Minutes of Annual General Meeting of Shareholders 2013
of
Nation Broadcasting Corporation Public Company Limited
(Translation)

Date and Place

The meeting was held on April 24, 2013, at 14:00 hours at the Conference Room A, 27th Floor,
TCIF Tower, 1858/118-119 Bangna-Trad Road, Bangna, Bangkok 10260

Directors attending the Meeting

1. Mr. Suthichai Sac-Yoon
2. Mr. Adisak Limprungpatanakij
3. Miss Aeumsree Boonhachairat
4. Miss Duangkamol Chotana
5. Mr. Sermsin Samalapa
6. Mr. Sivaporn Chomsuwan
7. Mr. Supong Limitanakool
8. Mr. Metha Soonthornjit
9. Mr. Kittichai Lattisophonkul
10. Mrs. Suphanee Dechaburananon

Chairman of the Board of Directors
Director/President
Director
Director
Director
Independent Director and the Chairman of Audit Committee
Independent Director and the Member of Audit Committee
Independent Director and the Member of Audit Committee
Independent Director

A total of 10 directors attended the Meeting.

Executives attending the Meeting

1. Mr. Pranot Vilapasuwan
2. Miss Kwanruan Thaworntaweewong
3. Mr. Kanok Ratwongsakul
4. Mrs. Nongnat Hanwilai
5. Miss Chanaiporn Kongpech
6. Miss Wararak Leelertphan
7. Miss Chutintra Wattanakul
8. Miss Suwannee Wacharapasakorn
9. Mr. Supawat Sa-nguan-ngam

Executive Editor, Television News
Senior Vice President, Television Programs
Assistant to President, News Anchor
Senior Vice President, Corporate Strategy & CSR
Senior Vice President, Radio and Event
Senior Vice President, Advertising
Senior Vice President, New Media
Senior Finance Manager
Assistant Vice President, Accounting

Auditors attending the Meeting

1. Mr. Vichien Thamtrakul
2. Mr. Winid Silamongkol

Certified Public Auditor No. 3183
Certified Public Auditor No. 3378

Financial Advisor

1. Ms. Jirayong Anuman-Rajadhon

JayDee Partners Limited
Legal Consultants observing the Meeting

1. Mrs. Chawaluck Sivayathorn Thanathip & Partners Legal Counsellors Limited
2. Mr. Pow Makcharoenvud Pow & Associates Law Office 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 1/2013 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 26, 2012 – January 31, 2013.
   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 22, 2013 – April 12, 2013 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 Limtanakool, 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 numbers 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.

   Number 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.”

   Number 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.”

   Number 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 each item in the agenda of this Meeting, if neither disapproval nor abstention from any shareholders was made, the resolution would be considered approved unanimously. However, if either disapproval or abstention was made on any item, the Shareholders including proxies should be required to raise their hands. They were required to cast their votes by filling out the ballots, which were provided before commencement of the Meeting. The Chairman would announce each agenda and the Shareholders would be required to cast their votes and sign their names on the matching ballots. Authorized staffs then collected the ballots for the vote count. Shareholders would be entitled to exercise their rights to vote their shares: 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 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 176,870,000. The shareholders attending the Meeting were as follow:

- 43 shareholders attending the Meeting in person held 4,383,442 shares, accounting for 2.48% of the total shares.
- 26 shareholders authorized their proxies to attend the Meeting held 108,753,730 shares, accounting for 61.49% of the total shares.
- A total of 69 shareholders attending the Meeting held 113,137,172 shares or 63.97% of the total shares.

The quorum was presented according to the Company’s regulations.
The Meeting assigned Mr. Adisak Limprungratanakij, President, to conduct the Meeting.

**Agenda Item 1 To acknowledge and certify the minutes of the Annual General Meeting of shareholders 2012 held on April 25, 2012.**

The Company President informed the Meeting that Secretary had compiled the Minutes of the General Meeting of Shareholders for 2012, which was held on April 25, 2012. 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 2012, of which the copy 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 2012.

The Meeting had considered and adopted the minutes of the Annual General Meeting of Shareholders 2012 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></th>
<th>Votes</th>
<th>Equivalent to (%)</th>
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</thead>
<tbody>
<tr>
<td>Approved</td>
<td>113,661,172</td>
<td>99.9956%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>5,000</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total</td>
<td>113,666,172</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

**Remarks:** There were additional shareholders that attended the meeting, representing 966,554 shares after agenda 1 was approved.

