Nation Multimedia Group Plc.

Invitation Letter to the 2019
Annual General Meeting of Shareholders

On Friday, 26 April 2019 at 2.00 p.m.

At the Conference Room, 9B Floor, Interlink Tower
(Former Nation Tower Building), Debaratna Road,
Bangna-Tai Sub-district, Bangna District , Bangkok 10260

Important Notes :

1. The meeting registration starts at 1.00 p.m.
2. For the convenience in the registration process, please present the Registration Form for registration.
3. The Company would like to inform of "No distribution of souvenirs for the AGM 2019"

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-Translation-

29 March 2019

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2019

Attention: Shareholders

Enclosures:
1. Copy of the minutes of Extraordinary General Meeting of Shareholders No.3/2018
2. Rules and procedures for nomination of directors
3. Definition of the Independent Directors
4. Brief profiles of the persons being nominated as directors in place of those who are retiring due to the rotation
5. Details about the persons being nominated as auditors for the year 2019
6. Articles of Association of the Company, Chapter 6 on shareholders' meeting
7. Conditions, rules, and procedures for attending shareholders' meeting
8. Profiles of the independent directors in support of their appointment as proxies
9. Meeting Registration Form
10. Proxy Form A, Form B, and Form C
11. Map of the venue of the meeting of the shareholders

The Board of Directors of Nation Multimedia Group Public Limited Company (the "**Company**") has resolved to call the Annual General Meeting of Shareholders for the Year 2019, on Friday, 26 April 2019 at 2.00 p.m. at the Conference Room, 9B Floor, Interlink Building (formerly known as Nation Tower Building), Thepparat Rd., Bangna Tai Subdistrict, Bangna District, Bangkok 10260, to consider the following agenda items:

Agenda Item 1: To consider and approve the minutes of the Extraordinary General Meeting of Shareholders No. 3/2018 held October 31, 2018

Facts and reasons: The Meeting of Shareholders No. 3/2018 was held on October 31, 2018. The company has already provided a copy of such report to the Stock Exchange of Thailand. In addition, the Company has published such reports through the company's website at www.nationgroup.com. for the shareholders to acknowledge the minutes of the meeting verify the correctness within a reasonable time. It appeared that there was no objection or request for correction from anyone. Herewith, a copy of the minutes of the meeting was attached in Enclosure 1.

The Opinion of the Board of Directors: The Board of Directors of the Company considered that the said minutes of the meeting were correctly recorded according to the facts. Therefore, the Board deemed it appropriate to propose it to the Annual General Meeting of Shareholders for the year 2019 for their consideration approving the mentioned minutes.

Remark: The resolution of this agenda item must be approved with a majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 2: To consider and acknowledge the Company's operating results for the year 2018

Facts and Reasons: It is to report the summary of the Company's operations and the Board of Directors' report for the year 2018 to the shareholders' meeting for their acknowledgement.

The Opinion of the Board of Directors: The Board of Directors of the Company deemed it appropriate to propose to the summary report of the Company's operations to the 2018 Annual General Meeting of Shareholders' Meeting for their acknowledgement.

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

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

As the Company could not issue the consolidated financial statements to certify the Company's operating results for the year ended December 31, 2018, resulted from the delayed closing of the annual financial statements ending December 31, 2017, which was caused by displaying the unrealized accrued income. Even though the company is able to issue the quarterly financial statements on schedule, annual financial statements required so many details that the company must collect and verify it correctly and completely. The Company is in the process of gathering information for submission to the auditor. Therefore, the company is obliged to refrain from considering this agenda item. When the auditor of the company has approved the financial statements for the year ended December 31, 2018, the company will arrange a meeting of shareholders again to consider approving the financial statements as abovementioned.

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

Facts and Reasons: The Company could not issue the consolidated financial statements to certify the Company's operating results for the year ended December 31, 2018, as it is in the process of collecting accounting data for the preparation of the 2018 financial statements. However, as the operating results of the 9-month financial statements of the third quarter for the year 2018, which was reviewed by the auditor of the company and already submitted to the Stock Exchange of Thailand, showed accumulated losses from the consolidated financial statements of 3,870.31 million Baht and from the separate financial statements of 3,556.27 million Baht. Therefore, the Company is unable to pay annual dividends for the year ended December 31, 2018.

The Opinion of the Board of Directors: The Board of Directors of the Company deemed it appropriate to propose to the summary report of the Company's operations to the 2018 Annual General Meeting of Shareholders' Meeting for their acknowledgement.

The Board of Directors considered and deemed it appropriate to propose to the shareholders to consider omitting dividend payment for the year 2018 performance, from January 1 to December 31, 2018, because the company is still unable to issue the financial statements for the year 2018. Besides, the operating results of the 9-month financial statements of the third quarter of 2018 have accumulated losses according to the consolidated financial statements and the separate financial statements of the company in the amount of 3,870.31 million Baht and 3,556.27 million Baht respectively.

Remark: The resolution of this agenda must be approved with a majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 5: To consider the appointment of directors to replace those retiring by rotation

Facts and Reasons: According to the Articles of Association Article 15 stipulating that at every Annual General Meeting of Shareholders, one-third of the directors must retire from office. If the number of directors cannot be divided into three parts, then the number of directors closest shall vacate. At present, there are ten directors in total. In 2019, four directors retired by rotation as follows:

1)	Mr. Somchai Meesen	Director position
2)	Mrs. Warangkana Kalayanapradit	Director position
3)	Mrs. Salinee Wangtan	Independent Director position
4)	Mr. Chaiyasit Phuvapiromquan	Independent Director and Member of the Audit Committee position

Besides, the Company gave the opportunity for minority shareholders to nominate persons who deem appropriate to be selected as a director of the Company, from November 23, 2018, to January 23, 2019, through the company's website. The result showed that no shareholder nominated any person to hold the position of director.

The Opinion of the Board of Directors: The Board of Directors of the Company considered by the recommendation of the Nomination and Remuneration Committee of the Company to propose to the Annual General Meeting of Shareholders for the year 2019 to appoint Mr. Somchai Meesen, Mrs. Warangkana Kalayanapradit, Mrs. Salinee Wangtan, and Mr. Chaiyasit Phuvapiromquan back to the position for another term.
(The Brief profiles of the directors who have been proposed to be appointed to serve as the Company's directors for another term appear in Enclosure 4.)

Remark: The resolution of this agenda must be approved with a majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 6: To consider determining the remuneration of directors and the sub-committee of the company for the year 2019

Rules and procedures for proposing remuneration for the Board of Directors: The Board of Directors having the opinion that the nomination of directors and consideration of directors' remuneration for the media business is important. The Nomination and Remuneration Committee ("**Nomination Committee**") of the Company is responsible for screening the nomination of directors and considering the remuneration of directors. The Nomination Committee has considered the remuneration of the directors, with the criteria for thorough screening of various appropriateness by comparing from the same industry and the average compensation according to the similar business size including considering business expansion and profit growth of the company.

<u>The Opinion of the Board of Directors</u>: The Board of Directors of the Company considered by the recommendation of the Nomination and Remuneration Committee of the Company to propose to the Annual General Meeting of Shareholders for the year 2019 to consider and approve the remuneration of directors and the sub-committee of the company for the year 2019 as follows:

Position	Amount of Remuneration
Chairman of the board	400,000 Baht / person / year
Chairman of the Audit Committee	400,000 Baht / person / year
Audit Committee	300,000 Baht / person / year
Independent Director	200,000 Baht / person / year
Executive Director	200,000 Baht / person / year
Non-executive director	200, 000 Baht / person / year
Chairman of the Nomination and Remuneration Committee *	20,000 baht / time
Members of the Nomination and Remuneration Committee *	10,000 baht / time

Note 1) Remuneration for Directors and Audit Committee is paid quarterly.
2) *Remuneration for Nomination and Remuneration Committee Members are paid as meeting allowance per time.

<u>Remark</u>: The resolution of this agenda must be approved by a vote of not less than two-thirds of the total votes of the shareholders attending the meeting.

<u>Agenda Item 7:</u> To consider appointing the auditors and determining the auditor's remuneration for the year 2019

<u>Facts and Reasons:</u> The Board of Directors, under the consideration and suggestion of the Audit Committee, deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2019 to consider and approve the appointment of the auditors of KPMG Phoomchai Audit Ltd. as the auditors for the year 2019 of the Company, as follows:

1. Mrs. Sasithorn Pongadisak, CPA. Registration No.8802, who will sign the financial statements of the Company for the year 2019 (for the second year), or
2. Ms. Marisa Tharathornbunpakul, CPA. Registration No. 5752, or
3. Mr. Thanit Osathalert, CPA. Registration No. 5155.

The brief profiles of the above auditors are in Enclosure 5.

All of the above three 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 of examining and able to express an unbiased opinion on the financial statements of the Company. Their performances were sound and satisfactory and their qualifications are not contrary to the regulations of the SET.

In addition, the Board of Directors, under the consideration and suggestion of the Audit Committee, deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2019 to consider and approve the remuneration of the auditors for the year 2019 in respect of the Company and its subsidiaries. The total amount would be at 4,480,000 Baht according to the rate specified in Enclosure 5.

In 2018, the company paid additional fees to the auditor for additional checks of significant accrued income that occurred from 2015-2017 that affected the financial statements for the year 2017 in the amount of 1,600,000 Baht.

The Opinion of the Board of Directors: The Board of Directors of the Company and the Audit Committee considered screening the selection of auditors as well as determining appropriate compensation. Therefore, it is appropriate to propose to the Annual General Meeting of Shareholders 2019 to appoint the auditor and determine the remuneration for the year 2019 as mentioned above.

Remark: The resolution on this agenda item must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 8: To consider appointing the auditors and determining the auditor's remuneration for the year 2015

Facts and Reasons: The Board of Directors, under the consideration and suggestion of the Audit Committee, deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2019 to consider and approve the appointment of the auditors of KPMG Phoomchai Audit Ltd. as the auditors for the year 2019 of the Company, as follows:

Due to the Supreme Court's judgment dated October 9, 2018, which has read the judgment of the Supreme Court on February 12, 2019, the verdict stands according to the Court of Appeal to revoke the resolution of the Annual General Meeting of Shareholders for the year 2015. The meeting on April 29, 2015, resulted in the agenda for the appointment of the auditor and the remuneration of the auditors for the year 2015 as well. In practice, the Meeting of Shareholders 2015 resolved to approve the appointment of auditors and remuneration of the auditors for the year 2015. The auditors reviewed the quarterly financial statements and audited annual financial statement for the year 2015 until completion. Thus, the Board of Directors at that time resolved to approve the financial statements to be submitted to the Stock Exchange of Thailand according to the announcement of the Capital Market Supervisory Board and the Office of the Securities and Exchange Commission (SEC) in order to disclose the information and operating results of the company completely. Therefore, it is deemed appropriate to bring such agenda presented to the Annual General Meeting of Shareholders for the year 2019 to consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2015.

