Invitation to the 2018 Annual General Meeting of Shareholders

Nation Broadcasting Corporation Plc.

On Monday 9, April 2018
At 10.00 a.m., 7th Floor Conference Room, Nation University
Tower, No. 1854, Bangna-Trad Road KM.4.5, Bangna, Bangkok 10260

Important Notes:
1. The meeting registration starts at 9.00 a.m.
2. For the convenience in the registration process, please present the Registration Form for registration.
3. The Company would like that inform of “No distribution of souvenirs for the 2018 AGM”
March 21, 2018

Subject: Invitation Letter to The 2018 Annual General Meeting of Shareholders

Attention: Shareholders

Enclosures:
1. Copy of the minutes of the 2017 Annual General Meeting of the Shareholders
2. Annual Report 2017
3. Definition of the Independent Directors
4. Roles and Responsibilities of the Audit Committee
5. Criteria and Procedures to select the directors
6. Brief profiles of the persons being nominated as directors in place of those who are retiring due to rotation
7. Brief profiles of the persons being nominated as auditor for the year 2018
8. Articles of Association of the Company, Chapter 4: Shareholders’ Meeting
9. Conditions and procedures of the meeting of shareholders
10. Profiles of the independent directors in support of their appointment as proxies
11. Registration Form for the Annual General Shareholders Meeting
12. Proxy (Form A) and (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 2018 Annual General Meeting of Shareholders on Monday, April 9, 2018 at 10.00 a.m. at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna-Trad Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok 10260, to consider the following agenda.

Agenda Item 1: To report the Company’s operating results and the Board of Directors’ report for the year 2017

Facts and Reasons: The operating results of the Company and the report of the Board of Directors of the Company for the year 2017 are provided in the 2017 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 2018 Annual General Meeting of Shareholders to and acknowledge report of the Company's operating results and the Board of Directors’ report for the year 2017.
**Agenda Item 2:** To consider and approve the Company’s financial statements for the year ended December 31, 2017

**Facts and Reasons:** The consolidated financial statements of the Company and its subsidiaries as at December 31, 2017 have been audited by the auditors and reviewed by the Audit Committee. The auditor is of the opinion that the financial statements were accurately prepared in accordance with the requirements of the financial report standards, the details of which is provided in the 2017 annual report in Enclosure No.2 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 2018 Annual General Meeting of Shareholders to consider and approve the Company’s financial statement for the year ended 31 December 2017 which have been audited by the authorised auditors and reviewed by the Audit Committee.

**Agenda Item 3:** To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2017

**Facts and Reasons:** Clause 45 of the Company’s Articles of Association stipulates that, “The Company shall not make dividend payment from other sources of money other than profits.” According to the Company's dividend payment policy, the dividend shall be paid at a rate of no more than 40 percent of the Company’s net profit depending on the investment plan, necessity and other suitability in the future.

According to the Company's operating results for the year 2017, the Company had a net loss in the amount of THB 916.24 million for its consolidated financial statement and THB 1,127.03 million for its separate financial statement. Therefore, the Company could not make the dividend payment as specified in the Articles of Association of the Company.

**Opinion of the Board of Directors:** The Board of Directors of the Company deems it appropriate to propose to Shareholders to approve the omission of the dividend payment for the operating results of the year ended December 31, 2017.

**Agenda Item 4:** To consider and approve the appointment of directors to replace those who completed the terms

**Facts and Reasons:** Article 15 of the Company’s Articles of Association provides that, at every annual general meeting of shareholders, one-third of the directors shall vacate office in proportion. In the case that the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate. In this regard, at present, there are ten directors in total, and the three of which who have held office the longest and are required to vacate are as follows:

1) Mr. Supong Limtanakool Independent Director and Chairman of The Audit Committee
2) Mr. Jessada Promjart Independent Director and Member of The Audit Committee
3) Mr. Somchai Meesen Director

Mr. Supong Limtanakool as the Independent Director and Chairman of The Audit Committee and Mr. Jessada Promjart as the Independent Director and Member of The Audit Committee has expressed his intention not to be reappointed as an Independent
Director and Audit Committee for another term.

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 20, 2017 to January 26, 2018. However, no shareholder nominated any person to be the Company's director.

**Opinion of the Board of Directors:** The Board of Directors of the Company deems it appropriate to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the re-appointment of Mr. Somchai Meesen to hold office for another term. Moreover, the Board of Directors proposed to approve the appointment of Mr. Sutee Phongpaiboon as a Chairman of the Audit Committee in order to replace Mr. Supong Limtanakool who is due to be retired by rotation and approve the appointment of Mr. Pornchai Ruenghathainon as a Member of the Audit Committee in order to replace Mr. Jessada Promjart who is due to be retired by rotation. (The details of the new director and the directors who nominated to hold office for another term are set out in Enclosure 6.)

**Agenda Item 5: To consider and determine the remuneration of directors for the year 2018**

**Facts and Reasons:** The Company proposed the remuneration of directors for the year 2018 to consider the remuneration paid to the Independent Directors, Audit Committee and Non-Executive Directors only (Any employees who hold any positions in the Board of Directors will not receive the director’s remuneration).

**Opinion of the Board of Directors:** The Board of Directors of the Company deems it appropriate to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the remuneration for the Company's directors for the year 2018. (Any employees who hold any positions in the Board of Directors will not receive the director’s remuneration). The remuneration was paid by quarterly, with details as follows:

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<tr>
<th>Position</th>
<th>Amount per person for year 2018 (Proposed Year) (THB/Year)</th>
<th>Amount per person for year 2017 (THB/Year)</th>
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<tr>
<td>Chairman</td>
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<td>Chairman of Audit Committee</td>
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<td>Member of Audit Committee</td>
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<td>Independent Director</td>
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<tr>
<td>Executive Director* (those who are employees of the Company or its subsidiaries)</td>
<td>-None-</td>
<td>-None-</td>
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**Agenda Item 6: To consider and approve the appointment of the Company’s auditors and the determination of audit fee for the year 2018**

**Facts and Reasons:** The Board of Directors under the consideration and suggestion of the Audit Committee, deems it appropriate to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the appointment of the auditor of KPMG Poomchai Audit Ltd. as the auditor for the year 2018 of the Company, the auditors are as
follows:

1. Ms. Sasithorn Pongadisak, CPA Registration No. 8802 or,
2. Ms. Marisa Tharathornbunpakul, CPA Registration No. 5752 or,
3. Ms. Thanit Osathalert, CPA Registration No. 5155

Ms. Sasithorn Pongadisak, will sign the financial statements of the Company for the year 2018. It is the first year. Brief profiles of the auditors above are in Enclosure No. 7.

All of the above three auditors have neither relationship with nor interests in the Company, its subsidiaries, 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 consideration and suggestion of the Audit Committee, deems it appropriate to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2018 in respect of 2 Company and its subsidiaries in the total amount of THB 1,850,000.