**Agenda Item 2 To consider and approve the Company’s operating results and the Board of Directors’ report for the year 2012**

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 2012 are available in the Annual Report 2012 that the Company mailed to the shareholders with the invitation letter. Nonetheless, the Company’s operating results 2012 was summarized for the shareholders acknowledgement as follows:

In 2012, the Company could earn totally Baht 740 million, namely it increased from Baht 668 million or by 11% as compared that of 2011. As to net profit compared with the previous year, the amount of Baht 48 million could be earned but decreased from Baht 87 million by 45% due to the additional investment cost as well as operation cost incurred from channel expansion. Similarly, the Company, compared to last year, gained additional properties by 21%, liabilities by 38% and shareholders’ shares by 12%.

Compared to previous year, the total revenue in 2012 could be divided by business categories as follows:

1. Revenue from Free Television Business at Baht 114 million, decreasing by 58 due to no program performance of channel 9 during the second half year;
2. Revenue from Satellite Television Business at Baht 345 million, increasing by 60%;
3. Revenue from New Media Business at Baht 145 million, increasing by 33%;
4. Revenue from such special activities as performances of Reya the Musical and the 12th Anniversary of Nation Channel at Baht 99 million, increasing by 141% and
5. Revenue from Radio business at Baht 34 million, increasing by 13%
In other words, such above-mentioned revenue could be proportionally categorized by business as from Satellite Television at 47% out of the total revenue; from Free Television at 15%; from New Media at 20%, from special activities at 13% and from Radio at 5%.

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

No shareholder raised either questions or comments. The Company President proposed the Meeting to consider the matter and resolve to adopt Agenda Item 2, To consider and approve the Company’s operating results and the Board of Directors’ report for the year 2012.

The Meeting had considered and adopted the Company’s operating results and the Board of Directors’ report for the year 2012 with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

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<tr>
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<th>Votes</th>
<th>Equivalent to</th>
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</thead>
<tbody>
<tr>
<td>Approved</td>
<td>114,627,726</td>
<td>99.9956%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>5,000</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total</td>
<td>114,632,726</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

**Agenda Item 3 To consider and approve the Company’s financial statements for the year ending December 31, 2012**

The President informed the Meeting that the financial statements of Nation Broadcasting Corporation Public Company Limited as of December 31, 2012 had been audited by the auditors and examined by the Audit Committee for accuracy in accordance with certified principles of accounting, as shown in the Company’s 2012 Annual Report earlier mailed to shareholders, along with the invitation letter.

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

No additional questions were asked and no additional views were expressed. The Company President then asked the Meeting to vote for Agenda Item 3, To consider acknowledgement and approval of the financial statements for the year ending December 31, 2012.

The Meeting had considered and approved the financial statements for the year ending December 31, 2012 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></th>
<th>Votes</th>
<th>Equivalent to</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved</td>
<td>114,627,726</td>
<td>99.9956%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>5,000</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total</td>
<td>114,632,726</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

**Remarks:** In this agenda, there were additional shareholders that attended the meeting, representing 12,900 shares after agenda 3 was approved.

**Agenda Item 4 To consider and approve the dividend payment from the Company’s operation for the financial year 2012 ending December 31, 2012**
The President informed the Meeting that Article of Association No. 45 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 net profit after corporate tax, reserved 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 2012, the Company had got net profit of THB 48.02 million or THB 0.28 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 2012 ending December 31, 2012, at 0.18 Baht per share. The Board of Directors took into consideration the payment of interim dividend out of the accumulated profit to the Shareholders at 0.12 Baht per share, totaling 20.82 million Baht, on September 6, 2012, and resolved to put forth in the 2013 Annual General Meeting of Shareholders for the approval of final dividend payment to the Shareholders at 0.06 Baht per share, totaling 10.61 million Baht. The names of shareholders who were eligible for dividend payment should be recorded on Thursday March 14, 2013 (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 Friday March 15, 2013, and the date of dividend payment should be on Monday May 20, 2013.

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

No additional questions were raised and no additional views were expressed. The Company President then asked the Meeting to vote for Agenda Item 4, To approve the dividend payment for the year 2012 ended December 31, 2012

The Meeting had considered and approved the dividend payment for the year ending December 31, 2012 with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

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<thead>
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<th>Equivalent to</th>
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<tbody>
<tr>
<td>Approved</td>
<td>114,113,126</td>
<td>votes</td>
<td>99.5355%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>532,500</td>
<td>votes</td>
<td>0.4645%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>votes</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total</td>
<td>114,645,626</td>
<td>votes</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

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

The Company President informed the Meeting that in accordance with the Company’s Articles of Association Clause 15: “one-third of the Directors must retire by rotation at the Annual General Meeting of the Shareholders”, three out of the Company’s ten current Directors would retire by rotation in 2013. They were:

1. Mr. Suthichai Sae-Yoon Chairman of the Board of Directors
2. Mr. Sermsin Samalapa  
4. Miss Duangkamol Chotana  

Director  
Director

In addition, the Company provided an opportunity for all minority shareholders to nominate qualified persons to be the Company's Board of Directors, from November 26, 2012 to January 31, 2013 via www.nbc.co.th. However, no one was nominated via such a method.