The Opinion of the Board of Directors: The Board of Directors of the Company (by the new board of directors) considered and agreed that the review and audit of the auditors that was carried out in 2015 are considered a duty of good faith. In addition, the Company paid remuneration to the auditors for the year 2015 of the Company and its subsidiaries totaling ten companies in the amount of 3,560,000 Baht for KPMG Phoomchai Audit Limited. Therefore, it is deemed appropriate to bring such agenda presented to the Annual General Meeting of Shareholders for the year 2019 to consider and approve the appointment of auditors and determine the auditor's remuneration for the year 2015.

Remark: The resolution on this agenda item must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 9: Consider other matters (If any)

Please, in this regard, the Company would like to invite the shareholders to attend the meeting on the date, time and venue specified above. Any shareholder who wishes to appoint another person to attend and vote on his behalf at this meeting, please fill in the form and sign a proxy form as attached and present 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,

-Signature-

Mr. Marut Arthakaivalvatee
Chairman of the Board of Directors

Attached Document No.1

(Translation)

Minutes of Extraordinary General Meeting of Shareholders No. 3/2018
Nation Multimedia Group Public Company Limited (the "Company")

Wednesday 31 October 2018, at 2.00 p.m.

Conference Room, 9B Floor, Interlink Tower (Former Nation Tower Building), Bangna–Trad Road, Bangna Subdistrict, Bangna District, Bangkok 10260

Prior to the commencement of the Meeting, Ms. Supawan Waraporn Toh and Mr. Archvin Suksri (the "**Meeting Facilitator**") who were assigned to conduct the meeting, informed the Meeting that at present, the Company's registered capital is 2,663,572,194.95 baht, and paid-up capital is 2,156,024,291.86 baht, divided into 4,067,970,362 ordinary shares, at the par value of THB 0.53 baht per share. In this Extraordinary General Meeting of Shareholders No. 3/2018, there were a total of 63 shareholders attending the Meeting in person and by proxy, representing 1,714,189,636 shares or equivalent to 42.14 percent of the total issued shares of the Company. The quorum was thus constituted in accordance with the Company's Articles of Association.

Directors in attendance:

1.	Mr. Marut Arthakaivalvatee	Chairman of the Board of Directors
2.	Mr. Apivut Thongkam	Independent Director and Chairman of the Audit Committee
3.	Mr. Chaiyasit Puvapiromquan	Independent Director and Member of the Audit Committee
4.	Mr. Somchai Meesen	Director and Chief Executive Officer
5.	Mr. Tatchapong Thamputtipong	Director and Executive Director
6.	Ms. Warangkana Kalayanapradit	Director and Executive Director
7.	Ms. Salinee Wangtal	Director

A total of 7 directors attended the Meeting.

Directors absent:

1.	Mr. Sontiyan Chuenruetainaidhama	Director and Vice Chairman

Auditors of the Company of year 2017 in attendance:

- Ms. Patamavan Vadhanakul from KPMG Phoomchai Audit Company

Legal Advisor of the Company in attendance:

- Ms. Yaowarote Klinboon from Hunton Andrews Kerth (Thailand) Co., Ltd.

Before the commencement of the meeting, in accordance with the agenda items specified in the notice calling for the meeting, the Meeting Facilitator informed the Meeting of the procedures of the shareholders' meeting, as follows:

1. 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. Apivut Thongkam, whose brief profile was attached No.7 to the meeting invitation letter.

2. Vote casting and counting of votes:

The procedures for vote casting at the shareholders' meeting of the Company shall be in accordance with Articles 35 and 36 under Chapter 6 of the Company's Articles of Association regarding "Shareholders' Meeting" attached to the notice calling for the meeting, which has been delivered to all shareholders. Articles 35 and 36 read as follows:

Article 35 "The chairman of the shareholder's meeting shall conduct the meeting in compliance with the law and the articles of association of the Company relating to meetings, and to follow the sequence of the agenda items stipulated in the notice calling for the meeting, unless the meeting passes a resolution by a vote of no less than two-thirds of the number of the shareholders attending the meeting allowing a change in the sequence of the agenda items."

Article 36 "The decisions made or resolutions passed at the shareholders' meeting shall be by a majority vote of the shareholders attending the meeting and casting their votes, whereby one share is equivalent to one vote. A shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on an election of directors. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote."

In voting at this Extraordinary General Meeting of Shareholders No. 3/2018, in the case that no shareholder votes against or are otherwise of any different opinion, it shall be deemed that the meeting unanimously resolves to approve the matter as proposed by the Chairman. In the case that a shareholder votes against or abstains from voting, he/she is required to raise his/her hand. A shareholder who votes against or abstains from voting shall cast his/her votes in the ballots provided to the shareholders at the registration of the meeting, and mark the votes in the ballots in accordance with each agenda item with his/her name affixed, and then the staff will collect the ballots for the purpose of vote counting. These procedures shall be applicable to all shareholders attending the meeting whether in person or by proxy and shall be announced by the Chairman for each agenda item. A shareholder will have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share is equivalent to one vote. In the event that a shareholder does not hand his/her ballots to the staff in attendance, the votes shall be deemed as approving the matter proposed.

3. Any vote cast or ballot marked in the following manner shall be considered invalid, and the Company will count such vote as abstention:

1) A ballot card that is filled in with more than one mark in the space provided;

2) A ballot card that casts a vote expressing a conflict of intent or a vote with no intent;

3) A ballot card with a vote that has been crossed out with no signature; and

Any shareholder who wishes to correct his/her vote on the ballot should cross out the existing vote on the ballot and affix his/her signature thereto. After the voting result of each agenda item is announced, it shall be deemed that the vote cast on such agenda item is final.

Preliminarily Proceedings:

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, acting as Chairman of the Meeting gave his opening remarks for the Extraordinary General Meeting of Shareholders No. 3/2018 and thanked the shareholders for giving their time to attend the meeting. He asked the shareholders to consider two important agenda items, including the agenda to consider and approve the Company's financial statements for the year 2017 and the agenda to consider and approve the increase of the number of the Company's directors from eight to 10, as well as the appointment of the two new directors to promote more efficient management of the Company.

The Chairman assigned the Meeting Facilitator to conduct the Meeting in accordance with the following agenda items.

Agenda Item 1: To consider and affirm the minutes of the Extraordinary General Meeting of Shareholders No. 2/2018 which was held on 19 June 2018.

The Meeting Facilitator informed the Meeting that the Secretary prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2018 held on June 19, 2018. The Board considered and certified its correctness. The Meeting Facilitator subsequently proposed the Meeting to consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2018 held on June 19, 2018, as enclosure number 1 to the meeting invitation letter.

The Chairman gave the shareholders an opportunity to raise questions and express their opinions.

Mr. Thamnoon Julmanichoti, a shareholder who attended the meeting in person, commented as follows:

1. Prior to the commencement of the Meeting, he proposed the Chairman brief the shareholders a summary of important issues.
2. The Minutes of the Meeting should clearly state the positions of directors, be it independent director, member of the audit committee, executive director or non-executive director.
3. The Minutes taker should affix his/her name on the left of a signature affixation page of the Minutes of the Meeting.

The Chairman thanked the shareholders for expressing their opinions on this agenda and agreed to consider the shareholders' proposals.

No additional shareholders raised questions or expressed opinions.

The Chairman asked the Meeting to consider and affirm the minutes of the Extraordinary General Meeting of Shareholders No. 2/2018 which was held on 19 June 2018.

The Meeting resolved with a majority votes by the shareholders attending the Meeting and entitled to vote, as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having the right to vote
Approved	1,685,905,937	100.00
Disapproved	100	-
Total Votes	**1,685,906,037**	**100.00**
Abstained	28,870,000	-
Voided ballots	-	-

Remark:

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

(2) During the consideration of this agenda item, there were 3 additional shareholders and/or proxy holders, holding 586,401 shares, attending the meeting. Therefore, there were 66 shareholders and proxy holders, holding 1,714,776,037 shares in total, attending the meeting.

Agenda Item 2: To consider and acknowledge the minutes of the Board of Directors and the operational results of the Company for the year 2017.

The Chairman invited Mr. Sirichai Chananum, Senior Vice President-Accounting, to report the Company's operating results for the year 2017.

Mr. Sirichai Chananum, Senior Vice President-Accounting, reported that the Company has released a report of the Company's operating results for the year 2017 and a report of the Board of Director's Responsibilities to the Financial Report for the year 2017, as detailed in the Company's Annual Report 2017. The Company's Annual Report 2017 was sent to the shareholders along with the meeting invitation letter. Additional information can be found in the Management Discussion and Analysis for the year 2017 detailed in the disclosure of annual information form (56-1), published in the Company's website since 27 September, 2018. However, he summarized the Company's operating results for the year 2017 as follows:

The consolidated financial statements of Nation Multimedia Group Public Company Limited and its subsidiaries ended 31 December, 2017 posted a net loss of 2,156.49 million baht, representing an increase of 83 percent compared to the same period of 2016 of 1,179.47 million baht (restated). Significant changes of the Group's operating results were summarized as follows:

1. Revenue from sales and services for the year 2017 was 1,809 million baht, decreasing by 11 percent when compared to the same period of 2016 of 2,022 million baht. The main reason for the fall was the economic slowdown, which brought down revenues from advertising sales by 10 percent and that of print media of pocket books, cartoons and children's books by 25 percent.

2. Costs and expenses for the year 2017 were 4,046.9 million baht, increasing by 31 percent when compared to the same period of 2016 of 3,286.9 million baht. The main reasons for the increase were:

- Cost of goods sold and services was 1,700 million baht, a decrease of 300 million baht or 15 percent when compared to the previous year of 2,000 million baht, which is in accordance with a decrease in revenue from sales and services.
- Distribution costs and administrative expenses for the year 2017 were 868 million baht, a decrease of 415 million baht or 32 percent, when compared to the year 2016 of 1,283 million baht. This resulted from the Company's subsidiaries' setting of an allowance for depreciation and writing off of publication licenses amounting 204.45 million baht in the second quarter of 2016, which is in line with the Company's restructuring plan.
- The subsidiaries and indirect subsidiaries recorded a loss from the depreciation of digital terrestrial television licenses and related assets at the amount of 1,479.09 baht. The recoverable amount was estimated based on the anticipated growth and discounted rate of cash flow, past experience of management teams of subsidiaries and indirect subsidiaries, business plans and future predictions that are believed to be reasonable.

