



Nation Multimedia Group Plc.

Invitation Letter
Extraordinary General Meeting of Shareholders
No.1/2019

On Friday, 27 September 2019 at 10.00 a.m.

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

Important Notes :

1. The meeting registration starts at 09.00 a.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 EGM No.1/ 2019”



Nation Multimedia Group Public Co., Ltd.

1858/121-122, 1858/125-128 28th, 30th, 31st Floor, Debaratna Road,
Bangna-Tai Sub-District, Bangna District, Bangkok 10260
Tel: 0-2-338-3333 Call Center: 0-2338-3000 Fax: 0-2338-3334
www.nationgroup.com

6 September 2019

Subject	Invitation to the Extraordinary General Meeting of Shareholders No. 1/2019
To	The Shareholders
Enclosure	1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2019 2. Information Memorandum on the Disposal of Assets (Schedule 2) of Nation Multimedia Group Public Company Limited 3. Opinion report of the Independent Financial Advisor on the Disposal of Assets 4. Chapter 6 Organizing of Shareholders' Meeting, Articles of Association of the Company 5. Conditions, Rules and Procedures for Attending the Shareholders' Meeting 4. Profile of Independent Director for Appointment of Proxies of Shareholders and Definition of Independent Director 5. Registration Form for Attending the Meeting and Annual Report of the year 2018 in a QR Code Form 6. Proxy Form (From A), (From B) and (From C) 7. Map illustrating the Meeting Venue

The Board of Directors' meeting of Nation Multimedia Group Public Company Limited (the "Company") resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2019 on Friday 27 September 2019 at 10 a.m. at the Conference Room, 9th Floor (Room B), Interlink Tower, Debaratana Road, Bangna-Tai Sub-district, Bangna District, Bangkok 10260, to consider matters in respect to the agenda items as follows:

Agenda 1	To adopt the Minutes of the Annual General Meeting of Shareholders for the year 2019, held on 26 April 2019
-----------------	--

Objectives and Reasons: The Annual General Meeting of Shareholders for the year 2019 was held on 26 April 2019. The Company had already submitted a copy of the said minutes of the meeting to the Stock Exchange of Thailand. In addition, the Company had published such minutes through website of the Company via www.nationgroup.com in order that the shareholders acknowledged and were able to verify the minutes of the meeting within the reasonable time. Besides, there was no one objecting or requesting to add the information. Details of the copy of the said minutes of the meeting can be found in the Enclosure 1

Opinion of Board of Directors : The Board of Directors of the Company has considered and viewed that the said minutes of the meeting is written accurately and correctly; thus, deems appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2019 to consider and adopt the said minutes of the meeting.

Remark: The resolution in this agenda requires the majority votes of the total vote by the shareholders attending this meeting and casting their votes.

Agenda 2 Consider and approve the subsidiary of the Company (Spring 26 Company Limited) to return the license to use the spectrum to provide digital television services, named as SPRING 26 Channel

Objectives and Reasons : Due to the policy decisions by the former management of the Company last year 2014 that allowed Spring 26 Company Limited (formerly known as Bangkok Business Broadcasting Company Limited) (“**Spring26**”) to engage in the auction of digital television system, it was aimed to present the documentary, foreign movie series, sports and variety shows. However, the Company has no expertise in the management of such content types. As such, Spring26 lost over years since it won the bid for spectrum for digital television services, which were from the year 2015 to 2018. The total lost was approximately Baht 2,474.99 million according to the consolidated financial statements of the Company ending 31 December 2018. Besides, Spring26 still has the burden of paying license fees as of 9 May 2019 at the amount of Baht 215.07 million (including VAT) according to the Notification of NBTC on the Request for the License Return, causing the Company to have suffered heavy losses continuously and been under significant debts. So, the Company plans to dispose of its investment in Spring26 since the beginning of the year 2018 to reduce capital burden and expenditure of the Company to be at an appropriate level and be ready to focus on a strong core business operation to create growth in the future.

Therefore, Spring26, a subsidiary in which the Company holds 149,900,002 ordinary shares with a par value of Baht 10 per share, equivalent to 99.9333 percent and Krungthep Turakij Media Company Limited (a subsidiary in which the Company holds ordinary shares equivalent to 99.99 percent) which holds 99,997 ordinary shares of Spring, equivalent to 0.0666 percent of total ordinary shares sold, and a company licensed to use the spectrum to provide digital terrestrial television services as a national business service type in a standard definition category, named as SPRING 26 Channel (formerly known as NOW26 Channel), effective from 25 April 2014 to 24 April 2029 (“**License**”) submitted notice of intent to the Office of the National Broadcasting and Telecommunications Commission (“**NBTC**”) to request for the License return on 10 May 2019 (“**Transaction of Returning Spring26’s License**”). Besides, NBTC delivered the notification letter, dated 27 June 2019, regarding the result of consideration of the request for the return of the license to use the spectrum to provide digital terrestrial television services, stating an approval to return and discontinue the License, determining the service termination date on 16 August 2019 at 00.01 a.m. onwards. In addition, NBTC also approved the determination of remedial measures that Spring26 shall publicize remedial measures for service users as proposed by Spring26 for not less than 45 days prior to the date of service termination. Moreover, NBTC set compensation as a result of the License return in the amount of Baht 890.83 million to Spring26 according to the Notification of Office of the National Broadcasting and Telecommunications Commission Re: Criteria, Procedures, and Conditions for Compensation as a Result of the Return of the License to Use the Spectrum to Provide Digital Television Services, issued on 2 May 2019 (“**Notification of NBTC on the Request for the License Return**”), along with the Notification of the National Peace and Order Maintaining Council No. 4/2019 Re: the Measures to Solve Problems in the Operation of Television and Telecommunications Business, issued on 11 April 2019 (Collectively called “**Rules on the License Return**”).