The Board of Directors, excluding directors with interest, viewed and considered viewed 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 consider voting for Agenda Item 5, To consider the election of Directors in place of those retiring by rotation. For a transparent voting and in line with the Company’s good governance principles, the Company President proposed the Meeting to consider voting for one director at a time separately. All shareholders used voting cards for their votes, which were then collected by the Company’s staff to calculate the results. The voting results would be announced to the shareholders after the voting had finished.

The Meeting has considered and the voting results to elect directors in place of those retiring by rotation with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

1) Mr. Suthichai Sae-Yoon

<table>
<thead>
<tr>
<th>Votes</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved: 114,440,626 votes</td>
<td>99.8212%</td>
</tr>
<tr>
<td>Disapproved: 5,000 votes</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained: 200,000 votes</td>
<td>0.1745%</td>
</tr>
<tr>
<td>Total: 114,645,626 votes</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

2) Mr. Sermsin Samalapa

<table>
<thead>
<tr>
<th>Votes</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved: 114,440,626 votes</td>
<td>99.8212%</td>
</tr>
<tr>
<td>Disapproved: 5,000 votes</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained: 200,000 votes</td>
<td>0.1745%</td>
</tr>
<tr>
<td>Total: 114,645,626 votes</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

3) Miss Duangkamol Chotana

<table>
<thead>
<tr>
<th>Votes</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved: 114,431,926 votes</td>
<td>99.8136%</td>
</tr>
<tr>
<td>Disapproved: 13,700 votes</td>
<td>0.0119%</td>
</tr>
<tr>
<td>Abstained: 200,000 votes</td>
<td>0.1745%</td>
</tr>
<tr>
<td>Total: 114,645,626 votes</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>
Remarks: In this agenda, there were additional shareholders that attended the meeting, representing 70 shares after agenda 5 was approved.

**Agenda Item 6 To consider the appointment of new director**

The Company President informed the Meeting that the Company currently had 10 directors, the Board of Directors therefore agreed to recruit additionally certain persons of high caliber to be directors. The Board also proposed to the Meeting to appoint Mr. Thepchai Sae-Yong as a new independent director. Mr. Thepchai was considered a qualified person with knowledge, expertise and skills in broadcasting, which would contribute to the Company’s benefits in future. His brief profile was attached in Appendix 7 of the meeting invitation letter that had been sent to the shareholders.

The President provided an opportunity to all shareholders to express their views.

No questions were made and no opinion was expressed by shareholders. The Company’s President proposed the Meeting to appoint Mr. Thepchai Sae-Yong as the new Director.

The Meeting had considered and approved the appointment of Mr. Thepchai Sae-Yong as the new director of the Company with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

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<thead>
<tr>
<th></th>
<th>Votes</th>
<th>Equivalent to</th>
</tr>
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<tbody>
<tr>
<td>Approved</td>
<td>114,640,696</td>
<td>99.9956%</td>
</tr>
<tr>
<td>Disapproved</td>
<td>5,000</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total</td>
<td>114,645,696</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

Remarks: In this agenda, there were additional shareholders that attended the meeting, representing 100 shares after agenda 6 was approved.

**Agenda Item 7 To consider the remuneration of directors for the year 2013**

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 2013 were available in the meeting invitation letter mailed to the shareholders.

In this regard, the total remuneration of directors for the year 2013 amounted to Baht 2,800,000 million, which increased from Baht 2,600,000 million of the year 2012, on account of the appointment of a new 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 2013 (Proposed Year)</th>
<th>Remuneration for the Year 2012</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>300,000.-</td>
<td>300,000.-</td>
</tr>
<tr>
<td>Independent Director :</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mrs. Suphanee Dechaburanan</td>
<td>200,000.-</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</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td>- Mr. Thepchai Sae-Yong*</td>
<td>200,000.-</td>
<td>-</td>
</tr>
<tr>
<td>Executive Director:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Mr. Adisak Limprungpatanakij</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td>- Miss Aeumsree Boonhachairat</td>
<td>200,000.-</td>
<td>200,000.-</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>2,800,000.-</strong></td>
<td><strong>2,600,000.-</strong></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 Company President proposed the Meeting to consider voting for Agenda Item 7, To approve the directors’ remuneration for the year 2013.