In addition, the Group made adjusting entries and compared them with the book values of assets related to digital terrestrial television licenses, as well as edited financial statements retroactively. The Company's consolidated financial statements ended 31 December, 2017 recorded a decrease in accrued income of 690.80 million baht and an increase in deficit of 690.74 million baht. This affected the Company's operating results, with revenue from sales and services in the Comprehensive Profit and Loss Statement ended 31 December, 2017 decreasing by 75.73 million baht. As the Board of Directors cast doubt over records of advertising revenue in 2017 and earlier years, the Board launched an investigation into the accounting process and approaches used for recognizing advertising revenue of the Group. The Board found there were some doubtful amounts of advertising revenue and subsequently made adjustments and edited the Company's financial statements retroactively.

In conclusion, the Group's financial statements ended 31 December, 2017 reported a loss of 2,156.49 million baht, increasing from the year 2016, which recorded a loss of 1,179.47 million baht (restated).

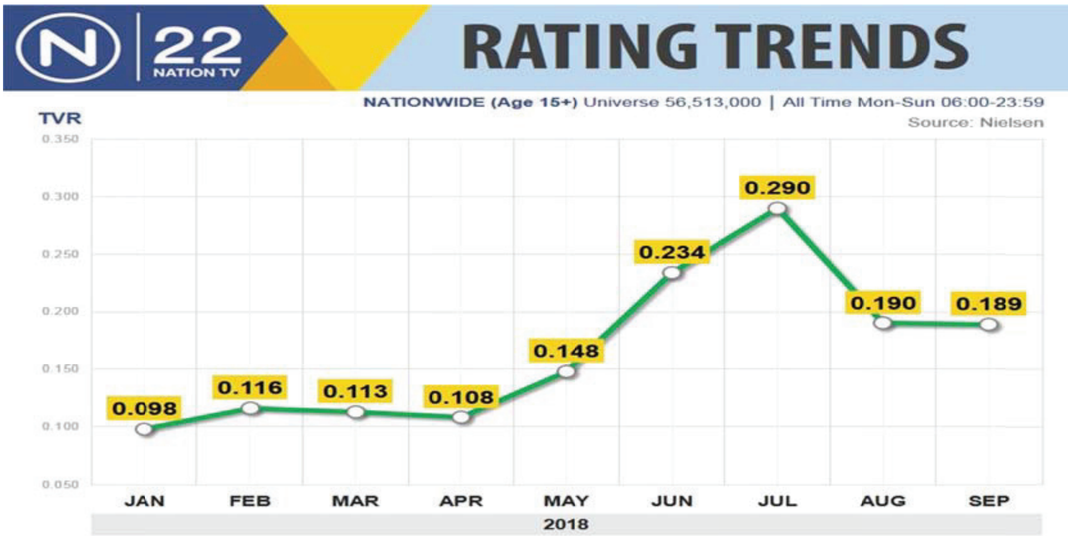
The Chairman invited Mr. Somchai Meesen, Chief Executive Officer, to report the operating results of the Company over the past nine months to the shareholders.

Mr. Somchai Meesen, Chief Executive Officer, said since the current Board has taken office from February 2018 for nine months, the Company has divested two subsidiaries for a total amount of 265.50 million baht. Nation U Co., Ltd., a subsidiary operating Nation University, was sold to Dr. Jirasak Jiyachan for the amount of 256.50 million baht. NML Co., Ltd., a subsidiary operating in the logistics business, was sold to SPP Intelligence Co., Ltd. at the amount of nine million baht. This was in compliance with the Company's restructuring plan to divest non-core businesses. In the past the Company had to subsidize the two companies by 5-30 million baht per year as they continuously suffered losses.

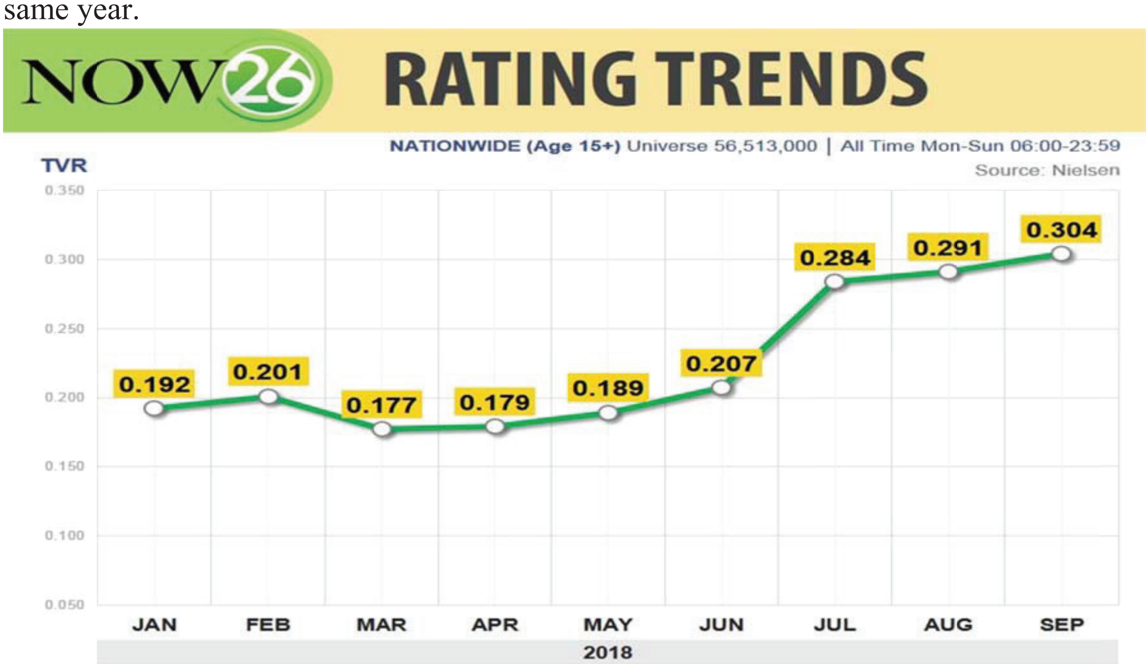
Operations of the Company's core businesses

Digital TV Business Nation TV 22 and NOW26 channels have continuously secured higher ratings as follows:

1. **Nation TV 22 Channel** In September 2018, the channel attracted 0.189 million viewers a day, compared to 0.098 million viewers a day in January of the same year. The channel recorded the highest number of 0.290 million viewers per day in July 2018, with special reports of the Mu Pa Academy team trapped in the Tham Luang cave in Chiang Rai province.



2. NOW26 Channel In September 2018, this variety channel attracted 0.304 million viewers a day, compared to 0.192 million viewers a day in January of the same year.



Event Business The Company has generated additional income by organizing various activities, such as seminars on stocks and the EEC project, held by Krungthep Turakij newspaper, and Nation Bike and Slow Life Bike in several provinces across the country, held by Nation TV. So far, the Company has earned 40 million baht in income, close to its annual income target of 50 million baht.

New Media Business or Digital Business has seen increasing numbers of viewers. With the current management's plan to boost the number of subscribers of the Group's new media platforms, the number of subscribers of Facebook, Twitter, YouTube, Line and

Instagram jumped from 18 million in March 2018 to 20 million in October of the same year, representing a growth rate of 11 percent.

Additionally, the Company has launched new websites since June 2018 to attract more viewers to the Nation Group's fan club and higher number of general viewers. These websites include Kom Chad Luek Tua Thai, Nation Tua Thai, Clip Ded Kom Chad Luek and Nation Clip Ded. Content in the sites are feeds from regional reporters who upload clips or post news by themselves.

Audio newspaper or i-News The Group will launch a Thai-language audio newspaper, starting with Krungthep Turakij newspaper, as a new channel to generate revenue at a time of declining print business. The audio newspaper will serve as a new alternative for consumers who do not have time to read the newspaper. It allows consumers to conveniently listen to an audio newspaper anytime and anywhere, which is in tune with today's technologically advanced era. Shareholders and people can subscribe to the audio newspaper by downloading an application via a mobile phone. i-News for Krungthep Turakij is expected to be in service from November 2018. Other newspapers of the Nation Group will also be available in the form of an audio newspaper in the future.

Social Media Management Service The Company plans to provide social media management services for organizations, such as the Land Bank Administration Institute, the Digital Government Development Agency and Daradaily.com. Contracts on service provision are being considered and progress of the project will be further reported to the shareholders.

1.

Ms. Patcharin Charnmetha, a shareholder who attended the meeting in person, asked how the company make a profit from organizing seminars on stocks as there are already several companies specialized in holding seminars on such topics.

Mr. Somchai Meesen, Chief Executive Officer, explained that the Company earned income from major sponsors of seminars on stocks, which are mostly SET-listed companies. In

2018, the Company organized seminars on stocks five times. The 6th seminar will be held on December 20, 2018 at the InterContinental Bangkok Hotel. For each seminar, the Company recorded an initial profit of around 70 percent, with no expenses on content, thanks to readily available information sources with its own news and media businesses. Organizing seminars has also raised brand awareness for Krungthep Turakij, Kom Chad Luek and The Nation newspapers among readers at a time of continuously declining print revenues.

Ms. Patcharin Charnmetha, a shareholder who attended the meeting in person, asked how much revenue was generated by the Company's organization of activities from January to September 2018? How much revenue was expected for the year?

Mr. Somchai Meesen, Chief Executive Officer, explained that the Company generated revenues of around 40 million baht from organizing activities related to NMG and print business (not including NBC) during a period of nine months. The Company expected total revenues of approximately 50 million baht for the year 2018.

No additional questions were raised by the shareholders.

The Chairman stated that as this agenda is for acknowledgement only, there will be no vote in this agenda.

Agenda Item 3: To consider and approve the financial statements for the fiscal year ended December 31, 2017

The Chairman informed the Meeting that the Company had prepared the financial statements of the Company and its subsidiaries for the year ended December 31, 2017, which have been audited by the auditors. The Audit Committee has reviewed and verified that the financial statements are accurate in substance and in compliance with financial reporting standards. The details are as shown in the Annual Report for the year 2017, sent to you with the invitation letter.