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 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 2018 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2018 and the determination of the auditors’ remuneration as mentioned above.

**Agenda Item 7: To consider any other matters (if any)**

Please be invited to attend the meeting at the date, time and venue specified above. For 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.

Please be informed accordingly.

Sincerely yours,

Mr. Sontiyiyan Chuenruetainaidhama

Chairman of the Board of Directors
Minutes of The 2017 Annual General Meeting of Shareholders
of
Nation Broadcasting Corporation Public Company Limited

Date and Place
The meeting was held on April 26, 2017, at 2:00 p.m. at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna–Trad Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok

Directors attending the Meeting
1. Mr. Thepechai Sae-Yong Chairman of the Board of Director
2. Mr. Supawat Sa-nguan-ngam Director and Managing Director
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. Jessada Promjart Independent Director and the Member of Audit Committee
6. Mrs. Nongnat Hanwilai Director
7. Mr. Supoth Piansiri Director
8. Mr. Sirichai Chananam Director

8 out of a total number of 10 directors attended the meeting.

Directors who did not attend the Meeting:
1. Mrs. Veerawan Vararuth Independent Director
2. Mrs. Lakana Ratwongsakul Director and Senior Vice President

Executives attending the Meeting
1. Mr. Weerasak Phongaksorn Executive Editor, Television News
2. Ms. Chamaiporn Kongpech Senior Vice President, Radio and Event
3. Mrs. Suwannee Wacharapasakorn Senior Finance Manager
4. Ms. Wipaporn Unsook Senior Accounting Manager
Corporate Secretary
1. Ms. Siriwan Nilsuwankosit

Auditors attending the Meeting
1. Ms. Patamavan Vadhanakul  Certified Public Auditor No. 9832

Legal Consultants to participate in monitoring the voting agenda
1. Mr. Chanvit Prachayapipat

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 the opportunities to shareholders to propose agenda for the 2017 Annual General Meeting of Shareholders and to nominate directors through the Board of Directors. 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 January 5, 2017 to February 6, 2017.

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

2. The Company provided the opportunities to shareholders to send the questions in advance of the Annual General Meeting of Shareholders via www.nbc.co.th or fax number 0-2338-3904 from March 31, 2017 to April 12, 2017 to the members of the Board and executives to gather information and prepare themselves for the Meeting.

   No question was sent in advance to the Meeting.

3. The Company provided the opportunities to 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 4. 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 the annual general meeting of shareholders' were in accordance with the Company's Articles of Association stated in Clause 36 to 38 of Chapter 4 on "Shareholders' Meeting", which were attached to the meeting invitation letter sent to each shareholder in advance.

Clause 36 "The Chairman of the Meeting or their delegation is responsible to ensure that the meeting is held in compliance with the Company's Articles of Association on meetings and as stated in the agenda of the 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 case those Shareholders have any special interest in the any agenda item, they will relinquish their rights 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 there were shareholders who disagreed or abstained on any agenda, 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 Chairman will announce to the shareholders at each session. A shareholder can vote as 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 an agreed 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. Thepchai Sae-Yong, Chairman, presided over the meeting. He has opened the meeting and informed that the total number of shares which had been sold was 535,436,609. The shareholders attending the Meeting were as follow:

17 shareholders attending the Meeting in person held 4,141,570 shares, accounting for 0.77% of the total shares.

25 shareholders authorized their proxies to attend the Meeting held 403,858,422 shares, accounting for 75.43% of the total shares.

A total of 42 shareholders attending the Meeting held 407,999,992 shares or 76.20 % of the total shares.

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

**Agenda 1 To acknowledge the minutes of the 2016 Annual General Meeting of Shareholder held on April 26, 2016 and the minutes of the Extraordinary General Meeting of Shareholder No. 1/2016 held on December 23, 2016**

Chairman informed the Meeting that, Secretary had compiled the minutes of the 2016 General Meeting of Shareholder, which was held on April 26, 2016 and the minutes of the Extraordinary General Meeting of Shareholder No. 1/2016 was held on December 23, 2016. 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 2016 Annual General Meeting of Shareholder and the minutes of the Extraordinary General Meeting of Shareholder No. 1/2016 as detailed attached, which had been delivered to the shareholders together with the meeting invitation letter.

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

The shareholders raised neither questions nor comments. Chairman proposed the Meeting to consider the matter and resolve to adopt the minutes of the 2016 Annual General Meeting of Shareholder held on April 26, 2016 and the minutes of the Extraordinary General Meeting of Shareholder No. 1/2016 held on December 23, 2016.

The Meeting had considered and adopted the minutes of the 2016 Annual General Meeting of Shareholder and the minutes of the Extraordinary General Meeting of Shareholder No. 1/2016 with an unanimous votes of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

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**Agenda 2** To consider and certify the Company’s operating results and the Board of Directors’ report for the year 2016

Chairman 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 2016 are available in the 2016 Annual Report that the Company mailed to the shareholders with the meeting invitation letter.
As detailed above, the shareholders are advised and referred to MD & A report (description and analysis by the Management) in the Checklist Form 56-1, Annual Report) submitted to the Stock Exchange earlier as well as details displayed on the company's website from March 31, 217 and assigned Mr.Supawat Sa-nguan-ngam, Managing Director, to summarize the FY 2016 operating results of the company to the shareholders as follows.

The company's operating results for the year 2016 explained in the analysis of management as disclosed in the Checklist Form 56-1, Annual Report completely displayed on the site since March 31, 2017. In 2016, the company reported total revenue of 536.52 million Baht, decrease of 37 percent from last year, with total revenue of 846.15 million Baht, as resulted of the economic downturn and declined purchasing power since the beginning of 2016 and the fourth quarter of the year when the populace have been in mourning period and all advertising markets have been adaptive in the presentation format and suspended the advertising for a period to mourn the King's demise.

Besides, amidst the intense competition and the economic downturn with declined growth, the TV business on each channel continues to adapt and develop content to meet the needs of the audience as much as possible in order to strengthen its brand. Nation TV still maintains its leading news channel in the news and information category. However, with the dropping ad spending as compared to the last year, like many other stations, the Nation TV’s advertising revenue has not achieved the targets for the experience of same problems.

According to the company data on advertisements, The Nilsen Company (Thailand) Co., Ltd., indicated that ad spending on various media in 2016 decreased monthly compared to the same period of the last year. Ad spending in 2016 decreased by 11 percent, especially in the fourth quarter, decreased by 15.90 percent compared to the same period of last year.

