Invitation to the 2019 Annual General Meeting of Shareholders

Nation Broadcasting Corporation Plc.

On Thursday April 25, 2019
At 2.00 p.m., at the Conference Room, 9 Floor, Room B ,Interlink Tower , Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok. 10260

Important Notes:
1. The meeting registration starts at 1.00 p.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 2019 AGM”
March 29, 2019

Subject : Invitation Letter to the 2019 Annual General Meeting of Shareholders
Attention : Shareholders
Enclosures: 1. Copy of the minutes of the 2018 Annual General Meeting of the Shareholders
2. Definition of the Independent Directors
3. Roles and Responsibilities of the Audit Committee
4. Criteria and Procedures to select the directors
5. Brief profiles of the persons being nominated as directors in place of those who are retiring due to rotation
6. Brief profiles of the persons being nominated as auditor for the year 2019
7. Articles of Association of the Company, Chapter 4: Shareholders’ Meeting
8. Conditions and procedures of the meeting of shareholders
9. Profiles of the independent directors in support of their appointment as proxies
10. Registration Form for the Annual General Shareholders Meeting
11. Proxy (Form A) (Form B) and (Form C)
12. 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 2019 Annual General Meeting of Shareholders on Thursday, April 25, 2019 at 2 p.m. , at the Conference Room, 9 Floor, Room B, Interlink Tower, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260, to consider the following agenda.

Agenda Item 1: To consider and certify Minutes of the 2018 Annual General Meeting of Shareholders, which was held on April 9, 2018.

Facts and Reasons: The 2018 Annual General Meeting of Shareholders was held on on April 9, 2018 , a copy of the minutes of which has been submitted to the Stock Exchange of Thailand (the “SET”), the company has disseminated such minutes via the Company’s website at www.nbc.co.th in order to inform all shareholders of the minutes of the Shareholders’ meeting and allow them to check the accuracy of the minutes within a given period of time. In this regard, it did not appear that there was any shareholder opposing or requesting for amendment of such minutes. The copy of the minutes of the Shareholders’ meeting is provided in Enclosures No. 1.
Opinion of the Board of Directors: The Board of Directors of the Company considered and was of the opinion that the minutes of the Shareholder's meeting were correct and complete. Thus, the board deems it appropriate to propose to the 2019 Annual General Meeting of Shareholders to consider and certify the above-mentioned minutes.

Remark: This agenda item shall be affirmed by a majority vote of the eligible shareholders attending the meeting and casting their votes.

Agenda Item 2: To report the Company’s operating results and the Board of Directors’ report for the year 2018

Facts and Reasons: To report and summarize the operating results of the Company and the report of the Board of Directors for the year 2018 to the shareholders’ meeting for acknowledgement.

Opinion of the Board of Directors: The Board of Directors has considered and deemed that it is appropriate to propose to the the 2019 Annual General Meeting of Shareholders for acknowledgment of the operating results for the year 2018.

Remark: This agenda is for acknowledgement; thus, there is no voting.

Agenda Item 3: To consider and approve the financial statements for the year ended December 31, 2018

Facts and Reasons: As the Company has not yet been able to conclude the financial statements to certify the operating results of the year ending 31 December 2018, resulting from that the auditor is currently during the process of collecting accounting information to prepare Financial statement.

Opinion of the Board: The Board of Directors has considered and deemed that the Company has the necessity to postpone this agenda, and when the financial statements of the year ended 31 December 2018 has been audited by the auditor of the Company. The Company will hold the shareholders’ meeting again to consider and approve the audited financial statements of the Company.

Remark: As the Company has not yet been able to conclude the financial statements; thus, there is no voting, and that the Company will hold the shareholders’ meeting again to consider and approve the audited financial statements of the Company.

Agenda Item 4: To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2018

Facts and Rationale: The Company could not issue the consolidated financial statements to certify the Company's operating results for the year ended December 31, 2018, as it is in the process of collecting accounting data for the preparation of the 2018 financial statements. However, as the
operating results of the 9-month financial statements of the third quarter for the year 2018, which was reviewed by the auditor of the company and already submitted to the Stock Exchange of Thailand, showed accumulated losses from the consolidated financial statements of 1,333.62 million Baht and from the separate financial statements of 1,168.34 million Baht. Therefore, the Company is unable to pay annual dividends for the year ended December 31, 2018.

**Opinion of the Board**: The Board of Directors of the Company deemed it appropriate to propose to the summary report of the Company’s operations to the 2018 Annual General Meeting of Shareholders’ Meeting for their acknowledgement. The Board of Directors considered and deemed it appropriate to propose to the shareholders to consider omitting dividend payment for the year 2018 performance, from January 1 to December 31, 2018, because the company is still unable to issue the financial statements for the year 2018. Besides, the operating results of the 9-month financial statements of the third quarter of 2018 have accumulated losses according to the consolidated financial statements and the separate financial statements of the company in the amount of 1,333.62 million Baht and 1,168.34 million Baht respectively.

**Remark**: This agenda item shall be affirmed by a majority vote of the eligible shareholders attending the meeting and casting their votes.

**Agenda Item 5: 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 four of which who have held office the longest and are required to vacate are as follows:

1) Mr. Sontiyani Chuenruetainaidhama Position Director and Chairman of the Board of Directors
2) Assoc.Prof.Dr.Sungsidh Piriyarangsan Position Independent Director and Chairman of The Audit Committee
3) Ms.Lakana Ratworngsakul Position Director
4) Ms.Aura-Orn Akrasanee Position Independent Director

In addition, the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from November 23, 2018 to January 29, 2019. However, no shareholder nominated any person to be the Company’s director.

**Opinion of the Board of Directors**: The Board of Directors has considered in accordance with the criteria for nomination of directors of the company and considered the appropriate qualifications of 4
directors who retired from the position in the above agenda which consists of experience, knowledge and expertise;

1) Mr. Sontiyon Chuenruetainaidhma Position Director and Chairman of the Board of Directors
2) Assoc.Prof.Dr. Sungsidh Piriyarangsan Position Independent Director and Chairman of The Audit Committee
3) Ms. Lakana Ratworngsakul Position Director
4) Ms. Aura-Orn Akrasanee Position Independent Director

Approve the re-appointment to be director for another term. (The details of set out in Enclosure 5.)

Remark: Resolution in this agenda shall be approved by majority vote of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda Item 6: To consider and determine the remuneration of directors for the year 2019

Rules and procedures for proposing remuneration for the Board of Directors: The Board of Directors has considered that the nomination of directors and the remuneration for the directors for the media business is important. Which the Board of Directors has considered the remuneration for the directors with detailed criteria for scrutiny various suitability. By comparing from the same industry And the average compensation according to the similar business size Including considering business expansion And profit growth of the company for consideration.

Facts and Reasons: Directors’ remuneration for the year 2019 which was considered by the board of director propose to pay remuneration to the Chairman of the Board at the same rate as the Chairman of the Audit Committee. And executive directors receive remuneration at the same rate as non-executive directors and quarterly payment.

Opinion of the Board of Directors: Board of Directors considered and agreed to propose to the 2019 general meeting Shareholders to consider and approve the remuneration of the Company’s directors for the year 2019. by quarterly basis with details as follows:

<table>
<thead>
<tr>
<th>Position</th>
<th>Remuneration</th>
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<tbody>
<tr>
<td>Chairman of the Board of Directors</td>
<td>400,000 Baht / person / year</td>
</tr>
<tr>
<td>Chairman of The Audit Committee</td>
<td>400,000 Baht / person / year</td>
</tr>
<tr>
<td>Member of The Audit Committee</td>
<td>300,000 Baht / person / year</td>
</tr>
<tr>
<td>Independent Director</td>
<td>200,000 Baht / person / year</td>
</tr>
<tr>
<td>Executive Director</td>
<td>200,000 Baht / person / year</td>
</tr>
<tr>
<td>Chairman of the Nomination and Remuneration Committee.</td>
<td>20,000 Baht / Meeting</td>
</tr>
<tr>
<td>Member of the Nomination and Remuneration Committee.</td>
<td>10,000 Baht /Meeting</td>
</tr>
</tbody>
</table>

Note: * the meeting allowance will paid per time
**Remark:** Resolution in this agenda shall be approved by at least three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

**Agenda Item 7 : To consider and approve the appointment of the Company’s auditors and the determination of audit fee for the year 2019**

**Facts and Reasons:** The Board of Directors under the consideration and suggestion of the Audit Committee, deems it appropriate to propose to the 2019 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 2019 of the Company, the auditors are as follows:

(1) Ms. Sasithorn Pongadisak CPA Registration No. 8802 or
(2) Ms. Marisa Tharathombunpakul CPA Registration No. 5752 or
(3) Mr. Thanit Osathalert CPA Registration No. 5155

Ms. Sasithorn Pongadisak, will sign the financial statements of the Company for the year 2019, it is the second year. Brief profiles of the auditors above are in Enclosure No.6

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 2019 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2019 in respect of the Company and its subsidiaries in the total amount of THB 1,850,000. (equal to last year).