The Chairman gave the shareholders an opportunity to raise questions and express their opinions.

SubLt. Khwan Kamthongsuk, a proxy, asked about the Company's financial statements for the year 2017, in which the Company had previously stated that information about accrued income may be false and had ordered a re-audit. Since information in the financial statements is deemed to be correct, the shareholder proxy asked which company or agency had notified the Office of Securities and Exchange Commission and the Stock Exchange of Thailand to investigate any offender in this issue and what are the details of the case?

Mr. Somchai Meesen, Chief Executive Officer, clarified that the Company had sent the letter to the SEC since the new Board of Directors and management had checked the balance sheet for the previous 3 years, 2015-2017, and found unusually high revenue figures. It was noted from the balance sheet ending June 30, 2017 that the amount of outstanding receivables was 790 million baht, which was considered higher than the normal 50-60 million baht for the industry. The new Executive Board therefore set up a special working group to investigate parties related to the accounting and sales departments as well as other related parties, and unusual circumstances were encountered. The first investigation found a record of unusual accrued income amounting to 463 million baht and asked the auditor to re-examine the financial statements to ensure disclosure of the correct figures. The auditor found that the accrued income record was 496 million baht higher than the actual figure, which is why the

Company had to notify the SEC to take proceedings against any wrongdoers or related persons. The incorrect figures in the Company's financial statements inflated the Company's income figures, which is an unlawful act.

Mr. Disadech Hiranjirakhun, a shareholder who attended the meeting in person, said that he himself had made a complaint to the SEC as a shareholder who suffered damages as a result of the disclosure of potentially false information in the previous week. He had requested clarification from the SEC within two weeks on how any offenders would be dealt with. This is a matter of the ethical and corporate governance of the Company and would therefore ask the Chairman to inform responsible executives of the following:

1. Who is responsible for the potentially false information and how shall responsibility toward the shareholders be taken?

2. How will the Company deal with the persons involved in window dressing the 2017 Annual Accounts as published in the media and what were the losses involved?

3. Since I was one of the shareholders directly affected at the shareholders' meeting in 2015, when shareholders were barred from participating in the meeting, I have been obliged to follow progress on this issue continuously. I would like to know that for the Annual General Meeting of Shareholders for the year 2015, what company served as the legal advisor for the Company, since the legal advisor must have known that it was wrong to bar the shareholders from the meeting. How will the Company proceed?

4. Of the individuals whose names appeared in the media and who may have provided false information, some have already left the Company and some are still employed there. How will the Company restore confidence among the shareholders that this will not happen again?

The Chairman clarified that the Board of Directors and the current Executive Board will adhere to the law. During the period when the Executive Board commenced operations, unusual figures were encountered. However, the Board needed time to discover the facts of the issue and to clarify the revenue figures. This Company spent a considerable time checking the figures to ensure that the information in the financial statements for the year 2017 was correct and accurate. The Company has subsequently been able to issue the 2017 financial statements, which will help build confidence among the shareholders.

In addition, the Company will continue with legal proceedings against any wrongdoers. The Company's complaint filed with the SEC is currently being processed by the SEC and awaiting clarification. The Company requests shareholders to be confident that the Company will adhere to rules and the law, and also thanks members of the current management team for sacrificing their time to help the Company recover from the crisis and manage the situation in the best manner possible.

Mr. Vitoon Naluan, a shareholder who attended the meeting in person, noted that the Company's notification to the SEC to investigate possible wrongdoers is a matter for the law and the SEC, and the SEC will request information from the Company itself. The Company should have documentary evidence or witnesses to confirm details when the SEC requests information.

Mr. Thamnoon Julmanichoti, a shareholder who attended the meeting in person, proposed that Agenda Item 3 to consider and approve the financial statements be approved. However, for clarity, he recommended that the Company summarize the key figures of both the consolidated and the separate financial statements to the shareholders in the meeting.

Mr. Kitti Snidvongs Na Ayutthaya, a shareholder who attended the meeting in person, inquired about the name of the auditing firm and the reasons for errors in the audit for the third quarter 2017 accounts. He proposed that the Company consider blacklisting the audit firm.

The Chairman explained that the auditing company was KPMG Phoomchai Audit Limited. However, since the Company is responsible for providing information to the auditor, it is difficult to demonstrate and deficiencies on the part of the auditor. Nonetheless, the Company will continue with legal proceedings against any wrongdoers, in compliance with the law.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, stated that as a minority shareholder of NMG for nearly 10 years, he believed the Company should take legal action against anyone who brought damages to the Company, whether it be the auditor or directors of the Company that contributed to the damage. He also suggested the Meeting should consider whether the Company should itself prosecute or allow the SEC to proceed with legal action.

Mr. Vitoon Naluan, a shareholder who attended the meeting in person, suggested that in any investigation of wrongdoings that may have occurred, employees at the staff level should not be pursued since they are merely following the orders of their supervisors. On the contrary, those at the executive level should be liable since they are the ones that hold the necessary authority. It should be the executives who have the duty and authority to command. He also suggested that staff at the operational level should serve as witnesses.

The shareholders who attended the meeting asked whether the Company currently uses the same auditor or not and whether or not the audit fee for the year 2018 had been increased or not?

The Chairman explained that the resolution of the Annual General Meeting of Shareholders held on April 9, 2018 had approved the appointment of the previous auditor, KPMG Phoomchai Audit Ltd., as the auditor for the year 2018. For the re-audit of the questionable accrued income, the Company had requested KPMG Phoomchai Audit Limited to carefully review any related transactions once again and, based on their findings, was able to issue the 2017 financial statements. As Mr. Siriwat had proposed, the Company will take legal action in a straightforward manner against anyone involved in any wrongdoings. The present Board of Executives wishes to make this clear to all shareholders, and not to any particular group of shareholders, since every shareholder has the same rights and dignity.

No additional shareholders raised questions or expressed opinions.

The Meeting considered and approved the financial statements for the year ended December 31, 2017 with a majority of votes of the shareholders attending the meeting and casting their votes, as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having the right to vote
Approved	1,686,781,491	100.00
Disapproved	100	-
Total Votes	**1,686,781,591**	**100.00**
Abstained	29,001,600	-
Voided ballots	-	-

Remark:

(1) A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.

(2) During the consideration of this agenda item, there were 14 additional shareholders and/or proxy holders, holding 1,007,154 shares, attending the meeting. Therefore, there were 80 shareholders and proxy holders, holding 1,715,783,191 shares in total, attending the meeting.

Agenda Item 4: To consider and approve the suspension of dividend payment from the operational results of the year 2017 ended December 31, 2017

The Chairman informed the Meeting that Article 42 of the Company's Articles of Association specifying that "Dividends shall not be paid other than out of profits. The remaining profits from the dividend payment may be allocated as any reserves as the Board of Director deems appropriate. The Board of Directors may pay interim dividends to shareholders from time to time if deemed appropriate that the Company's profit is sufficient to do so and after the payment is made, a report shall be made to the subsequent shareholders' meeting for acknowledgement. The dividend payment shall be done within 1 month from the date on which the meeting of shareholders has approved its payment, or from the date on which the meeting of the Board of Directors has adopted such resolution. Written notice shall also be sent to shareholders and the publication of such dividend payment shall be made in a newspaper."

The dividend payment policy of the Company is to distribute not exceeding 65 percent of the net profit of the Company, depending on investment plans, necessity, and appropriateness in the future under the condition that such payment must provide best interests to the shareholders. From the operational result of the year 2017, the Company has net loss in the amount of Baht -2,378.35 million according to the consolidated financial statements for the fiscal year 2017 ended December 31, 2017 and in the amount of Baht -1,317.66 million according to separate financial statements. As a result, the Company is unable to pay dividends to the shareholders as specified the Articles of Association of the Company mentioned above.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

Mr. Thamnoon Julmanichoti, a shareholder who attended the meeting in person, proposed that summaries of the Company's operating results and the amount of deficit stated in the Company's separate financial statements and consolidated financial statements should be clearly detailed in the agenda to consider and approve the omission of dividend payments.

No additional questions were raised or opinions expressed by the shareholders.

The Meeting considered and approved the omission of a dividend payment for the Company's operating results for the year 2017, ended December 31, 2017. The Meeting resolved with a majority votes by the shareholders attending the Meeting and entitled to vote, as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having the right to vote
Approved	1,686,913,091	100.00
Disapproved	-	-
Total Votes	**1,686,913,091**	**100.00**
Abstained	28,870,100	-
Voided ballots	-	-

Remark:

A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 5: To consider and approve the increase of number of the Company's directors, from 8 to 10 directors and the appointment of 2 new directors

The Chairman asked the meeting to consider and approve:

5.1 The increase of the number of the Company's directors from eight to 10. The Board of Directors considered and agreed that to improve corporate governance, the Extraordinary General Meeting of Shareholders No. 3/2018 should consider and approve an increase in the number of the Company's directors from eight to 10.

5.2 The appointment of the two new directors:

1) Mr. Thanachai Santichaikul Position Independent director
2) Mr. Ka Ming Jacky Lam Position Director

Information about the two persons nominated to assume the position of directors is shown in the enclosure to the meeting invitation letter.

In this regard, the Board of Directors of the Company considered and viewed that 2 persons nominated to be elected as the new directors qualify and do not have any prohibited characteristics for being a director and/or independent director (as the case may be) of the Company as required in the Public Company Limited Act B.E. 2535 (as amended) and the Securities and Stock Exchanges Act B.E. 2535 (as amended) including any relevant notifications of the supervisory organizations in all respects.

Mr. Thamnoon Julmanichoti, a shareholder who attended the meeting in person, asked if the current number of eight directors is enough for the Company. How can the nominated directors help solve any emerging problems and develop the Company? He proposed that the two nominated directors express their visions to the meeting.

Mr. Phuwanart Na Songkla, a proxy of the Thai Investors Association, said he was not concerned about the qualifications of Mr. Thanachai Santichaikul. Rather, he was concerned about Mr. Thanachai's time allocation for the Company as Mr. Thanachai is simultaneously holding director positions in several organizations. So, appropriate time allocation for the Company might be taken into account as the Company still has numerous problems to be solved. He also questioned why votes of abstention were not counted in vote casting.

The Chairman asked a representative from the legal counseling firm to clarify.