The entering into the Transaction of returning Spring26’s License is considered as the disposal of assets according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: the Criteria for Making Significant Transactions that are Considered as the Acquisition or Disposal of Assets, dated 31 August 2551 (2008) (including the amendments thereof) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547, dated 29 October 2004 (including the amendments thereof) (“**Notifications on Acquisition or Disposal of Assets**”). The highest transaction size is 27.23 percent according to calculation basis based on total value of consideration which is the basis

giving the highest result of transaction. The outcome is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018 and the transactions on the disposal of assets during the 6-month period prior to the date on which the Company's Board of Directors unanimously approved in principal for Spring26 to submit the request for the License return to NBTC on 10 May 2019, comprising 3 transactions as follows:

- (1) the transaction of the disposal of all investments in WPS (Thailand) Company Limited, having the highest transaction size of 13.99 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 6-month period, ended as at 30 June 2018;
- (2) the transaction of the disposal of land and buildings in Khonkaen, having the highest transaction size of 0.37 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018; and
- (3) the transaction of the disposal of 2 plots of land and buildings on Debaratna Road, Samutprakan and a plot of land on Dokmai Sub-district, Prawet District, Bangkok having the highest transaction size of 10.13 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018.

Therefore, the combination between the Transaction of Returning Spring26's License and the transactions on the disposal of assets during the 6-month period prior to the date on which the Company's Board of Directors unanimously approved in principal for Spring26 to submit the request for the License return to NBTC on 10 May 2019 results in the total highest transaction size of 51.72 percent according to calculation basis based on value of consideration, considered as a Class 1 transaction under the Notifications on Acquisition or Disposal of Assets imposing the volume of transactions equivalent or higher than 50 percent but less than 100 percent.

Consequently, the Company is required to make a report, disclose the information memorandum on the entering into such transaction to the Stock Exchange of Thailand

("SET"), and convene the shareholders' meeting in order to obtain the approval for the entering into such transaction with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote which the votes of people having vested interests are not counted. By that the Company shall deliver the invitation notice of the shareholders' meeting which contains the information at least as specified by the Notifications on Acquisition or Disposal of Assets, together with the opinion of the independent financial advisor approved by the Securities and Exchange Commission ("SEC") to the shareholders, not less than 14 days in advance prior to the date of the shareholders' meeting.

Information Memorandum on the Disposal of Assets (Schedule 2) of Nation Multimedia Group Public Company Limited can be found on Enclosure 2.

Opinion of Board of Directors : The Board of Directors' meeting of the Company No. 9/2019 held on 8 July 2019 has considered and viewed that the Rules on the License Return allows Spring26 to return the License and contemporarily receive compensation, which shall alleviate the damage caused by false policies of the former executives of the Company (which the current Board of Directors and executives have filed a complaint against the former executives to SEC, including exercising legal rights to sue against them as well). Moreover, receiving compensation will help reduce burden of License fee, adjust financial ratios, and be essential to solving financial problems by reducing the Company's debt burdens, which shall cause working capital of the group of the Company to be in a better condition respectively. Furthermore, this decision conforms to the Company's policies in having itself focus on the core businesses, based on the group of the Company's genuine knowledge and expertise, involving printing media, organizing related activities, television media business, in the category of news and content as its expertise, and producing contents, including related businesses that have the potential to grow and enhance the core businesses of the Company to allow the Group to continue the business operations. In addition, the request for the License return will have the group of the Company remain only one digital television station, that is Nation TV (Channel 22), which offers programs in the category of news and content (SD), allowing the Company to mobilize resources within the group of the Company in various areas for existing news items fully in line with the Company's core business policy.

The Audit Committee provides the opinions which are in line with the opinion of the Board of Directors of the Company. Additionally, the Board of Directors of the Company already appointed Capital Link Advisory Company Limited to be an independent financial advisor

responsible for providing opinions regarding the entering into the transaction of returning the License pursuant to the Notifications on Acquisition or Disposal of Assets.

The Board of Directors of the Company deems appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2562 to consider and approve Spring26 to return the license to use the spectrum to provide digital television services, named as SPRING 26 Channel.

Remark: The resolution in this agenda requires votes of not less than three-fourths of the total votes of shareholders attending the meeting and entitled to vote by which the votes of shareholders having vested interests are not counted.

Due to the date for determination of list of shareholders entitled to attend the Extraordinary General Meeting no. 1/2019 (Record Date) on 2 September 2019, there were no shareholders having vested interests.

Agenda 3 Consider and acknowledge a report of operating results of the Company for the fiscal year from 1 January 2018 to 31 December 2018

Objectives and Reasons: A purpose is to summarize performance results and report of the Board of Directors of the Company for the fiscal year from 1 January 2018 to 31 December 2018 to the Extraordinary General Meeting of Shareholders No. 1/2019 for acknowledgement.

Opinion of Board of Directors: The Board of Directors of the Company has considered and deems appropriate to propose the summary report of operating results of the Company starting from 1 January 2018 to 31 December 2018.

Remark: The agenda is for acknowledgement and requires no voting.

Agenda 4 Consider and approve statement of financial position and statement of comprehensive income ended as at 31 December 2018 and audit report

Objectives and Reasons: The consolidated financial statements of the Company and subsidiaries as at 31 December 2018 had been audited by an auditor and reviewed by the Audit Committee, viewing that their material information is accurate in accordance with the Financial Reporting Standards, as detailed in the report for the year 2018. The Extraordinary General Meeting of Shareholders No. 1/2019 is proposed to consider and approve.

Opinion of Board of Directors : The Board of Directors of the Company has considered and deems appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2019 to consider and approve statement of financial position and statement of comprehensive income ended as at 31 December 2018 and audit report.