The Meeting had considered and approved the remuneration of directors for the year 2013 with affirmative votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

- **Approved:** 114,640,796 votes Equivalent to 99.9956%
- **Disapproved:** 5,000 votes Equivalent to 0.0044%
- **Abstained:** 0 votes Equivalent to 0.0000%
- **Total:** 114,645,796 votes Equivalent to 100.0000%

**Agenda Item 8 To consider and approve the appointment of Company’s auditors and the determination of audit fee for the year 2013**

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. Mr. Winid Silamongkol, Registration No. 3378 will sign the financial statements of the company for the year 2013 for the first year or
2. Mr. Vichien Thamtrakul, Registration No. 3183 will be auditor for the year 2013 or
3. Mr. Veerachai Ratanajaratkul, Registration No. 4323 will be auditor for the year 2013 or
4. Ms. Vannaporn Jongperadechanon, Registration No. 4098 will be auditor for the year 2013

All of the above four auditors had neither relationship with nor interests in the Company, its subsidiaries, jointly-controlled entities, its management, major shareholders or any related parties thereof. Therefore, they were independent to examine and able to express an unbiased
opinion on the financial statements of the Company. Their performances were sound and satisfactory as well as the qualifications of the 4 auditors were not contrary to the regulations of the Stock Exchange of Thailand.

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 2013 for both the Company and its subsidiaries entity totaling 4 companies at Baht 905,000-, which was equal to those of the previous years, as detailed in Appendix 8 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 Company President proposed the Meeting to consider voting for Agenda Item 8, To approve the appointment of the Company’s auditors and the auditors’ fee for the year 2013.

The Meeting resolved to appoint Mr. Winid Silamongkol, licence No. 3378 and/or Mr. Vichien Thamtrakul, licence No. 3183 and/or Mr.Veerachai Ratanajaraktul, licence No. 4323 and/or Ms.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 2013 with the fee at Baht 905,000 with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

| Approved: 114,442,796 votes | Equivalent to 99.8229% |
| Disapproved: 200,000 votes | Equivalent to 0.1745% |
| Abstained: 3,000 votes | Equivalent to 0.0026% |
| Total: 114,645,796 votes | Equivalent to 100.0000% |

**Remarks:** In this agenda, there were additional shareholders that attended the meeting, representing 2,000 shares after agenda 8 was approved.

**Agenda Item 9** To consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.1 in the amount of not exceeding 176,870,000 units to existing shareholders of the Company who subscribe for newly issued ordinary shares offered to existing shareholders in proportion to their shareholders (Rights Offering)

The Chairman assigned Financial Advisor (Ms. Jirayong Anuman-Rajadhon) to conduct the Meeting.

Ms. Jirayong Anuman-Rajadhon (Financial Advisor) informed that in order to raise fund for the Company’s investment in digital television business, related business to the existing business of the Company, and to reserve as the Company’s working capital, the Board of Directors deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 1 ("Warrants No.1") in the amount of not exceeding 176,870,000 units to the existing shareholders of the Company who subscribed for newly issued ordinary shares offered to such existing shareholders in proportion to their shareholdings
(Rights Offering) at the ratio of 2 newly issued ordinary shares to 1 unit of warrant without any charge, and at the exercise price of Baht 3 per share, The above-mentioned details of this agenda were available in the invitation letters submitted to shareholders.

In addition, for the ease and successful completion of the issuance and offering of Warrants No.1, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person(s) appointed by the Board of Directors of the Company to consider, determine or amend the terms, conditions and other details which were necessary and relevant to the issuance and offering of Warrants No.1, as necessary and appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to seeking approvals from relevant authorities and having Warrants No.1 together with the ordinary shares issued to accommodate the exercise of Warrants No.1 listed on the SET or the Market for Alternative Investment (the “MAI”).

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

The shareholders requested the Meeting to review basic principles of subscription for newly issued ordinary shares and issuance of the warrants of the Company, as well as to confirm their understanding. Namely, the entitlement proportion to purchase ordinary shares was 1 existing ordinary share was entitled to subscribe 2 newly issued shares at the exercise price of Baht 3 per share, and any shareholders who subscribed two newly issued shares would be allocated 1 unit of warrant at the exercise price of Baht 3 per share.

Ms. Jirayong Anuman-Rajadhon (Financial Advisor) explained the basic principles of subscription for newly issued ordinary shares and issuance of the warrants of the Company that the shareholders mentioned were right. But any shareholders who subscribed two newly issued shares would be allocated 1 unit of warrant at the exercise price of Baht 0 per share, and in case they intended to transform rights from such warrants into ordinary shares, they had to pay for such rights at Baht 3 per share according to rounds of right entitlement.