Regarding the expenses for the year 2016, the company had total expenses of Baht 811.98 million, a decrease of 6% from the previous year of Baht 866.71 million. However, the company continued to control its expenses by taking into account the efficiency of work that brings forth highest benefits to the company. However, in 2016, the company benefited from measures to help government digital TV operators, such as digital TV license fee reductions, including annuity collection into R & D fund for television and telecommunications broadcasting development for public benefit. The fund will start collecting in 2017 onwards.
With such revenues and expenses results, the company had net loss of Baht 275.46 million in the year 2016, increase of Baht 20.56 million from the previous year.

Regarding the financial statement, the total assets of the company as of the end of 2016 were Baht 1,843.88 million, a decrease of 24% or Baht 2,439.77 million as compared to the previous year, mainly due to the decrease in deposits and short-term investments in paying the digital TV license for the 3rd installment and investing in the development of the content.

Total liabilities of the company as of December 31, 2019 was Baht 863.75 million, a decrease of 23% as compared to the end of the previous year of Baht 1,123.27 million due to the decrease in the outstanding digital TV license balance from the third installment payment.

Regarding the shareholders' equity as of December 31, 2019, the was Baht 980.13 million, a decrease of 26% from the end of the previous year of Baht 1,316.50 million due to the loss of operations in 2013.

For the year 2017, it’s anticipated that the situation would recover. According to the MAAT, it estimated that in 2017 the economy will gradually recover as resulted of the stimulating the economy by the government through various projects and the relieving from the political turmoil. Thus, it is likely that more advertising budget will be used and will result in more advertising growth. In addition, public sector assistance measures to digital TV operators, including the extension of the digital TV bill payment period from 3 years to 6 years, which it is expected to be useful to the company in the way that the company is able to manage investments to be implemented to improve the channel's programs and content more flexibly.

For all TV media spending in 2016, it has still maintained the highest share of advertisement budget by 66 percent; it is anticipated to be the same direction to the year 2016.

In addition, in the For 2017 plans, the company continues to focus on content development and quality as a leading news station; focusing more on intense news, easy to understand, different and various format, including the innovative non-news content by cooperating with partners in focusing on expanding the audience through every channel in the form of multi-screen and the integration into event marketing or marketing activities increasingly as channel to increase revenue and expand the audience bases.
Regarding the new media, it’s evidenced that online media consumption continues to grow steadily. The number of online asset has increased continuously, including website nation tv.tv which the number of viewers reaches to No. 1 among the TV digital websites and No.4 of the domestic news channels. In social media channels, the Nation TV and its programs include a total of approximate 5 million subscribers. Social media channels distribute the content to the audiences and other prospective audiences. In addition, the Nation TV strives to earn more revenue through online channels to supplement the company’s revenue in the line with current market direction.

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

The shareholders raised neither questions nor comments.

The chairman informed the meeting about the progress of the participation in the Private Sector Collective Action Coalition against Corruption (CAC), citing that the company had submitted the documents in August 2016 and had submitted the latest additional documents in February 2017 and it has been now in process. It is expected to hear the results from the CAC in May 2017.

Then, the Chairman proposed the Meeting to consider voting in agenda 2. The Meeting considered and approved the Company’s operating results and the Board of Directors’ report for the year 2016.

The Meeting had considered and adopted the Company’s operating results and the Board of Directors’ report for the year 2016 with an unanimous votes of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

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<tr>
<td>Total</td>
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Agenda 3 To consider and approve the Company's financial statements for the year 2016 ended December 31, 2016

Chairman informed the Meeting that, the financial statements of Nation Broadcasting Corporation Public Company Limited as of December 31, 2016 had been audited by the auditors and reviewed by the Audit Committee that was accurate and complete in accordance with generally principles of accounting, as shown in the Company’s 2016 Annual Report earlier mailed to shareholders, along with the meeting invitation letter.

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

The shareholders raised neither questions nor comments. Chairman proposed the Meeting to consider voting in agenda 3. The meeting considered and approved the financial statements for the year ended December 31, 2016.

The Meeting had considered and approved the financial statements for the year ended December 31, 2016 with an unanimous votes of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

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Agenda 4 To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2016.

Chairman informed the Meeting that, according to the Article of Association Clause 45 of the Company’s Articles of Association stipulates that, “The Company shall not make dividend payment from other sources of money other than profits.” According to the Company’s dividend payment policy, the dividend shall be paid at a rate of no more than 40 percent of the Company’s net profit depending on the investment plan, necessity and other suitability in the future.
According to the Company's operating results for the year 2016, the Company had a net loss in the amount of THB 275.46 million for its consolidated financial statement and THB 40.13 million for its separate financial statement. Therefore, the Company could not make the dividend payment as specified in the Articles of Association of the Company.

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

The shareholders raised neither questions nor comments. Chairman proposed the Meeting to consider voting in agenda 4. The Meeting considered and approved the omission of the dividend payment for the operating results of the year ended December 31, 2016.

The Meeting had considered and approved the omission of the dividend payment for the operating results of the year ended December 31, 2016 with an unanimous votes of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

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

Chairman informed the Meeting that, as to the Article 15 of the Company's Articles of Association provides that, at every annual general meeting of shareholders, one-third of the directors shall vacate office in proportion. In the case that the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate. In this regard, at present, there are ten directors in total, including Audit Committees, and no sub-committees other than Audit Committees and the three of which who have held office the longest and are required to vacate are as follows:

1) Mr. Metha Soonthornjit Independent Director and Member of The Audit Committee
He holds office for about 8 years now with experience and knowledge in laws.

2) Mrs. Veerawan Vararuth Independent Director

She holds office for about 4 months now with experience and knowledge in mass communication.

3) Mr. Supawat Sa-nguan-ngam Director

In addition, the Company made an announcement on the website (www.nbc.co.th) to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from January 5, 2017 to February 7, 2017. However, no shareholder nominated any person to be the Company's director.

The Board of Directors considered in accordance with criteria and procedures of the Company and took into account the appropriateness of the qualifications to select three directors who completed the terms with the qualifications consist of experience, knowledge and expertise and in compliance with the current Good Corporate Governance regarding the term of office of the Independent Director for not exceeding consecutively 9 years.

Therefore, the Board of Directors deemed it appropriate that the 2017 Annual General Meeting of Shareholders approve the re-appointment of the three directors to hold office for another term. The details of the directors nominated to hold office for another term are set out in Enclosure 7 attached to the meeting invitation letter that had been sent to the shareholders.

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

Mr. Methee An-Adirekun, Shareholder Representative and Voluntary, Thai Investors Association has the following questions:

Question: The independent directors nominated by the Board of Directors in continuing the position, thereby resulting that the term of office extends more than 9 years, so I would like to know the policy regarding the continuous term of office, and I would like to know what areas each independent director is helpful in their experience to the company.

The Chairman informed that under the Good Corporate Governance, it is suggested that the term of office for the independent director must not exceed 6 years consecutively.
However, to extend the term of office upon the expiration, the Board of Directors shall have to consider the knowledge and ability and willingness of the individual director if he/she is ready to continue his or her position.