With respect to other service fees, the Company and its subsidiaries did not receive any other services from the audit firm to which the auditors belong, any other persons or entities related to the auditors or 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 2019 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2019 and the determination of the auditors’ remuneration as mentioned above.
**Remark:** Resolution in this agenda shall be approved by majority vote of the total votes of the shareholders who attend the meeting and have the right to vote.

**Agenda Item 8 : To consider and approve the amendment to the Company’s objectives and the Memorandum of Association, Clause 3. (Objectives)**

**Facts and Rationale :** To consider approving the amendments to the Company’s objectives and the Memorandum of Association, Clause 3. Regarding the Objectives of the Company in order to accommodate the government bidding which would determine the qualifications according to the Company’s objectives, to obtain works, and to be the channels of the Company to generate income.

The details of the nine additional objectives are as follows:

<table>
<thead>
<tr>
<th>Clause</th>
<th>Amended Statements</th>
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</thead>
<tbody>
<tr>
<td>Clause 37</td>
<td>To carry on the business of public relations consulting and advising, event activity organizing, publishing, television, radio, online, conference and seminar organizing, non-fiction/news production.</td>
</tr>
<tr>
<td>Clause 38</td>
<td>To carry on the business of providing marketing plans and public relations for goods, shops, individuals, government units to be recognized including to invite celebrities such as singers and actors to the event for public relations.</td>
</tr>
<tr>
<td>Clause 39</td>
<td>To carry on the event organizing business, proving services in relation to designing and organizing the products launching event, organizing of publications, exhibitions, product-displayed booths, fashion shows, public relations, meetings, conferences, banquets for both indoor and outdoor, organizing light and sound systems and other entertainment programs.</td>
</tr>
<tr>
<td>Clause 40</td>
<td>To carry on the business of hiring of works, trading of consumer goods and souvenirs.</td>
</tr>
<tr>
<td>Clause 41</td>
<td>To carry on the business of designing and producing television and radio programs, advertising media, public relations, electronic media, product displayed booths, shops and other printing-related media in any forms, designing and creating websites, applications, renting lighting equipment or other equipment for drama and film-making, producing television programs, providing services on tape/video recording for outdoor, producing television and radio advertising, producing videos, renting recording rooms, renting music rehearse and music production rooms, renting equipment and editing, designing, producing and distributing CDs, films, television programs, books, newspapers and magazines.</td>
</tr>
<tr>
<td>Clause 42</td>
<td>To carry on the business of designing and production of multimedia, presentations, electronic media, internet for the advertising and public relation of individuals, groups</td>
</tr>
<tr>
<td>Clause</td>
<td>Amended Statements</td>
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<td>of persons, juristic persons, government units and administrative organizations.</td>
</tr>
<tr>
<td>Clause 43</td>
<td>To carry on the business of advertising agencies, digital media, providing service in relation to advertisings, publications, advertisements, radio media, television, online public relations, information systems.</td>
</tr>
<tr>
<td>Clause 44</td>
<td>To carry on the business of providing services on resource persons, guest speakers, coaching organizer, consultants.</td>
</tr>
<tr>
<td>Clause 45</td>
<td>To carry on the business of providing services on modeling for entertainment and performance industry.</td>
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**Opinion of the Board**: The Board of Directors has considered and deemed that it is appropriate to propose to the 2019 Annual General Meeting of Shareholders to consider and approve the amendment to the Company’s objectives and the Memorandum of Association, Clause 3. (Objectives).

**Remark**: Resolution in this agenda shall be approved by at least three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

**Agenda Item 9**: To consider and approve the amendment to the Company’s Articles of Association, Clause 21. and Clause 31. regarding the board of directors’ meeting and shareholders’ meeting

**Facts and Rationale**: To consider and approve the amendments of the Company’s Articles of Association, Clause 21. and Clause 31., regarding the board of directors’ meeting and shareholders’ meeting to be in line with (1) the announcement of the National Council for Peace and Order No. 74/2557 Re:Electronic Conferencing prescribed that the conference may be organized and held through electronic media; and it shall have the same effect as the conference held pursuant to a legally provided procedure. Provided that an electronic conferencing shall be conducted in accordance with the standards for electronic conferencing security imposed by the Ministry of Information and Communication Technology and as published in the Government Gazette, and (2) the amendment made to the Section 100 of the Public Limited Companies Act B.E. 2535 (1992) has been repealed and replaced by the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business about the Shareholders’ Meeting.

1. Amending Article 21. of the Articles of Association Re: the board of directors’ meeting as follows:
   From “The Board of Directors must convene the meeting at least once within the period of every three months once at the province as being the location of the head office of the Company or at any
other place. The Chairman of the Director is the person, calling for the board of directors’ meeting, and regarding the convening of the board of directors’ meeting, the Chairman of the Director or the designated person shall send the invitation letter of the meeting to the directors no less than seven days before the day of the meeting, except in the urgent case, to protect the rights and the benefits of the Company, the Company would notify of the meeting by other means and may call for the meeting earlier than that. 2 or more directors may request for the board of directors’ meeting to be called, in such case, the Chairman of the Director must determine the date of the meeting and call for the meeting within fourteen days from the requesting date.”

To “The Board of Directors must convene the meeting at least once within the period of every three months once at the province as being the location of the head office of the Company or at any other place. The Chairman of the Director is the person, calling for the board of directors’ meeting, and regarding the convening of the board of directors’ meeting, the Chairman of the Director or the designated person shall send the invitation letter of the meeting to the directors no less than seven days before the day of the meeting, except in the urgent case, to protect the rights and the benefits of the Company, the Company would notify of the meeting by other means and may call for the meeting earlier than that. 2 or more directors may request for the board of directors’ meeting to be called, in such case, the Chairman of the Director must determine the date of the meeting and call for the meeting within fourteen days from the requesting date.

In the case of a meeting of the Board of Directors is held through electronic media, all participating directors must be in the Kingdom of Thailand and at least 1/3 of the directors must attend the meeting in the same place. An electronic conferencing must be conducted through a convention control system with secure information technology processes and must be a record of both audio and video (as the case may be) of all the directors attending the meeting throughout the meeting, including the computer traffic generated by the record, and the control system of the meeting must have the basic elements as prescribed by Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2014 (as amended).”

2. Amending Article 31. of the Articles of Association Re: the shareholders’ meeting as follows:

From: “The shareholders holding shares in aggregate not less than 1/5 of the total number of the shares sold or shareholders numbering not less than 25 persons holding shares amounting not less than 1/10 of the total number of shares sold may at any time submit their names in a letter requesting the Board of Directors to call an extraordinary meeting, but the reasons for calling such meeting shall be clearly
stated in such letter. In this case, the Board of Directors shall proceed to call a shareholder meeting to be held within 1 month from the date of receipt of such letter from the shareholders.”

To

“The shareholders holding shares in aggregate not less than 1/5 of the total number of the shares sold or shareholders numbering not less than 25 persons holding shares amounting not less than 1/10 of the total number of shares sold may at any time submit their names in a letter requesting the Board of Directors to call an extraordinary meeting, but the reasons for calling such meeting shall be clearly stated in such letter. In this case, the Board of Directors shall proceed to call a shareholder meeting to be held within 45 days from the date of receipt of such letter from the shareholders.”

In the event that the Board of Directors does not hold the meeting within the specified period in the second paragraph, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within 45 days from the specified period in the second paragraph. In such event, the meeting shall be deemed as if it is held by the Board of Directors and the Company must responsible for the expenses incurred from the holding the meeting and provide the facilities as appropriate.

In the event that it appears that in any meeting that held as a result of the shareholders in the third paragraph, the number of the shareholders attending the meeting does not constitute a quorum, as prescribed in Article 31. of this Articles of Association, the shareholder(s) in the third paragraph must jointly responsible for the expenses incurred from the holding the meeting to the Company.”

Provided that the person, designated by the Board of Directors to proceed the registration of the amendment of the Articles of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar and authorized to proceed with anything in order to comply with the order of the Registrar for the purpose to complete the registration.

Opinion of the Board: The Board of Directors has considered and deemed that it is appropriate to propose to the 2019 General Meeting of Shareholders to consider and approve the amendment of Article 21. and Article 31. of the Articles of Association Re: the Board of Directors’ Meeting and the Shareholders’ Meeting, respectively, to be in accordance with the amendments of the laws, and provided that the person, designated by the Board of Directors to proceed the registration of the amendment of the Articles of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar and authorized to proceed with anything in order to comply with the order of the Registrar for the purpose to complete the registration.