Remark: The resolution in this agenda requires the majority votes of the total vote by the shareholders attending this meeting and casting their votes.

Agenda 5 Any other matter (if any)

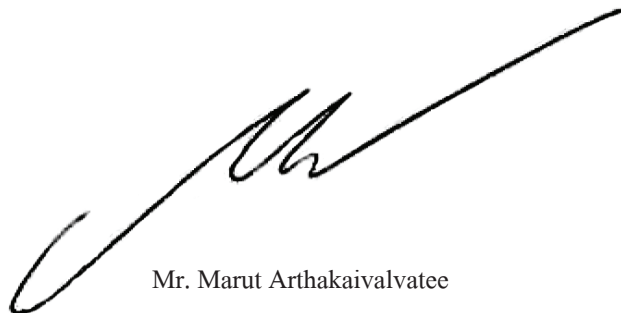
The Company determined lists of shareholders entitled to attend the Extraordinary General Meeting no. 1/2019 (Record Date) on 2 September 2019.

The shareholders are invited to attend the meeting at the date, time and venue mentioned above. Detail of map for the Meeting Venue can be found in Enclosure 9. The Company shall allow the shareholders to register for the Meeting since 9 a.m. onwards. Besides, to retain the rights and benefits of shareholders in case they are not available to attend the Meeting and would like to appoint other or the independent director of the Company to attend and vote at the meeting on the shareholders' behalf, please fill out, execute the Proxy Form which is delivered as Enclosure 8 or can be downloaded from www.nationgroup.com and attach evidence as detailed in Enclosure 4. To be convenience for registration to attend the Meeting, please deliver them to the Company by 25 September 2019.

The Company has published the invitation notice of the shareholders' meeting, along with the enclosures on the website of the Company at www.nationgroup.com.

Respectfully yours

Nation Multimedia Group Public Company Limited



Mr. Marut Arthakaivalvatee
Chairman of the Board of Directors

(Translation)

Minutes of the 2019 Annual General Meeting of Shareholders

Nation Multimedia Group Public Company Limited

Friday 26 April 2019, at 02.00 p.m.

Date, time, and venue of the Meeting:

The Meeting was convened on 26 April 2019, at 02.00 p.m., at the conference room, 9B Floor, Interlink Tower, Debaratna Road, Bangna-Tai Sub-district, Bangna District, Bangkok 10260.

Prior to the commencement of the Meeting, Mr. Archvin Suksri and Ms. Romrumpha Roemroo (the “**Meeting Facilitator**”) who were assigned to conduct the meeting, informed the Meeting that at present, the Company’s registered capital is THB 2,663,572,194.95, and paid-up capital is THB 2,156,024,291.86, divided into 4,067,970,362 ordinary shares, at the par value of THB 0.53 per share. In this 2019 General Meeting of Shareholders, there were a total of 52 shareholders attending the Meeting in person and by proxy, representing 2,603,285,095 shares or equivalent to 63.99 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. Shine	Bunnag	Director and Vice Chairman No.1
3.	Mr. Sontiyon	Chuenruetainaidhama	Director and Vice Chairman No.2, Member of the Nomination and Remuneration Committee
4.	Mr. Apivut	Thongkam	Independent Director, Chairman of the Audit Committee
5.	Mr. Chaiyasit	Puvapiromquan	Independent Director, Member of the Audit Committee
6.	Mr. Thanachai	Santichaikul	Independent Director, Chairman of the Nomination and Remuneration Committee, Member of the Audit Committee
7.	Mr. Somchai	Meesen	Director and Chief Executive Officer
8.	Ms. Warangkana	Kalayanapradit	Director
9.	Ms. Salinee	Wangtal	Independent Director
10.	Mr. Ka Ming	Jacky Lam	Director, Member of the Nomination and Remuneration Committee

A total of 10 directors attended the Meeting, representing 100 percent.

Directors absent:

-None

The Management of the Company and its group companies:

1.	Mr. Supawat	Sa-Nguan-Ngam	Managing Director – Publishing Unit
2.	Mr. Prakit	Chompukam	Assistant to Chief Executive Officer
3.	Ms. Nutwara	Seangwarin	Executive Vice President-Publishing Unit
4.	Mr. Weerasak	Pongaksorn	Executive Editor – Nation Group
5.	Mr. Chutchai	Tawandharong	Managing Director – Spring 26
6.	Mr. Peerawatt	Chotithammo	Executive Vice President – Spring 26
7.	Ms. K-Nidta	Nimpisan	Executive Vice President – Spring 26
8.	Mr. Somkiat	Boonsiri	Station Director– Spring 26
9.	Ms. Areepohn	Viriyaveravan	Vice President- Human Resources
10.	Ms. Orawan	Chanovit	Vice President - IT
11.	Ms. Mathaya	Osathanond	Finance -Senior Vice President and Corporate Secretary
12.	Ms. Natenapa	Pusittanont	Accounting - Senior Assistant Vice President

Auditors who sign the Financial Statements of Company and Subsidiaries

KPMG Phoomchai Audit Company Limited

Legal advisor:

Hunton Andrews Kurth (Thailand) Company Limited

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 opportunities for the shareholders to propose agenda for the 2019 Annual General Meeting of Shareholders and to nominate directors through the Board of Directors. The nomination form could be downloaded from www.nationgroup.com and sent to the Chairman of the Board of Directors via postal mail from November 23, 2018 to January 26, 2019.

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

2. The Company provided opportunities for shareholders to submit questions in advance for the 2019 Annual General Meeting of Shareholders via the website www.nationgroup.com or by

fax on 0-2338 3904 from April 1, 2019 to April 9, 2019, to allow the Board of Directors and the management to gather information and prepare clarifications on the meeting date.

No further questions were submitted in advance by the shareholders.