As mentioned earlier, each independent director possesses experience, knowledge and expertise; namely, Mr. Metha Sunthornchit, independent director and audit committee possesses experience, knowledge and expertise on laws while Ms. Veerawan Vararuth, independent director, possesses experience, knowledge and expertise in mass communications. The shareholders raised neither questions nor comments. Chairman proposed the Meeting to make a resolution to approve appointment for three 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 as follows:

1) Mr. Metha Soonthornjit approved with a majority vote as follows:
   - Approved: 407,999,892 votes Equivalent to 99.99998%
   - Disapproved: 100 votes Equivalent to 0.00002%
   - Abstained: 0 votes Equivalent to 0.00%
   - Total: 407,999,992 votes Equivalent to 100.00%

2) Mrs. Veerawan Vararuth approved with an unanimous votes as follows:
   - Approved: 407,999,992 votes Equivalent to 100.00%
   - Disapproved: 0 votes Equivalent to 0.00%
   - Abstained: 0 votes Equivalent to 0.00%
   - Total: 407,999,992 votes Equivalent to 100.00%

3) Mr. Supawat Sa-nguan-ngam approved with an unanimous votes as follows:
   - Approved: 407,999,992 votes Equivalent to 100.00%
   - Disapproved: 0 votes Equivalent to 0.00%
   - Abstained: 0 votes Equivalent to 0.00%
   - Total: 407,999,992 votes Equivalent to 100.00%
Agenda 6 To consider and determine the remuneration of directors for the year 2017

Chairman informed the Meeting that, the remuneration of directors for the year 2017 by comparing with the remuneration of directors for the year 2016, which was approved in the 2016 Annual General meeting of Shareholders. The remuneration paid to the chairman of the Board of Directors is an equal amount to that paid 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.

For the purpose of reducing the Company’s expenses, the directors who act as the executive directors of the Company have expressed their intention not to receive the director’s remuneration for the year 2017. Therefore, the Board of Directors proposed to pay remuneration to the Independent Directors, Audit Committee and Non-Executive Directors only (Any employees who hold any positions in the Board of Directors will not receive the director’s remuneration). The remuneration was paid by quarterly

<table>
<thead>
<tr>
<th>Position</th>
<th>Amount per person for year 2017(Proposed Year) (THB/Year)</th>
<th>Amount per person for year 2016 (THB/Year)</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>Independent Director</td>
<td>200,000</td>
<td>200,000</td>
</tr>
<tr>
<td>Non-Executive Director</td>
<td>200,000</td>
<td>200,000</td>
</tr>
<tr>
<td>Executive Director*</td>
<td>-None-</td>
<td>200,000</td>
</tr>
</tbody>
</table>

Note*: Any employees who hold any positions on the Board of Directors will not receive the director’s remuneration.

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

The shareholders raised neither questions nor comments. Chairman proposed the Meeting to consider voting for Agenda 6. The Meeting considered and approved the remuneration of directors for the year 2017.
The Meeting had considered and approved the remuneration of directors for the year 2017 with unanimous votes 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>
</tr>
</thead>
<tbody>
<tr>
<td>Approved:</td>
<td>407,999,992</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>407,999,992</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

**Agenda 7 To consider and approve the appointment of the Company’s auditors and the determination of audit fee for the year 2017**

Chairman informed the Meeting that, under the consideration and suggestion of the Audit Committee, deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the appointment of the auditor of KPMG Poomchai Audit Ltd. as the auditor for the year 2017 of the Company, the auditors are as follows:

1. Ms. Patamavan Vadhanakul, CPA Registration No. 9832, who will sign the financial statements of the Company for the year 2016, it is the fourth year or

2. Mr. Veerachai Ratanajaratkul, CPA Registration No. 4323 or


All of the above three auditors have neither relationship with nor interests in the Company, its subsidiaries, 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.

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 2017 for both the Company and 2 subsidiaries in the total amount of THB850,000.

Chairman provided the shareholders with an opportunity to raise any questions and comments.
The shareholders raised neither questions nor comments. Chairman proposed the Meeting to consider voting for Agenda 7. The meeting considered and approved the appointment of the Company’s auditors and the determination of audit fee for the year 2017.

The Meeting resolved to appoint Ms. Patamavan Vadhanakul, certified public auditor No. 9832 or Mr. Veerachai Ratanajaratkul Certified Public Auditor No. 4323 or Ms. Vannaporn Jongpradechanon, licence No. 4098, the auditors of KPMG Poomchai Audit Ltd. as the auditors of the Company and 2 subsidiaries for the fiscal year 2017 in the total amount of THB850,000 with an unanimous votes 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>407,999,992 votes</th>
<th>Equivalent to</th>
<th>100.00%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Disapproved:</td>
<td>0 votes</td>
<td>Equivalent to</td>
<td>0.00%</td>
</tr>
<tr>
<td>Abstained:</td>
<td>0 votes</td>
<td>Equivalent to</td>
<td>0.00%</td>
</tr>
<tr>
<td>Total:</td>
<td>407,999,992 votes</td>
<td>Equivalent to</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

**Agenda 8 To consider and approve the amendment to the Company’s Articles of Association (Article 27)**

Chairman informed the Meeting that, the amendment to the company regulation No. 27 is to clarify the authority of the authorized signatories of the company, as described below:

**Original regulation**
“The meeting of shareholders or the meeting of Board of Directors may specify or change the names and/or the numbers of the directors authorized to sign and bind the Company.”

**Amended regulation**
“The Board of Directors may specify or change the names and/or the numbers of the directors authorized to sign and bind the Company.”
Persons authorized to sign on behalf of the company must be two (2) directors who jointly sign and affix the company seal.

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

The shareholders raised neither questions nor comments. Chairman proposed the Meeting to consider voting for Agenda 8. The meeting considered and approved the amendment to the Company’s Articles of Association (Article 27). The resolution in this agenda must be approved by not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The Meeting had considered and approved the amendment to the Company’s Articles of Association (Article 27) with unanimous votes of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

<table>
<thead>
<tr>
<th>Approved:</th>
<th>407,999,992 votes</th>
<th>Equivalent to 100.00%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Disapproved:</td>
<td>0 votes</td>
<td>Equivalent to 0.00%</td>
</tr>
<tr>
<td>Abstained:</td>
<td>0 votes</td>
<td>Equivalent to 0.00%</td>
</tr>
<tr>
<td>Total:</td>
<td>407,999,992 votes</td>
<td>Equivalent to 100.00%</td>
</tr>
</tbody>
</table>

**Agenda 9 To consider and approve the amendment of the business objectives of the company and approve the amendment of the Clause 3 of the Memorandum of Association (The business objectives of the company)**

Chairman informed the Meeting that, the amendment will expand the scope of the company’s business objectives by revising two existing objectives, namely Article 17 and Article 20, and adding one additional objective, Article 37, as follows:

**Article 17 (revised wording)**

“Article 17 To cooperate the business on trade, production, arrangement, shooting of TV program, both related and unrelated to the performance of shows and live or prerecorded programs; radio, information, business news, sports and academic news, charity, agriculture,
industry, handicraft, commerce, management on entertainment business of all kinds, photography, film development, including advertising and public relations.