Remark: Resolution in this agenda shall be approved by at least three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.
Agenda Item 10: 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. Sontiyan Chuenruetainaidhama
Chairman of the Board of Directors
Minutes of The 2018 Annual General Meeting of Shareholders
Of Nation Broadcasting Corporation Public Company Limited

Date and Place The meeting was held on 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

Prior to the commencement of the Meeting, Ms. Supawan Waraporn Toh and Mr. Archvin Suksri (the “Meeting Facilitator”) were assigned to conduct the meeting, informed the Meeting that at present, the Company’s registered capital is THB 720,343,960, and paid up capital is THB 535,436,962, divided into 535,436,609 ordinary shares, at the par value of THB 1 per share. In this The 2018 General Meeting of Shareholders, there were a total of 41 shareholders attending the Meeting in person and by proxy, representing 408,219,147 shares or equivalent to 76.24 percent of the total issued shares of the Company. The quorum was thus constituted in accordance with the Company’s Articles of Association.

Directors in attending:
1. Mr. Sontiyan Chuenruetainaidhama Chairman of the Board of Director
2. Mr. Somchai Meesen Vice Chairman of the Board of Directors
3. Mr. Chatchai Pokogwai Director and Managing Director
4. Mr. Metha Soonthomjit Independent Director and the Member of Audit Committee
5. Ms. Veerawan Vararith Independent Director
6. Ms. Lakana Ratwongsakul Director
7. Mr. Supoth Piansiri Director
7 out of a total number of 10 directors attended the meeting.

Executives attending the Meeting
1. Mr. Jira Hongsumroeng Acting Executive Editor
2. Ms. Lakana Ratwongsakul Assistant to Managing Director and Senior Vice President, Support Organization
3. Ms. Suwannee Wacharapasakorn Senior Finance Manager
4. Ms. Nittaya Wanguechailaree Accounting Manager

Corporate Secretary
Mr. Yods Boonyuen

Legal Consultants
Mr. Wittaya Kaewkungsadan

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 2018 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 November 20, 2017 to January 26, 2018.

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 23, 2018 to March 27, 2018 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. Ms. Veerawan Vararuth, Independent Director, 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.

5. Voting in the following manner. The voting will be considered void. It is considered as a Invalid.
1. A ballot is marked with more than one slot.
2. A ballot is with the intention of conflicting. Or do not show any intention.
3. A ballot have been modified and no signature has been issued.

Preliminary Proceedings
Mr. Sontiyon Chuennueatkaiha presided over the meeting. He has opened the meeting and assign to Mr. Archvin Suksri and Ms. Supawan Waraporn Toh (the "Meeting Facilitator") to the meeting. The number of shares sold of the Company was 535,436,609 shares. There were shareholders attending the meeting as follows:

Informed that the total number of shares which had been sold was 535,436,609. The shareholders attending the Meeting were as follow:

- 18 shareholders attending the Meeting in person held 266,765 shares, accounting for 0.05% of the total shares.
- 23 shareholders authorized their proxies to attend the Meeting held 407,952,382 shares, accounting for 76.19% of the total shares.
- A total of 41 shareholders attending the Meeting held 408,219,147 shares or 76.24% of the total shares.

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

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

The Chairman assigned the meeting facilitator to inform the meeting of the Company's preparation of the Operating Results Report and the Board of Directors' Report for the year 2017 as detailed in the 2017 Annual Report and had the invitation letter to the meeting distributed to the shareholders. For further study, the shareholders can find the Management Discussion and Analysis (MD & A) Report, a section of the Annual Report Form (56-1) which was submitted to the Stock Exchange of Thailand (SET) and published on the Company's website on March 31, 2018, and assigned Mr. Sirichai Chananam, Assistant Senior Accounting Director summarize and inform the shareholders of the overview of the Company's 2017 operating results as follows:

For the Company's 2017 operating results, the Company and its subsidiaries earned total revenues Baht 521.33 million, an increase of 0.5% from the previous year's total revenue of Baht 518.79 million; income of
television business decreased by 5% and new media business increased by 46%, while radio business dropped by 39% and revenues generated from activities and events declined by 6%.

A total cost of sales and administrative expenses for the year 2017 was Baht 1,421.60 million, an increase of Baht 660.09 million or 87% from Baht 761.51 Million in the previous year, mainly caused by increased sales and administrative expenses by Baht 97.14 million or 62%. In the year 2017, the Company had expenses incurred as resulted from termination of the of the Coast Bang Na Studio Rental Contract amounted of Baht 11.60 million, the expenses incurred by employee compensation for early-retirement employees or voluntary resignation amounted Baht 69.08 million, the predefined allowance for doubtful accounts of related parties amounted to Baht 205 million, as well as the predefined depreciation allowance amounted to Baht 652.95 million, including

1. The predefined depreciation allowance for spectrum licenses for digital terrestrial television services amounting Baht 567.40 Million
2. The predefined depreciation allowance for investment in fixed assets (condominium) amounting Baht 1.94 million
3. The predefined depreciation allowance for investment in the warrants amounting Baht 83.61 million

Calculating the predefined depreciation allowance for spectrum licenses aforesaid is based on cash flow, based on assumption of the growth process and discount rate rendered by the Management, based on the past experience, business plans, and plausible forecasts. Therefore, the income and expenses above resulted that the Company and its subsidiaries had net loss of Baht 916.24 million as of December 31, 2017, compared with Baht 275.46 million loss for the same period last year, an increase of 233% loss.

The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

Khun Phuwanart Na Songkhla, President of the Voluntary Protection of Shareholders, the Thai Investors Association raised the questions as follows:

Question: In reference to the auditor’s commentaries contained on Page 84 of the Company’s Annual Report, stating that “the significant uncertainties relating to the ongoing operations under Clause 2, the Notes to the Financial Statements, stating ‘the Company and its subsidiaries had net loss of Baht 916.24 million and Baht 1,127.03 million, respectively. For the year ended December 31, 2017 and on the same date, the Company had accumulated loss of Baht 1,264.54 million and Baht 1,090.19 million, respectively, as appeared in the Notes to the Financial Statements, indicating a presence of the significant uncertainties, possibly causing a significant uncertainty of the ongoing performance of the Company and its subsidiaries. However, my opinion on the consolidated and separate financial statements has been unchanged on this matter.”
In reference to the predefined depreciation allowance amounting Baht 653 million, I would like to know how the Company implements the policies to rectify the operational risk, including a reduction in depreciation to reduce the capital effect and how does the business restore and get healthier?

The Chairman asked Khun Somchai Meesen, Vice-chairman to clarify the issue.

Khun Somchai Meesen, Vice-chairman, explained that since the Company accepted new Board of Directors and it was heard that during the past few years the Company had not implemented the exact management plans, thereby resulting that acquired spectrum licenses was depreciated, the Company’s existing Board, therefore, has deliberated the management plan and business strategies as follows.

1. On May 2018 onward, the digital TV programs on Nation TV (Channel 22) would be arranged compatibly with all every interval from morning till evening, the Management contacted and invited more individuals to act as meeting facilitator to increase the ratings or popularity of the audience and it’s expected to result in higher amount of advertising revenues.

2. Targeting on the new media business to grow revenues by the number of viewers of video clips and the growing number of the pop-up ads, basically including video clips of news or the organizational activities like the ‘Nation Bike Thailand’, where the existing content is developed to generate the revenue without additional investment through the Facebook channel, which currently there are about 49 million Facebook Thai users, and the company has initiated to recognize income as earned 5,000 Baht per day, and most recently on the past April 8, 2561, the recognized revenue was increased by approximately 32,000 Baht per day, and by the third quarter, the Company targets Baht 3 million earned per month or Baht 100,000 million per day approximately through the Facebook channel.

3. The Board in the year 2017 organized the ongoing activities of the company like the ‘National Bike Thailand’, the ‘Slow Life Bike’ under the main sponsorship so that more activities and events would be held. In addition, the activities would be more diversified and be integrated with the activities of affiliated companies, for examples, ‘Gratitude for the Land’, and seminar events. It is expected that such programs will make relatively high revenue to the company.

The Chairman gave thanks Khun Somchai Meesen, Vice-chairman for clarifying the plans and administrative approaches implemented by the company and further informed in the meeting that by this year 2018, with the defined strategic plans, the Chairman and all directors have truly determined and believed that the company will grow and be healthier with reduced losses and in the best effort to work through the breakeven of the operating results by the year 2018, and the Company expects that with these plans the company will grow the profit from its operation in the year 2018 as the No.1 popularity of
news channel, the Nation Channel (Channel 22). Furthermore, on May 2018 onward, the arranged broadcast schedule will draw greater attention from the audience continuously and the foresight of the income generation without additional investment through the new media business that has been rigorously growing in the media business.

No shareholder asked any questions or comments.

The meeting facilitator informed the meeting of the progress on the participation in the Collective Action Coalition against Corruption (CAC) that the Company was signed in as a member of the CAS on November 21, 2017 to affirm that the Company has been aware of the importance of the anti-corruption system and the Company is ready to operate business transparently. The company has policies and practices to prevent corruption in accordance with the CAC requirements.

This agenda is purposed to inform matters and no voting
The meeting acknowledged.

