

Invitation to the Annual General Meeting of Shareholders 2015



**NATION
GROUP**



Nation Multimedia Group Plc.

April 20, 2015

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

- Enclosures:
1. Copy of the minutes of the 2014 Annual General Meeting of the Shareholders
 2. Annual Report 2014
 3. Roles and Responsibilities of Audit Committee
 4. Criteria and Procedures to select the directors
 5. Definition and qualifications of Independent Directors
 6. The profiles of the prospective nominees to replace directors retiring by rotation
 7. Details of the auditors for the fiscal year 2015
 8. Company's Articles of Association, Chapter 6: Shareholders' Meeting
 9. Conditions and procedures of the meeting of shareholders
 10. The profiles of the Independent Director who may be granted a proxy
 11. Registration Form for the 2014 Annual General Shareholders Meeting
 12. Proxy Form B
 13. Map of the venue of the meeting of the shareholders
 14. Proxy form envelope for the Annual General Meeting of Shareholders

The Board of Directors of Nation Multimedia Group Public Company Limited (the “**Company**”) has resolved to call the 2015 Annual General Meeting of Shareholders on April 29, 2015 at 2 p.m. at the Landmark Ballroom, 7th Floor , The Landmark Bangkok Hotel, 138 Sukhumvit Road, Klongtoey Sub-district, Klongtoey District, Bangkok 10110, to consider the following agenda.

Agenda 1 To consider and certify the minutes of the 2014 Annual General Meeting of Shareholder held on April 4, 2014

Facts and Reasons: The 2014 Annual General Meeting of Shareholders was held on April 4, 2014, a copy of the minutes of which has been submitted to the Stock Exchange of Thailand (the “**SET**”) within 14 days from the date of the meeting pursuant to relevant laws. In addition, the company has disseminated such minutes via the Company's website at www.nationgroup.com in order to inform all shareholders of the minutes of the Shareholders' meeting and allow them to check the accuracy of the minutes. The copy of the minutes of the Shareholders' meeting is provided in Enclosure No. 1.

Opinion of the Board of Directors: The Board of Directors of the Company considered and was of the opinion that the above minutes of the Shareholder's meeting was correct and complete. Thus, the board deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and certify such minutes.

Agenda 2 To consider and certify the Company's operating results and the Board of Directors' report for the year 2014

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

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

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

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

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and approve the Company's annual balance sheet and profit and loss statement ending December 31, 2014 which have been audited by the authorised auditors and examined by the Audit Committee.

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

Facts and Reasons: Clause 42 of the Company's Articles of Association stipulates that, "The Company shall not make dividend payment from other sources of money other than profits." The Company's dividend payment policy is to pay dividend no more than 65 percent of its net profits after deducting corporate income tax, legal reserve and other reserves, depending on the investment plan, necessity and other suitability in the future which shall also subject to the conditions that such action is for the best interest of the shareholders.

According to the Company's operating results for the year 2014, the Company has net profits of Baht 155.43 million in its separate financial statement. The Board of Directors has approved to pay dividend from operating results ending December 31, 2014 to shareholders at the rate of 0.028 Baht per share, total 3,316.35 million shares, totaling 92.86 million Baht representing 59.74 per cent of the net profit of separate financial statements are detailed as follows:

Details of dividend payment	2014 (mil. Baht)	2013 (mil. Baht)
1. Net profit (THB Millions)	155.43	125.62
2. Number of shares (Millions shares)	3,316.35	3,304.00
3. Earnings per share	0.05	0.05
4. Dividend per share (Baht per share)	0.028	0.020
5. Total dividend paid (THBMillions)	92.86	66.05
6. Payout Ratio (%)	59.74	52.58

Remark: The above dividend payment rate is proposed by the Board of Directors which shall be approved at the 2015 Annual General Meeting of Shareholders, held on April 29, 2015, and calculated based on the number of ordinary shares as of May 13, 2015.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and approve the dividend payment from the Company's operation for the year 2014, starting from January 1, 2014 to December 31, 2014 at the rate of Baht 0.028 per share, total 3,316.35 million shares, totaling at Baht 92.86 million. The names of shareholders who are eligible to dividend payment shall be recorded on May 12, 2015 (Record Date), and collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the "**Securities Act**") by the closing of the register book to suspend the transfer of shares on May 13, 2015, and the date of dividend payment shall be on May 29, 2015.

Agenda 5 To consider and approve the appointment of the Company's auditors and the determination of the auditors' remuneration for the year 2015

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

1. Ms. Patamavan Vadhanakul, Registration No. 9832, who will sign the financial statements of the Company for the year 2015 for the first year **or**
2. Mr. Winid Silamongkol, Registration No. 3378 (previously signed the financial statements of the Company) **or**
3. Mr. Veerachai Ratanajaratkul, Registration No. 4323, **or**
4. Ms. Vannaporn Jongperadechanon, Registration No. 4098.

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

In addition, the Board of Directors, under the recommendations by the Audit Committee, deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2015 in respect of the Company, its subsidiaries and associated company, totaling 10 companies, in the total amount of Baht 3,560,000.-

With respect to other service fees, the Company and its subsidiaries did not receive any other services from the audit firm to which the auditors belong, any other persons or entities related to the auditors or such audit firm in the previous year.

Opinion from the Board of Directors: The Board of Directors of the Company and the Audit Committee have considered the appointment of auditors as well as the determination of their remuneration and deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2015 and the

determination of the auditors' remuneration as mentioned above (details of which are provided in Enclosure No. 7).

Agenda 6 To consider and approve the appointment of directors to replace those who completed the terms

Facts and Reasons: Clause 15 of the Company's Articles of Association states that in every annual general meeting of shareholders, one-thirds of the directors shall retire by rotation. If the number of directors cannot be divided into three parts, the closest to one-thirds of directors shall retire. At present, the Company currently has 9 directors. In 2015, three directors who shall retire by rotation are as follows:

- | | |
|---------------------------------|---|
| 1) Mr.Chaveng Chariyapisuthi | Independent Director/ Member of the Audit Committee |
| 2) Ms.Kaemakorn Vachiravarakarn | Independent Director/ Member of the Audit Committee |
| 3) Mr.Adisak Limprungpatanakit | Director |

In addition, the Company has made an announcement on the website to invite all minority shareholders to nominate qualified person to be appointed as the Company's directors from November 21, 2014 to January 30, 2015. However, none of the shareholders has nominated any person to be the Company's director.

Opinion of the Board of Directors: The Board of Directors of the Company, has considered the appropriate qualifications of the directors which comprise experiences, expertise and performance of the above three directors and it appears that all three directors have proven to be highly dedicated to their duties and responsibilities which led to great benefits for the Company. Both of the two Independent Directors (Mr. Chaveng Chariyapisuthi and Ms. Kaemakorn Vachiravarakarn) are qualified in line with the Independent Director requirements of the Stock Exchange of Thailand and the Company. Details of the qualifications of Independent Directors are provided in Enclosure 5. Therefore, the Board of Directors deems it appropriate to propose to the 2015 Annual General Meeting of the Shareholders to consider and approve the appointment of directors who retire by rotation to continue their terms as the directors of the Company with details as follows:

- | | |
|---------------------------------|---|
| 1) Mr.Chaveng Chariyapisuthi | Independent Director/ Member of the Audit Committee |
| 2) Ms.Kaemakorn Vachiravarakarn | Independent Director/ Member of the Audit Committee |
| 3) Mr.Adisak Limprungpatanakit | Director |

(Details of the Directors who are nominated to resume their positions for another term as directors of the Company are provided in Enclosure 6).

Agenda 7 To consider and determine the remuneration of directors' for the year 2015

Criteria and Procedures for Directors' Remuneration Proposal: The Company's Board of Directors is of the opinion that it is very important for a media business to nominate directors and

consider such directors' remuneration. The Company has a policy to allow the Company's Board of Directors to consider and nominate directors and their remuneration under strict rules which require the Board of Directors to consider the suitability of the directors and their remuneration by taking into consideration the directors and directors' remuneration of other similar industries as well as an average of directors' remuneration of other businesses of the same size as well as the growth of business and profits of the Company.

Facts and Reasons: The remuneration for the Company's directors in 2014, which was approved in the 2014 Annual General meeting of Shareholders, is paid to the chairman of the Board of Directors in an equal amount to the chairman of the Audit Committee. The executive directors shall receive the remuneration at the same rate as the non-executive directors. The payment was paid quarterly.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and approve the remuneration for the Company's directors for the year 2015 based on a quarterly basis without any other forms of remuneration, with details as follows:

Position	Amount per person for year 2015 (Proposed Year)	Amount per person for year 2014
Chairman	400,000.-	400,000.-
Chairman of Audit Committee	400,000.-	400,000.-
Member of Audit Committee	300,000.-	300,000.-
Non Executive Director	200,000.-	200,000.-
Executive Director	200,000.-	200,000.-

Total remuneration of directors for the year 2015 will not more than Baht 2,400,000.