No Shareholders made any more questions or expressed further opinions. The Company President proposed the Meeting to consider approving the above-mentioned details providing 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 affirmative votes of more than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

<table>
<thead>
<tr>
<th></th>
<th>Votes</th>
<th>Equivalent to</th>
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</thead>
<tbody>
<tr>
<td>Approved:</td>
<td>114,642,796</td>
<td>99.9956%</td>
</tr>
<tr>
<td>Disapproved:</td>
<td>5,000</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained:</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total:</td>
<td>114,647,796</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

**Agenda Item 10** To consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.2 in the amount of not exceeding 8,798,905 units to directors, executives, and/or employees of the Company and/or its subsidiaries
The Chairman assigned Financial Advisor (Ms. Jirayong Anuman-Rajadhon) to conduct the Meeting.

Ms. Jirayong Anuman-Rajadhon (Financial Advisor) informed that in order to reward and compensate the directors, executives and/or employees of the Company and/or its subsidiaries and to retain experienced personnel in television and new media businesses with the Company and/or its subsidiaries so as to enable the Company to maintain its capability to run its business in a long term towards the future, as well as to raise fund to reserve as the Company’s working capital, the meeting of 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 issuance and offering of the warrants to purchase ordinary shares of the Company to directors, executives, and/or employees of the Company and/or its subsidiaries No.2 (“ESOP Warrants No.2”) in the amount of not exceeding 8,798,905 units without any charge, and at the exercise price of Baht 3 per share. The above-mentioned details of this agenda were available in the attachment to the invitation letters submitted to shareholders.

In addition, for the ease and successful completion of the issuance and offering of ESOP Warrants No.2, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person(s) appointed by the Board of Directors of the Company to consider, determine or amend the terms, conditions and other details which were necessary and relevant to the issuance and offering of ESOP Warrants No.2, as necessary and appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to seeking approvals from relevant authorities and having the ordinary shares issued to accommodate the exercise of ESOP Warrants No.2 listed on the SET or the MAI.

In this connection, this agenda required an approval from the shareholders’ meeting with a number of votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, and the shares held by the shareholders who objected to the issuance and offering of ESOP Warrants No.2 should not exceed 10% of the total number of votes of shareholders attending the meeting.

List of directors who were entitled for the allotment of ESOP-Warrant No.2

<table>
<thead>
<tr>
<th>NAME</th>
<th>Position</th>
<th>Allocated Units</th>
<th>% of total issuance Units</th>
<th>No. of Shares Held as at March 15, 2013</th>
<th>% of total Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Adisak Limprungpatanakij</td>
<td>Director/President</td>
<td>439,000</td>
<td>4.99</td>
<td>50,010</td>
<td>0.03</td>
</tr>
<tr>
<td>Miss Duangkamol Chotana</td>
<td>Director</td>
<td>270,000</td>
<td>3.07</td>
<td>40,490</td>
<td>0.02</td>
</tr>
<tr>
<td>Mr. Thepchai Sae-Yong</td>
<td>Director</td>
<td>270,000</td>
<td>3.07</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Miss Aeumsree Boonhauchairat</td>
<td>Director</td>
<td>135,000</td>
<td>1.53</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mr. Sivaporn Chomsuwan</td>
<td>Director</td>
<td>135,000</td>
<td>1.53</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>1,249,000</td>
<td>14.19</td>
<td>90,500</td>
<td>0.05</td>
</tr>
</tbody>
</table>
Nevertheless, Mr. Adisak Limpruangpatanakij and Miss Duangkamol Chotanathese would not be entitled to cast their votes for this agenda. Similarly, none of the employees would be allocated the ESOP Warrants more than 5% of the total to be issued and offered for the purchase.

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

**Questions raised by the shareholders**

**Question No.1**

**Shareholder:** Why was the warrant to purchase ordinary shares of the Company to directors, executives, and/or employees of the Company and/or its subsidiaries No.2 ("ESOP Warrants No.2") set at the exercise price of Baht 3 per share? In case the Company considered its future business operations good and prosperous, should it be set higher? Besides, was the issuance and offering of the ESOP Warrants No.2 proceeded for only these 5 directors as proposed?

**Mr. Suthichai Sae-Yoon (Chairman of the Board of Directors):** Both the shareholders and the employees were then being encouraged each other and cooperatively, creating new things. The Company’s Management believed if its business operation tended to grow up in the future at the launch of digital television business as well as the rise in stock price and that none of compensation was given to any employees, the ESOP Warrants No.2 would be offered and set at the price as proposed by the shareholder. As to the issuance and offering of the ESOP Warrants No.2, it wasn’t allocated to only these 5 directors as proposed, but to all the Company’s directors, executives, and/or employees of the Company and/or its subsidiaries (based on the Company’s rules and principles) so as to create motivation in working and to retain executives and employees who were dedicated and contributed for the most and best benefits to the Company in a long term.