**Agenda 2 To consider and approve the Company’s financial statements for the year ended December 31, 2017**

The Chairman assigned the meeting facilitator inform the meeting of the Company’s preparation of financial statements of the Company and its subsidiaries as at December 31, 2017, which were audited by the auditor and reviewed by the Audit Committee as accurate, complete and adequate information in accordance with generally accepted accounting principles as shown in the 2017 Annual Report, and distributed with the invitation letter to the meeting to all the shareholders.

The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

None of the shareholders had any questions or comments, the Chairman then proposed the meeting to consider and vote on the second agenda regarding the consideration and approval of the financial statements for the year ended December 31, 2017.

For this agenda, there were more shareholders attending the meeting, amounting to total 44 participants and 408,226,246 shares, representing 76.24%.

The meeting considered and approved the financial statements for the year ended December 31, 2017 with the unanimous votes of the shareholders attending the meeting and voting as follows.
Agenda 3 To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2017

Chairman assign to Mr. Archvin Suksri and Ms. Supawan Waraporn Toh (the “Meeting Facilitator”) 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 operating results for the year 2017, the Company’s financial statement had net loss of Baht 916.24 million and the separate financial statements had net loss of Baht 1,127.03 million, as cited on the regulations above-mentioned, the Company could not pay dividends.

The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

Khun Phuvanat Na Songkla, President of the Voluntary Protection of Shareholders, The Thai Investors Association raised the questions as follows:

Question: As to the Company’s operating results for the year 2017 shown on the consolidated financial statements, the Company had net loss of Baht 916.24 million and a net loss of Baht 1,127.03 million on the separate financial statements, could you please clarify for how long will it last the company’s loss ends?, and when will the company recover its potential dividend payment to the shareholders?

Khun Somchai Meesen, Vice-chairman explained that the Board of Directors in its best effort has been earnestly committed in managing and implementing the strategic plans with recognizing the business opportunity to grow the income to the organization and to make the business operation more cost effective and to reduce the accumulated loss.

However, should the company still fail to reduce the accumulated loss, the Board of Directors and the Management share the ideas on investment to reassure the interest of the shareholders as soon as possible, for instances, increase or decrease in the capital to clear up the accumulated deficit of the company.
No shareholder asked any questions or comments, the Chairman then proposed the meeting to consider and vote on third agenda to approve the omission of dividend payment for the year ended December 31, 2017.

The Meeting had considered and approved the omission of the dividend payment for the operating results of the year ended December 31, 2017 with unanimous votes of the total number of votes of the shareholders attending the meeting and voting as follows:

<table>
<thead>
<tr>
<th></th>
<th>Votes</th>
<th>Equivalent to</th>
<th>(%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Approved</td>
<td>408,226,246</td>
<td>100.00</td>
<td></td>
</tr>
<tr>
<td>Disapproved</td>
<td>0</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>Abstained</td>
<td>0</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>Invalid</td>
<td>0</td>
<td>0.00</td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td>408,226,246</td>
<td>100.00</td>
<td></td>
</tr>
</tbody>
</table>

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

Chairman assign to Mr. Archvin Suksri and Ms. Supawan Waraporn Toh (the “Meeting Facilitator”) informed the Meeting that, according to informed 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. Supong Limtanakool  Chairman of the Audit Committee
2. Mr. Jessada Promjart  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.

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.

The Company’s Board of Directors considered under the criteria for nomination of directors and approved to propose to the Annual General Meeting of Shareholders for the year 2018 to reappoint Mr. Somchai Meesen as director for another term and proposed the appointment of Mr. Suteepong
Phongphaiboon as the Chairman of the Audit Committee replacing Mr. Supong Limthanakul, who retired upon the expiration of the office term and appointed Mr. Pornchai Ruenghathainon as Audit Committee replacing Mr. Jesadda Promjat, who retired upon the expiration of the office term.

The Board of Directors considered the qualifications of the nominated persons aforesaid and considered they are found qualified with knowledge, experience and expertise that will benefit the Company’s future operations. For the profile of the re-appointed directors, please refer to ANNEX 6 attached to the invitation letters which were completely distributed to all shareholders. The Chairman invited the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

The Chairman then proposed the meeting to consider and approve the appointment of three directors who retired upon the expiration of the office term to the re-appointment for another term.

However, to ensure transparency and compliance with the Good Corporate Governance, shareholders were asked to consider and elect the directors individually and all ballots were kept.

In this regard, the meeting approved this resolution as follows:

1. **Mr. Somchai Meesen** approved with a majority vote as follows:

   - Approved: 408,109,846 votes Equivalent to 99.98 (%)  
   - Disapproved: 14,800 votes Equivalent to 0.00 (%)  
   - Abstained: 101,600 votes Equivalent to 0.02 (%)  
   - Invalid: 0 votes Equivalent to 0.00 (%)  
   - Total: 408,226,246 votes Equivalent to 100.00 (%)  

2. **Mr. Sutee Phongphaiboon** approved with a majority vote as follows:

   - Approved: 408,109,846 votes Equivalent to 99.98 (%)  
   - Disapproved: 14,800 votes Equivalent to 0.00 (%)  
   - Abstained: 101,600 votes Equivalent to 0.02 (%)  
   - Invalid: 0 votes Equivalent to 0.00 (%)  
   - Total: 408,226,246 votes Equivalent to 100.00 (%)  

3. **Mr. Pornchai Ruenghathainon** approved with a majority vote as follows:

   - Approved: 408,109,946 votes Equivalent to 99.98 (%)  
   - Disapproved: 14,700 votes Equivalent to 0.00 (%)  
   - Abstained: 101,600 votes Equivalent to 0.02 (%)  
   - Invalid: 0 votes Equivalent to 0.00 (%)  
   - Total: 408,226,246 votes Equivalent to 100.00 (%)
**Agenda 5: To consider and determine the remuneration of directors for the year 2018**

Chairman assign to Mr. Archvin Suksri and Ms. Supawan Waraporn Toh (the "Meeting Facilitator") informed the Meeting that,

The Chairman assigned the meeting facilitator inform the meeting of that the company’s proposal of the directors’ remuneration for the year 2018, comparable to the 2017 annual remuneration of the directors; the remuneration is available only for the independent director, audit committee, non-executive director while director who is an employee of the Company/subsidiaries shall be excluded. The payout is made on quarterly basis. The compensation rates are as shown below.

<table>
<thead>
<tr>
<th>Position</th>
<th>Remuneration</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairman</td>
<td>400,000 Baht/Person/Year</td>
</tr>
<tr>
<td>Chairman of Audit Committee</td>
<td>400,000 Baht/Person/Year</td>
</tr>
<tr>
<td>Member of Audit Committee</td>
<td>300,000 Baht/Person/Year</td>
</tr>
<tr>
<td>Independent Director</td>
<td>200,000 Baht/Person/Year</td>
</tr>
<tr>
<td>Executive Director</td>
<td>None</td>
</tr>
<tr>
<td>(those who are employees of the Company or its subsidiaries)</td>
<td></td>
</tr>
</tbody>
</table>

The Chairman provided the opportunity to shareholders to ask questions and comments.

No shareholders asked and expressed any opinions, the Chairman then proposed the meeting to continue considering the voting on the fifth agenda regarding the determination of the remuneration of the Board of Directors for the year 2018. However, this agenda must be approved by the votes of not less than two-thirds of the total number of votes of the shareholders present at the meeting.

The meeting considered and approved the remuneration of directors for the year 2018 as previously mentioned with the votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting and casting their votes.

- Approved: 408,226,146 votes Equivalent to 100.00 (%)
- Disapproved: 100 votes Equivalent to 0.00 (%)
- Abstained: 0 votes Equivalent to 0.00 (%)
- Invalid: 0 votes Equivalent to 0.00 (%)
- Total 408,226,246 votes Equivalent to 100.00 (%)
Agenda 6 To consider and approve the appointment of the Company’s auditors and the determination of audit fee for the year 2018

Chairman assign to Mr.Archvin Sukshi and Ms.Supawan Waraporn Toh (the “Meeting Facilitator”) informed the Meeting that, 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,
   who will sign the financial statements of the Company for the year 2018, It is the first year or
2. Ms.Marisa Tharatthornbunpakul, CPA Registration No. 5752 or
3. Mr.Thanit Osathalert, CPA Registration No. 5155.

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.

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 it’s subsidiaries in the total amount of THB 1,850,000.

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 6. 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.Sasithorn Pongadisak, certified public auditor No. 8802 or Ms.Marisa Tharatthornbunpakul,Certified Public Auditor No. 5752 or Mr.Thanit Osathalert, licence No. 5155, the auditors of KPMG Poomchai Audit Ltd. as the auditors of the Company and 2 subsidiaries for the fiscal year 2018 in the total amount of THB 1,850,000 with an unanimous votes of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:
Agenda 7 To consider any other matters

The Chairman invited shareholders to ask additional questions.