Agenda 8 To consider and approve the Company's issuance and offering of debentures in an amount not exceeding Baht 2,500 million

Facts and Reasons: According to the 2013 Annual General Meeting of shareholders which held on April 25, 2013 which approve the issuance and offering of debentures not exceeding of THB 1,500 million, the Board of Directors considered and resolved to propose to the 2015 Annual General Meeting of Shareholders to approve the revised total amount of debentures to be not exceeding of THB 2,500 million, in order to raise fund to reserve as the Company's working capital and to accommodate the Company's business expansion, as well as for repayment of the existing debts which will help reducing the Company's financial cost. The details would be the same conditions as follows:

- Type : All types of debenture, specified or unspecified names of the holders, subordinated or unsubordinated, secured or unsecured and with or without representatives of the debenture holders.
- Currency : Baht / US Dollar and/or other currencies.

Total value of Debentures	: Not exceeding Baht 2,500 Million. In case of issuance in foreign currency, the exchange rate quoted on the date the debentures are issued and offered in each occasion shall be applied.
Face value	: Baht 1,000 (One thousand) per unit
Maturity	: The Board of Directors and/or any person(s) appointed by the Board of Directors are entitled to determine the terms as appropriate, depending on prevailing market conditions at such time the debentures are issued and offered in each occasion.
Offering	: The debentures will be offered in Thailand and/or abroad, to the public and/or institutional investors and/or high net worth investors and/or specific investors. Such offerings may be offered in one or several offerings and/or on a revolving basis. In addition, the issuance and offering can be in separate occasions, issuance and offering to existing holders of debentures that are going to be matured or redeemed prior to maturity term. In this regards, the Company will comply with laws, regulations and any other related rules as well as obtain necessary approvals from regulated authorities.
Premature Redemption	: The holders of the debentures and the Company may or may not be entitled to the right to premature redemption, subject to the terms and conditions of each issuance. In this regards, the Company will comply with laws, regulation and any other related rules as well as obtain any necessary approvals from relevant regulatory.
Special Condition	: In the case where the Company has redeemed or repaid the principal of the debentures issued under the total offering amount authorized above, the Company may issue and offer debentures additionally in substitution of the debentures within the offering amount as provided above.
Objective	: 1. For repayment of existing debts which will help reducing the burden of financial cost to the Company. 2. For use as business expansion especially Digital TV business and related and for the working capital

In addition, for the ease and successful completion of the issuance and offering of debentures, the Board of Directors of the Company deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and approve to authorise the Board of Directors of the Company and/or the person appointed by the Board of Directors of the Company;

- 1) To consider and determine criteria, conditions and other details relating to the issuance and offering of the debentures such as its name, allocation procedures, offering amount of each issuance, types, type of security, offering price per unit, term of maturity, period of redemption, redemption prior to maturity, interest rate, principle and interest repayment method and other details of the issuance and offering of the debentures.

- 2) To appoint financial advisors and/or underwriters and/or credit rating agencies and/or relevant persons with respect to the issuance and offering of the debentures.
- 3) To negotiate, enter into agreements as well as sign any relevant documents and contracts, and take any action relating to the issuance and offering of the debentures as necessary and appropriate. In addition, it includes the listing of the debentures on its secondary market or any other secondary markets as well as to obtain any necessary approval from relevant regulatory.

In this connection, this agenda requires an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Opinion from the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2015 Annual General Meeting of Shareholders to consider and approve the issuance and offering of debentures in an amount of not exceeding Baht 2,500 million, as well as the authorisation of the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to carry out the actions as mentioned above.

Agenda 9 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,



Ms. Duangkamol Chotana
Chief Executive Officer

**Minutes of the Annual General Meeting of Shareholders 2014
Of
Nation Multimedia Group Public Company Limited**

Date and Place

The Meeting was held on April 4, 2014 at 14:00 hours. Ballroom, 5th Floor S31 Sukhumvit Hotel, 545, Sukhumvit Soi 31, Sukhumvit Road, Klongtoey-Nua, Wattana District, Bangkok 10110.

Directors who attended the Meeting

1. Mr. Suthichai	Sae-Yoon	Chairman of the Board of Directors and Chairman of the Executive Board
2. Mr. Sermsin	Samalapa	Vice Chairman and Vice Chairman Executive Board
3. Ms. Duangkamol	Chotana	Director and President
4. Mr. Pakorn	Borimasporn	Independent Director and Chairman of Audit Committee
5. Mr. Chaveng	Chariyapisuthi	Independent Director and Member of Audit Committee
6. Mr. Nivat	Changariyavong	Director
7. Mr. Thepchai	Sae-Yong	Director
8. Mr. Adisak	Limprungpattanakij	Director
9. Mr. Pana	Janviroj	Director

A total of 9 directors attended the Meeting:

Directors who did not attend the Meeting:

- Ms. Kaemakorn Vachiravarakarn Independent Director and Member of Audit Committee

Executives who attended the Meeting:

1. Mr. Torboon	Puangmaha	President of Nation International Edutainment Plc, or NINE
2. Mr. Vithoon	Pungprasert	Executive Vice President - Com Chad Luek Business Unit
3. Ms. Nutvara	Seangwarin	Executive Vice President Marketing and Public Relations Department
4. Ms. Benjawan	Phaochindamuk	Executive Vice President - Krungthep Turakij Business Unit and NOW Channel
5. Mr. Somsakul	Phaochindamuk	Senior Vice President - NOW Channel
6. Mr. Nophakhun	Limsamarnphun	Executive Editor - Krungthep Turakij TV
7. Ms. Chalao	Kanchana	Executive Editor - Krungthep Turakij Newspaper
8. Ms. Jintana	Panyaarvudh	Executive Editor - The Nation Newspaper
9. Mr. Banyong	Intana	Executive Editor - Com Chad Luek Newspaper

10. Mr. Thongchai	Bunsaringkaranont	Senior Vice President Marketing, Printing Business Unit
11. Mr. Ananchai	Sekhararith	Vice President – Logistics Business Unit of NML Co., Ltd.
12. Mr. Supoth	Piansiri	Senior Vice President – Accounting
13. Ms. Mathaya	Osathanond	Senior Vice President – Finance / Company Secretary

Auditors from KPMG Phoomchai Audit Ltd.

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

Independent Financial Advisor

- Ms. Jirayong Anuman-Rajadhon JayDee Partners Limited.

Legal Consultants

- Mr. Thanathip Pichedvanichok Thanathip & Partners Legal Counsellors Limited

Preliminary Proceedings

Prior to Meeting Agenda, the Company informed that in order to conform to the Corporate Governance Policy relating to the protection of shareholders' rights and the provision of fair and equal treatment to all shareholders, the Company had issued written guidelines, conditions, and practices in attending the Meeting, authorizing proxies and casting vote. An invitation letter, with a copy of Chapter 6 of the Company's regulation on "Shareholders' Meeting" attached, were already sent to all shareholders. The Company conducted this shareholders' Meeting based on the following guideline :

1. The Company provided opportunities for shareholders to propose candidates for directorship and an agenda of the Annual General Meeting of Shareholders 2014. The name of the candidate must be proposed through the Board of Directors 3 months in advance of the Annual General Meeting date by downloading the nomination form at www.nationgroup.com and sending detailed documents via postal mail to the Chairman of the Company from November 22, 2013 to January 31, 2014.

No nominations of directors were made and no additional agenda were proposed by shareholders.

2. The Company provided shareholders with opportunities to send in questions in advance of the Annual General Meeting of Shareholders via website: www.nationgroup.com or fax number 0-2338-3938 from March 7, 2014 to March 20, 2014 in order to allow time for members of the Board and executives to gather information and prepare themselves for the Meeting.

No questions were sent in advance of the Meeting.

3. The Company provided the shareholders, who could not attend the Meeting, with opportunities to authorize the Independent Director as a proxy to attend the Meeting. This year, Independent director and the Member of Audit Committee who was given authorization as a proxy for shareholders unable to attend the Meeting was Mr. Chaveng Chariyapisuthi, whose brief profile was attached to the meeting invitation letter.

4. The voting regulations for this Shareholders' Meeting should be in accordance with the Company's regulations stated in Chapter 6 on "Shareholders' Meeting" clause 35 and 36, which were attached to the meeting invitation letter sent to each shareholder in advance of the Meeting.

"Clause 35 The Chairman of the Meeting is responsible for ensuring the meeting to be in compliance with the law and the Company's regulations on meetings and running the meeting in the order of agenda as stated in a meeting invitation letter unless not less than two-thirds of the shareholders attending the Meeting voted for a reorder of the agenda."

"Clause 36 unless regulations or law state otherwise, considerations or resolutions made by the Meeting are based on majority votes from shareholders attending the Meeting. The Shareholders are entitled to exercise their rights to vote their shares on one share one vote basis. In the event that shareholders had an interest in the agenda item, they relinquished their right to vote for this item, except for the voting for directors. If the approved and disapproved votes were equal, one vote from the Chairman was required to resolve a decision."