**Article 20 (revised wording)**

"Article 20 To operate the business of bidding or signing any contract or applying for a concession, leasing, registration or receiving a license on TV station, radio station or other mass media to produce a program from the government, government agency, state organization, state enterprise, corporation or private agency, or use in the business according to the entire objectives for an individual, group of persons, legal entity, state enterprise, government agency, state organization, corporation, private agency, or overseas organization."

**Article 37 (additional objective)**

"To operate the business of organizing events, seminars, product launches, staff parties, birthday parties, awards ceremonies, press conferences, fashion shows, exhibitions, fairs of all types, campaign activities, awards receipts and presentations."

In compliance with the amendment of the objectives, the company has proposed to the meeting to amend Clause 3 of the Memorandum of Association from 36 to 37 sections as follows: "Clause 3 the objectives for which the company is established included 37 sections as to the Form Bor Mor Jor 002 attached hereto"

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

The shareholders raised neither questions nor comments. Chairman proposed the Meeting to consider voting for Agenda 9. The meeting considered and approved the amendment of the business objectives of the company and approves the amendment of the Clause 3 of the Memorandum of Association (The business objectives of the company). The resolution in this agenda must be approved by not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The Meeting had considered and approved the amendment of the business objectives of the company and approves the amendment of the Clause 3 of the Memorandum of Association
The business objectives of the company) with an unanimous votes of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

<table>
<thead>
<tr>
<th>Approved:</th>
<th>407,999,992 votes</th>
<th>Equivalent to</th>
<th>100.00%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Disapproved:</td>
<td>0 votes</td>
<td>Equivalent to</td>
<td>0.00%</td>
</tr>
<tr>
<td>Abstained:</td>
<td>0 votes</td>
<td>Equivalent to</td>
<td>0.00%</td>
</tr>
<tr>
<td>Total:</td>
<td>407,999,992 votes</td>
<td>Equivalent to</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

**Agenda 10 To consider other matters (if any)**

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

1) Mr.Methee An-Adirekun, Shareholder Representative and Voluntary, Thai Investors Association has the following questions:

Q1: Does the NBTC declare postponement and reduce the spectrum licenses cost ("License") definitely?

Managing Director explained that the NBTC has launched measures to assist the digital TV operators in three matters. First, it involves financial support in transmitting TV signal to the satellite. Next, it is to postpone and reduce the continuity fee collected into the broadcasting R&D fund for public benefit, started by 2017 onward, and lastly, it is to extend the payment period from 3 to 6 installments, which the company completed submitting the extension of license payment period to the NBTC. In addition, the network tenants also have measures to help reduce the cost of network rental which is currently in process of the consideration.

Q2: We’d like to know the current condition of overall digital TV business and what position has the company been in the auctioned digital TV, and what about the future expectancy of the company and which channels should be suspended of broadcasting?

Managing Director explained that based on the survey data by the Nielsen Company (Thailand) Co., Ltd., it concluded that overall spending in the industry has been in line with the GDP that has been relatively declined. In 2017, it’s anticipated that the situation will recover. According to the MAAT, it estimated that in 2017 the government sector will stimulate the economy through investment over various projects and the relief of the political
situation may increase ad spending and it is expected to result in media business which will grow at least 10%.

No comments about the forecast of the dissolution of broadcasting over each channel.

For Nation TV channel ratings in the year 2016 during 06.00a.m. - 24.00 p.m the ratings grew by about 50%. The prime time ratings grew by more than 50%. According to survey data reported by the Nielsen Company (Thailand) Co. Ltd., the company was ranked No.15 of overall digital stations, however, it was ranked No.1 of the news stations as to the definition referred by the NBTC. However, the company continues to improve the content of the programs with target goal that the company will become outstanding in range of No.1-10 by the year 2017 or next years.

Q3 : Does the company have enough cash to pay for the license?
Managing Director explained that the company has enough cash to pay the license fee.

2) Mr.Chavalit Visalarnkul, the shareholder has the following questions:
Q1: How does the company benefit from extending the license payment period?
Managing Director explained that extending license payment period is helpful in the way that the company can reduce the burden of cash flow; reduced by about half of the normal pay period of 3 installments. A total of 6 installments owed by the company remain more than 700 million Baht and it shall pay 130 million Baht in 2017 approximately.

Q2: What is a plan to increase the ratings of Nation TV channels?
The Chairman clarified that among the news channels, the company is confident that the Nation TV has remained No.1 news station that has been popular, and it’s believed that from now on when the situation has resumed to normal condition, the political activities and social movement will be greater than ever before. As look back to the strength of the Nation TV channel which was monitoring the political event and daily report of the events, the distinction is the company is a media company with skillful staffs and personnel in journalism and analytic experiences, especially in political areas. With a presence of the seal Nation Broadcasting Corporation Public Company Limited Minutes of The 2017 Annual
General Meeting of shareholders 17 of the Nation affixed, it’s believed from now to over a year until the election day and afterwards it is expected that news and information will be substantially meaningful and it’s believed that with company’ commitment, and exact plan, the company will become a standout in the news reporting with soaring ratings. The company certainly believes this will happen.

Q 3: What strategies does the company implement for two digital TV channels?

The Chairman clarified that the company had to adapt and accept the arising situation and the forthcoming challenges. To seek partners or engage in content development, the company will not block itself and not reject the presence of the various partners, but be diverse and trusted to the society.

Chairman thank you for advice

The shareholders raised neither questions nor additional comments.

Chairman expressed his thanks to the shareholders for attending the Meeting.

The Meeting ended at 3:00 p.m.