1) Khun Phuvanat Na Songkhla, President of the Voluntary Protection of Shareholders, the Thai Investors Association asked the following questions:

Question: Since the Company and its subsidiaries have operated two digital TV channels, namely; the 'NOW 26', undertaken by Bangkok Business Broadcasting Co., Ltd., and the Nation TV (Channel 22) by the NBC Next Vision Co., Ltd., the NMG has currently announced the sale of NOW 26 channel license, and if the company is subsequently unsuccessful of sales, what and how the Board think it would affect the management performance of the Company and its subsidiaries?

The Chairman informed in particular for the Nation TV ("Channel 22"), which is operated by the NBC Next Vision Co., Ltd., a subsidiary; since the majority of revenue comes from advertising which the ad rate depends on the popularity of the audience on each channel which they are a competitor in the same industry with the varying levels of popularity, or even the same channel on ads selling at different times, the ad rate varies between channels. It’s viewed that the subsidiaries of the two digital TV channels do not affect the operation of the Company. In addition, the Board and management team have planned to arrange the broadcast schedule to gain popularity among viewers more intensely and continuously from the morning till evening. Thus, it’s expected that such plans will increase the ad rate to the channels and make more money to the company.

2) Khun Kiatchai Paksakul, shareholder, had the following questions:

Question: Could the Chairman please clarify regarding the provision of the motorcycle parking lot for the shareholders attending the meeting, cited to the equal treatment on the shareholders. It is heard that only parking lot is provided for cars only.

The Chairman informed and apologized for any inconvenience to all shareholders and it's agreed that shareholders shall be treated equally. At present, the Company is a tenant, the authority and
power to allocate a motorcycle or car parking lots must be approved by the lessor. However, the issue will be further solved.

The Chairman thanked for advice.
No shareholder asked any question or further comment.

Chairman thanked the shareholders who attended the meeting.
The meeting ended at 12.00 p.m.

Signature ..................................................................................
(Mr. Sontiyan Chuenruetainaidhama)
Chairman of the Board of Director

Signature .................................................................
(Mr. Chatcahi Pokogwai)
Managing Director

Signature .................................................................
(Mr. Yods Boonyuen)
Secretariat/Minutes Recorder
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 follows:

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. The Audit Committee may suggest that the auditor review or examine any item. Which is deemed necessary and important during the audit of the company.

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 or outsourced parties 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. To review the validity of the documentation and self-evaluation on anti-corruption measures of the Company under the unified action of the private sector in the fight against corruption, Thailand.

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

In the performance of duties as mentioned above, the Audit Committee has the authority to call upon operational departments, the heads of the department or the employees of related companies to provide opinions, attend meetings or provide documentation as deemed necessary. This includes seeking independent opinions from professional advisors when deemed necessary at the Company's expense.

The Audit Committee is responsible to the Board of Directors and the Board of Directors is still responsible the Company’s operation to other 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, 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 Board of Directors is empowered to make adjustment and change definitions and qualifications of the 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 has the opinion that the nomination of directors and consideration of directors’ remuneration for media businesses is important. The company has the policy to require Nomination and Remuneration Committee of the Company ("Nomination Committee") to be responsible for screening the nomination of directors and determining remuneration for directors and sub-committees. The Nomination Committee is responsible for nominating suitable persons to replace directors who have completed their terms.

For recruiting people to be a director in place of the directors who completed the term at present, the Nomination and Remuneration Committee will be considered by the criteria for determining the qualified person and has no prohibited characteristics under the law on public companies and securities and exchange laws to be a director in the next board meeting.

In 2019, 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 23, 2018 and January 29, 2019. No shareholder proposes candidates for directorship.
For consideration of Agenda 5:
To consider and elect directors in replacement of those who are retired by rotation

Name: Mr. Sontiyon Chuenruetainaidhama  
Age: 57 Year  
Education: Bachelor of Laws,  
Ramkhamhaeng University

Type of director proposed for election: Director and Chairman of the Board of Directors  
Present position: Director and Chairman of the Board of Directors  
Date of appointment as Director: February 7, 2018  
Director training programs: None

No. of Shares Held as at January 8, 2019: None

Position held in other listed companies (2 companies)  
Dec 24, 2018 - Present: Member of the Nomination and Remuneration Committee  
Nation Multimedia Group Plc.  
Jan 17, 2018 - Present: Vice Chairman of the Board of Director No.2  
Nation Multimedia Group Plc.  
2017 - Jan 17, 2018: Director  
News Network Corporation Plc.

Position held in other non-listed companies (4 companies)  
2011 - Present: Chairman of the network group  
Network Surveillance and Prevent Royal Institution  
2007 - Present: Chairman of the Board of Directors and Executive Vice President  
Green Panyayan Publishing Co., Ltd  
2010 – Aug 10, 2018: Director  
Local Development Foundation  
2010 – Jan 11, 2018: Chairman of the Board of Directors and Executive Vice President  
Green Net 1282 Co., Ltd
Position held in a competing business / related business that may cause conflict of interest.

: None :

Being related persons or close relatives to management or major shareholders of the company and its subsidiaries.

: None :

Information Holding the post of the Company's Director and Meeting Attendance in 2018

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director As of December 31, 2018</th>
<th>The Meeting Attendance in 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>11 Months (Appointed as a director since February 7, 2018)</td>
<td>The Audit Committee Meeting</td>
</tr>
<tr>
<td></td>
<td>N/A</td>
</tr>
</tbody>
</table>
For consideration of Agenda 5:

To consider and elect directors in replacement of those who are retired by rotation

Name: Assoc.Prof.Dr.Sungsidh Piriyarangsan
Age: 67 years

Education:
- Doctor of Social Sciences (1st Class Honors) (Social Development), Faculty of Social Sciences, University of Bielefeld, Federal Republic of Germany
- Master of Economics (English Program) Thammasat University
- Bachelor of Economics (English Program) Thammasat University

Thai Royal Decoration
- Companion (Fourth Class) of the Most Admirable Order of the Direkgunabhorn
- Commander (Third Class) of the Most Admirable Order of the Direkgunabhorn
- Commander (Third Class) of the Most Exalted Order of the White Elephant
- Knight Commander (Second Class) of the Most Noble Order of the Crown of Thailand
- Knight Commander (Second Class) of the Most Exalted Order of the White Elephant
- Knight Grand Cross (First Class) of the Most Noble Order of the Crown of Thailand
- Knight Grand Cross (First Class) of the Most Exalted Order of the White Elephant
- Knight Grand Cross (Special Class) of the Most Noble Order of the Crown of Thailand

Type of director proposed for election: Independent Director and Chairman of The Audit Committee

Present position: Independent Director and Chairman of The Audit Committee

Date of appointment as Director: May 16, 2018

Director training programs: Thai Institute of Directors Association
- Director Certification Program Course (DCP) Class 126/2009

No. of Shares Held as at January 8, 2019: None

Position held in other listed companies (1 company)
2007: Vice Chairman, Contract and Legal Consideration Committee
MCOT Plc.

Position held in other non-listed companies (5 places)
Jan 2018 - Present: Subcommittee on the Study of Corruption Office of the Anti-Corruption Commission in the Public Sector (NCC)
Ministry of Justice
Mar 2017 - Present: Chairman of the Committee prepared a detailed research strategy issues corrupt
National Research Council of Thailand

Oct 2011 - Present: Dean of the College of Social Innovation
Rangsit University

Sep 2017 - Present: Honorary Director of The Policy Committee is to prepare and coordinate assessment
Scorecard image corrupt.

Aug 2009 - Present: Chief Advisor Alumni Association
Yannawet Witthayakhom School

2004 - Present: Chairman of Basic Education Board
Yannawet Witthayakhom School

2000 - Present: Advisor to the Department
Community Development Ministry of the Interior

Position held in a competing business / related business that may cause conflict of interest
- 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>

Information Holding the post of the Company’s Director and Meeting Attendance in 2018

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director As of December 31, 2018</th>
<th>The Meeting Attendance in 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>7 Months Appointed as a director since May 16, 2018</td>
<td>The Audit Committee Meeting</td>
</tr>
<tr>
<td>2/2</td>
<td>2/2</td>
</tr>
</tbody>
</table>
For consideration of Agenda 5:
To consider and elect directors in replacement of those who are retired by rotation

Name: Ms. Lakana Ratworngsakul
Age: 55 Year
Education: - Bachelor of Economics (Financial Economics), Ramkhamhaeng University

Type of director proposed for election: Director
Present position: Director
Date of appointment as Director: December 23, 2016
Director training programs: Thai Institute of Directors Association
Director Certification Program Course (DCP) Class 124/2009

No. of Shares Held as at January 8, 2019: 1 Share

Position held in other listed companies: - None -

Position held in other non-listed companies (1 company)
2012 – Present: Director
NBC Next Vision Co., Ltd.