For each item on the agenda of this Meeting, providing neither disapproval nor abstention from any shareholders was made, the resolution should be approved. However, in the case that either disapproval or abstention was made on any item, the shareholders including proxies were required to raise their hands. They were required to cast their votes by filling out the ballots provided before commencement of the Meeting. The Chairman announced each item and the shareholders were required to cast their votes and sign their name on the matching ballots. Authorized staff then collected the ballots for the vote count. Shareholders were entitled to exercise their rights to vote their shares on one share one vote basis.

The regulations mentioned above would be applied to every item on the agenda, except item 5 "To consider the election of directors to replace those retiring by rotation", for which the shareholders would be requested to cast their votes individually provided that all the ballots were to be collected for transparency and in accordance with the Corporate Governance Policy.

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

Preliminary Proceeding

Mr. Suthichai Sae-Yoon, Chairman of the Board, presided over the Meeting. He announced opening of the meeting and informing that the Company's shares that had been sold were 3,304,001,570 shares, of which the shareholders attended the Meeting as follows:

221 shareholders attending the Meeting themselves, counted as 716,809,593 shares, accounting for 21.70% of the total shares

204 shareholders attending the Meeting by proxies, counted as 679,681,735 shares, accounting for 20.57% of the total shares

The above totaled the number of 425 shareholders who attended the Meeting with 1,396,491,328 shares, accounting for 42.27% of the total shares.

The Meeting had a quorum.

The Chairman assigned Ms.DuangkamolChotana, the President of Nation Multimedia Group Public Company Limited, to conduct the meeting.

Agenda Item 1 :To consider and certify the minutes of the 2013 Annual General Meeting of Shareholder held on April 25, 2013

The President informed the Meeting that the Company's Secretary had compiled the minutes of the 2013 Annual General Meeting of Shareholders held on April 25, 2013. The Company's Board of Directors viewed and considered the minutes right and accurate according to the resolution of shareholders' meeting. Therefore, the Company presented the minutes of the 2013 Annual General Shareholders Meeting to the General Shareholders' Meeting for endorsement as per the Appendix 1 in the invitation letter that the Company had mailed to shareholders.

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

No shareholder raised any comment, the President therefore proposed the Meeting to consider and resolve to adopt Agenda Item 1, to consider and certify the minutes of the 2013 Annual General Meeting of Shareholder

During this agenda, there were 54 additional shareholders attending the Meeting, the number of shares amounted to 4,279,964 shares, totalling 479 shareholders who attended the Meeting, counted as 1,400,771,292 shares, representing 42.40% of total shares.

The Meeting Resolution: Having considered Agenda Item 1, the Meeting approved and certified the minutes of the 2013 Annual General Meeting of Shareholders held on April 25, 2013 with a majority vote of the shareholders attending the meeting and casting their votes as follows:

Approved:	1,400,564,657	votes	Equivalent to	99.99%
Disapproved:	-	votes	Equivalent to	0.00%
Abstained:	206,635	votes	Equivalent to	0.01%

Agenda Item 2 :To consider and approve the Company's operating results and the Board of Directors' Report for the year 2013.

The President announced that the Company had produced the report of Company's operating results and the Board of Directors' report for the year 2013, of which the details were available in the Annual Report 2013 mailed to the shareholders with the invitation letter. However, the President hereby would summarize the operating results for 2013 as follow;

As to the consolidated financial statements of Nation Multimedia Group Public Company Limited and its subsidiaries for the year ended December 31, 2013, the Company had total revenue of Baht

3,060 million, including revenues from sales and services of Baht 2,864 million, a decrease of Baht 73 million baht or 2 % from the previous year, and gross profit was Baht 1,069 million, decreased by Baht 27 million or 2 % from the previous year and a net profit of Baht 252 million, increased by Baht 83 million or 49 % from last year.

For the Company's position as to the consolidated financial statements, the company had assets of Baht 5,353 million, an increase of Baht 1,201 million or 29 % from the previous year, Baht 4,152 million while total liabilities was equal to Baht 1,568 million, decreased by Baht 947 million or 38 % from the previous year, Baht 2,515 million. Shareholder's equity was Baht 3,785 million, an increase of Baht 2,148 million or 131 % from the previous year, Baht 1,637 million.

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

No additional questions were posed and no additional views were expressed, the President therefore proposed the Meeting to consider and resolves to adopt Agenda Item 2, to consider and approve the Company's operating results and the Board of Directors' Report for the year 2013.

The Meeting Resolution: Having considered Agenda Item 2, the Meeting approved and certified the Company's operating results and the report of the Board of Directors for the year 2013 with a majority vote of the shareholders attending the meeting and casting their votes as follows:

Approved:	1,400,560,292	votes	Equivalent to	99.99%
Disapproved:	4,365	votes	Equivalent to	0.00%
Abstained:	206,635	votes	Equivalent to	0.01%

Agenda Item 3 :To consider and approve the Company's audited Financial Statements for the year ended December 31, 2013.

The President informed that the Financial Statements of the Company and its subsidiaries for the year ending December 31, 2013 had been made and certified by the auditor and reviewed by the audit committee for accuracy in accordance with generally accepted accounting principles, as shown in the Company's 2013 Annual Report earlier submitted to shareholders along with the invitation letters.

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

Shareholders questioned the following.

Question 1

Mr.Siriwat Voravechvutthikhun, shareholder, questioned about cash and cash equivalents in the consolidated financial statements Page 92 amounted to Baht 1,467.84 million , which in the notes to the financial statements Clause 7, Cash and cash equivalents on Page 139, stated that the Company's short-term investment had a high liquidity of approximately Baht 1,327.32 million, I'd like to know

what part of the investment is it due to the separate financial statements showed cash of Baht 18.84 million only?

Mr. Supoth Piansiri, Senior Vice President-Accounting clarified that cash in these financial statements mainly was deposits derived from the capital increase of two subsidiaries; Nation Broadcasting Corporation Public Company Limited (NBC), and Nation International. Entertainment Public Company Limited (NINE), which such companies have invested in the instrument as short-term deposits with no risk to financial institutions.

Question 2

Mr. Siriwat Voravechvutthikhun, shareholder, expressed congratulation to the Nation Group's growth with its innovation constantly, and the company itself is about to undertake the SME-related TV programmes, and therefore as SME entrepreneur, He'd like the company consider him as first or primary advertising customer.

Mr. Suthichai Sae-Yoon, Chairman, said thanks and was pleased with Siriwat's offering in honor of being the company's primary customer, and invited other SME operators as it is the Company's original intention to support SMEs.

Question 3

Mr. Supoj Auechailertkul, shareholder, questioned about the break-even period of the digital TV that the company bid, and would like to know about plan to build up a confidence toward a success of digital TV, also suggested that the company should find additional major advertising sponsors on sports, for examples, golf, etc..

Ms. Duangkamol Chotana, President, explained that before knowing what the result of the auction of digital TV will come, the company has planned to meet the major agencies constantly and thanks for advice on finding advertising sponsors in sports. However, for a detailed break-even period, and detailed estimates of the Digital TV projection, it will be replied in Agenda Item 8, which concerns such matters in particular. In addition, the company has invited the independent financial adviser (IFA) to answer questions on the details of the project.

No additional questions were posed and no additional views were expressed, the Company President therefore asked the Meeting to vote for Agenda Item 3, to consider and approve the Financial Statements for the year ending December 31, 2013.

During this agenda, there was 1 additional shareholder attending the Meetings, the number of shares amounted to 30,000 shares, totalling 480 shareholders who attended the Meeting, counted as 1,400,801,292 shares, representing 42.40% of total shares.

The Meeting Resolution: Having considered Agenda Item 3, the Meeting approved and certified the Company's audited Financial Statements for the year ended December 31, 2013 with a majority vote of the shareholders attending the meeting and casting their votes as follows:

Approved:	1,400,405 ,424	votes	Equivalent to	99.97%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	395,868	votes	Equivalent to	0.03%

Agenda Item 4 : To consider and approve the dividend payment from the Company's operation for the year ending December 31, 2013

The President informed that it was stipulated, according to the Article 42 of the Company's Articles of Association stipulates that, "The Company shall not dividend payment from other sources of money other than profits" the remaining profit shall be reserve. The Company's dividend payment policy is to pay dividend no more than 65 percent of its net profits, depending on the investment plan, necessity and other suitability in the future

According to the Company's operating results for the year 2013, the Company in separate financial statements has net profits of Baht 125.62million and retained earnings as of 31 December 2013 of Baht 280.61 million. The Board of Directors has approved and proposed the shareholders to pay dividend from operating results ending December 31, 2013 at the rate of 0.02Baht per share, total 3,304 million shares, totalling amount of Baht 66.08million representing 52.60% of the net profit of separate financial statements. The names of shareholders who are eligible to dividend payment shall be recorded on March 4, 2014 (Record Date), and collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the "**Securities Act**") by the closing of the register book to suspend the transfer of shares on March 5, 2014, and the date of dividend payment shall be on April 30, 2014.