Ms. Yaowarote Klinboon, a representative from the legal counseling firm, explained that "Article 36 under the Company Articles of Association stated that unless this Article or law stipulates otherwise, the decisions made or resolutions passed at the shareholders' meeting shall be by a majority vote of the shareholders attending the meeting and casting their votes, whereby one share is equivalent to one vote." Votes of abstention, thus, shall not be counted. This is in compliance with the Public Limited Company Act and decisions of the Department of Business Development of the Ministry of Commerce, stating that resolutions passed at the shareholders' meeting shall be by a majority vote of the shareholders attending the meeting and casting their votes. Counting of votes shall be made for shareholders attending the meeting and casting their votes. Only votes of approval and disapproval shall be counted, while votes of abstention shall not be counted.

No additional questions were raised by the shareholders

5.2 The Meeting considered and approved the increase of the number of the Company's directors from eight to 10. The Meeting resolved with a majority vote by the shareholders attending the Meeting and entitled to vote, as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having the right to vote
Approved	1,686,893,091	100.00
Disapproved	-	-
Total Votes	**1,686,893,091**	**100.00**
Abstained	28,890,100	-
Voided ballots	-	-

5.2.1 The Meeting considered and approved the appointment of Mr. Thanachai Santichaikul as Independent Director. The Meeting resolved with a majority votes by the shareholders attending the Meeting and entitled to vote, as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having the right to vote
Approved	1,685,913,091	99.94
Disapproved	1,000,000	0.06
Total Votes	**1,686,913,091**	**100.00**
Abstained	28,870,100	-
Voided ballots	-	-

5.2.2 The Meeting considered and approved the appointment of Mr. Ka Ming Jacky Lam as Director. The Meeting resolved with a majority of votes by the shareholders attending the Meeting and entitled to vote, as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having the right to vote
Approved	1,685,913,091	99.94
Disapproved	1,000,000	0.06
Total Votes	**1,686,913,091**	**100.00**
Abstained	28,870,100	-
Voided ballots	-	-

Remark:

A resolution of this agenda must be passed with a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 6 : Other businesses (if any)

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

Ms. Patcharin Charnmetha, a shareholder who attended the meeting in person, asked the following:

1. Following on from a query in the shareholders' meeting of June 19, 2018, the NMG-W3 rights warrant has been flagged SP and expired on June 19, 2018. Has the Company considered compensating holders of the NMG-W3 warrants? What progress has been made with this issue?

2. According to the 2017 annual financial statements, the Company's total assets amount to 4,000 million baht with land, plant and equipment of 1,462 million baht. Since the Company has sold its investment in Nation University, does the Company still have any land remaining to sell?

Mr. Somchai Meesen, Chief Executive Officer, explained that the Company has already disposed of two subsidiaries, namely, its investment in Nation U Co., Ltd. and its investment in NML Co., Ltd., as notified to shareholders. The Company is currently in the process of selling the land purchased more than 20 years ago. However, since the land is situated in an undesirable location for investors, no buyers have been found. There are around five land plots remaining to sell, as follows:

1. Land and buildings at Bangna-Trad Km 29.5.
2. Land at Bangna-Trad Km. 5.
3. Land and buildings at Haiya Subdistrict, Mueang District, Chiang Mai Province.
4. Land and buildings at Mueang Kao Subdistrict, Mueang District, Khon Kaen Province.
5. Land and buildings in Hat Yai District, Songkhla Province.

Concerning the NMG-W3 warrant, the Chairman explained that the Executive Committee would consider the possibility of further assisting the shareholders.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, praised the current Board of Directors for submitting the 2017 financial statements to the SET as promised to the shareholders. However, he asked when the SP flag on the Company's shares would be lifted?

Mr. Somchai Meesen, Chief Executive Officer, said the Company must first submit the financial statements for the first three quarters of 2018 to the SET.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, asked why the auditor from KPMG did not suspect any irregularities in the accrued income accounts, which increased successively over the period 2015-2017, and could this be considered a dereliction of duty under Section 157 or not? If investigations uncovered the falsification of figures the Company would be required to comply with the law. Why therefore does the Company continue to appoint the same auditor?

Mr. Somchai Meesen, Chief Executive Officer, said the current management team has investigated the case of unusual accrued income, which arose as a result of orders by executives at that time. The Company has filed a complaint with the SEC for further consideration.

The shareholders attending the meeting asked whether the SEC will prosecute or not?

The Chairman said that the Company has made a report on the irregularities found in the accrued income, which was sent to the SEC. It is the duty of the SEC to consider related laws pertaining to the matter. The new Executive Board has reviewed the Company's financial information and has significant doubts regarding the accrued income. Nonetheless, we feel we need to give the auditor a chance to re-examine all the details, and the auditor is familiar to us and understands the details of the matter. The company is good but the matter takes a long time. If another auditor is appointed, it may take even longer to complete the audit and the Company may not be able to submit its financial statements within the timeframe allowed by the SET. In that case, the Company might be flagged NC.

Mr. Vitoon Naluan, a shareholder who attended the meeting in person, asked whether or not any apartments obtained through barter agreements by the former executives were still left unsold and, if they had been sold, whether there had been any resulting losses or not?

Mr. Somchai Meesen, Chief Executive Officer, explained that the new executive team had ordered the cancellation of barter agreements for apartments. Those apartments obtained through barter by the previous executives were currently being managed as assets. So far, four apartment units had been sold, however losses had been made as the initial barter prices were high.

Ms. Patcharin Charnmetha, a shareholder who attended the meeting in person, asked how the Company plans to lower its accumulated loss in the consolidated financial statements of approximately 3,556 million baht and the shareholders' equity of 134 million baht? Even if the Company is able to lift the SP flag on the shares, it will still be flagged "C" since shareholders equity is less than 50 percent of its paid-up capital. In the future, will the shareholders equity become negative?

The Chairman said that the Company will continue to consider appropriate actions.

No additional questions were raised by the shareholders.

The Chairman thanked the shareholders for their suggestions and informed the meeting that the activities being undertaken by the current Board of Directors will remain in compliance with the law and every effort will be made to reverse the crisis that the Company is passing through. He declared the meeting adjourned at 4.10 pm.

-Signature-

Signed________________________Chairman of the Meeting

(Mr. Marut Arthakaivalvatee)

Minutes reviewed by

-Signature-

Signed________________________Corporate Secretary

(Ms. Mathaya Osathanond)

-Signature-

Signed________________________Assistant Corporate Secretary

(Ms. Saowaluk Chotrungrot)

Minutes Taker

Attached Document No.2

Rules and procedures for nomination of directors

Nomination of Directors

The Company’s Board of Directors has the opinion that the nomination of directors and consideration of directors' remuneration for media businesses is important. The company has the policy to require Nomination and Remuneration Committee of the Company ("Nomination Committee") to be responsible for screening the nomination of directors and determining remuneration for directors and sub-committees. The Nomination Committee is responsible for nominating suitable persons to replace directors who have completed their terms. The Nomination Committee applies using the appropriate number of structures and the composition of the Board of Directors, including the appropriateness of size, types, and complexity of businesses in recruiting and nominating the right person. The nominated person must possess sound knowledge, experience and expertise qualified to be a director, an independent director of the Company and sub-committee. The Nomination Committee also considers the remuneration for directors and sub-committees of the company by benchmarking from the same industry and the average remuneration based on the similar business size. In addition, the Nomination Committee considers business expansion and profit growth of the company for consideration to propose the opinions to the Board of Directors for further approval at the shareholders' meeting.

In the year 2019, the Company provides opportunities for minority shareholders to nominate a person to be a director by nominating through the Board of Directors before the Annual General Meeting of Shareholders from November 23, 2018, to January 23, 2019, with the information for consideration of the qualifications and the consent of the nominee. The result showed that no shareholder nominated a person to be a director of the company.

Attached Document No.3

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

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

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

10. Shall not have any other characteristic which prevents them form being able to give independent opinions on the management of the company.

Attached Document No.4

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

Name : Mr. Somchai Meesen

Position : Director

Age : 50 years

Address: 29/19, Lanna City Park Village, Soi 7, Pa Tan Road, Mueang District, Chiang Mai Province 50300

Education Qualification:

- Master of Political Science (Politics), Thammasart University
- Bachelor of Arts (History), Chiang Mai University

Training Course (s):

- **N/A** -

Experience:

Position held in other listed companies

Jan 3,2018 – Present	Director and Executive Director and Chief Executive Officer Nation Multimedia Group Plc.
Mar 15,2018 – Present	Director Nation International Edutainment Plc.
2007 – Present	Chairman of the Board of Directors Max Metal Corporation Plc.
Feb 15,2018 – Jan 14, 2019	Director and Vice Chairman of the Board of Director Nation Broadcasting Corporation Plc.
Jan 13, 2017 – Jun 21, 2018	Director AQ Estate Plc.

Position held in other non- listed companies

Jan 2017 – Present	Director - AQ Village Co., Ltd.
Jan 2017 – Present	Director - Aquarius Estate Co., Ltd.
Jan 2017 – Present	Director - Baan Chidtara Co., Ltd.
Mar 2017 – Present	Director - Aquarius Hotels and Resorts Co., Ltd.
1994 – 2014	Independent radio operator

No. of Shares Held as at February 8, 2019

- None -

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

Holding the post of the Company's Director	The Meeting Attendance in 2018			
As of December 31, 2018	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
1 Year (Appointed as a director since January 3 , 2018)	16/16	N/A	1/1	3/3

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	No.	Number	No.	Type of Director
2	- Director Nation International Edutainment Plc. - Chairman of the Board of Directors Max Metal Corporation Plc.	4	- Director AQ Village Co., Ltd. - Director Aquarius Estate Co., Ltd. - Director Baan Chidtara Co., Ltd. - Director Aquarius Hotels and Resorts Co., Ltd.	-	-

Type of Nominated Director: Director

Attached Document No.4

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

Name : Ms. Warangkana Kalayanapradit

Position : Director

Age : 59 years

Address : 301/177 Soi Ramkhamhaeng 68 (Suphaphong),
Hua Mak District, Bang Kapi District, Bangkok 10240

Education Qualification:

- Master of Art in Political Science, Ramkhamhaeng University
- Bachelor of Business Administration (Accounting), Ramkhamhaeng University

Training Course (s):

Thai Institute of Directors

- Director Certification Program (DCP) No.113/2009
- Company Secretary Program (CSP) No.1/2002

Experience:

Position held in other listed companies (3 Company)

Oct 9, 2018 – Present	Director, Executive Director and Assistant Chief Executive Officer Nation Multimedia Group Plc.
2014 – Present	Independent Director and Member of the Audit Committee Salee Printing Plc.
Jan 17, 2018 – Oct 9, 2018	Independent Director and Member of the Audit Committee Nation Multimedia Group Plc.
2017 –Mar 2019	Consultant Stonehenge Plc.