3. The company provided opportunities for shareholders who were unable to attend the meeting to appoint a proxy. An independent director was assigned to act as a proxy for absent shareholders. The Independent Director of the Company assigned to act as a proxy of the shareholders at this time was Mr. Apiwut Thongkam, whose brief background is included in Attachment 8, page 49, of the invitation letter.

4. 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."

5. In voting at this annual general meeting of shareholders, 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.

The voting procedures shall be applicable to all agenda items except for Agenda Item 4 regarding the appointment of directors in place of those who were due to retire by rotation in which case the vote casting will be conducted on a by-person basis, and the Company will collect all of the ballots for the purpose of transparency and in order to be in compliance with the principles of good corporate governance.

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.

Preliminary proceedings

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors of the Company, presided as the Chairman of the Meeting (the “**Chairman**”). The Chairman declared the 2019 Annual General Meeting of Shareholders to be duly convened and informed the shareholders that during the year 2018, the Board of Directors and the management had improved the management structure in an effort to improve efficiency by focusing on the core business operations of the Company. The non-core businesses of the Company have already been divested off, improving the Company’s overall liquidity. In addition, an announcement was published in the Royal Thai Government by the order of the Head of the National Council for Peace and Order 4/2562 regarding the Measures to Solve Problems in the Operation of television and telecommunications Business, ordered made on April 11, 2019, which is assisting all digital television operators. As a result, the Company has been able to reduce its debt burden and improve its financial status. Mr. Somchai Meesen, the Chief Executive Officer, will provide more details to shareholders.

Subsequently, the Chairman asked the Meeting to consider the Agenda Items, as follows:

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

The meeting facilitator informed the Meeting that the company secretary had prepared the minutes of the Extraordinary General Meeting of Shareholders No. 3/2018 held on October 31, 2018 and the Board of Directors considered that it was correct according to the resolution of the shareholders meeting. The shareholders were therefore proposed to consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 3/2561 held on October 31, 2018, as detailed in Attachment 1 of the invitation letter sent to the shareholders.

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

No additional questions were raised by the shareholders.

The Chairman asked the Meeting to consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 3/2018 which was held on 31 October 2018.

The Meeting considered and certified the minutes of the Extraordinary General Meeting of Shareholders No. 3/2018, held on October 31, 2018, with an unanimous vote of

the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Resolution	Number of Votes	Representing Votes (%)
Approved	2,603,285,095	100.00
Disapproved	-	-
Total Votes	2,603,285,095	100.00
Abstained	-	
Invalid	-	
Total attending votes	2,603,285,095	

Agenda Item 2: To report on the Company's operating results for the year 2018

The Chairman invited Mr. Somchai Meesen, Chief Executive Officer, to report on the Company's operating results for the year 2018.

Mr. Somchai Meesen, Chief Executive Officer, reported that since the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders in 2018, the management informed the shareholders that the Company had restructured its business into four main business lines, while the non-core businesses had been divested to improve the problem of financial liquidity and strengthen the Company's business.

Progress in the four main business lines can be summarized as follows:

1. **Publishing Business** consists of Krungthep Turakij newspaper, Kom Chad Luek newspaper and The Nation newspaper. Currently, the Company is disseminating more news via its "online" platforms, including various websites and on Line or Line News, which is considered an additional revenue channel for the business.
 - **Krungthep Turakij newspaper** The website has 4.29 million unique visitors per month and 10.21 million page views per month. Line or Line News was launched in October 2018 and currently has 14,841 members.

กรุงเทพธุรกิจ



UIPs = 4,297,920 / Month
Page Views = 10,215,332 / Month



Member

14,841

*เปิดให้บริการเมื่อเดือน ตุลาคม ปี 2561

- **Kom Chad Luek newspaper** The website records 10.62 million unique visitors per month and 21.10 million page views per month. Line or Line News, which was launched in November 2018, currently numbers 9,126 members.

คอม ชัด ลึก

Website



UIPs = 10,624,998 / Month
Page Views = 21,105,773 / Month



*เปิดให้บริการเมื่อเดือน พฤศจิกายน ปี 2561

- **The Nation newspaper** The website records not less than 0.54 million visitors per month and 1.93 million page views per month. The Company is in the process of re-developing the website so that greater numbers of visitors domestically and from overseas can follow the site more conveniently.