The President provided shareholders with opportunities to raise questions and express their views.

Shareholders questioned the following.

Question 1

Mr.Siriwat Voravechvutthikhun, shareholder, proposed that in the future, if the company is about to consider a dividend payment, the closing date of register book to determine the dividend (XD) should be set after the Shareholders Meeting date; this is to reassure the equitability for minor investors and shareholders who do not attend the Meeting.

Mr.Suthichai Sae-Yoon Chairman acknowledged.

No additional questions were posed and no additional views were expressed. The President then asked the Meeting to vote for Agenda Item 4, to consider and approve the dividend payment from the Company's operation for the year ending December 31, 2013.

During this agenda, there were 3 additional shareholders attending the Meetings, the number of shares amounted to 765,100 shares, totalling of 483 shareholders who attended the Meeting, counted as 1,401,566,392 shares, representing 42.42% of total shares.

The Meeting Resolution: Having considered Agenda Item 4, the Meeting resolved to approve the dividend payment from the Company's operation for the year ending December 31, 2013 with a majority vote of the shareholders attending the meeting and casting their votes as follows:

Approved:	1,401,199,524	votes	Equivalent to	99.97%
Disapproved:	13,000	votes	Equivalent to	0.00%
Abstained:	353,868	votes	Equivalent to	0.03%

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

The President informed that Clause 15 of the Company's Articles of Association stated, "In every Annual General Meeting of shareholders, one-thirds of the directors shall retire by rotation. If the number of directors cannot be divided into three parts, the closest to one-thirds of directors shall retire." In 2014, three directors who retired by rotation were as follows:

- | | | | |
|----|------------|----------------|--|
| 1) | Mr. Pakorn | Borimasporn | Independent Director and Chairman of The Audit Committee |
| 2) | Mr. Nivat | Changariyavong | Director |
| 3) | Mr. Pana | Janviroj | Director |

In addition, the Company has made an announcement on the website to invite all minority shareholders to nominate qualified person to be appointed as the Company's directors from November 22, 2013 to January 31, 2014. However, none of the shareholders has nominated any person to be the Company's director.

In consideration of these three directors' qualifications, the Company's Board of Directors excluding those involved in benefits, found all of them fully experienced and expertise. In the past, they had performed their accountabilities successfully and in accordance with the Corporate Governance Guidelines, and this was very beneficial to the Company's business operation. Their profiles were as per attachments No. 6 to the invitation letter mailed to the shareholders.

In this regard, the Company agreed and proposed the shareholders to reappoint such directors for another term. Upon the Meeting's reappointment, all these three directors would respectively continue

The President provided shareholders with opportunities to raise questions and express their views.

No additional questions were posed and no additional views were expressed. The President then asked the Meeting to vote for Agenda Item 5, to consider and approve the election of directors to replace those retiring by rotation. For a transparent voting and in line with the Company's Corporate Governance principles, the Company proposed the Meeting to consider voting for one director at a time separately. All shareholders used voting cards for their votes, which were then collected by the Company's staff to calculate the results. The voting results were announced to the shareholders after the voting had finished.

During this agenda, there were 1 additional shareholder attending the Meetings, the number of shares amounted to 10,217 shares, totalling of 484 shareholders who attended the Meeting, counted as 1,401,576,609 shares, representing 42.42% of total shares.

The Meeting Resolution: Having considered Agenda Item 5, the Meeting resolved to approved the appointment of three persons who retired by rotation to continue their terms as the directors of the Company, with a majority vote of the shareholders attending the meeting and casting their votes as follows:

5.1) Mr. Pakorn Borimasorn as another-termed Director and Chairman of the Audit Committee with the following votes:

Approved:	1,401,227,149	votes	Equivalent to	99.98%
Disapproved:	17,365	votes	Equivalent to	0.00%
Abstained:	332,095	votes	Equivalent to	0.02%

5.2) Mr. Nivat Changariyavong as another-termed Director with the following votes:

Approved:	1,373,524,416	votes	Equivalent to	98.00%
Disapproved:	27,600,865	votes	Equivalent to	1.97%
Abstained:	451,328	votes	Equivalent to	0.03%

During this agenda, there were 1 additional shareholder attending the Meetings, the number of shares amounted to 5,000 shares, totalling of 485 shareholders who attended the Meeting, counted as 1,401,581,609 shares, representing 42.42% of total shares.

5.3) Mr. Pana Janviroja as another-termed Director with the following votes:

Approved:	1,373,542,416	votes	Equivalent to	98.00%
Disapproved:	27,587,865	votes	Equivalent to	1.97%
Abstained:	451,328	votes	Equivalent to	0.03%

Agenda Item 6 : To consider and determine the remuneration of directors' for the year 2014

The President informed that the Company had the policy to allow the Company's Board of Directors themselves to screen and nominate directors and consider their remunerations. The Board of Directors had considered the remuneration rates which should be competitive to the ones of a similar type of industry and the average ones of the companies with the same size of business. The

Company's business expansion and profit growth was also taken into consideration. The details of the remunerations were available in the invitation letters mailed to the shareholders.

The directors' remunerations for year 2014 totaled Bt2.6 million which was the same rate as 2013. The remuneration for the Chairman of the Board of Directors was equal to that of the Chairman of Audit Committee. The executive directors should receive the remuneration at the same rate as that of non-executive directors. The payment was paid quarterly.

Position	Amount per person for year 2013	Amount per person for year 2014
Chairman	400,000.-	400,000.-
Chairman of Audit Committee	400,000.-	400,000.-
Member of Audit Committee	300,000.-	300,000.-
Non Executive Director	200,000.-	200,000.-
Executive Director	200,000.-	200,000.-

There are currently 10 directors. The remuneration for the year 2014 totaled Baht 2,600,000. The President provided shareholders with opportunities to raise questions and express their views.

No additional questions were posed and no additional views were expressed. The President then asked the Meeting to vote for Agenda Item 6, to consider the remuneration of directors for 2014.

During this agenda, there were 3 additional shareholders attending the Meetings, the number of shares amounted to 880,300 shares, totalling of 488 shareholders who attended the Meeting, counted as 1,402,461,909 shares, representing 42.45% of total shares.

The Meeting Resolution: Having considered Agenda Item 6, the Meeting resolved to approved the remuneration of Directors for the year 2014 as above-mentioned with a majority vote which not less than two-thirds of the shareholders attending the meeting as follows:

Approved:	1,401,426,316	votes	Equivalent to	99.93%
Disapproved:	452,725	votes	Equivalent to	0.03%
Abstained:	582,868	votes	Equivalent to	0.04%

Agenda Item 7 :To consider and approve the appointment of the Company's auditors and the determination of the auditors' remuneration for the year 2014

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

1. Mr.Winid Silamongkol, Registration No. 3378, who will sign the financial statements of the Company for the year 2014 for the second year or

2. Mr.Vichien Thamtrakul, Registration No. 3183 or
3. Ms.Vannaporn Jongperadechanon, Registration No. 4098 or
4. Ms.Patamavan Vadhanakul, Registration No.9832

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

The Board of Directors under the recommendations by the Audit Committee, deemed it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2014 in respect of the Company, its subsidiaries and associated company, totaling 10 companies, amount of Baht 3,685,000.-

The President provided shareholders with opportunities to raise questions and express their views.

No additional questions were posed and no additional views were expressed. The President then asked the Meeting to vote for Agenda Item 7, to approve the appointment of the Company's auditors and the auditors' remuneration for the year 2014.

During this agenda, there was 1 additional shareholder attending the Meetings, the number of shares amounted to 40,000 shares, totalling of 489 shareholders who attended the Meeting, counted as 1,402,501,909 shares, representing 42.45 % of total shares.

The Meeting Resolution: Having considered Agenda Item 7, the Meeting resolved to appoint the auditors of KPMG Poomchai Audit Co., Ltd. namely Mr. Winich Silamongkol, licence No. 3378 and/or Mr. Vichien Thamtrakul, licence No. 3183 and/or Ms.Vannaporn Jongperadechanon, licence No. 4098 and/or Ms.Patamavan Vadhanakul, licence No. 9832, as the auditors of the Company, its subsidiaries and associated company for the fiscal year 2014 with the fee of Baht 3,685,000 with a majority vote of the shareholders attending the meeting and casting their votes as follows:

Approved:	1,401,649,316	votes	Equivalent to	99.94%
Disapproved:	465,725	votes	Equivalent to	0.03%
Abstained:	386,868	votes	Equivalent to	0.03%

Agenda Item 8 : To consider and ratify the participation in the auction for and subsequent acquisition of the licenses to use allocated frequencies for national commercial digital television services as well as the fulfillment of preconditions to be granted such licenses and performance of any relevant acts by the Company's subsidiaries.