Signed _______ - Signature - Chairman of the Meeting
(Mr. Thepchai Sac-Yong)

Signed _______ - Signature - Director/Managing Director
(Mr. Supawat Sa-nguan-ngam)

Signed _______ - Signature - Corporate Secretary
(Ms. Siriwat Nithuwankosit)
Minutes Taker
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 from being able to give independent opinions on the management of the company.
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.
Criteria and Procedures 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 2017, 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 20, 2017 and January 26, 2018. No shareholder proposes candidates for directorship.
For consideration of Agenda 4:
To consider and elect directors in replacement of those who are retired by rotation

Name: Mr. Somchai Meesen
Age: 49 years
Education: Master of Political Science (Politics and Governments)
Thammasat University
Bachelor of Arts (History)
Chiang Mai University

Type of director proposed for election: Director
Present position: Director / Vice Chairman
Date of appointment as Director: February 7, 2018

Director training programs
- None -

Training Course(s) 2017
- None -

Position held in other listed companies

<table>
<thead>
<tr>
<th>Time length</th>
<th>Position</th>
<th>Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>January 3, 2018</td>
<td>Director and Chief Executive Officer</td>
<td>Nation Multimedia Group PLC.</td>
</tr>
<tr>
<td>February 7, 2018</td>
<td>Director / Vice Chairman</td>
<td>Nation Broadcasting Corporation PLC.</td>
</tr>
<tr>
<td>March 15, 2018</td>
<td>Director</td>
<td>Nation International Edutainment PLC.</td>
</tr>
<tr>
<td>2017 - Present</td>
<td>Director</td>
<td>AQ Estate PLC.</td>
</tr>
<tr>
<td>2017 - Present</td>
<td>Chairman</td>
<td>MAX Metal Corporation PLC.</td>
</tr>
</tbody>
</table>

Position held in other non-listed companies
- None -

Position held in a competing business / related business that may cause conflict of interest
- None -

No. of Shares Held as at December 29, 2017
- None -
### 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><strong>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</strong></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>
</tbody>
</table>
For consideration of Agenda 4 :
To consider and elect directors in replacement of those who are retired by rotation

Name : Mr. Sutee Phongpaiboon
Age : 53 years
Education : Bachelor of Laws (LL.B.) Ramkhamhaeng University
Type of director proposed for election : Independent Director and Chairman of The Audit Committee
Present position : Independent Director and Member of The Audit Committee

Director training programs
- None -
Training Course(s) 2017
- None -

Position held in other listed companies

<table>
<thead>
<tr>
<th>Time length</th>
<th>Position</th>
<th>Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>2013 - 2016</td>
<td>Managing Director</td>
<td>The International Engineering PCL.</td>
</tr>
<tr>
<td>2009 - 2011</td>
<td>Independent Director and Chairman of the Audit Committee</td>
<td>TPI Polene Power PCL.</td>
</tr>
<tr>
<td>2011</td>
<td>Director</td>
<td>Picnic Corporation PCL.</td>
</tr>
</tbody>
</table>

Position held in other non-listed companies

<table>
<thead>
<tr>
<th>Time length</th>
<th>Position</th>
<th>Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>1999 - present</td>
<td>Independent Director and Chairman of the Audit Committee</td>
<td>Sutee phongpaiboon law office Co., Ltd</td>
</tr>
</tbody>
</table>

Position held in a competing business / related business that may cause conflict of interest
- None -

No. of Shares Held as at December 29, 2017
- None -
## Relationship Characteristics:

<table>
<thead>
<tr>
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<tr>
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<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>
For consideration of Agenda 4:
To consider and elect directors in replacement of those who are retired by rotation

Name: Mr. Pronchai Ruengthainon
Age: 59 years
Education: B.B.A. (Finance and Banking) Ramkhamhaeng University

Type of director proposed for election: Independent Director and Member of the Audit Committee
Present position: Independent Director and Member of the Audit Committee

Director training programs
- Audit Committee Program (ACP) 2007
Training Course(s) 2017
- None -

Position held in other listed companies
- None -

Position held in other non-listed companies

<table>
<thead>
<tr>
<th>Time length</th>
<th>Position</th>
<th>Company</th>
</tr>
</thead>
<tbody>
<tr>
<td>present</td>
<td>Advisory Board of Financial and Accounting &amp;</td>
<td>Taisin Manufacturing Co., Ltd.</td>
</tr>
<tr>
<td></td>
<td>Development</td>
<td></td>
</tr>
<tr>
<td>2016 - 2017</td>
<td>Senior Finance Manager</td>
<td>ATA Casting Technology Co., Ltd.</td>
</tr>
<tr>
<td>2014 - 2016</td>
<td>Director of Finance</td>
<td>Thunder Oilfield Services (Thailand) Co., Ltd.</td>
</tr>
<tr>
<td>2011 - 2015</td>
<td>Accounting System Development Manager</td>
<td>Thai Sekisui Foam Co., Ltd.</td>
</tr>
<tr>
<td>2008 - 2010</td>
<td>Project Finance Manager</td>
<td>Clough (Thailand) Co., Ltd.</td>
</tr>
<tr>
<td>2001 - 2003</td>
<td>Financial and Accounting Manager</td>
<td>Dana Spicer (Thailand) Co., Ltd.</td>
</tr>
<tr>
<td>1996 - 2000</td>
<td>Accounting System Development Manager</td>
<td>Summit Showa Manufacturing Co., Ltd.</td>
</tr>
<tr>
<td>1990 - 1995</td>
<td>Project Finance Manager</td>
<td>Rajburi sugar Co., Ltd.</td>
</tr>
</tbody>
</table>

Position held in a competing business / related business that may cause conflict of interest
- None -

No. of Shares Held as at December 29, 2017
- None –
### 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><strong>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</strong></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>
## Agenda Item 6
The details of the auditors for the fiscal year 2018

<table>
<thead>
<tr>
<th>2017</th>
<th>2018 (Proposed Year)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>KPMG PHOOMCHAI AUDIT LTD.</strong></td>
<td><strong>KPMG PHOOMCHAI AUDIT LTD.</strong></td>
</tr>
<tr>
<td>1. Ms. Patamavan Vadhanakul</td>
<td>1. Ms. Sasithorn Pongadisak</td>
</tr>
<tr>
<td>CPA Registration No. 9832</td>
<td>CPA Registration No. 8802</td>
</tr>
<tr>
<td>2. Mr. Veerachai Ratanajaratkul</td>
<td>2. Ms. Marisa Tharathornbunpakul</td>
</tr>
<tr>
<td>CPA Registration No. 4323</td>
<td>CPA Registration No. 5752</td>
</tr>
<tr>
<td>3. Ms. Vannaporn Jongperadechanon</td>
<td>3. Mr. Thanit Osathalert</td>
</tr>
<tr>
<td>CPA Registration No. 4098</td>
<td>CPA Registration No. 5155</td>
</tr>
</tbody>
</table>

Ms. Patamavan Vadhanakul is the Auditor who has affixed his signature to certify the Company’s financial statement in 2017 (for the forth year)

Ms. Sasithorn Pongadisak is the Auditor who has affixed his signature to certify the Company’s financial statement in 2018 (for the first year)

Compensation of the auditor for the Company and its subsidiaries totals 850,000 Baht.