**Question No.2**

**Shareholder:** In the opinion of the Company’s Management, was the total amount of Baht 1 billion to be received from this fund raise sufficient for bid submission of the License for Digital Television? And did the Company expect to bid for more than 1 Licenses to accommodate the contents apart from that of news presentation?

**Mr. Suthichai Sae-Yoon (Chairman of the Board of Directors):** the Company’s target was to submit the bid of License for Digital Television Business for 1 channel so as to produce news only. Thus, the Company expected the amount to be received from this fund raise should be sufficient for such an operation. Still, in case of insufficiency, the issuance and offering of the warrants to purchase debenture of the Company in the amount of Baht 500 million might be additionally proceeded. This issue would be proposed to the General Meeting of Shareholders for further consideration.

No Shareholders made any more questions or expressed further opinions. The Company President proposed the Meeting to consider approving the above-mentioned details providing 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 affirmative votes of more than three-fourths of the total number of votes of the shareholders attending the
meeting and having the right to vote, and without the disapproval of shareholders whose the
total shares exceeded 10% of the total number of votes of 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>114,557,296</td>
<td>100.0000%</td>
</tr>
<tr>
<td>Disapproved:</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Abstained:</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total:</td>
<td>114,557,296</td>
<td>100.0000%</td>
</tr>
<tr>
<td>Non Voting right</td>
<td>90,500</td>
<td>votes</td>
</tr>
</tbody>
</table>

**Agenda Item 11** To consider and approve the increase of the Company’s registered
capital in the amount of Baht 541,843,962 from the current registered capital of Baht
178,500,000 to the new registered capital of Baht 720,343,962 by issuing 541,843,962
newly issued ordinary shares at par value of Baht 1 per share, and to consider and
approve the amendment to Article 4 of the Company’s Memorandum of Association to be
in accordance with the increase of the Company’s registered capital.

The Chairman assigned Financial Advisor (Ms. Jirayong Anuman-Rajadhon) to conduct the
Meeting.

Ms. Jirayong Anuman-Rajadhon (Financial Advisor) informed that in order to accommodate (i)
the issuance and offering as well as the exercise of Warrants No.1 and ESOP Warrants No.2
pursuant to Agenda 9 and 10 above, (ii) the subscription of newly issued ordinary shares
offered to existing shareholders in proportion to their shareholdings, and (iii) the rights
adjustment of the warrants to purchase ordinary shares of the Company offered to directors,
executives and/or employees of the Company and/or its subsidiaries No.1 ("ESOP Warrants
No.1") as mentioned in Agenda 12, as well as to utilize the proceeds received from the capital
increase for the investment in digital television business, related business to the existing
business of the Company, and to reserve as the Company’s working capital, 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 increase of the Company’s registered
capital in the amount of Baht 541,843,962 from the current registered capital of Baht
178,500,000 to the new registered capital of Baht 720,343,962 by issuing 541,843,962 new
ordinary shares at par value of Baht 1 per share.

In addition, in order to reflect the increase of the Company’s registered capital above, 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 amendment to Article 4 of the
Company’s Memorandum of Association regarding the registered capital by cancelling the
existing provision and replacing it with the following provision:

“No. 4  Registered Capital  Baht 720,343,962  (Seven hundred twenty million
three hundred forty three thousand
nine hundred and sixty two Baht)

Divided into 720,343,962 shares  (Seven hundred twenty million
three hundred forty three thousand
nine hundred and sixty two shares)
With par value of Baht 1 (One Baht)

Divided into

Ordinary shares 720,343,962 shares (Seven hundred twenty million three hundred forty three thousand nine hundred and sixty two shares)

Preferred shares - -

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

Questions raised by Shareholders

Shareholder: The Shareholder doubted about the remaining number of the ESOP Warrants No.1, i.e. units 1.63 million, which was different from the reserved number of shares, totaling units 2.43 million, to be adjusted for rights of ESOP Warrants No.1.

Financial Advisor: According to the Company’s explanation to its shareholders and SET on March 13, 2013, the terms and conditions of the Office of the Securities and Exchange Commission and the principles for rights of the ESOP Warrants No.1, a certain item stipulated, “In case the Company issues newly ordinary shares or new convertible securities during the issuance of the ESOP Warrants at the price lower than the market price, such ESOP Warrants shall be recalculated to adjust rights of the ESOP Warrants already issued so as to maintain the benefits and remuneration of the owners of ESOP Warrants not to be less than the existing ones.” In this connection, the accommodating number of units 2.43 million was an addition to the balance of the existing 1.63 million shares, of which the rights had been newly adjusted accordingly.