President stated to the meeting that two subsidiaries; namely; Bangkok Business Broadcasting Co., Ltd., or BBB, and NBC Next Vision Co., Ltd. or NNV participated in and became the winner of the auction for license to use the spectrum for digital television services, on the national business service type in standard definition category and in news category respectively, which had been organized by the National Broadcasting Telecommunication Commission (NBTC) at bid price of Baht 3,538 million totally, and once combined with the service charge of the network under the lease agreement for the use of frequency for terrestrial digital broadcasting in normal standard which two subsidiaries have entered with the Royal Thai Army , one of the terms and conditions prior to the receipt of the license required by the NBTC , as well as investment for developing in building improvement and equipmentsinvolved, the said transactions would be totalling valued of approximately Baht 5,521.12 million. In addition, once considering the size of the transaction under the related regulations of the Capital Market Supervisory Board and the Securities and Exchange Commission, such a transaction is regarded a transaction in which the property is significant in type 4, which is usually responsible for company to apply for getting new securities to the Stock Exchange of Thailand.

However, since such respective transaction has been complete under the requirement on exemption of filing a request to get a new security, the Company is therefore exempted from such duties. The company is only responsible for disclosing and conducting a meeting of shareholders to ratify both transactions. In doing so, the company has appointed an Independent Financial Advisor (IFA), JayDee Partners Company Limited to comment on the transactionsby as detailattached in the invitation letter and supporting documents which was sent to shareholders.

Therefore, the company provided the opportunity for shareholders who have questions or wish to know the reasonable conditions or other details about the acquisition of a license to use the spectrum of the two subsidiaries of the Company at this time to ask questions from the Board of Directors or representatives of JayDee Partners Company Limited, which was appointed as the IFA before voting on agenda 8.

Shareholders questioned the following.

Question 1

Shareholder questioned the need and reasons why companies need to invest two new studios at Siam Discovery and at Sathorn and inquired about the broadcasting of the Nation Channel on satellite TV after a presence of the digital TV.

Mr.Suthichai Sae-Yoon, Chairman, explained that the need for two studios in the prime area is to create colorfulness, novelty, and branding to reach audiences and advertising customers easier.

Ms.Duangkamol Chotana, President, added that since current production of television programmes will have to reach the audiences, the company is planning to carry out activities at such studios in the form of Nation News Café and News Hang Out or known as “Downtown” activities which will be conducted in a variety of formats and require not so much investment, because it is a kind of special event held along with the sponsors or those general public.

Mr. Adisak Limprungpattanakij, Director and President of the Nation Broadcasting Corporation Public Company Limited (NBC), informed about broadcasting of the Nation Channel on satellite TV as follows; after April 25, 2014 onwards, the NBTC will issue the new edition of the satellite TV license to the bidder, including the Nation Channel and NOW, such license covers both the use of spectrum and non-use of the spectrum (Original satellite system). Therefore, in respect of the original satellite, the company will return the license to the NBTC for they can use the same license with digital TV.

President added that regarding the satellite TV license of KrungthepTV, the company will also return the satellite license by May 2014.

Question 2

Shareholder questioned that investing in these new studios, does the company has no plan to invest in non-core business?

President affirmed that the company will not use money to invest in any business other than digital TV business.

Question 3

Mr. Sumet Wattanarungsan, shareholder requested to the Board of Directors to consider shareholders' visiting the new studios.

Chairman informed that the company is pleased to welcome all shareholders. The Studio at Sathorn has been under construction and it is expected to be completed by mid 2014.

Mr. Adisak Limprungpattanakij, President of NBC informed that currently, the studio at Siam Discovery, 1st floor launched operation and started to air from 1 April 2014, so shareholders are welcome to visit at any time.

Question 4

Shareholders questioned about the capital increase the company has taken to reduce the interest payable on bank loans before paying the digital TV license. Thus, if payment due, does the Company need to borrow more money? And if spent, will it result in the increasing interest expenses, and does such interest be calculated in the digital TV projection?

Ms. Jirayong Anuman-Rajadhon, IFA from JayDee Partners Company Limited informed that the company spent money derived from the capital increase to repay the bank first. This is to reduce the interest expenses, and when license payment due; the Company will use financial resources from capital increase which has temporarily reduce the bank debt. However, IFA has calculated include interest expenses in the digital TV projection already, including the internal rate of return or IRR of the projection. According to such a conclusion, it is considered an interesting project for investment based on causality stated in the Report of the Opinion of the IFA which was sent to all shareholders.

In addition, to finalize and inform the shareholders hereof, in consideration of the ratification from the shareholders, it comprises two sub-agendas; Agenda 8.1 and Agenda 8.2. Agenda 8.1 approval

of the ratification on auction and acquisition of the license to use spectrum in standard definition category of Bangkok Business of Broadcasting Co., Ltd., or BBB, a subsidiary of KrungthepTurakij Media Company Limited or KTM, and Agenda 8.2 approval of the auction and acquisition of the license to use spectrum in News category of NBC Next Vision Co., Ltd. or NNV, a subsidiary of Nation Broadcasting Corporation Public Company Limited (NBC), which the total investment of two projects worth Baht 5,521 million , and the internal rate of return (IRR) are as follows:

1. IRR on investment in the standard definition category or NOW 26 Channel is 29.58% , with a payback period of 6 years and 5 months.
2. IRR on investment in news category or Nation TV 22 Channel is 25.88%, with a payback period of 6 years and 7 months.

Mr.Sermisin Samalapa, Vice Chairman, answered the questions as follows; the proceeds from the capital increase before the digital TV license payment due, the Company manages the capital increase to maximize the company's benefit. In doing so, the company repaid the bank debt first to reduce interest expenses. And when paying for the digital TV license, it has to be gradually recovered. As such, the loan will be withdraw to save interest as most as possible. In the projection which the IFA had prepared, the interest expenses was included in calculation.

Question 5

A shareholder asked if there was a production of children programmes on NOW channel.

President informed that according to the NBTC regulations, the NOW channel is assigned to general category in standard definition where programmes for children and youth are included proportionately, so TV listing for children has been already provided on the NOW channel during Monday - Friday 16.00 - 17.00 pm and Saturday - Sunday from 7:00 - 10:00 am, which such children programmes are produced by a subsidiary, Nation International Edutainment PCL (NINE) , which the programme patterns focuses on the development and skills of children and building a good relationship in the family , such programmes as; English improvement, scientific knowledge and technology, and travel with the Family. In brief, the NOW channel is available for children and youth, about 40 hours per month.

Question 6

Mr.Phaophan Veerakool, shareholder representative questioned the assumptions of the digital TV projection prepared by the IFA, the reasons for advertising rates on Variety Channel which has high growth rates while it has somewhat low on News channel, and questioned about the network cost were estimates or the contractual figures.

Ms.Jirayong Anuman-Rajadhon, IFA of JayDee Partners Company Limited explained that the difference in advertising rates results from different database of the two channels; namely; the NOW is characterized of the variety channel; the advertising rate is usually higher than news channel. In addition, because of the limited audience base of the NOW channel or Bangkok Business TV, which has originally aired via satellite, once the digital TV auctioned, the audience base has expanded, thereby resulted in higher advertising rate accordingly. Meanwhile, news

channel or the Nation TV has been evolved from the Nation Channel where news is focused, and when compared, it estimates that the growth rate on news channel will be lower than that on variety channel.

For questions about the estimated network, IFA derived the data from the network lease agreement which under the network lease agreement, the rental rate for network can be adjusted, thus in projection, the assumption of price adjustment will increase by 5% every 3 years as to the executive's estimates.

President added that the estimated advertising rate on the NOW channel estimates is higher than ever because the company has planned the target groups clearly; namely, the target customers of the NOW is focused on the middle class in the cities and suburbs every province. This enables the advertising agency to visualize the target group clearly, resulting that the company can sell the advertising to sponsors at a higher rate than ever before. The growth rate of the advertisement on the variety channel depends on positioning and sponsors to suit the target customers. It is expected that within two years the operating results of the NOW may reach breakeven point.

No additional questions were posed and no additional views were expressed, the President proposed to the Meeting to vote on Agenda 8, to consider and ratify the participation in the auction for and subsequent acquisition of the licenses to use allocated frequencies for national commercial digital television services as well as the fulfillment of preconditions to be granted such licenses and performance of any relevant acts by the Company's subsidiaries. The separate consideration of ratification of the transactions of each subsidiary was made into two sub-agendas, which on each agenda it must be approved by no less than third-fourth of the total votes of the shareholders present at the meeting and have right to vote, excluding the stakeholders.

During this agenda, there was 1 additional shareholder attending the Meetings, the number of shares amounted to 37,200 shares, totalling of 490 shareholders who attended the Meeting, counted as 1,402,539,109 shares, representing 42.45% of total shares.