Compensation of the auditor for the Company and its subsidiaries totals 1,850,000 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.
Agenda Item 6
The details of the auditors for the fiscal year 2018

General Information
Name-Surname : Mrs. Sasithorn Pongadisak
Nationality : Thai
Work Place : KPMG Phoomchai Audit Ltd.
Period of employment : 17 years
Position : Partner, Audit

Education Qualification:
- Master of Business Administration, Chulalongkorn University
- Bachelor of Business Administration – Major Accounting, Thammasat University

Membership in Professional Organizations:
- Member of the Federation of Accounting Professions of Thailand
- Certified Public Accountant of Thailand
- Licensed CPA approved by Thai Securities Exchange Commission

Experience:
- Audit Partner, KPMG Phoomchai Audit Ltd.
- Joined the Firm since 2001
Company’s Articles of Association  
Nation Broadcasting Corporation Public Co., Ltd.  
Chapter 4 : Shareholders’ Meeting

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 in which a shareholder attends a meeting in person
   - A shareholder, who is an individual person with Thai nationality, must show his/her original identity card or original state official identity card to register.
   - A 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 a shareholder has changed his/her name or surname, the shareholder must produce evidence to prove the change of name or surname.

2. Appointing a proxy:
   - A shareholder who appoints a 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 in which 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 as a substitute for 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 (if any) in the proxy form attached with a certified copy of the passport of the authorized person.
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 a 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.

In the case THAT shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, it is required to present the following documents:

**Documents form custodian**
1) The Proxy Form B, correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with a stamp duty.
2) A document confirming that the person who signed the proxy form is permitted to operate the custodian business.
3) A copy of the affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.
4) A copy of a valid identification card or government officer card or driving license or passport (in the case of foreign shareholders) of the authorized representative of the custodian, certified as true and correct copy by the representative.

**Documents from shareholder**
1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
3) Copy of a valid identification card or government officer card or driving license or passport (in the case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.

**Documents from proxy**
The following documents need to be presented by proxies: Valid identity card or government officer card (originals only), or valid passport (in the case of foreign shareholders) of the proxy, together with copies of all the documents duly certified true and correct by the proxy.
3. **In cases in which a shareholder is deceased:**
   The estate administrator can attend the meeting in person or by proxy, provided that a court order appointing the estate administrator is presented. The court order must be signed by the authorized person within six months before the meeting date.

4. **In cases in which 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 in which 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:**
Registration shall start one hour before the meeting time or at 9.00 a.m.

**Voting:**
1. The voting shall be conducted openly. One share is equivalent to one vote. The resolutions of the shareholders’ meeting shall be passed by the following votes:
   - Appointment of the Chairman of the Meeting: The Company determines that the shareholders shall exercise their rights to elect a shareholder who is nominated on an individual basis, then announces the voting result for the person with the highest votes as the Chairman of the Meeting. In the case of a tie vote, the shareholders’ meeting shall cast the votes to choose the Chairman of the Meeting from the persons with the equivalent votes. The person who thereafter receives the highest votes shall act as the Chairman of the Meeting.
   - Election of directors or appointment of new directors: The Company determines that the shareholders shall exercise their rights to elect or appoint the directors who are nominated on an individual basis, and then announces the voting results for the person with the highest votes ranked in order descending from the highest number of votes received to the lowest to hold office as directors until all of the vacant director positions are filled. In the case of a tie vote resulting in the number of persons being exceeding the vacant director positions, the Chairman of the Meeting shall have an additional vote as a casting vote.
   - Ordinary case: The majority of the votes cast by the shareholders attending the Meeting and casting their 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.

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: Ms. Veerawan Vararuth
Position: Independent Director
Age: 69 years
Address: 322/51 Asoke-Dindaeng Rd., Dindaeng Bangkok 10400
Education:
- Master’s Degree, Instructional Media Technology, Central Missouri State, U.S.A.
- Bachelor’s Degree, Bachelor of Arts, Chulakongkorn University

Training
Council for Science, Technology and Innovation
- Higher Executive Course from the Office of the National Civil Commission Office of the Judiciary #60
Office of the Judiciary
- Higher Executive Course of Justice Process of the National Justice College, Ministry of Justice
Kasetsart University
- Miini MBA from Kasetsart University

Experience
December 23, 2016 - Present
Independent Director
Nation Broadcasting Corporation Plc.
June, 2015 - Present
Dean of Faculty of Communication Arts and Design
Stamford International University
October, 2009 - June, 2015
Dean of Arts
Stamford International University

No. of Shares Held as at December 29, 2017
- None -
### 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>

### No of years Holding the Post of the Company’s Director and The Meeting Attendance in 2017

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director As at December 31, 2017</th>
<th>Meeting Attendance in 2017</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Board of Directors</td>
</tr>
<tr>
<td>1 Years - Months (Appointed as a director since December 23, 2016)</td>
<td>6/6</td>
</tr>
</tbody>
</table>
หนังสือมอบฉันทะ (แบบ ก)

Proxy Form A

ชื่อ ........................................................................................................................

Written at

วันที่ .......... เดือน ........... พ.ศ. ........

Date Month Year

(1) ข้าพเจ้า ...............................................................................................................

I / We  Nationality

ชื่อ ........................................................................................................................

Residing at Road Tambol / Khwaeng

กำลังวัต ..................................................... รหัสไปรษณีย์.................................

Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จัากัด (มหาชน)

Being a shareholder of Nation Broadcasting Corporation Public Company Limited

โดยถือหุ้นจํานวนทั้งสิ้นรวม .................................................. หุ้น และออกเสียงลงคะแนนได้เท่ากับ ...................................... เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

ทุนสามัญ .................................................. หุ้น และออกเสียงลงคะแนนได้เท่ากับ ...................................... เสียง

Ordinary share shares and having the right to vote equal to votes

ทุนบุริมสิทธิ .................................................. หุ้น และออกเสียงลงคะแนนได้เท่ากับ ...................................... เสียง

Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) ผู้มอบฉันทะให้ ชื่อ ...........................................................................................

Residing at Road Tambol / Khwaeng

จังหวัด ..................................................... รหัสไปรษณีย์.................................

Province Postal Code or

(2) ผู้มอบฉันทะให้ ชื่อ ...........................................................................................

Residing at Road Tambol / Khwaeng

จังหวัด ..................................................... รหัสไปรษณีย์.................................

Province Postal Code
คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ของบริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จํากัด (มหาชน) ในวันที่ 9 เมษายน 2561 เวลา 10.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ถนนบางนา-ตราด ก.ม.4.5 แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นๆได้

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2018 Annual General Meeting of Shareholders of Nation Broadcasting Corporation Public Company Limited on 9 April 2018 at 10.00 hrs. at the Conference Room, 7th Floor, Nation University Tower, No. 1854, Bangna-Trad Road K.M.4.5, Bangna Sub district, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระท าไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระท าเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ / Signed ...................................................... ผู้มอบฉันทะ / Grantor
......................................................