Being related persons or close relatives to management or major shareholders of the company and its subsidiaries
Mr. Kanok Ratworngsakul

Position held in a competing business / related business that may cause conflict of interest: - None -
### Holding the post of the Company’s Director

**As of December 31, 2018**

<table>
<thead>
<tr>
<th>2 Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Appointed as a director since December 23, 2016)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>The Meeting Attendance in 2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Audit Committee Meeting</td>
</tr>
<tr>
<td>The Board of Directors Meeting</td>
</tr>
<tr>
<td>The Annual General Meeting of Shareholders</td>
</tr>
<tr>
<td>-</td>
</tr>
<tr>
<td>6/6</td>
</tr>
<tr>
<td>1/1</td>
</tr>
</tbody>
</table>
For consideration of Agenda 5:
To consider and elect directors in replacement of those who are retired by rotation

Name: Ms. Aura-Orn Akrasanee
Age: 41 Year
Education:
- Master of Business Administration with Majors in Finance and Marketing, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Business in Economics and Finance, Royal Melbourne Institute of Technology, Australia

Type of director proposed for election: Independent Director
Present position:
- Independent Director, Nomination and Remuneration Committee
Date of appointment as Director: February 27, 2018
Director training programs:
- Thai Institute of Directors Association Director Certification Program Course (DCP) Class 119/2015

No. of Shares Held as at January 8, 2019:
- None

Position held in other listed companies (2 companies)
- Apr 2014 - Present: Executive Director and Vice President Advance Finance Plc.
- Aug 2016 - Present: Director Eastern Power Group Plc.

Position held in other non-listed companies (5 companies)
- 2002 - Present: Director Seranee Holdings Co.,Ltd.
- 2002 - Present: Director Seranee Factoring Co.,Ltd.
- 2002 - Present: Director Tranquilista Co.,Ltd.
Position held in a competing business / related business that may cause conflict of interest

: - None -

Relationship Characteristics:

<table>
<thead>
<tr>
<th>Item</th>
<th>Relationship Characteristics</th>
</tr>
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<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>
</tbody>
</table>

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

1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary | - None -                      |

2. Being a professional service provider(such as Auditor or Legal Consultant) | - None -                      |

3. Having business relationship(such as buy/sell goods, giving financial support such as borrowing or lending, etc.) | - None -                      |

Information Holding the post of the Company’s Director and Meeting Attendance in 2018

<table>
<thead>
<tr>
<th>Holding the post of the Company’s Director As of December 31, 2018</th>
<th>The Meeting Attendance in 2018</th>
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</thead>
<tbody>
<tr>
<td></td>
<td>The Audit Committee Meeting</td>
</tr>
<tr>
<td>10 months (Appointed as a director since February 27, 2018)</td>
<td>-</td>
</tr>
</tbody>
</table>
## Agenda Item 7

The details of the auditors for the fiscal year 2019

<table>
<thead>
<tr>
<th>2018</th>
<th>2019 (Proposed Year)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>KPMG PHOOMCHAI AUDIT LTD.</strong></td>
<td><strong>KPMG PHOOMCHAI AUDIT LTD.</strong></td>
</tr>
</tbody>
</table>
| 1) Ms.Sasithorn Pongadisak  
CPA Registration No. 8802 or  
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 1,850,000 Baht. | 1) Ms.Sasithorn Pongadisak  
CPA Registration No. 8802 or  
Ms. Sasithorn Pongadisak is the Auditor who has affixed his signature to certify the Company’s financial statement in 2019 (for the second year)  
Compensation of the auditor for the Company and its subsidiaries totals 1,850,000 Baht. (equal to last year). |
| 2) Ms.Marisa Tharathornbunpakul  
CPA Registration No. 5752 or  
Mr. Thanit Osathalert  
CPA Registration No. 5155 | 2) Ms.Marisa Tharathornbunpakul  
CPA Registration No. 5752 or  
Mr. Thanit Osathalert  
CPA Registration No. 5155 |

(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 7
The details of the auditors for the fiscal year 2019

General Information
Name-Surname : Ms. Sasithorn Pongadisak
Nationality : Thai
Work Place : KPMG Phoomchai Audit Ltd.
Period of employment : 18 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:

 الدرر 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.

 الدرر 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.

 الدرر 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.

ți 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 from 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 too perate 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 1.00 p.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

<table>
<thead>
<tr>
<th>Name</th>
<th>Mr. Pornchai Reonghathainont</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Position</strong></td>
<td>Independent Director and Member of the Audit Committee, Nomination and Remuneration Committee</td>
</tr>
<tr>
<td><strong>Age</strong></td>
<td>60 years</td>
</tr>
<tr>
<td><strong>Education</strong></td>
<td>Bachelor Degrees in Finance and Banking Ramkhamhaeng University</td>
</tr>
<tr>
<td></td>
<td>Thai Institute of Directors Association</td>
</tr>
<tr>
<td><strong>Training</strong></td>
<td>Director Certification Program Course (DCP) Class 263/2018</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>No. of Shares Held as at January 8, 2019</th>
<th>-None-</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Appointed as a director</strong></td>
<td>April 9, 2018</td>
</tr>
<tr>
<td><strong>Position held in other listed companies</strong></td>
<td>-None-</td>
</tr>
<tr>
<td><strong>Position held in other non-listed companies</strong></td>
<td></td>
</tr>
<tr>
<td>Present</td>
<td>Consulting and developing accounting and financial systems.</td>
</tr>
<tr>
<td>Taisin Manufacturing Co.,Ltd.</td>
<td></td>
</tr>
<tr>
<td>2014 - 2016</td>
<td>President of Finance</td>
</tr>
<tr>
<td>Thunder Oilfield Services Thailand Co.,Ltd.</td>
<td></td>
</tr>
<tr>
<td>2011 - 2013</td>
<td>Account Development Manager</td>
</tr>
<tr>
<td>Thai Sekisui Foam Co.,Ltd.</td>
<td></td>
</tr>
<tr>
<td>2008 - 2010</td>
<td>Finance Project Manager</td>
</tr>
<tr>
<td>Clough Thailand Co.,Ltd.</td>
<td></td>
</tr>
<tr>
<td>2004 - 2008</td>
<td>Manager of Finance and Accounting</td>
</tr>
<tr>
<td>Oil States Industries Thailand Co.,Ltd.</td>
<td></td>
</tr>
<tr>
<td>2001 - 2003</td>
<td>Manager of Finance and Accounting</td>
</tr>
<tr>
<td>Dana Spicer Thailand-limited Co.,Ltd.</td>
<td></td>
</tr>
<tr>
<td>1996 - 2000</td>
<td>Account Development Manager</td>
</tr>
<tr>
<td>Summit Showa Manufacturing Co.,Ltd.</td>
<td></td>
</tr>
<tr>
<td>1990 - 1995</td>
<td>Manager of Finance and Accounting</td>
</tr>
<tr>
<td>Rajburi Sugar Co.,Ltd.</td>
<td></td>
</tr>
</tbody>
</table>
Position held in a competing business / related business that may cause conflict of interest
: - None -

Relationship Characteristics:

<table>
<thead>
<tr>
<th>Item</th>
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<tbody>
<tr>
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</thead>
<tbody>
<tr>
<td>8 months (Appointed as a director since April 9, 2018)</td>
<td>The Audit Committee Meeting</td>
</tr>
<tr>
<td></td>
<td>3/3</td>
</tr>
</tbody>
</table>
Registration Form for the 2019 Annual General Shareholders Meeting
Nation Broadcasting Corporation Public Company Limited

ชื่อพ่อ
I/We
อยู่บ้าน:end
Address

สัญชาติ
Nationality
เลขทะเบียนผู้ถือหุ้น
Shareholder’s Registration No.

เป็นผู้ถือหุ้นของ: บริษัท นิวเนื้อสี จำกัด (มหาชน) ("บริษัท")
being a shareholder of: Nation Broadcasting Corporation Public Company Limited ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้น
holding the total amount of
หุ้นสามัญ
shares
หุ้นสามัญrophinary
ordinary share
หุ้นสามัญพิเศษ
preferred share

หมายเหตุ: กรณีต้องการส่งแบบฟอร์มทางไปรษณีย์ ขอความร่วมมือในการจัดเก็บแบบฟอร์มส่งแบบฟอร์มนี้ที่บริษัท นิวเนื้อสี จำกัด (มหาชน) ภายในวันที่ 29 มิถุนายน 2562 โดยได้ระบุชื่อผู้ส่งแบบฟอร์มที่อยู่ติดต่อในเอกสารนี้
Remarks: If you choose to send the Proxy Form to the Company by post, please submit this barcode Registration Form and the entire set of Proxy Form together with the evidence of your identity. (Details of the evidences required by the Company are stated in Attachment 11 to the invitation to the Meeting.)

เพื่อความสะดวกและรวดเร็วในการลงทะเบียน ผู้ถือหุ้นที่เข้าประชุมตัวเอง หรือผู้รับมอบอำนาจ โปรดนำแบบฟอร์มลงทะเบียนเข้าร่วมการประชุมบัตรหน้าที่ลงทะเบียนไว้เป็นเอกสารแนบ ณ จุดลงทะเบียนในวันประชุมด้วย
For your convenience, the shareholder who will attend the meeting in person or the proxy holder is required to present this barcode Registration Form to the Registration Desk.