Agenda Item 8.1: The participation in the auction for and subsequent acquisition of the License in Variety Category (Standard Definition) as well as the fulfillment of the Preconditions and performance of any relevant acts by Business of Broadcasting Co., Ltd. (BBB) which the Board of Directors is assigned to define a detailed schedule and other terms associated with the transaction of the BBB by this time and other related activities.

The Meeting Resolution: The Meeting resolved to approve such details as mentioned above by the Company's Board of Directors with a majority vote which not less than three-fourths of the shareholders attending the meeting and having the right to vote as follows:

Approved:	1,402,170,241	votes	Equivalent to	99.97%
Disapproved:	13,000	votes	Equivalent to	0.00%
Abstained:	355,868	votes	Equivalent to	0.03%

Agenda item 8.2: The participation in the auction for and subsequent acquisition of the License in News Category as well as the fulfillment of the Preconditions and performance of any relevant acts by NBC Next Vision Co.,LTD. (NNV) which the Board of Directors is assigned to define a detailed schedule and other terms associated with the transaction of the BBB by this time and other related activities.

The Meeting Resolution: The Meeting resolved to approve such details as mentioned above by the Company's Board of Directors of the Company with a majority vote which not less than three-fourths of the shareholders attending the meeting and having the right to vote as follows:

Approved:	1,401,900,876	votes	Equivalent to	99.96%
Disapproved:	156,365	votes	Equivalent to	0.01%
Abstained:	481,868	votes	Equivalent to	0.03%

Agenda Item 9 : To consider and approve the amendment to Article 4 of the Company's Articles of Association.

The President informed that, in order to reflect the changed circumstance in relation to the person acting as the securities registrar of the Company, i.e. the change from The Stock Exchange of Thailand to Thailand Securities Depository Company Limited, the Company shall amend Article 4 of its Articles of Association by cancelling the existing provision and replacing it with the new provision as follows:

“Article 4; The Company shall issue a share certificate to its shareholder within two months from the date on which its registrar record the registration of the Company or from the date on which a full payment for remaining shares or newly issued shares of the Company is received after the registration of the Company. The share certificate shall have at least one directors' signature endorsed or printed on it. Notwithstanding, the foregoing, the director may entrust a share registrar under the relevant securities and exchange laws with such signing or printing authority. In case where the Company appoints the **Thailand Securities Depository Company Limited** as its Also authorize the Board of Directors or a person designated by the Board of Directors to take any action related to the registering amendment of the Articles of Association with the Department of Business Development, Ministry of Commerce, to be according with the meeting of shareholders' approval.

The President provided shareholders with opportunities to raise questions and express their views.

No additional questions were posed and no additional views were expressed, the President proposed to the Meeting to vote for consider and approved the amendment of the Articles of Association Clause 4 by the Board of Directors or a person designated by the Board of Directors is designated to take any action related to such amendment with the Department of Business Development, Ministry of Commerce, to be according with the meeting of shareholders' approval. On this agenda, it must

be approved by no less than third-fourth of the total votes of the shareholders present at the meeting and have right to vote.

The Meeting Resolution: The Meeting resolved to approve such details as mentioned above by the Company's Board of Directors with a majority vote which not less than three-fourths of the shareholders attending the meeting and having the right to vote as follows:

Approved:	1,402,015,876	votes	Equivalent to	99.97%
Disapproved:	41,365	votes	Equivalent to	0.00%
Abstained:	481,868	votes	Equivalent to	0.03%

Agenda Item 10 : To Consider Other Matters (if any)

The President announced this agenda gave the shareholders the opportunities to express any of their comments but with no casting of votes.

Shareholders questioned the following.

Question 1

Mr.Pisit Vivithchaikul, shareholder representative, questioned if the company will increase the number of viewers by distributing the antenna.

Mr.Adisak Limprungpattanakij, President of NBC informed that as the NBTC will distribute coupons to the public from June 2014 onwards so that the public can buy the Set Top Box to watch the digital TV, then the company does not distribute additional antenna.

Question 2

Ms.Pecharat Tungdamrongkul, volunteer representatives protecting the right of shareholders enquired that as the company has signed a declaration to participate the **Collective Action Coalition** along with the Thai Institute of Directors (IOD), then the company is asked to describe practices in order to assure the shareholders of how the company adhere to and to focus on transparency and anti-corruption.

President informed that the company has signed a declaration to participate the **Collective Action Coalition** as number 22 out of the 250 companies since 2011 and the company has started along with the Thai Institute of Directors (IOD) to hold the "Anti-Corruption" seminar, and is one of 27 pilot enterprises of the **Collective Action Coalition**.

For the next step, the Company is preparing a readiness of the organization and subscribing a member by sending the executives and related departments to be join the seminar with the Thai Institute of Directors (IOD) to prepare a self-assessment against the anti-corruption standards, and self-evaluation on the initial 71 items, the company scored about 70 %, and the company will improve performance in compliance with the criteria. Afterwards, when getting a readiness, the

company will apply for a certificate of membership to the Committee of the Collective Action Coalition.

However, the Company has determined the anti-corruption subject as part of the "Good Corporate Governance" and the "Ethics of the Board , Executives, and Employees " and announced to all employees to be aware of and abide, which detail is contained in the site of the Nation House where all employees can access to read at any time.

In addition, on the subject of maintaining professional ethics in journalism and business, the company places an importance and holdfast seriously. The handbook, "Nation Way", contains a principle of employee performance which has been abided by for more than 10 years. As media profession, it is higher expected by society than many other professions. Such policy or handbook covers every detail matters and the current use of social media.

Chairman added that the company has acquired two digital TV channel on auction, the company is pleased and is aware of giving hand with Thai Investors Association to disseminate the anti-corruption to the public.

Question 3

Mr.Phaophan Veerakool (shareholder representative) asked about the futuristic direction of the business development of the Nation University.

President explained that number of undergraduate students increased from the first year to second year from 478 people to 613 people, and currently Year 3 of 815 people, respectively while the graduate students were of a total of 97 people in the first year, rose to 230 people and 271 people in second year , and third year 3, respectively. At present, there are a total of 1,086 students and when combined with the number of new students in 2014, it is expected to amount to approximately 1,200 students.

Chairman added that the company has operated the Nations University for three years now with the increasing number of students as well as better operating results. In addition, in the presence of the 24 channels of the digital TV, the Faculty of Arts has been more interesting. Further, with the potential and availability of the Nation University as an integrated media organization with capable personnel, as well as the support for students' employment opportunity, it is a great opportunity for Nation University dramatically.

Question 4

A shareholder analyzed the future of newspaper industry and questioned if the prospect of the Kom Chad Luek (newspaper) will be ranked up No.2.

President clarified the overview of the advertising industry in the publishing business over the past year, grew up 3 %, television grew by 2%, and the more expansion of TV media in the future while

publication is constant or is likely to decline in comparison with the growth of television and the Internet.

For the Kom Chad Luek, the company brings strengths in its content to produce TV programs to draw the media to grow together. Meanwhile, content in the newspapers will be added to be more interesting.

Question 5

A shareholder asked if the company will produce TV programmes for other channels.

Chairman informed that the company is dedicated to produce the programmes for two channels auctioned primarily and has still not produced them for the other channels.

Question 6

Pornchai Charupharada, shareholder informed that he preferred the news of the Nation and encouraged them to hold on its accuracy in making news.

The Chairman thanked and affirmed that the company will hold fast to make news accurately and offers the best to the public forever.

No other questions were asked.

The Chairman of the Meeting then expressed his thanks to the shareholders and directors for attending the Meeting of the 2014 Annual General Meeting of Shareholders.

The Meeting adjourned at 17.10 hours.



Signature.....Chairman

Mr. Suthichai Sae-Yoon



Signature.....President

Ms. Duangkamol Chotana

Role and Responsibilities of Audit Committee

The Audit Committee shall be responsible for:

1. Review the financial reports (quarterly financial report and annual audited financial report) to oversee that the reports are sufficient and correct before forwarding them to the Board of Directors for consideration.
2. Review the internal control system to oversee that the internal audit procedures are adequate, appropriate and efficient. In addition, to observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.
3. Review the risk assessment and risk management system to oversee that they are appropriate, adequate and efficient.
4. Review the business operating procedures to oversee that they are in compliance with rules and regulations of the Security Exchange Commission and those of the Stock Exchange of Thailand as well as other laws relative to the company business.
5. Recommend to the Board the independent auditors to be nominated for shareholder approval to audit the financial reports of the company. Review with the independent auditors the objectivity of audit, responsibility and auditing procedures of the independent auditors including problems found during the audit as well as issues that the independent auditors consider they may have material impact on the company financial reports and to attend a meeting with the auditor without the presence of the management at least once a year.
6. Review the connected transactions or transactions that may have conflict of interest to oversee that they are accurate, complete and compliance with rules and regulations of the Stock Exchange of Thailand as well as disclose complete information of the transactions to ensure that they are appropriate and most beneficial to the Company.
7. Issue an Audit Committee Report to be included in the company's annual report and the report must be signed by the Audit Committee Chairperson and must at least contain the following information:
 - Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company.
 - Opinions concerning with the adequacy of the Company's internal control system.
 - Opinions concerning with the risk management system of the company

- Opinions concerning with the Company's compliance with the law and regulations of the Securities and Exchange and regulations of the Stock Exchange of Thailand, or any law governing the Company's business.
- Opinions concerning with the appropriateness of the auditor.
- Opinions concerning with the transactions that may involve conflict of interest.
- The number of the Audit Committee's Meetings and attendance record for each of the Audit Committee Members.
- Opinions or overall observation that the Audit Committee has received by performing according to the Charter of the Audit Committee.
- Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.