No Shareholders made any more questions or expressed further opinions. The Company President proposed the Meeting to consider approving the above-mentioned details providing 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 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 as follows:

<table>
<thead>
<tr>
<th>Approval Status</th>
<th>Votes</th>
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<tbody>
<tr>
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<td>0.0044%</td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0.0000%</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td>114,647,796</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

Agenda Item 12 To consider and approve the allocation of the newly issued ordinary shares of the Company

The Chairman assigned Financial Advisor (Ms. Jirayong Anuman-Rajadhon) to conduct the Meeting.
Ms. Jirayong Anuman-Rajadhon (Financial Advisor) informed that pertinent to the proposal made to the 2013 Annual General Meeting of Shareholders to consider and approve the increase of the Company’s registered capital in Agenda 11 above, 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 allocation of newly issued ordinary shares of the Company in the amount of not exceeding 541,843,962 shares at par value of Baht 1 per share with details as follows:

12.1 the allocation of not exceeding 353,740,000 newly issued ordinary shares of the Company at par value of Baht 1 per share by offering to existing shareholders of the Company in proportion to their shareholdings (Rights Offering) with details as follows:

(a) The newly issued ordinary shares should be offered at the ratio of 1 existing ordinary share to 2 newly issued ordinary shares at the offering price of Baht 3 per share.

(b) The existing shareholders should be entitled to subscribe for the newly issued ordinary shares in accordance with, less than, or in excess of their entitlements, according to their entitlement ratio. In this regard, the existing shareholders who subscribed for the newly issued ordinary shares in accordance with or less than their entitlements should be allocated with such shares in a full amount and the existing shareholders who oversubscribed for the newly issued ordinary shares should be allocated with the excess shares only if there remained newly issued ordinary shares from the offering to existing shareholders who subscribe for the newly issued ordinary shares in proportion to their subscription rights. In addition, the Company should allocate the remaining newly issued ordinary shares to the existing shareholders who wished to oversubscribe for the remaining shares based on a pro rata basis, at the same offering price as that offered to other existing shareholders. In the event that the amount of the remaining newly issued ordinary shares was less than the amount of shares for which the existing shareholders wished to oversubscribe, the Company should allocate the remaining newly issued ordinary shares to each existing shareholder who oversubscribed for such remaining shares based on a pro rata basis. In this connection, this process should continue until there was no remaining newly issued ordinary share.

(c) The names of shareholders who were eligible to subscribe for newly issued ordinary shares together with Warrants No.1 pursuant to the terms specified by the Company should be recorded on Thursday March 14, 2013 (Record Date) and collected pursuant to Section 225 of the Securities Act by the closing of the Register Book on Friday March 15, 2013. In this connection, the subscription and payment period for the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholdings should be on July 2-5 and 8, 2013. However, the above subscription rights to the newly issued ordinary shares and Warrants No.1 were still uncertain as prior approval from the shareholders’ meeting of the Company was required.

(d) In the event where there remained the shares from the subscription by existing shareholders of the Company, the Company should propose to the
next shareholders' meeting to approve the reduction of the registered capital of the Company.

(e) In this regard, the shareholders who subscribed for and were allocated with the newly issued ordinary shares should also be allocated with Warrants No.1 at the ratio of 2 newly issued ordinary shares to 1 unit of warrant without any charge. The exercise ratio of such Warrants No.1 should be 1 unit of warrant to 1 newly issued ordinary share and the exercise price of such Warrants No.1 should be Baht 3 per share.

12.2 the allocation of not exceeding 176,870,000 newly issued ordinary shares of the Company at par value of Baht 1 per share to accommodate the exercise of Warrants No.1 to be offered to existing shareholders of the Company who subscribed for newly issued ordinary shares offered to the existing shareholders in proportion to their shareholdings (Rights Offering) and had been allocated with such newly issued ordinary shares of the Company so issued and offered.

12.3 the allocation of not exceeding 8,798,905 newly issued ordinary shares of the Company at par value of Baht 1 per share to accommodate the exercise of ESOP Warrants No.2.

12.4 the allocation of not exceeding 2,435,057 newly issued ordinary shares of the Company at par value of Baht 1 per share to accommodate the rights adjustment of the ESOP Warrants No.1.

In addition, for the ease and successful completion of the above allocation, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person(s) appointed by the Board of Directors of the Company to consider, determine or amend the details of the allocation, conditions and other relevant details of the allocation as well as the issuance and offering of newly issued ordinary shares and the issuance of ordinary shares to accommodate the exercise of Warrants No.1 and ESOP Warrants No.2, as necessary and appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to having the said shares listed on the SET or the MAI.

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

**Questions raised by Shareholders**

**Question No.1**

**Representative from Right Protection Volunteer:** How did the Company evaluate possibility to get License for Digital Television Business? And how could the Company's management team earn and increase revenue which, in their opinion, could produce profits within 1 year provided that the Company got the License?