บริษัทฯ ขอแจ้ง ณ _corner of the page
The Company would like that inform of “No distribution of souvenirs for the 2019 AGM”
Proxy Form A

[Translated content]

(1) I / We ...

Nationality

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

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

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

(3) Hereby appoint

[Translated content]
กิจการใดที่ผู้รับมอบฉันทะกระท่าเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ของบริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด (มหาชน) ในวันพฤหัสบดีที่ 25 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9 ห้อง B อาคารอินเตอร์ลิงค์ ถนนเทพรัตน ก.ม.4.5 แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นตามกำหนด

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2019 Annual General Meeting of Shareholders of Nation Broadcasting Corporation Public Company Limited on Thursday 25, April 2019 at 2 P.M., at the Conference Room, 9th Floor, Room B, Interlink Tower, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระท่าเป็นผู้แทนของข้าพเจ้าให้ถือเสมือนว่าข้าพเจ้าได้กระท่าเองทุกประการ

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 / Grantor
............... ..................................................

ลงชื่อ / Signed .................................................. ผู้รับมอบฉันทะ / Grantor
............... ..................................................

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.)

(ปิดอากรแสตมป์ 20 บาท / affix duty stamp 20 baht)

สิ่งที่ส่งมาด้วย 1 / Attached Document No.1

เขียนที่ ____________________________
Written at

วันที่ ____________ เดือน ________ พ.ศ. ________
Date      Month     Year

(1)  ชื่อเจ้าหน้าที่__________________________
I/We

สัญชาติ__________________________
nationality

อยู่บ้านเลขที่__________________________
Address

(2) เป็นผู้ถือหุ้นของ บริษัท  นิยม บรอดแคสติ้ง คอร์ปอเรชั่น จ.ก. (มหาชน)
being a shareholder of Nation Broadcasting Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น หุ้น และออกเสียงลงคะแนนได้ทั้งหมด__________ เสียง ดังนี้
holding the total amount of

☐  หุ้นสามัญ ____________________________ หุ้น และออกเสียงลงคะแนนได้ทั้งหมด ____________ เสียง
ordinary share

☐  หุ้นบุริมสิทธิ__________________________ หุ้น และออกเสียงลงคะแนนได้ทั้งหมด ____________ เสียง
preference share

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทที่ได้โดยมีประวัติตามเอกสารแนบ)
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 ____________ นามสกุล ____________
Name Mr. Pornchai Reonghathainont, Independent Director and Member of the Audit Committee, Age 60 years,

อยู่บ้านเลขที่ ____________
residing at

ถนน ____________ ต. ____________ อ. ____________ จ. ____________
Road Tambol/Khwaeng Yannawa Amphur/Khet Sathorn

จังหวัด ____________ รหัสไปรษณีย์ ____________
Province Bangkok Postal Code 10120 or

☐ 2. ชื่อ ____________ นามสกุล ____________
Name

อยู่บ้านเลขที่ ____________
residing at

ถนน ____________ ต. ____________ อ. ____________ จ. ____________
Road Tambol/Khwaeng Amphur/Khet

จังหวัด ____________ รหัสไปรษณีย์ ____________
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของเจ้าหน้าที่ เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนเจ้าหน้าที่ ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562
ในวันพฤหัสบดีที่ 25 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9 อาคาร B อาคารอินเตอร์ลิงค์ ถนนเทพรัตน กม.4.5 แขวงบางนา พระบรมมหาราชวัง 10260
หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2019 Annual General Meeting of Shareholders of Nation Broadcasting Corporation Public Company Limited on Thursday, 25 April 2019 at 2 pm., at the Conference Room, 9th Floor, Room B ,Interlink Tower, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.
ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ดังนี้

I/we authorize the proxy holder to attend the meeting and vote as this meeting as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกการพิจารณาที่เห็นสมควร หรือ
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- (ค) หรือ

ตารางที่ 1

พิจารณารายงานการประชุมสามัญผู้ถือหุ้นปี 2561 ซึ่งประชุมเมื่อวันที่ 9 เมษายน 2561

Agenda 1
To consider and certify Minutes of the 2018 Annual General Meeting of Shareholders, Which was held on April 9, 2018.

- เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง

ตารางที่ 2

พิจารณารายงานผลการดำเนินงานของบริษัทและรายงานคณะกรรมการของบริษัท สำหรับปี 2561

Agenda 2
To acknowledge the Company’s operating results and the Board of Directors’ report for the year 2018.

ตารางที่ 3

พิจารณาอนุมัติและรับรองรายงานผลการดำเนินงานปี 2561 ณ วันที่ 31 ธันวาคม 2561

Agenda 3
To consider and approve the Company’s financial statements for the year 2017 ended December 31, 2018.

- เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง

ตารางที่ 4

พิจารณาอนุมัติการเป็นผลจากการดำเนินงานปี 2561 ณ วันที่ 31 ธันวาคม 2561

Agenda 4
To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2018.

- เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง

ตารางที่ 5

พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

- เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง

5.1 ข้อควรรู้: นามสมมติฐาน ชื่อคุณภูมิ

Name of Director: Mr. Sontiyan Chuenruetainaidhama

- เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง

5.2 ข้อควรรู้: รองศาสตราจารย์ ดร.สังศิต

Name of Director: Assoc.Prof.Dr. Sungsidh Piriyarungsan

- เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง

5.3 ข้อควรรู้: นางลักขณา

Name of Director: Ms. Lakana Ratworngsak

- เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
5.4 ชื่อกรรมการ : นางอรร  อัครเศรณี  

Name of Director : Ms.Aura-Orn Akrasanee

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**วาระที่ 6**  ฟังการถกแกร่งเพื่อความเห็นชอบของกรรมการของบริษัทฯ ประจ าปี 2562

**Agenda 6**  To consider and determine the remuneration of directors for the year 2019

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**วาระที่ 7**  ฟังการถกแกร่งเพื่อความเห็นชอบของผู้สอบบัญชีประจ าปี 2562

**Agenda 7**  To consider and approve the appointment of Company’s auditors and the determination of audit fee for the year 2019

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**วาระที่ 8**  ฟังการถกแกร่งเพื่อความเห็นชอบของบริษัทฯและการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3. (วัตถุประสงค์)

**Agenda 8**  To consider and approve the amendment to the Company’s objectives and the Memorandum of Association, Clause 3. (Objectives)

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**วาระที่ 9**  ฟังการถกแกร่งเพื่อความเห็นชอบของบริษัทฯ ข้อ 21. และข้อ 31. เรื่องการประชุมคณะกรรมการและการประชุมผู้ถือหุ้น

**Agenda 9**  To consider and approve the amendment to the Company’s Articles of Association, Clause 21. and Clause 31.regarding the board of directors’ meeting and shareholders’ meeting.

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**วาระที่ 10**  ฟังการถกแกร่งเพื่อความเห็นชอบของบริษัทฯ ข้อ 21. และข้อ 31. เรื่องการประชุมคณะกรรมการและการประชุมผู้ถือหุ้น

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

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(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะไม่ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในการประชุมหรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมไม่พิจารณาลงคะแนนในเรื่องใดในที่ประชุม ข้าพเจ้ามีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำเป็นในการประชุม กรณีแต่ละกรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำแทนในราชการ

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. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวในผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถมอบฉันทะให้ผู้รับมอบฉันทะหลายคนเพื่อวางเสียงได้

2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) น้อยกว่า

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.
ใบประจําต่อมอบแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

A proxy is granted by a shareholder of Nation Broadcasting Corporation Public Company Limited

ในกรณีที่มีการประชุมผู้ถือหุ้น มีกำหนดจัดในปี 2562 วันที่ 25 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9 ตึก บ อาคาร อินเตอร์ลิงค์ ถนนเทพรัตน เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะเปลี่ยนไปในวัน เวลา และสถานที่อื่นๆ ตามที่จะประกาศ ณ การประชุม

At the 2019 Annual General Meeting of Shareholders on Thursday, April 25, 2019, at 2.00 p.m., at the Conference Room, 9 Floor, Room B, Interlink Tower, Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok. 10260, or such other date, time and place as the meeting may be held.

Agenda item no. .................. Re : .................................................................
☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:
☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

Agenda item no. .................. Re : .................................................................
☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:
☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

Agenda item no. .................. Re : .................................................................
☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:
☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain
หนังสือมอบฉันทะ (แบบ C.)  
Proxy (Form C.)