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

The Audit Committee is responsible to the Board of Directors and the Board of Directors is still responsible for the Company's operation to the 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 shall have more resources and time and more detailed knowledge and information regarding the Company's accounting, auditing, internal control and financial reporting practices than the Committee does accordingly. The Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others.

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

Terms and Conditions to Select Directors

Selection of Directors

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

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

Definition and Qualification of the 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.

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

Name : Mr. Chaveng Chariyapisuthi

Age : 70 Years

Education Background

: Assumption Commercial College Bangkok (ACC)



Training :

Thai Institute of Directors Association

- Director Accreditation Program (DAP # 36)
- Understanding Fundamental Statement (UFS # 2)
- Finance for Non-Finance Director (FN # 31)
- Monitoring the System Internal Control and Risk Mgmt. # 1
- Audit Committee Program # 20

Experience	:	1983 - Present	Executive Director Siam Steel Co., Ltd.
		1991 - Present	Executive Director Siam Integrate Co., Ltd.
		1991 - Present	Executive Director SST Holding Co., Ltd.
		1991 – Present	Executive Director Siam Syndicate Technology Co., Ltd.
		1991 – Present	Executive Director Siam Steel works Co., Ltd.
		1995 – Present	Independent Director and Member of The Audit Committee Nation Multimedia Group Plc.
		2009 - Present	Executive Director Siam Asia Environment Co., Ltd.

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

No. of Shares Held as at February 5, 2015

: -None-

Relationship Characteristics

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	-None-
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 2014

Holding the post of the Company's Director	The Meeting Attendance in 2014		
As of December 31, 2014	Board of Directors	Audit Committee	Annual General Meeting
19 Years 8 Months (Appointed as a director since April 19, 1995)	6/6	4/4	1/1

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

Listed Company		Non Listed Company	Rival incorporation	
No.	Type of Director	Number	Number	Type of Director
-	-	6	-	-

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

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

Name : Ms. Kaemakorn Vachiravarakarn

Age : 39 years



Education Background

- Master in Business Administration (M.B.A.), University of Hawaii at Manoa, U.S.A.
- Bachelor in Business Administration - Accounting major (International Program), Thammasat Business School, Thammasat University
- Certified Public Accountant

Training Course

Thai Institute of Directors Association

: Director Accreditation Program (DAP) Thai Program - DAP113/2014

The Securities and Exchange Commission, Thailand

: Challenges facing audit committees on listed companies' sustainable development

Experience

1997 – 1999	Assistant Auditor SGV Na Thalang Co., Ltd. (Now KPMG)
2001 – 2002	Senior Consultant - Business Recovery Service Inthanon Business Advisory Ltd. (Andersen Thailand, Now KPMG)
2002 – 2003	Senior Consultant - Business Recovery Service Ferrier Hodgson, Now Baker Tilly
2004 – 2011	Corporate secretary and AVP Strategic Financial Planning Natural Park Public Co., Ltd.
2003 – Present	Director I Do Idea Co., Ltd.
2013 – Present	Independent Director and Member of The Audit Committee Nation Multimedia Group Plc.

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

No. of Shares Held as at February 5, 2015

: -None-

Relationship Characteristics

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	-None-
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 2014

Holding the post of the Company's Director	The Meeting Attendance in 2014		
As of December 31, 2014	Board of Directors	Audit Committee	Annual General Meeting
1 Years 2 Months (Appointed as a director since October 17, 2013)	6/6	3/4	0/1

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

Listed Company		Non Listed Company	Rival incorporation	
No.	Type of Director	Number	Number	Type of Director
-	-	1	-	-

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

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

Name : Mr. Adisak Limprungpatanakit

Age 54 years



Education Background

- BA. Faculty of Commerce and Accountancy, Thammasart University

Training Course

Thai Institute of Directors Association

- Directors Certification Program (DCP #71/2006)
- Capital Market Academy : Executive MBA (CMA#19/2014)

Experience

1985 – 1992	Reporter - The Nation
1992 – 1999	Editor - Krungthep Turakij
1998 – 1999	President of The Economic Reporters Association
2000 – 2008	Editor - Nation Channel and Nation Radio
2001 – 2004	Editor - Kom Chad Luek
2009 – 2010	President of Satellite Television Association (Thailand)
2009 - Present	Chief Executive Officer Nation Broadcasting Corporation Plc.
2012 – Present	Director NBC Next Vision Co., Ltd.
2012 – Present	Director Nation Multimedia Group Plc.

Type of Current Director : Director

No. of Shares Held as at February 5, 2015

- Mr. Adisak Limprungpatanakit 15,900,000 shares (0.48%)

Relationship Characteristics

Item	Relationship Characteristics	
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	-None-	
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	2009 – Present	Chief Executive Officer Nation Broadcasting Corporation Plc.
	2010 – Present	Director Kom Chad Luck Media Co., Ltd.
	2012 – Present	Director NBC Next Media Co., Ltd.
	2012 – Present	Director NML Co.Ltd.
	2012 – Present	Director Nation U Co., Ltd.
	2012 – Present	Director NBC Next Vision Co., Ltd.
	2012 – Present	Director NBC Next Screen Co., Ltd.
2. Being a professional service provider (such as Auditor or Legal Consultant)	-None-	

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

Holding the post of the Company's Director	The Meeting Attendance in 2014	
As of December 31, 2014	Board of Directors	Annual General Meeting
12 Years 8 Months (Appointed as a director since April 19, 1999)	6/6	1/1

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

Listed Company		Non Listed Company	Rival incorporation	
No.	Type of Director	Number	Number	Type of Director
1	Director/ Chief Executive Officer Nation Broadcasting Corporation Plc.	6	-	-

Type of Nominated Director : Director

Agenda Item 7
The details of the auditors for the fiscal year 2015

2014	2015
KPMG Poomchai Audit Co Ltd	KPMG Poomchai Audit Co Ltd
1. Mr. Winid Silamongkol Registration No. 3378 2. Mr. Vichien Thamatrakul Registration No. 3183 3. Ms.Vannaporn Jongperadechanon Registration No. 4098 4. Ms.Patamavan Vadhanakul Registration No. 9832 Mr. Winid Silamongkol is the Auditor who has affixed his signature to certify the Company's financial statement in 2014(for the second year) Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 3,685,000 Baht. (excluding NBC&NINE) As for other service charges, the Company and its subsidiary and and joint venture entity 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	1. Ms.Patamavan Vadhanakul Registration No. 9832 2. Mr. Winid Silamongkol Registration No. 3378 3. Mr. Veerachai Ratanajarakul Registration No. 4323 4. Ms.Vannaporn Jongperadechanon Registration No. 4098 Ms.Patamavan Vadhanakulis the Auditor who has affixed his signature to certify the Company's financial statement in 2015(for the first year) Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 3,560,000 Baht. (excluding NBC&NINE) As for other service charges, the Company and its subsidiary and and joint venture entity 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

Company's Articles of Association
Nation Multimedia Group Public Co., Ltd.
Chapter 6 : Shareholders' Meeting

29. The Directors shall organize the annual general meeting of shareholders within 4 months after the end of the Company's fiscal year. Any other shareholders' meeting shall be called "Extra-ordinary shareholders' meeting."

The Directors shall call the extra-ordinary meeting of shareholders whenever they deem appropriate. 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 issue a letter requesting the Board of Directors to call an extra-ordinary 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.

30. Annual general meeting of the shareholders meeting shall engage in the following acts:

- (1) Acknowledge the Board of Directors' report concerning the Company's activities in the past year.
- (2) Approve the financial statement and the balance sheet.
- (3) Approve the allocation of profit.
- (4) Select the directors whose term limits expire.
- (5) Appoint the auditor and determine the Company's auditing fee.
- (6) Others.

31. To call a meeting of the shareholders, the Board of Directors shall issue an invitation letter with stipulated venue, date, time, agenda items and 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.

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

33 In the shareholders' meeting, at least 25 majority shareholders, or their authorized persons, or no less than half of the total shareholders, with shares collectively accounting for at least one-third of the paid-up shares, shall make the quorum.

In case where the number of shareholders who show up one hour after the appointed time do not make the quorum and such meeting is called according to the request by the shareholders, such

meeting will be suspended. In case where such meeting is not requested by the shareholders, the meeting will be rescheduled. And the invitation letter shall be sent to the shareholders at least 7 days prior to the meeting. The latter case shall not make the requirement on the quorum of the meeting.