Position held in other non- listed companies

2016 – Present	Director - Chalermpat Transport Co., Ltd.
2016 – 2017	Financial Accounting Consultant - CTV Chon Co., Ltd.

No. of Shares Held as at February 8, 2019

- 2,670 shares

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

Holding the post of the Company's Director	**The Meeting Attendance in 2017**			
As of December 31 , 2018	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
1 Year (Appointed as a director since January 17, 2018)	15/15	3/3	1/1	3/3

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	No.	Number	No.	Type of Director
1	- Independent Director and Member of the Audit Committee Salee Printing Plc.	1	- Director Chalermpat Transport Co., Ltd.	-	-

Type of Nominated Director: Director

Attached Document No.4

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

Name : Ms.Salinee Wangtal

Position: Indepentdent Director

Age : 65 years

Address: 199/9 Soi 16, Sukhumvit Road, Khlong Toei District, Bangkok 10110

Education Qualification:

- Master in Finance & International Business, Columbia University, U.S.A
- Bachelor of Accounting (Second Class Honor), Faculty of Commerce and Accountancy, Chulalongkorn University

Training Course (s):

Harvard University, U.S.A

- Advance Management Program

Thai Institute of Directors Association

- Role of Chairman Program class 36/2015

Experience:

Position held in other listed companies

Apr 10, 2018 – Present	Independent Director Nation Multimedia Group Plc.
2014 – Present	Director MBK Life Assurance Plc.
2001 – 2003	Deputy Managing Director TMB Bank Plc.

Position held in other non- listed companies

2017 – Present	Independent Director and Chairman of the Audit Committee SCB Asset Management Company Limited
2016 - Present	Director Public Warehouse Organization
2015 – Sep, 2017	Director Office of Small and Medium Enterprise Promotion

2014 – 2016	Chairman of the Board of Director Small and Medium Enterprise Development Bank of Thailand
2011 - 2014	Assistant Governor - Supervision Group Bank of Thailand

No. of Shares Held as at February 8, 2019

- N/A -

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	-None-
3.Having business relationship	-None-

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

Holding the post of the Company's Director	The Meeting Attendance in 2017			
As of December 31 , 2018	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
9 Month (Appointed as a director since April 10, 2018)	11/11	N/A	1/1	2/3

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	No.	Number	No.	Type of Director
1	- Director MBK Life Assurance Plc.	2	- Independent Director and Chairman of the Audit Committee SCB Asset Management Company Limited - Director Public warehouse Organization	-	-

Type of Nominated Director: Independent Director

Attached Document No.4

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

Name : Mr. Chaiyasit Puvapiromquan

Position : Independent Director and Member of the Audit Committee

Age : 76 years

Address: 1059 Soi On Nut 46, Suan Luang Subdistrict,
Suan Luang District, Bangkok 10250

Education Qualification:

- Master of Political Science, Sukhothai Thammathirat Open University
- Bachelor of Science Physics, Srinakarinwirot Universty

Training Course (s):

Thai Institute of Directors Association (IOD)

- Directors Accreditation Program (DAP) 2015

King Prajadhipok's Institute

- Advanced Certificate Course in Management of Public Economics

Experience:

Position held in other listed companies

Sep 28, 2018 – Present	Independent Director and Member of the Audit Committee Nation Multimedia Group Plc.
2011 – Present	Director Master Ad Plc.

Position held in other non- listed companies

2012 - Present	Audit Committee and Evaluation Bansomdejchaopraya Rajabhat University

No. of Shares Held as at February 8, 2019

- N/A -

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	-None-
3.Having business relationship	-None-

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

Holding the post of the Company's Director	The Meeting Attendance in 2017			
As of December 31 , 2018	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
1 Years 3 Months (Appointed as a director since September 28, 2017)	14/16	5/5	1/1	3/3

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	No.	Number	No.	Type of Director
1	- Director Master Ad Plc.	1	- Audit Committee and Evaluation Bansomdejchaopraya Rajabhat University	-	-

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

Attached Document No.5

Agenda Item 7
Brief profiles of the persons being nominated as auditor for the year 2019

2018	**2019** **(Proposed Year)**
KPMG Phoomchai Audit Ltd.	**KPMG Phoomchai Audit Ltd.**
1. Mrs.Sasithorn Pongadisak Registration No. 8802 2. Ms.Marisa Tharathornbunpakul Registration No. 5752 3. Mr.Thanit Osathalert Registration No. 5155	1. Mrs.Sasithorn Pongadisak Registration No. 8802 2. Ms.Marisa Tharathornbunpakul Registration No. 5752 3. Mr.Thanit Osathalert Registration No. 5155
Ms.Sasithorn Pongadisak the Auditor who has affixed his signature to certify the Company's financial statement in 2018 **(for the first year)**	Ms.Sasithorn Pongadisak the Auditor who has affixed his signature to certify the Company's financial statement in 2019 **(for the second year)**
Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 5,050,000 Baht. (excluding NBC&NINE) (The audit fee of the Company is THB 2,700,000).	Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 4,480,000 Baht. (excluding NBC) (The audit fee of the Company is THB 2,700,000).
In 2018, the company paid additional fees to the auditor for additional checks of significant accrued income that occurred from 2015-2017 that affected the financial statements for the year 2017 in the amount of 1,600,000 Baht.	As for other service charges, the Company and its subsidiary 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

Agenda Item 7

Details about the persons being nominated as auditors for the year 2019

General Information

Name-Surname : Mrs. Sasithorn Pongadisak

Nationality : Thai

Work Place : KPMG Phoomchai Audit Ltd.

Period of employment : 18 years

Position : Partner, Audit

Education Qualification:

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

Membership in Professional Organizations:

- Member of the Federation of Accounting Professions of Thailand
- Certified Public Accountant of Thailand
- Licensed CPA approved by Thai Securities Exchange Commission

Experience:

- Audit Partner, KPMG Phoomchai Audit Ltd.
- Joined the Firm since 2001

Attached Document No.6

Articles of Association of the Company, Chapter 6 on shareholders' meeting
Nation Multimedia Group Public Co., Ltd.

29. The Board of Directors shall call for an annual ordinary meeting of shareholders within 4 months from the end of the accounting period of the Company. Shareholder's meeting other than this shall be called extraordinary meetings.

The Board of Directors may call for an extraordinary meeting of shareholders at any time as it may deem appropriate. A shareholder or shareholders, holding the total shares of not less than 10 percent of the total number of sold shares, may subscribe their names in a letter requesting for the Board of Directors to call for an extraordinary meeting of shareholders at any time, but the matter and the reason of the calling for the meeting must be clearly specified in the letter. In such case, the Board of Directors must hold the meeting, as requested by the shareholder(s), within 45 days from the date of receiving the letter from the shareholder(s).

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

In the event that it appears that in any meeting that held as a result of the shareholders in the third paragraph, the number of the shareholders attending the meeting does not constitute a quorum, as prescribed in Article 33. of this Articles of Association, the shareholder(s) in the third paragraph must jointly responsible for the expenses incurred from the holding the meeting to the Company.

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.

Attached Document No.7

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

1. Cases in which a shareholder attends a meeting in person

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

2. Appointing a proxy:

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

Required documents for appointing a proxy:

- **In cases in which the shareholder is an individual with Thai nationality**:

  A certified copy of the identity card or state official identity card of the person appointing the proxy is required.

- **In cases where the shareholder is an individual with foreign nationality**:

  A certified copy of the alien identity card or passport or a document issued as a substitute for the passport of the person appointing the proxy is required.

- **In cases where the shareholder is a juristic person:**

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

- **Foreign juristic person:** The authorized person shall sign his/her name and affix the company seal (if any) in the proxy form attached with a certified copy of the passport of the authorized person.
- **In cases where a fingerprint** is affixed instead of a signature, the left thumb shall be used with a statement "the fingerprint of the left thumb of…..". The fingerprint must be affixed in the presence of two witnesses and certified. A certified copy of the identity card or state official identity card of the witness must be attached.
- In an 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 THAT shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appoint a proxy., it is required to present the following documents:

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

- **Documents from shareholder**
  1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
  2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.

3) Copy of a valid identification card or government officer card or driving license or passport (in the case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.

Documents from proxy

The following documents need to be presented by proxies: Valid identity card or government officer card (originals only), or valid passport (in the case of foreign shareholders) of the proxy, together with copies of all the documents duly certified true and correct by the proxy.

4) **In cases in which a shareholder is deceased:**

The estate administrator can attend the meeting in person or by proxy, provided that a court order appointing the estate administrator is presented. The court order must be signed by the authorized person within six months before the meeting date.

5) **In cases in which a shareholder is a minor:**

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

6) **In cases in which a shareholder is an incompetent or quasi-incompetent person:**

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

Registration:

Registration shall start one hour before the meeting time or at 13.00 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.

Attached Document No.8

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

Name : **Mr. Apivut Thongkam**

Position : **Independent Director and Chairman of the Audit Committee**

Age : 57 Years

Address : 27 Soi Inthamara 37, Din Daeng, Din Daeng, Bangkok, 10400

Education Qualification:

- Master of Laws, American University, USA
- Master of Comparative Law, Howard University, USA
- Thai Bar Association
- Bachelor of Laws, Ramkhamhaeng University

Training Course (s):

Thai Institute of Directors Association (IOD)

- Director Certification Program Course (DCP) Class 89/2007
- Chartered Director Class Course (CDC), Class 3/2008

World Intellectual Property Organization, Switzerland

- Diploma in Intellectual Property

Criminal Justice School, Michigan

- Diploma in Computer Crime Trends and Crime, School of Criminal

Thammasat Association under the Royal Patronage

- Executive Diploma Program "Thammasart for Society" 7th class
- Diploma in Executive Course "Senior Executives of Thammasart Golf Course for Society" 2nd class

National Defence College National Defense Studies Institute

- Diploma of Advance Security Management Prohram, Class 6
- Nation Defense Collage, NationInstitute of Defense [Wor Por Or class 54 (Por Ror Or class 24)]

Ministry of Justice

- Training in techniques of negotiation, dispute settlement and crisis resolution, class 1, Ministry of Justice

Dharmniti Seminar and Training Co., Ltd.