THE NATION

Website

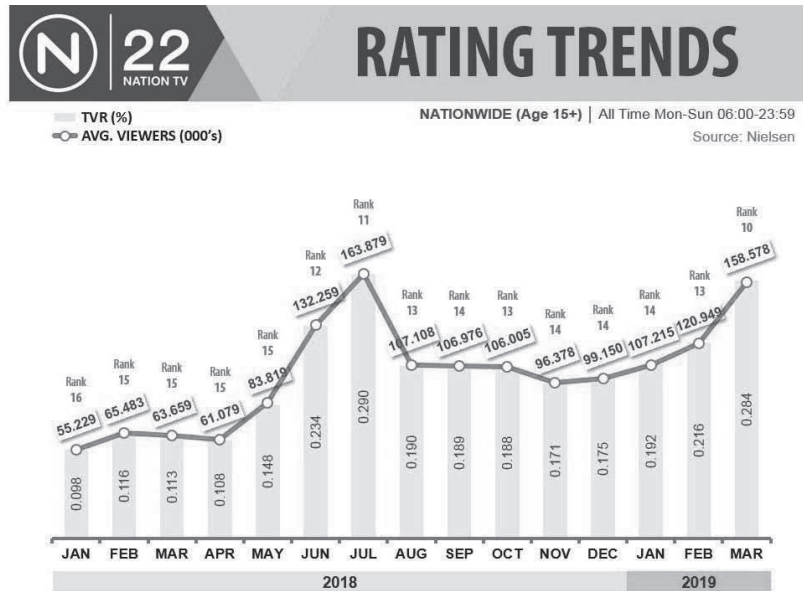


UIPs = 544,414 / Month
Page Views = 1,932,573 / Month

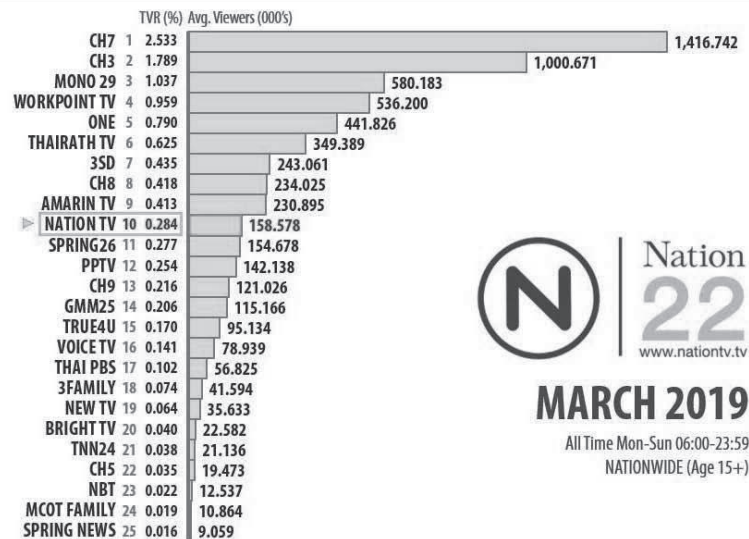
2. Broadcasting Business (2 digital TV stations)

- **Nation TV22**

According to Nielsen (Thailand), Nation TV22 attained its highest viewership ratings in July 2018, reaching 163,800 people per minute during the Tham Luang Cave disaster in Chiang Rai province, and in March 2019 with 158,500 viewers per minute, during Thailand's general election. Nation TV22 has improved its ranking from 16th in January 2018 to the top 10 in March 2019, enabling it to boost its revenues.

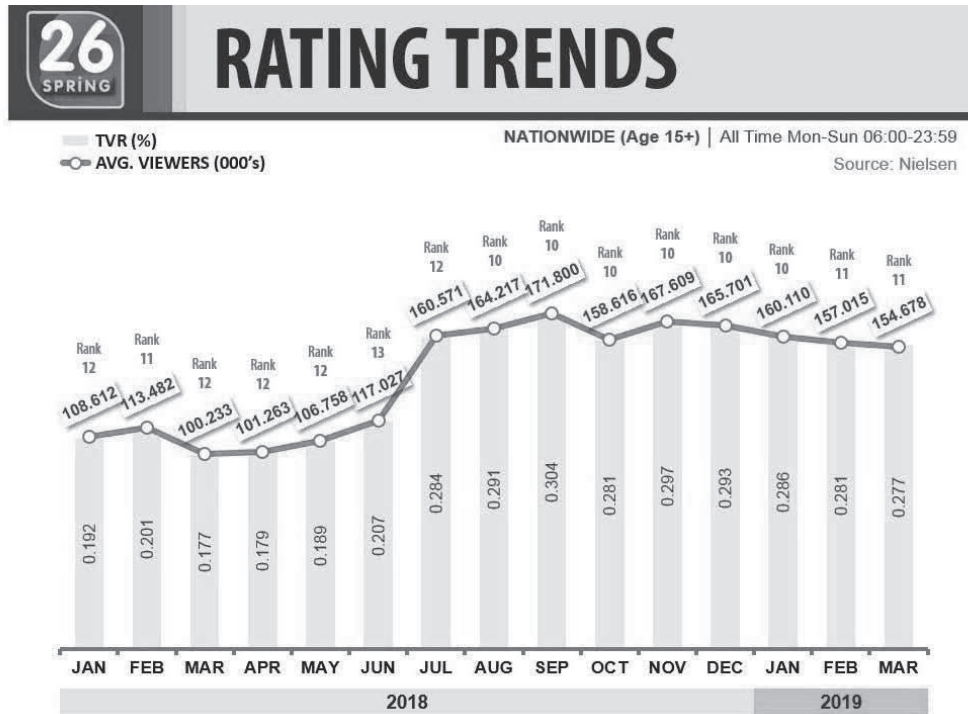


DIGITAL TV CHANNELS RANKING

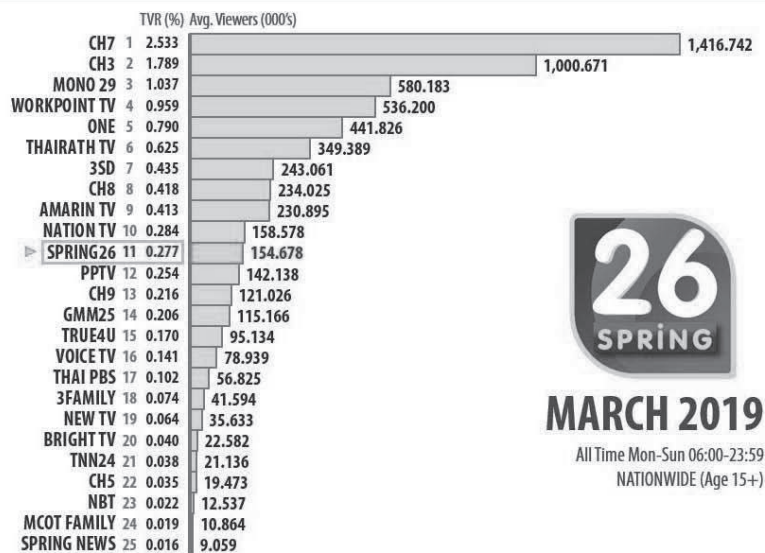


- **Spring 26**

Based on Nielsen (Thailand) data, the channel's viewership increased from 108,600 people per minute in January 2018 to 154,600 people per minute in March 2019, representing an increase of about 50 percent. In the ratings, the channel improved slightly from 12th position in January 2018 to 11th in March 2019.