ลงชื่อ / Signed ...................................................... ผู้รับมอบฉันทะ / Proxy
......................................................

ลงชื่อ / Signed ...................................................... ผู้รับมอบฉันทะ / Proxy
......................................................

หมายเหตุ / Remarks
ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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 many proxies for splitting votes.
หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)

เขียนที่ __________________________________________
Written at __________________________________________
วันที่ _______ เดือน _______ พ.ศ. _______
Date ___________  Month _______ Year ___________

(1)  ข้าพเจ้า __________________________________________
U/We __________________________________________
ญี่ปุ่นนามสกุลที่ __________________________________________
nationality __________________________________________
Address __________________________________________

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จ ากัด (มหาชน)
being a shareholder of Nation Broadcasting Corporation Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม ___________ หุ้น และออกเสียงลงคะแนนได้เท่ากับ ___________ เสียง ดังนี้
holding the total amount of ___________ shares and have the rights to vote equal to ___________ votes as follows:

☐ หุ้นสามัญ ___________ หุ้น ออกเสียงลงคะแนนได้เท่ากับ ___________ เสียง
ordinary share ___________ shares and have the right to vote equal to ___________ votes

☐ หุ้นบุริมสิทธิ ___________ หุ้น ออกเสียงลงคะแนนได้เท่ากับ ___________ เสียง
preference share ___________ shares and have the right to vote equal to ___________ votes

(3) ขอมอบฉันทะให้ ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทได้ (โดยมีประกาศด้วยถัดเอกสารแนบ)
Hereby appoint (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 นางวีรวรรณ วรรุตม์  อายุ 69 ปี อยู่บ้านเลขที่ 322/51
Name Ms. Veerawan Vararuth, Independent Director, Age 69 years, residing at 322/51
ถนน อโศก-ดินแดง ต าบล/แขวง ดินแดง อ าเภอ/เขต ดินแดง
Road Asoke-Dindaeng Tambol/Khwaeng Dindaeng Amphur/Khet Dindaeng
จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10400 หรือ
Province Bangkok Postal Code 10400 or

☐ 2. ชื่อ  อายุ ปี อยู่บ้านเลขที่ __________________________________________
Name Age _______ years, residing at __________________________________________
ถนน เลขที่ ต าบล/แขวงศ มุข ส่วนเภสัชฯ Amphur/Khet
Road Tambol/Khaeng Ampur/Khet
จังหวัด รหัสไปรษณีย์ __________________________________________
Province Postal Code __________________________________________

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจ าปี 2561 ในวันที่ 9 เมษายน 2561 เวลา 10.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ถนนบางนา-ตราด 0.4.5 เขตบางนา จังหวัดกรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Any one to be above shall be my/our proxy holder to attend and vote on my/our behalf at the 2018 Annual General Meeting of Shareholders on April 9, 2018 at 10.00 a.m., at the Conference Room, 7th Floor, Nation University Tower, 1854 Bangna-Trad Road K.M.4.5, Bangna Sub-district, Bangna District, Bangkok 10260, Thailand or on other date, time and place as may be postponed or changed.
ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

We authorize the proxy holder to attend the meeting and vote as this meeting as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ตามประมาณการที่เห็นสมควร หรือ
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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนโดยตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy holder shall vote in accordance with my intention as follows:

วาระที่ 1 รายงานผลการดำเนินงานของบริษัทฯ และรายงานผลการประชุมของบริษัทฯ สำหรับปี 2560
Agenda 1 To report the Company's operating results and the Board of Directors' report for the year 2017

วาระที่ 2 พิจารณาอนุมัติและรับรายงานการเงินประจำปี 2560 ณ วันที่ 31 ธันวาคม 2560
Agenda 2 To consider and approve the Company's financial statements for the year 2017 ended December 31, 2017

วาระที่ 3 พิจารณาอนุมัติการจ่ายเงินปันผลสําหรับปี 2560
Agenda 3 To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2017

วาระที่ 4 พิจารณาเลือกกรรมการแทนกรรมการที่ต้องออกตามวาระ
Agenda 4 To consider and approve the appointment of directors to replace those who completed the terms

4.1 ชื่อกรรมการ : นายสมชาย มีเสน
Name of Director: Mr.Somchai Meesen

วาระที่ 5 พิจารณาคําเสนอค่าตอบแทนของกรรมการของบริษัทฯ ประจําปี 2561
Agenda 5 To consider and determine the remuneration of directors for the year 2018

วาระที่ 6 พิจารณาคําเสนอค่าตอบแทนของผู้สอบบัญชีและค่าตอบแทนของผู้สอบบัญชีประจําปี 2561
Agenda 6 To consider and approve the appointment of Company’s auditors and the determination of audit fee for the year 2018
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(5) การลงคะแนนเสียงของผู้มอบมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและ

ที่เวียนในการลงคะแนนเสียงของข้าพเจ้าในฐานะหุ้นส่วนที่ถูกผู้รับมอบฉันทะ

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.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา

ออกเสียงลงคะแนนในเรื่องที่ออกเสียงลงคะแนนข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงเรื่องที่อนุมัติขึ้นที่ประชุมประกอบด้วย ให้ผู้รับมอบฉันทะมีสิทธิ์

พิจารณาและลงมติแทนข้าพเจ้าให้ถูกต้องตามที่เห็นสมควร

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.

ลักษณะใดที่ผู้รับมอบฉันทะได้กระท่าไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงลงคะแนนในเรื่องที่ข้าพเจ้าในฐานะหุ้นส่วนที่ถูกผู้รับ

มอบฉันทะได้ลงคะแนนให้ถือเสมือนว่าข้าพเจ้าได้กระท่าไป

Any business carried on by the 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. ผู้ถือหุ้นที่มอบมอบฉันทะจะต้องมอบมอบฉันทะให้ผู้รับมอบฉันทะเพื่อลงมติในเรื่องที่ปรากฏในหนังสือมอบฉันทะและออกเสียงลงคะแนน ไม่สามารถมอบหมายจำนวนหุ้นให้

ผู้รับมอบฉันทะหลายคนเพื่อออกเสียงลงคะแนนได้

2. ผู้ถือหุ้นจะมอบมอบฉันทะให้ผู้รับมอบฉันทะลงมติในจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบมอบฉันทะลงมติในจำนวนหุ้นของผู้รับมอบฉันทะในข้อ (2) ให้ได้

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.
at the Conference Room, 7th Floor, Nation University Tower,
No.1854, Bangna-Trad Road K.M.45, Bangna subdistrict,
Bangna District, Bangkok 10260.
Nation Broadcasting Corporation Public Company Limited
1858/51-62, 12th-13th Floor, Bangna-Trad Road, Bangna, Bangkok 10260
Tel : 0-2338-3645 Fax : 0-2338-3973