- High-level tax accounting seminars for lawyers and businessmen, Class 1 Central Tax Court

Denpasa, Indonesia

- High-level tax accounting seminars for lawyers and businessmen, Class 1 Central Tax Court

Lead Business Institute of Cornell University

- Diploma of Global Business Leaders and Lead Business Institute of Cornell University 1/2016

Experience

Present	Independent Director and Chairman of The Audit Committee Nation Multimedia Group Plc.
Present	Independent Director and Chairman of the Audit Committee Eternal Energy PLC.

No. of Shares Held as at February 8, 2019

- 1,000 Shares

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	-None-
3.Having business relationship	-None-

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	No.	Number	No.	Type of Director
1	- Independent Director and Chairman of the Audit Committee Eternal Energy Plc.	-	-	-	-

Attached Document No. 10

(ปิดอากรแสตมป์ 20 บาท)

(affix duty stamp 20 baht)

หนังสือมอบฉันทะ (แบบ ก)

Proxy Form A

เขียนที่ ______________________________

Written at

วันที่ ______เดือน__________พ.ศ.________

Date Month Year

(1) ข้าพเจ้า.____สัญชาติ____________________________________

I/We nationality

อยู่บ้านเลขที่____

Address

(2) เป็นผู้ถือหุ้นของ **บริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)**

being a shareholder of Nation Multimedia Group Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม______________________หุ้น และออกเสียงลงคะแนนได้เท่ากับ___________________เสียง ดังนี้

holding the total amount of shares and have the rights to vote equal to votes as follows:

☐ หุ้นสามัญ____________________________หุ้น ออกเสียงลงคะแนนได้เท่ากับ _________________________เสียง

ordinary share shares and have the right to vote equal to votes

☐ หุ้นบุริมสิทธิ____________________________หุ้น ออกเสียงลงคะแนนได้เท่ากับ _________________________เสียง

preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

☐ 1. ชื่อ _____________________________________ อายุ _____________ปี อยู่บ้านเลขที่ ______________________

Name Age years, residing at

ถนน _____________________ตำบล/แขวง _______________________ อำเภอ/เขต ____________________________

Road Tambol/Khwaeng Amphur/Khet

จังหวัด _______________________________รหัสไปรษณีย์ ___________________ **หรือ**

Province Postal Code **or**

☐ 2. ชื่อ _____________________________________ อายุ _____________ปี อยู่บ้านเลขที่ ______________________

Name Age years, residing at

ถนน _____________________ตำบล/แขวง _______________________ อำเภอ/เขต ____________________________

Road Tambol/Khwaeng Amphur/Khet

จังหวัด _______________________________รหัสไปรษณีย์ ___________________

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) ในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม

ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงค์ทาวเวอร์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the General Meeting of Shareholders 2019 of Nation Multimedia Group Public Company Limited on 26 April 2019 at 2.00 p.m. at the Conference Room, 9B Floor, Interlink Tower (the Company's bulding), Debaratna Road , Bangna-Tai Subdistrict, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ / Signed .... ผู้มอบฉันทะ / Grantor

(..)

ลงชื่อ / Signed .... ผู้รับมอบฉันทะ / Proxy

(..)

ลงชื่อ / Signed .... ผู้รับมอบฉันทะ / Proxy

(..)

ลงชื่อ / Signed .... ผู้รับมอบฉันทะ / Proxy

(..)

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

Attached Document No. 10
(ปิดอากรแสตมป์ 20 บาท)
(affix duty stamp 20 baht)

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

เขียนที่ ______________________________
Written at

วันที่ ______เดือน__________พ.ศ.________
Date Month Year

(1) ข้าพเจ้า.____สัญชาติ______________________________
I/We nationality
อยู่บ้านเลขที่____
Address

(2) เป็นผู้ถือหุ้นของ **บริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)**
being a shareholder of Nation Multimedia Group Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม____________________หุ้น และออกเสียงลงคะแนนได้เท่ากับ__________________เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:
☐ หุ้นสามัญ___________________________หุ้น ออกเสียงลงคะแนนได้เท่ากับ ______________________เสียง
ordinary share shares and have the right to vote equal to votes
☐ หุ้นบุริมสิทธิ__________________________หุ้น ออกเสียงลงคะแนนได้เท่ากับ ______________________เสียง
preference share shares and have the right to vote equal to votes

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

☐ 1. ชื่อ นายอภิวุฒิ ทองคำ อายุ 57 ปี อยู่บ้านเลขที่ 27 ซ.อินทามระ 37
Name Mr. Apivut Thongkam , Independent Director, Age 57 years, residing at 27 Soi Inthamara 37
ถนน - ตำบล/แขวง ดินแดง อำเภอ/เขต ดินแดง
Road Tambol/Khwaeng Amphur/Khet
จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10400 **หรือ**
Province Postal Code **or**

☐ 2. ชื่อ ________________________________ อายุ __________ปี อยู่บ้านเลขที่ ____________________
Name Age years, residing at
ถนน __________________ตำบล/แขวง ____________________ อำเภอ/เขต _________________________
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____________________________รหัสไปรษณีย์ __________________
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงค์ทาวเวอร์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone to be above shall be my/our proxy holder to attend and vote on my/our behalf at the General Meeting of Shareholders on 26 April 2019 at 2.00 p.m. at the Conference Room, 9B Floor, Interlink Tower (the Company's bulding), Debaratna Road , Bangna-Tai Sub-District, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

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

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my intention as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 3/2561 ซึ่งประชุมเมื่อวันที่ 31 ตุลาคม 2561

Agenda 1 To consider and endorse the minutes of the Extraordinary General Meeting of Shareholders No. 3/2018 held 31 October 2018.

❑ เห็นด้วย ____________เสียง ❑ ไม่เห็นด้วย_________เสียง ❑ งดออกเสียง_________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2561

Agenda 2 To consider acknowledge the Company's operating results for the year 2018.

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณาอนุมัติและรับรองงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2561

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

-งดการพิจารณาในวาระนี้-
Abstain this agenda

วาระที่ 4 พิจารณาอนุมัติการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2561

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

❑ เห็นด้วย ____________เสียง ❑ ไม่เห็นด้วย_________เสียง ❑ งดออกเสียง_________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5 To consider and approve the appointment of directors to replace those who retired by rotation.

❑ เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด______________________เสียง
Approve the election of the entire Board of Directors,

❑ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้
Approve the election of the individual directors as follows:

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

❑ เห็นด้วย ___________เสียง ❑ ไม่เห็นด้วย___________เสียง ❑ งดออกเสียง_____________เสียง
Approve votes Disapprove votes Abstain votes

5.2 ชื่อกรรมการ : นางวรางคณา กัลยาณประดิษฐ

Name of Director : Ms. Warangkana Kalayanapradit

❑ เห็นด้วย ____________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง______________เสียง
Approve votes Disapprove votes Abstain votes

5.3 ชื่อกรรมการ : นางสาลินี วังตาล

Name of Director : Ms. Salinee Wangtal

❑ เห็นด้วย ____________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง______________เสียง
Approve votes Disapprove votes Abstain votes

5.4 ชื่อกรรมการ : นายชัยสิทธิ์ ภูวภิรมย์ขวัญ

Name of Director : Mr. Chaiyasit Puvapiromquan

❑ เห็นด้วย ____________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง______________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการและกรรมการชุดย่อยของบริษัทฯ ประจำปี 2562

Agenda 6 To consider determining the remuneration of directors and sub-committee of the company for the year 2019.

❑ เห็นด้วย ____________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง______________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2562

Agenda 7 To consider appointing the auditors and the determining the auditor's remuneration for the year 2019.

❑ เห็นด้วย ____________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง______________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณาให้ความเห็นชอบการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2558

Agenda 8 To consider appointing the auditors and determining the auditor's remuneration for the year 2015.

❑ เห็นด้วย ____________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง______________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 Consider other matters (if any)

❑ เห็นด้วย ____________เสียง ❑ ไม่เห็นด้วย______________เสียง ❑ งดออกเสียง____________เสียง
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ..ผู้มอบฉันทะ

(..)

Signed Appointer

ลงชื่อ..ผู้รับมอบฉันทะ

(..)

Signed Proxy

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Remarks:

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)

A proxy is granted by a shareholder of Nation Multimedia Group Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงค์ทาวเวอร์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนา-ใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the General Meeting of Shareholders on April 26, 2019 at 2.00 pm., at the Conference Room, 9B Floor, Interlink Tower (the Company's bulding), Debaratna Road , Bangna-Tai Sub-District, Bangna District, Bangkok 10260, or such other date, time and place as the meeting may be held.

❑ **วาระที่** ________________ **เรื่อง** ____

Agenda item no. Re :

❑ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

❑ **วาระที่** ________________ **เรื่อง** ____

Agenda item no. Re :

❑ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

❑ **วาระที่** ________________ **เรื่อง** ____

Agenda item no. Re :

❑ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

❑ **วาระที่** ________________ **เรื่อง** ____

Agenda item no. Re :

❑ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

Attached Document No. 10

(ปิดอากรแสตมป์ 20 บาท)

(affix duty stamp 20 baht)

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

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

เลขทะเบียนผู้ถือหุ้น__________________________
Shareholder registration number

เขียนที่______________________________
Written at

วันที่______เดือน_________พ.ศ. ________
Date Month Year

(1) ข้าพเจ้า____________________________สัญชาติ ________________ อยู่เลขที่ ____________________ ซอย _________
I/We Nationality Residing/located at no. Soi

ถนน______________ตำบล/แขวง__________________ อำเภอ/เขต___________________จังหวัด__________________
Road Tambol/Kwaeng Amphur/Khet Province

รหัสไปรษณีย์_______________________
Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ_______________________________________
As the custodian of

ซึ่งเป็นผู้ถือหุ้นของ**บริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)** (“**บริษัท**”)
Being a shareholder of **Nation Multimedia Group Public Company Limited (“Company”)**

โดยถือหุ้นจำนวนทั้งสิ้นรวม______________________หุ้น และออกเสียงลงคะแนนได้เท่ากับ____________________เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to votes as follows:

❑ หุ้นสามัญ__________________________หุ้น ออกเสียงลงคะแนนได้เท่ากับ ________________________เสียง
ordinary share shares and have the right to vote equal to votes

❑ หุ้นบุริมสิทธิ________________________หุ้น ออกเสียงลงคะแนนได้เท่ากับ ________________________เสียง
preference share shares and have the right to vote equal to votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

❑ 1. ชื่อ _____________________________________ อายุ ____________ปี อยู่บ้านเลขที่ ______________________
Name Age years, residing at