DIGITAL TV CHANNELS RANKING



3. New Media Business

From a survey of Nation Group's affiliated media business utilizing social media platforms from various channels, including Facebook, Twitter, YouTube, Line and Instagram, it was found that the total number of viewers rose from 18 million visitors in January 2018 to 22 million in December 2018.



The total number of unique visitors to Nation Group websites in January 2018 was 18 million, while in December 2018 the figure reached 21 million. The number of page views in January 2018 amounted to 31.4 million page views, which increased to 38.9 million in December 2018. Nation Group's social media business segment is currently experiencing a growth trend and the management will focus on sourcing new revenue streams through online and digital media channels in preparation for ongoing changes in online media in the year 2020 and beyond.



4. Events Business

In 2018, Nation Group has organized a variety of events throughout the year to help strengthen the organization and forge good relations with target customers, including both viewers and readers in Bangkok and upcountry, and also to boost revenues. In 2018, Nation Group organized 24 events, comprising 11 seminars, 12 sports events and one special event, as follows:

- **Krungthep Turakij newspaper events**, including:
 - Bangkok New Center real estate seminar
 - Bang Seu Transport Complex: Bangkok's new center
 - Stocks seminar with top investment gurus, organized five times in regional venues including Had Yai, Udon Thani, Chiang Mai and Bangkok.
 - EEC: What will Thais Get? A seminar on the EEC economic development, held in Chonburi, Rayong, Chachoengsao and Bangkok.
 - Thailand Economic Outlook 2019 dinner talk
 - Bangkok Run in the City 2018
- **Kom Chad Luek newspaper events in year 2018**, including:
 - Kom Chad Luek World Cup 2018 publication
 - Kom Chad Luek minimarathon in the sky at Bhumibol Bridge 2, held for the fourth year running
- **Nation TV22** organized sports activities focused on creating social benefits, as follows:
 - Run for the Animals and Family Fun Day 2018 at Suan Phutthamonthon to raise scholarship funding for the Sueb Nakasathien Foundation.
 - In its third year, the Slow Life cycling program was held at six “not-to-be-missed” destinations including Chiang Khan, Nan, Trang, Trat, Buriram and Ratchaburi. The events attracted a large number of participants.
 - Nation Bike Thailand is a popular cycling event organized at three locations nationwide, including Nakhon Ratchasima, Maha Sarakham and Songkhla.
 - The TaenKhunPaenDin is an awards program for social role models in all 77 provinces nationwide. The program has been running for 12 years.

All these activities have been created by Nation Group and have been well received by all parties. The Group will continue to develop its events and activities as opportunities arise, striving for even better performance.

In 2018, the Board of Directors, executives and staff have worked hard to help solve the Company's problems. One example was establishment of a Corporate Index that can help foster good corporate governance and more transparent management. In addition, the current management team has created a stronger internal audit system. Prior to the appointment of the current management team, the Company had many liabilities with financial institutions, which the Board of Directors and the management have since worked to reduce, as summarized below:

1. Correcting false information in the financial statements

As was previously notified to the shareholders on several occasions, unrealized accrued income of THB 690 million was recorded falsely in the Company's accounts during the period 2015-2017. The auditor audited the accounts and the Company submitted the 2017

annual financial statements to the Stock Exchange of Thailand in August 2018. On October 10, 2018, the Company submitted a letter to the Securities and Exchange Commission (SEC) to investigate the matter along with former executives involved in the false records. The Company followed up on the matter with the SEC on February 20, 2019 and most recently on April 4, 2019. The SEC has also invited the Chief Executive Office to give additional testimony.

The Company issued civil lawsuits against former executives who have brought damages to the Company at the civil court on February 4, 2019 indicating to shareholders that the Company's Board of Directors, management and employees had not failed to take action on the issue.

2. Debt problems of the Company

At the end of 2017, the Company's total debts amounted to THB 1,570 million. Following appointment of the current management team, the management informed the shareholders and the employees that the Company was heavily in debt and would attempt to solve the problem by disposing of its non-core business assets. Most recently, the Company had divested unused land and buildings to repay some of the debts. As of April 26, 2019, the Company's debts to financial institutions stood at THB 910 million, a reduction of around THB 660 million.

3. Reducing the interest burden

The current Executive Board has paid off some of the Company's debts and negotiated loans with financial institutions and issuers of BE, reducing the annual interest burden from THB 128.36 million in 2017 to THB 88.36 million in 2018, a reduction of around THB 40 million per year.

4. Reducing future debts and losses

The Group has suffered a lack of liquidity as a result of license fees and network rental fees (MUX fee) for the two digital TV channels resulting in a lack of liquidity of the Company and the likelihood of future debts. After the government used the NCPO Order No. 4/2562 to alleviate the problem of television and telecommunication business operations on April 11, 2019, the Company expects to receive the following benefits:

- (1) There is no need to pay the remaining two installments of Spring 26 amounting to THB 766 million and Nation 22 amounting to THB 469.2 million, or THB 1,235.2 million for both channels.
- (2) There is no need to pay network fees (MUX) from June 2020 onwards for Spring 26, totaling THB 503.8 million, and Nation 22, totaling THB 503.8 million, or THB 1,007.6 million for both channels.

The government's assistance measure will save the Company THB 2,242.8 million in fees for both channels.

The Company's directions for 2019, aimed to complete the transformation into a fully integrated digital media organization, are summarized as follows:

1. Focus on the strength of content and brands of the four main businesses by developing a Offline-Online-On ground platform to enable consumers to easily access more content, which in turn will increase the Company's revenues.
2. Develop personnel to have a better understanding of the requirements of new media by creating new presentation formats for both content and marketing.
3. Align marketing plans with the new technologies.
4. If the debt problems can be further reduced, the Company will have lower interest payments, resulting in more profits, which will benefit both the shareholders and employees of the Company.