(ใช้เฉพาะกรณีชื่อผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ถือหุ้นต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้ผู้ถือหุ้นได้ทำหน้าที่)
(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

เลขทะเบียนผู้ถือหุ้น  ____________________________
Shareholder registration number

ชื่อ/ชื่อที่ใช้  สัญชาติ  อยู่บ้านเลขที่  ____________________________
I/We  nationality  Address

ถนน  ตัวบก/แขวง  อําเภอ/เขต  ____________________________
Road  Tambol/Kwaeng  Amphur/Khet

จังหวัด  รหัสไปรษณีย์  ____________________________
Province  Postal Code

วันที่  เดือน  พ.ศ.  ____________________________
Date  Month  Year

(1) ข้าพเจ้า  สัญชาติ  อยู่บ้านเลขที่  ____________________________
I/We  nationality  Address

ถนน  ตัวบก/แขวง  อําเภอ/เขต  ____________________________
Road  Tambol/Kwaeng  Amphur/Khet

จังหวัด  รหัสไปรษณีย์  ____________________________
Province  Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ  ____________________________
As the custodian of  being a shareholder of Nation Broadcasting Corporation Public Company Limited

โดยขอนำจำนวนหุ้นที่ถือ  ____________________________ หุ้น และออกเสียงลงคะแนนได้เท่ากับ  ____________________________ เสียง ดังนี้
holding the total amount of  shares and have the right to vote equal to  votes as follows:

☒ หุ้นสามัญ  ____________________________ หุ้น และออกเสียงลงคะแนนได้เท่ากับ  ____________________________ เสียง
ordinary share  shares and have the right to vote equal to  votes

☒ หุ้นบุริมสิทธิ์  ____________________________ หุ้น และออกเสียงลงคะแนนได้เท่ากับ  ____________________________ เสียง
preference share  shares and have the right to vote equal to  votes

(3) ข้าพเจ้าดังต่อไปนี้  ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทได้ โดยมีประวัติตามเอกสารแนบ
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  อายุ ปี  อยู่บ้านเลขที่  ____________________________
Name  Age  years, residing at

ถนน  ตัวบก/แขวง  อําเภอ/เขต  ____________________________
Road  Tambol/Kwaeng  Amphur/Khet

จังหวัด  รหัสไปรษณีย์  或  หรือ  Province  Postal Code

☒ 2. ชื่อ  อายุ ปี  อยู่บ้านเลขที่  ____________________________
Name  Age  years, residing at

ถนน  ตัวบก/แขวง  อําเภอ/เขต  ____________________________
Road  Tambol/Kwaeng  Amphur/Khet

จังหวัด  รหัสไปรษณีย์  Province  Postal Code
2. Appoint any one of the following members of the Independent Directors of the Company is Mr. Pornchai Reonghathainont

(Details of members of the Independent Directors of the Company are specified in Enclosure 10. of the Notice of the 2019 Annual General Meeting of Shareholders)

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders of Nation Broadcasting Corporation Public Company Limited on Thursday 25, April 2019 at 2 pm., at the Conference Room, 9th Floor, Room B ,Interlink Tower, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

I/we authorize the proxy holder to attend the meeting and vote as this meeting as follows:

1. Grant all of my/our proxy in accordance with the amount of shares with voting right I/we hold

2. Grant certain of my/our proxy 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

รวมสิทธิออกเสียงลงคะแนนทั้งหมด เสียง   Total voting right   votes

I/we authorize the proxy holder to attend the meeting and vote as this meeting as follows:

Agenda 1 To consider and certify Minutes of the 2018 Annual General Meeting of Shareholders , Which was held on April 9, 2018.

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย   เสียง   ☐ ไม่เห็นด้วย   เสียง   ☐ ถือตัวอิจาร์   เสียง

Approve   votes   Disapprove   votes   Abstain   votes
Agenda 2
To acknowledge the Company’s operating results and the Board of Directors’ report for the year 2018.

(No casting of votes in this agenda)

Agenda 3
To consider and approve the Company’s financial statements for the year 2017 ended December 31, 2018

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve votes  Disapprove votes  Abstain votes

Agenda 4
To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2018

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve votes  Disapprove votes  Abstain votes

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

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve the election of the entire Board of Directors,

Approve the election of the individual certain directors as follows:

Name of Director: Mr. Sontiyan Chuenruetainaidhama

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve votes  Disapprove votes  Abstain votes
5.2 ชื่อกรรมการ : รองศาสตราจารย์ ดร.สังศิต พิริยะรังสรรค์  
Name of Director : Assoc.Prof.Dr.Sungsidh Piriyarangsan

❖ ให้ผู้รับมอบฉันทะพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประเด็นตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

❖ ให้ผู้รับมอบฉันทะลงมติตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย เลือก  ☐ ไม่เห็นด้วย เลือก  ☐ งดออกเสียง เลือก
Approve votes Disapprove votes Abstain votes

5.3 ชื่อกรรมการ : นางลักขณา รัตน์วงศ์สกุล  
Name of Director : Ms.Lakana Ratworngsakul

❖ ให้ผู้รับมอบฉันทะพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประเด็นตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

❖ ให้ผู้รับมอบฉันทะลงมติตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย เลือก  ☐ ไม่เห็นด้วย เลือก  ☐ งดออกเสียง เลือก
Approve votes Disapprove votes Abstain votes

5.4 ชื่อกรรมการ : นางออร  อัครเศรณี  
Name of Director : Ms.Aura-Orn Akrasanee

❖ ให้ผู้รับมอบฉันทะพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประเด็นตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

❖ ให้ผู้รับมอบฉันทะลงมติตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย เลือก  ☐ ไม่เห็นด้วย เลือก  ☐ งดออกเสียง เลือก
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณากำหนดค่าตอบแทนของกรรมการของบริษัทฯ ประจาปี 2562  
Agenda 6 To consider and determine the remuneration of directors for the year 2019

❖ ให้ผู้รับมอบฉันทะพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประเด็นตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

❖ ให้ผู้รับมอบฉันทะลงมติตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย เลือก  ☐ ไม่เห็นด้วย เลือก  ☐ งดออกเสียง เลือก
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจาปี 2562  
Agenda 7 To consider and approve the appointment of Company’s auditors and the determination of audit fee for the year 2019

❖ ให้ผู้รับมอบฉันทะพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประเด็นตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

❖ ให้ผู้รับมอบฉันทะลงมติตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย เลือก  ☐ ไม่เห็นด้วย เลือก  ☐ งดออกเสียง เลือก
Approve votes Disapprove votes Abstain votes
Agenda 8
To consider and approve the amendment to the Company’s objectives and the Memorandum of Association, Clause 3. (Objectives)

☐ ให้ผู้รับมอบฉันทะพิจารณาและลงมติข้อพิจารณาตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะลงมติตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- เห็นด้วย [Approve] [voting]
- ไม่เห็นด้วย [Disapprove] [voting]
- งดออกเสียง [Abstain] [voting]

Agenda 9
To consider and approve the amendment to the Company’s Articles of Association, Clause 21. and Clause 31.regarding the board of directors’ meeting and shareholders’ meeting.

☐ ให้ผู้รับมอบฉันทะพิจารณาและลงมติข้อพิจารณาตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะลงมติตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- เห็นด้วย [Approve] [voting]
- ไม่เห็นด้วย [Disapprove] [voting]
- งดออกเสียง [Abstain] [voting]

Agenda 10
To consider any other matters (if any)

☐ ให้ผู้รับมอบฉันทะพิจารณาและลงมติข้อพิจารณาตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะลงมติตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- เห็นด้วย [Approve] [voting]
- ไม่เห็นด้วย [Disapprove] [voting]
- งดออกเสียง [Abstain] [voting]

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้อพิจารณาไม่ได้ระบุความประสงค์ในการลงมติและจะไม่เป็นไปตามที่ระบุไว้ในข้อพิจารณาข้างต้น รวมถึงกรณีที่มีการเปลี่ยนแปลงหรือเพิ่มเติมข้อตกลงที่กำหนดไว้ในวาระ ให้ผู้รับมอบฉันทะพิจารณาและลงมติข้อพิจารณาให้ถูกต้องตามที่เห็นสมควร

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 those specified above, including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
Any business carried on by 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

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

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

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

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

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจ านวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจ านวนหุ้นระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจ านวนที่ระบุไว้ในข้อ (2) ก็ได้

3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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.
Attachment to Proxy Form C.

A proxy is granted by a shareholder of Nation Broadcasting Corporation Public Company Limited

in the Annual General Meeting of Shareholders of the Company to be held at 14.00 p.m. on Thursday, April 25, 2019, at the Conference Room, 9 Floor, Room B, Interlink Tower, Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260, or at such other date, time and place as the meeting may be held.

Agenda item no. …….. 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Attached Document No. 12

at the Conference Room, 6th Floor, Room B, Interlink Tower, Debaratra Road, Bangna Tai Sub-District, Bangna District, Bangkok.
Nation Broadcasting Corporation Plc.
1858/57-62, 12A\textsuperscript{th} Floor, Debaratna Rd, Bangna-Tai Sub-District, Bangkok
Tel.: 0-2338-3645  Fax : 0-2338-3973