ถนน __________________ตำบล/แขวง ______________________ อำเภอ/เขต ___________________________
Road Tambol/Khwaeng Amphur/Khet

จังหวัด ______________________________รหัสไปรษณีย์ ___________________
Province Postal Code

หรือ /or

ชื่อ _____________________________________ อายุ ____________ปี อยู่บ้านเลขที่ ______________________
Name Age years, residing at

ถนน __________________ตำบล/แขวง ______________________ อำเภอ/เขต ___________________________
Road Tambol/Khwaeng Amphur/Khet

จังหวัด ______________________________รหัสไปรษณีย์ ___________________

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

❑ 2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ

Appoint any one of the following members of the Independent Directors of the Company

นายอภิวุฒิ ทองคำ Mr. Apivut Thongkam

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 8. ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2562)

(Details of members of the Independent Directors of the Company are specified in Enclosure 8. of the Notice of the General Meeting of Shareholders 2019)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

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

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม ประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงค์ทาวเวอร์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders on April 26, 2019 at 14.00 hrs, at Conference Room, 9B Floor, Interlink Tower (the Company's bulding), Debaratna Road , Bangna-Tai Sub-District, Bangna District, Bangkok 10260, or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We grant my/our proxy to attend this Meeting and cast votes as follows:

❑ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

❑ มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:

❑ หุ้นสามัญ____________________หุ้น และมีสิทธิออกเสียงลงคะแนนได้______________เสียง

ordinary share shares and have the rights to vote equal to votes

❑ หุ้นบุริมสิทธิ______________________หุ้น และมีสิทธิออกเสียงลงคะแนนได้_________________เสียง

preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด____________________เสียง

Total voting right votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 3/2561 ซึ่งประชุมเมื่อวันที่ 31 ตุลาคม 2561

Agenda 1 To consider and endorse the minutes of the Extraordinary General Meeting of Shareholders No. 3/2018 held 31 October 2018.

❑ เห็นด้วย ____________เสียง ❑ ไม่เห็นด้วย_________เสียง ❑ งดออกเสียง_________เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2561

Agenda 2 To consider acknowledge the Company's operating results for the year 2018.

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณาอนุมัติและรับรองงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2561

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

-งดการพิจารณาในวาระนี้-

Abstain this agenda

วาระที่ 4 พิจารณาอนุมัติการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2561

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

❑ เห็นด้วย ____________เสียง ❑ ไม่เห็นด้วย_________เสียง ❑ งดออกเสียง_________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5 To consider and approve the appointment of directors to replace those who retired by rotation.

❑ เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด________________________เสียง
Approve the election of the entire Board of Directors,

❑ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้
Approve the election of the individual directors as follows:

5.1 ชื่อกรรมการ : นายสมชาย มีเสน

Name of Director : Mr. Somchai Meesen

❑ เห็นด้วย ___________เสียง ❑ ไม่เห็นด้วย___________เสียง ❑ งดออกเสียง______________เสียง
Approve votes Disapprove votes Abstain votes

5.2 ชื่อกรรมการ : นางวรางคณา กัลยาณประดิษฐ

Name of Director : Ms. Warangkana Kalayanapradit

❑ เห็นด้วย ___________เสียง ❑ ไม่เห็นด้วย___________เสียง ❑ งดออกเสียง_____________เสียง
Approve votes Disapprove votes Abstain votes

5.3 ชื่อกรรมการ : นางสาลินี วังตาล

Name of Director : Ms. Salinee Wangtal

❑ เห็นด้วย ___________เสียง ❑ ไม่เห็นด้วย___________เสียง ❑ งดออกเสียง_____________เสียง
Approve votes Disapprove votes Abstain votes

5.4 ชื่อกรรมการ : นายชัยสิทธิ์ ภูวภิรมย์ขวัญ

Name of Director : Mr. Chaiyasit Puvapiromquan

❑ เห็นด้วย ___________เสียง ❑ ไม่เห็นด้วย___________เสียง ❑ งดออกเสียง_____________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการและกรรมการชุดย่อยของบริษัทฯ ประจำปี 2562

Agenda 6 To consider determining the remuneration of directors and sub-committee of the company for the year 2019.

❑ เห็นด้วย ___________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง_____________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2562

Agenda 7 To consider appointing the auditors and the determining the auditor's remuneration for the year 2019.

❑ เห็นด้วย ___________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง_____________เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณาให้ความเห็นชอบการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2558

Agenda 8 To consider appointing the auditors and determining the auditor's remuneration for the year 2015.

❑ เห็นด้วย ___________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง_____________เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 Consider other matters (if any)

❑ เห็นด้วย ___________เสียง ❑ ไม่เห็นด้วย______________เสียง ❑ งดออกเสียง____________เสียง

Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

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

(...…………………...……………………)

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

(...…………………...……………………)

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

(...…………………...……………………)

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

(...…………………...……………………)

หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

   This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

   The documents needed to be attached to this Proxy form are:

   (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

   Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf

   (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

   Document confirming that the person who signed the proxy form is permitted to operate the custodian business

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

   The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

4. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

   In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)

A proxy is granted by a shareholder of Nation Multimedia Group Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงค์ทาวเวอร์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders on April 26, 2019 at 2.00 pm., at the Conference Room, 9B Floor, Interlink Tower (the Company's bulding), Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260, or such other date, time and place as the meeting may be held.

☐ **วาระที่** ________________ **เรื่อง** ____

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ____________________ เสียง ☐ ไม่เห็นด้วย __________________ เสียง ☐ งดออกเสียง ________________ เสียง

Approve Votes Disapprove Votes Abstain Votes

☐ **วาระที่** ________________ **เรื่อง** ____

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ เห็นด้วย ____________________ เสียง ☐ ไม่เห็นด้วย __________________ เสียง ☐ งดออกเสียง ________________ เสียง

Approve Votes Disapprove Votes Abstain Votes

☐ **วาระที่** ________________ **เรื่อง** ____

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ เห็นด้วย ____________________ เสียง ☐ ไม่เห็นด้วย __________________ เสียง ☐ งดออกเสียง ________________ เสียง

Approve Votes Disapprove Votes Abstain Votes

☐ **วาระที่** ________________ **เรื่อง** ____

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

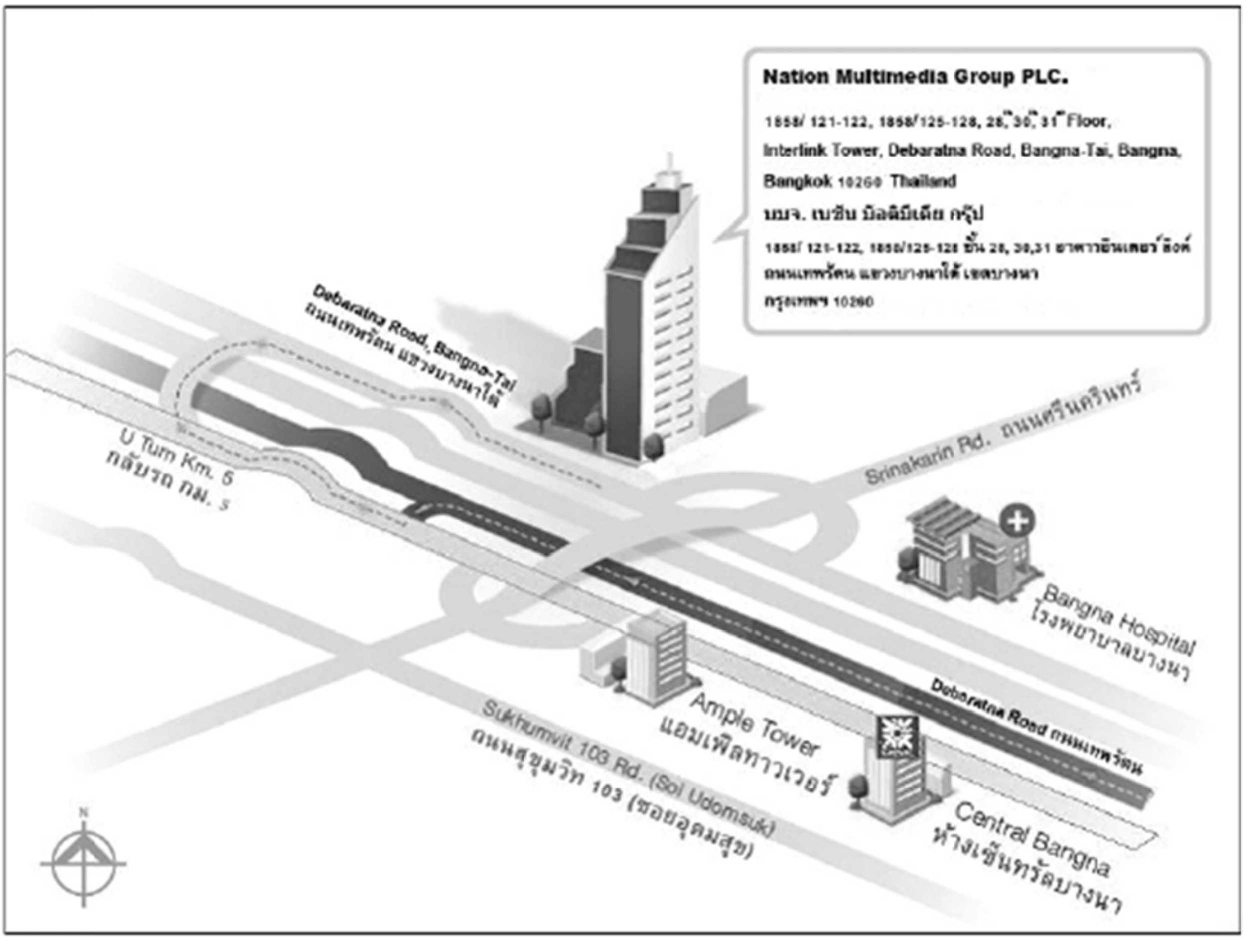
☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ____________________ เสียง ☐ ไม่เห็นด้วย __________________ เสียง ☐ งดออกเสียง ________________ เสียง

Approve Votes Disapprove Votes Abstain Votes

Attached Document No.11



Nation Multimedia Group Plc.

1858/121-122, 1858/125 -128,28th,30th ,31st Fl,
Debaratna Rd., Bangna-Tai Subdistrict, Bangna Disrict Bangkok10260

TEL. 0-2338-3333 : **WWW.NATIONGROUP.COM**