The Chairman provided shareholders with an opportunity to raise questions and express their views.

Ms. Chaweewan Sirijansawang, a shareholder proxy, said that she appreciated the improved directions being adopted by the Company, and asked additional questions, as follows:

1. The reduction of THB 660 million in debts between the end of 2017 and April 26, 2019 was the result of the sale of assets. Does the Company have a plan to cut the principal (hair cut) with the financial institutions or not?
2. As the Chief Executive Officer explained, the Company will reduce the burden of future losses from implementation of Section 44 to help digital TV groups by waiving the payment of two installments of the license fee and the MUX fee for both channels, totaling approximately THB 2,200 million. When will this be effective?

Mr. Shine Bunnag, Chairman of the Executive Board, explained that the debt burden of the Company decreased when funds were used to pay off debts with some financial institutions using cash from the sale of non-core assets of the Company. Although the liabilities arose from the previous management, the current management team is trying to solve the problem by negotiating with the financial institutions and there is no desire to cut the principal or hair cut as the Company wants to continue to do business in the long run. However, the Chief Executive Officer wants to reduce interest costs as the loan rate is as high as 12-13 percent. The current management has negotiated a reduction in interest rates with the financial institutions in order to improve the Company's performance.

Mr. Somchai Meesen, Chief Executive Officer, explained that Section 44 that provides assistance for two license fee installments – the fifth and sixth installments – that would have to be paid in the period 2022-2025 as well as the network fee (MUX), which will be waived from June 2020 onwards.

Ms. Warunee Thipphayachai, a shareholder attending the meeting in person, inquired about the falsely reported accrued income of THB 690 million. She asked whether or not the assets of accused executives can be frozen during the court's consideration period?

Mr. Marut Arthakaivalvatee, Chairman, said that the Company has already filed a lawsuit, which is currently in the process of being considered by the court. Steps in the proceedings will then be carried out according to the legal process.

Mr. Shine Bunnag, Chairman of the Executive Board, added that in practice, shareholders can also exercise their right to sue former executives.

Ms. Pranee Srikamneard, a shareholder attending the meeting in person as well as a proxy, said that it is very pleasing to see that the Company is able to reduce its debt burden through the disposal of the Company's assets as well as benefit from the government's assistance measures, which can be considered a special item. However, is the Company's direct performance in line with targets and in which business segments? In addition, with the management's increased focus on digitalization to generate revenues, are targets the same as those informed in the previous shareholders' meeting or not?

Mr. Somchai Meesen, Chief Executive Officer, explained that the operating results for the year 2018 cannot be shown to shareholders since the 2018 annual financial statements have not yet been completed. However, the Company's digital revenue has not yet met targets due to significant policy shifts by the platform owners, including Facebook and YouTube, which have changed their data access settings, affecting the Company's previous plans. Nonetheless, the Company still needs to focus on ways to earn revenue from digital media channels due to the fall in traditional newsstand sales, which is a direct result of the way consumers are accessing news via social media instead. Therefore, the management is firm in the belief that the Company must adapt to the digital disruption in order to stay abreast of changing technologies and to meet the needs of today's consumers.

Mr. Shine Bunnag, Chairman of the Executive Board, added that the overall Company performance is anticipated to improve and the current management policy is set in the right direction. This can be seen from a number of performance indicators that have improved, such as the digital TV ratings and the resulting increased revenues.

Ms. Pranee Srikamneard, a shareholder attending the meeting in person as well as a proxy, asked about the Company's plan to increase capital, as the management had mentioned this in a previous Public Presentation.

Mr. Marut Arthakaivalvatee, Chairman, said that a number of factors must be analyzed to determine the suitability of the capital increase to ensure that it is necessary and of optimal benefit to the Company and shareholders.

Mr. Somchai Meesen, Chief Executive Officer, added that the debts that the former executives had amassed were significant, including loans from financial institutions and trade debt, while the current board and management, including the employees of the Company, must now work hard to pay back the debt burden for the improved performance of the Company. However, it is not possible to immediately settle all the debts that the former management had amassed. Therefore, the current management must try to find other ways that will have a minimal impact on shareholders.

Mr. Viton Naluan, a shareholder attending the meeting in person, mentioned that he had expressed concerns whether or not the Company would have to enter into the rehabilitation fund or not, therefore to please consider the reputation or credibility (credit) of the Company as well, and this should be carefully considered by the Board of Directors.

Mr. Shine Bunnag, Chairman of the Executive Board, added that the Company has also considered this issue. If the Company enters the rehabilitation fund procedures will enter the restoration process and the Company will be able to negotiate with its creditors. But because the Company is a media institution, entering the rehabilitation plan would be considered a last resort. In addition, as the Company is a juristic person, the debts have to be repaid, regardless of the fact that the current Board did not create the liabilities. The Company will try its best to manage operations to achieve a profit and sell non-core assets in order to repay the debts as planned, while having also negotiated a reduction in interest rates with financial institutions. Any capital increase or issuance of warrants will be considered carefully.

Mr. Vitoon Naluan, a shareholder attending the meeting in person, asked the Chairman whether the Company has a plan to increase its capital or not?

Mr. Marut Arthakaivalvatee, Chairman, said that if the executives are able to improve the operating results to achieve sufficient profit to be able to cover expenses and the debt burden, the Company will not need to increase its capital. Therefore we need to consider the most appropriate options for the Company which will have minimal impact on the shareholders. However, we must also foster growth of the organization as well, and need to consider all aspects and the suitability of various courses of action. The Board of Directors, including the Executive Board, is still committed to maintaining the optimal status of the Company, without entering into the company rehabilitation process, in line with the report of the results of operations in 2018 and the operational directions for the year 2019, delivered to the meeting by Mr. Somchai Meesen, Chief Executive Officer.