34 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.

35 Chairman of the meeting shall oversee the meeting to ensure the meeting is conducted in a manner consistent with the applicable laws and the requirements in the Company's Articles of Association and 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.

36 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. One share represents one vote. If the meeting decides that any shareholder has any interests in any matter, such shareholder shall not be entitled to cast his/her vote on such matter. However, if the election of the directors ends up with equal votes, the chairman of the meeting shall exercise additional one vote as the final ruling.

Conditions, Rules and Guidelines for Registration, Appointment of a Proxy, and Voting

1. Cases where a shareholder attends a meeting in person

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

2. Appointing a proxy:

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

Required documents for appointing a proxy:

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

- **Foreign juristic person:** The authorized person shall sign his/her name and affix the company seal in the proxy form before a notary public or other agencies having similar authorities as prescribed by the laws of each respective country. The signed proxy form shall be presented to the competent officer at the Royal Thai Embassy or Consulate or an officer authorized to act on the said person's behalf, or any other person authorized to certify such documents in all respects in accordance with the law.
- In cases where a fingerprint is affixed instead of a signature, the left thumb shall be used with a statement "the fingerprint of the left thumb of.....". The fingerprint must be affixed in the presence of two witnesses and certified. A certified copy of the identity card or state official identity card of the witness must be attached.
- In an annual general meeting of the shareholders, if a shareholder cannot attend the meeting in person, he/she may appoint a person to act as his/her proxy or may appoint an independent director to act as his/her proxy.
- A shareholder, who wishes to appoint an independent director of the Company as his/her proxy, shall send the proxy form completely filled in and duly signed as stated above to the Corporate Secretary's Office, together with relevant documents, at least one day before the meeting date.
- In the case the shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appoint a proxy by using Proxy Form C., it is required to present the following documents:
 - Documents from custodian
 - 1) The Proxy Form C, 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) Document confirming that the person who signed the proxy form is permitted to operate the custodian business.
 - 3) Copy of an affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with the 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) Copy of valid identification card or government officer card or driving license or passport (in 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 the 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 valid identification card or government officer card or driving license or passport (in 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 where a shareholder is deceased:** The estate administration can attend the meeting in person or by proxy, provided that a court order appointing the estate administration is presented. The court order must be signed by the authorized person within six months before the meeting date.
4. **In cases where a shareholder is a minor:** The father, mother or the parents can attend the meeting in person or by proxy, provided that a copy of the house registration of the shareholder, who is a minor, is presented.
5. **In cases where a shareholder is an incompetent or quasi-incompetent person:**

The guardian or the custodian shall attend the meeting in person or by proxy, provided that the meeting attendee can present a court order to prove the legal status of the caretaker and the date of the signing of such document by the authority must be within six months before the meeting date.

Registration:

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

Voting:

1. Voting must be done openly and one share is considered as one vote. A resolution of the shareholders shall comprise the following votes:
 - A normal case: The majority of the votes cast by the shareholders attending the meeting and eligible to vote. A tied vote: The chairman of the meeting shall have a casting vote.
 - In other cases where the law or the article of association specifies otherwise, the voting shall be in compliance with such law or the articles of association, provided that the chairman of the meeting shall inform the meeting before voting on such agenda item.
 - In voting for an agenda item to elect a director to replace a director who will retire by rotation or to appoint a new director, the shareholder may exercise his/her right to vote to elect a director or appoint a director on an individual basis.
2. In cases of voting by proxy, the proxy must cast a vote in accordance with the proxy form as specified by the shareholder appointing the proxy.

Summary profile of the Independent Director who may be granted a proxy

Name : Mr. Pakorn Borimasporn

Age : 68 Years

Address : 71/195 Moo 6, Banmai sub-district, Pak Kret district,
Nonthaburi Province, 11120



Education Background

- : MA. in Electrical Engineering, Chulalongkorn University
- : BA. in Electrical Engineering, Chulalongkorn University

Training :

Thai Institute of Directors Association

- Directors Certification Program (DCP#17) - Fellow Member

Capital Market Academy - The Stock Exchange of Thailand

- Capital Market Academy Leadership Program (CMA#3)

Thai Listed Companies Association , The Stock Exchange of Thailand (TLCA)

- Executive Development Program (EDP # 1)

KPMG Phoomchai Holdings

- COSO 2013 : The Road to Transition

Experience :	1993 – Present	Director & Chief Executive Officer Lighting & Equipment Public Co., Ltd
	1997 - Present	Independent Director and Chairman of The Audit Committee Nation Multimedia Group Plc.
	1999 - Present	Chairman of the Executive Committee L&E Manufacturing Co., Ltd.
	2004 - Present	Chairman and Chairman of The Audit Committee Porn Prom Metal Public Co., Ltd.
	2010 - Present	Chairman of the Executive Committee L&E Solidstate Co., Ltd.

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

No. of Shares Held as at February 5, 2015

: 587,708shares (0.02%)

Having conflicts of interest in the agenda item proposed in the Annual General Meeting of Shareholders 2015

: No. (Except Agenda 7 : Consider the remunerations for directors)

Relationship Characteristics

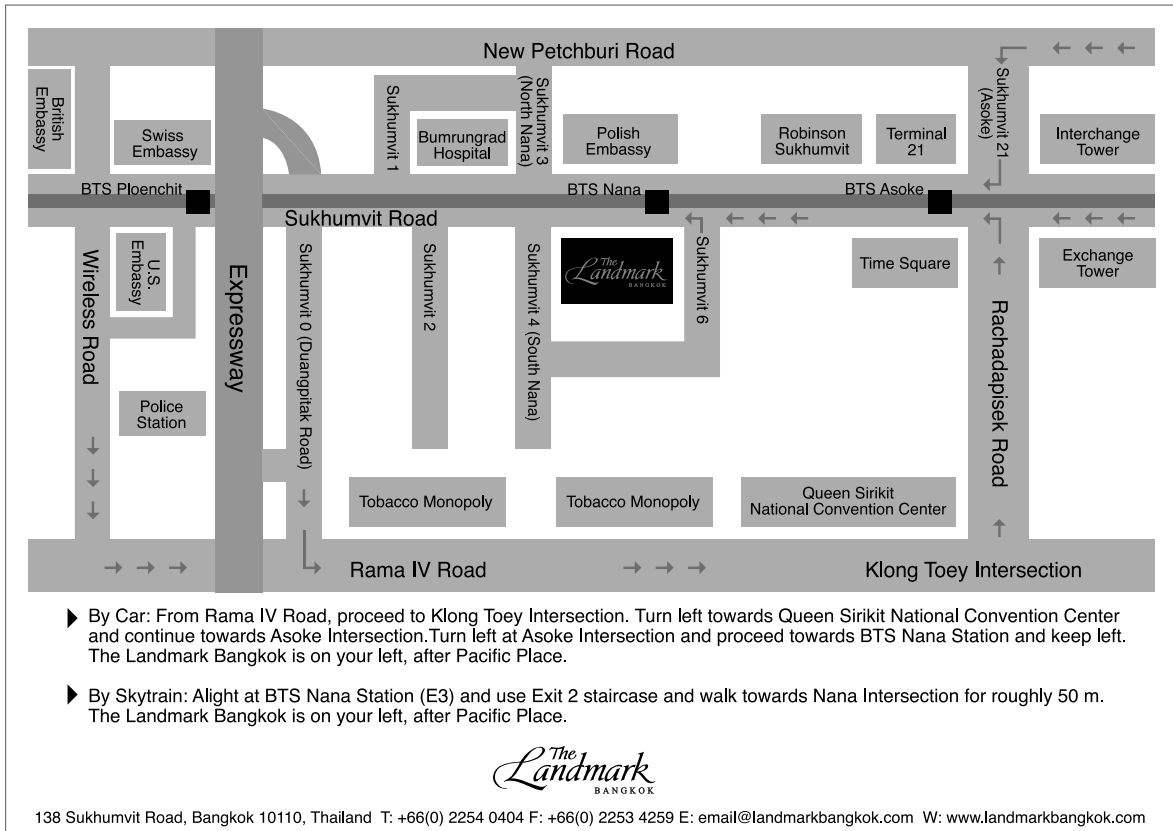
Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	-None-
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity 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 2014

Holding the post of the Company's Director	The Meeting Attendance in 2014		
As of December 31, 2014	Board of Directors	Audit Committee	Annual General Meeting
17 Years 8 Months (Appointed as a director since April 29, 1997)	6/6	4/4	1/1

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

Listed Company		Non Listed Company	Rival incorporation	
No.	Type of Director	Number	Number	Type of Director
2	1. Director & Chief Executive Officer / Lighting & Equipment Public Co., Ltd 2. Chairman & Chairman of The Audit Committee / Porn Prom Metal Public Co., Ltd	2	-	-





Nation Multimedie Group Plc.