  : No. (Except Agenda 6 : Consider the remuneration of directors for the year 2015)
Summary profile of the Independent Director
Who may be granted a proxy

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<td>Type of Director</td>
<td>Number</td>
</tr>
<tr>
<td>-</td>
<td>-</td>
<td>1</td>
</tr>
</tbody>
</table>


หนังสือมอบฉันทะ (แบบ ช.)
Proxy (Form B.)

เรียนที่ __________________________
Written at __________________________

วันที่ _______ เดือน _______ พ.ศ. ______
Date _______ Month _______ Year ______

(1) ข้าพเจ้า __________________________ สัญชาติ __________________________
I/We nationalitiy __________________________

อยู่บ้านเลขที่ __________________________
Address __________________________

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น บродแคสติ้ง คอร์ปอเรชั่น จํากัด (มหาชน)
being a shareholder of Nation Broadcasting Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น __________________________ หุ้น
holding the total amount of __________________________ shares

เป็นผู้ถือหุ้น __________________________
ordinary share __________________________

เป็นผู้ถือหุ้นสามัญ __________________________
preference share __________________________

(3) ขออนุมัติให้ผู้รับมอบฉันทะ __________________________
Heroby appoint __________________________

(ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทได้ โดยมีประวัติตามเอกสารแนบ)
(The shareholder may appoint the independent director of the company to be the proxy holder. The profile of the Independent director is attached for information)

1. ชื่อ __________________________ นามสกุล __________________________ อายุ _______ ปี อยู่บ้านเลขที่ __________________________
Name __________________________ Surname __________________________ Age _______ years, residing at __________________________
ถนน __________________________ ตําบล/แขวง __________________________ อําเภอ/เขต __________________________
Road __________________________ Subdistrict __________________________ District __________________________
จังหวัด __________________________ หรือ __________________________ Province __________________________

2. ชื่อ __________________________ นามสกุล __________________________ อายุ _______ ปี อยู่บ้านเลขที่ __________________________
Name __________________________ Surname __________________________ Age _______ years, residing at __________________________
ถนน __________________________ ตําบล/แขวง __________________________ อําเภอ/เขต __________________________
Road __________________________ Subdistrict __________________________ District __________________________
จังหวัด __________________________ หรือ __________________________ Province __________________________

ขณะเดียวกันเพื่อแสดงเป็นผู้ถือหุ้นของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญปี 2558 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ดังนี้

Any one to be above shall be my/our proxy holder to attend and vote on my/our behalf at the 2015 Annual General Meeting of Shareholders on April 27, 2015 at 14.00 hrs, at At the Conference Room A, 27th Floor, Interlink Tower, 1858/118-119 Bangna-Tr ad Road, Bangna Sub-district, Bangna District, Bangkok, Thailand or on other date, time and place as may be postponed or changed.

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในข้อ 2. ดังนี้:
I/we authorize the proxy holder to attend the meeting and vote as this meeting as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าให้กับประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects, or

(ข) ให้ผู้รับมอบฉันทะลงมติแทนข้าพเจ้าตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my/our intention as follows:

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Agenda 1
To acknowledge the minutes of the 2014 Annual General Meeting of Shareholder held on April 3, 2014

- **Agenda 2**
To consider and approve the Company’s operating results and the Board of Directors’ report for the year 2014

- **Agenda 3**
To consider and approve the Company’s audited financial statements for the year ended December 31, 2014

- **Agenda 4**
To consider and approve the dividend payment from the Company’s operation for the financial year ending December 31, 2014

- **Agenda 5**
To consider and approve the election of directors to replace those who completed the terms

- **Agenda 6**
To consider the remuneration of directors for the year 2015

- **Agenda 7**
To consider and approve the appointment of Company’s auditors and the determination of audit fee for the year 2015
การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and shall not constitute my/our voting as a shareholder.

ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดให้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาเสนอฉันทะในเรื่องใดที่ข้าพเจ้าชื่นชอบและเห็นเป็นการที่จะให้ความเห็นชอบ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or have specified unclear instruction or in case the meeting considers or passes resolutions in any matters other than these specified above, including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any business carried on by he proxy holder in the said meeting, except where the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ...........................................................................ผู้มอบฉันทะ

(.......................................................)
Signed Appointer

ลงชื่อ...........................................................................ผู้รับมอบฉันทะ

(.......................................................)
Signed Proxy

หมายเหตุ
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจํานวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

2. ผู้ถือหุ้นจะลงมติแทนผู้รับมอบฉันทะจะต้องระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนอย่างจำกัดจำนวนหุ้นที่ระบุไว้ในข้อ (2) ที่ได้

3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Remarks:
1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. The shareholder may grant all of the shares specified in clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. For agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
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