**Mr. Suthichai Sae-Yoon (Chairman of the Board of Directors):** The Company was rather confident in the opportunity to get the License for Digital Television Business. The Company’s management team kept steadily in evaluating the situations of competitors, price or even terms and conditions of this bidding. Besides, their rich experiences in business operation, readiness of equipment and substantial information that the Company had got investment in and been well-prepared for, were all contributed to the revenue increase.
No Shareholders made any more questions or expressed further opinions. The Company President proposed the Meeting to consider approving the above-mentioned details providing that this agenda had to be approved with a majority vote 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 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>Status</th>
<th>Votes</th>
<th>Equivalent to</th>
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<tbody>
<tr>
<td>Approved:</td>
<td>114,642,796 votes</td>
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</tr>
<tr>
<td>Disapproved:</td>
<td>5,000 votes</td>
<td>0.0044%</td>
</tr>
<tr>
<td>Abstained:</td>
<td>0 votes</td>
<td>0.0000%</td>
</tr>
<tr>
<td>Total:</td>
<td>114,647,796 votes</td>
<td>100.0000%</td>
</tr>
</tbody>
</table>

**Agenda Item 13 To consider and approve the issuance and offering of debentures in an amount of not exceeding Baht 500,000,000**

The Chairman assigned Financial Advisor (Ms. Jirayong Anuman-Rajadhon) to conduct the Meeting.

Ms. Jirayong Anuman-Rajadhon (Financial Advisor) informed that in order to raise fund to reserve as the Company’s working capital and to accommodate the Company’s business expansion, 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 issuance and offering of debentures in an amount of not exceeding Baht 500,000,000, with details as follows:

- **Type**: All types of debenture, specified or unspecified names of the holders, subordinated or unsubordinated, secured or unsecured and with or without representatives of the debenture holders.
- **Currency**: Baht / US Dollar and/or other currencies.
- **Total value of Debentures**: Not exceeding Baht 500,000,000. In case of issuance in foreign currency, the exchange rate quoted on the date of issuance of debentures (Issue Date) in each occasion shall be applied.
- **Face value**: Baht 1,000 (One thousand) per unit
- **Maturity**: The Board of Directors of the Company and/or any person(s) appointed by the Board of Directors of the Company were entitled to determine the terms of the debentures as appropriate, depending on the type of debentures and prevailing market conditions.
- **Allocation Methods**: The debentures would be offered in Thailand and/or abroad, to the public and/or institutional investors and/or high net worth investors and/or specific investors. Such offerings might be
offered in one or several offerings and/or on a revolving basis. In addition, the issuance and offering can be in separate occasions. The debentures might also be issued and offered to existing holders of debentures which were going to be matured or redeemed prior to maturity terms. In this regard, the Company would comply with laws, regulations and any other related rules as well as obtain necessary approvals from regulated authorities.

Premature Redemption: The holders of the debentures and the Company might or might not be entitled to the right to premature redemption, subject to the terms and conditions of debentures to be issued in each occasion. In this regard, the Company would comply with laws, regulations and any other related rules as well as obtain any necessary approvals from relevant regulatory.

Special Condition: In the case where the Company had redeemed or repaid the principal of the debentures issued under the total offering amount authorized above, the Company may additionally issue and offer debentures in substitution of the debentures in the amount so redeemed or repaid.

In addition, for the ease and successful completion of the issuance and offering of debentures, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company and/or the person(s) appointed by the Board of Directors of the Company to (i) consider and determine details and other conditions relating to the issuance and offering of the debentures such as name, offering procedures, offering amount of each issuance, types of debentures, type of security, offering price per unit, terms of debentures, period of redemption, redemption prior to maturity, interest rate, principle and interest repayment method, allocation process, and other details of the offering of the debentures; (ii) appoint financial advisors and/or underwriters and/or credit rating agencies and/or any persons related to the issuance and offering of debentures; and (iii) negotiate, enter into agreements and sign any relevant documents and contracts, as well as perform any acts relating to the issuance and offering of debentures as necessary and appropriate.

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

No Shareholders expressed any opinions. The Company President proposed the Meeting to consider approving the above-mentioned details providing 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 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 as follows:
Approved: 114,642,796 votes Equivalent to 99.9956%
Disapproved: 5,000 votes Equivalent to 0.0044%
Abstained: 0 votes Equivalent to 0.0000%
Total: 114,647,796 votes Equivalent to 100.0000%

**Agenda Item 14 To consider other matters (if there are any)**

No other matters were considered.

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

[Signatures]

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

Signature...................................... President
Mr. Adisak Limprungpatanakij