Nonetheless, please wait for further consideration of the 2018 annual performance in the financial statements, which are expected to be issued within May 2019.

Ms. Pranee Srikanneard, a shareholder attending the meeting in person as well as a proxy, asked whether the return of the digital TV channels to the government had been considered, as the NBTC had allowed this.

Mr. Marut Arthakaivalvatee, Chairman, replied that the NBTC requires digital TV operators to submit an intention to return channels by May 10, 2019. The Company is in the process of waiting for the conditions of returning channels from the NBTC and will then consider the details and potential impacts.

Mr. Somchai Meesen, Chief Executive Officer, further explained that the situation of digital TV is has changed and that is something that the Company must consider carefully. If the Company chooses not to return the two channels but elects to continue to operate that business, there will no longer be the burden of the remaining two license fee installments and no network fees (MUX fee) from June 2020. However, it must consider the income that could be gained to compensate for the losses made in the past. The details and criteria of any refunds must also be taken into consideration.

Ms. Pranee Srikanneard, a shareholder attending the meeting in person as well as a proxy, commented that at present, the shareholders may not be clear what course the Company will take since most digital TV operators, including the Company, are making a loss. The method of increasing revenues via digital TV channels on various platforms still depends on the platform owner, which is beyond the Company's control, while print media

are tending to decline as a result of industry conditions, factors that are causing uncertainty in the future directions of the Company. At the same time, the performance results for 2018 have not been released.

The Chairman acknowledged the concerns of the shareholders but indicated that once the financial statements for the year 2018 have been completed, the picture will become clearer. The obstacles that are impeding the Company's operations can still be controlled by gradually finding solutions to the problems. For the goals already set, the outcomes may not be exactly as planned but the Company will try to improve to the best of its ability.

The meeting facilitator summarized the progress in the operations of the Company regarding the Thai Private Sector Collective Action Coalition Against Corruption (CAC). The Company has established a policy for all employees to follow concerning anti-corruption and submitted documents demonstrating its intention to participate in the Thai Private Sector Collective Action Coalition Against Corruption (CAC) from 2010. In 2017, the Company was certified as a member of CAC for a period of three years ending in 2020.

In 2019, to prepare for the renewal of the CAC certificate, the Company plans to send relevant staff to participate in various training courses of the CAC program and the Thai Institute of Directors (IOD) so that they can then apply the knowledge gained to create guidelines for the preparation of documents that need to be submitted for the CAC membership certificate renewal.

No additional questions were raised by the shareholders.

The Chairman announced that since this Agenda Item was for information purposes only, no voting would be required

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

The meeting facilitator explained that as the Chief Executive Officer had previously informed the meeting, the Company was still unable to issue financial statements to certify the operating results for the year ended December 31, 2018. Therefore, the Company had to refrain from considering this agenda item. Once the financial statements for the year 2018 have been prepared, the Company will present them to the shareholders' meeting for further consideration.

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

No additional questions were raised by the shareholders.

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

The meeting facilitator proposed that according to Article 42 of the Company's Articles of Association, "The Company shall not pay dividends from other types of money other than profit. The remaining profit after dividend payment is to be allocated to various reserves as the Board deems appropriate. The Board of Directors may pay interim dividends to shareholders from time to time when profits are sufficient to do so. Payment of dividends shall be announced at the next shareholders' meeting and payment made within 1 month from the date of the shareholders' meeting or a Board of Directors' resolution by notifying the shareholders in writing and advertising the dividend payment announcement in the newspaper as well."

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 be in the best interests of the shareholders.

However, the operating results for the 9-month consolidated financial statements ending September 30, 2018, reviewed by the Company's auditor and already submitted to the Stock Exchange of Thailand, recorded accumulated losses. As a result, the Company is unable to pay dividends from the annual operations of 2018, in accordance to the law and the regulations of the Company.

The meeting therefore proposed consideration and approval of the omission of a dividend payment for the year ended December 31, 2018.

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

No additional questions were raised by the shareholders.

The Meeting considered and approved the omission of the dividend payment from the operating result of the year ended December 31, 2018, with an unanimous vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Resolution	Number of Votes	Representing Votes (%)
Approved	2,603,285,195	100.00
Disapproved	-	-
Total Votes	2,603,285,195	100.00
Abstained	-	
Invalid	-	
Total attending votes	2,603,285,195	

Remark:

- 1) This agenda item shall be approved by majority votes of the total number of votes of the shareholders attending the meeting and casting their votes.
- 2) During the consideration of this agenda item, there were 1 additional proxy holders, holding 100 shares, attending the meeting. Therefore, there were 53 shareholders and proxy holders, holding 2,603,285,195 shares in total, attending the meeting.

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

The Meeting Facilitator reported that Article 15 of the Company's Articles of Association provided that at every Annual General Meeting of Shareholders, one-third of the directors shall vacate office in proportion. In the case that the number of directors is not a multiple of three, the number of directors closest to one-thirds shall vacate. In this regard, in 2019, there are ten directors in total and four of them are required to vacate their positions, as follows:

- | | |
|----------------------------------|---|
| 1. Mr. Somchai Meesen | Director |
| 2. Ms. Warangkana Kalayanapradit | Director |
| 3. Ms. Salinee Wangtal | Independent Director |
| 4. Mr. Chaiyasit Puvapiromquan | Independent Director and
Member of the Audit Committee |

The Company announced on its website the invitation to all minority shareholders to nominate qualified persons for appointment as Company directors from November 23, 2018 to January 23, 2019. However, no shareholders nominated any person to serve as a director of the Company.

The Board of Directors, under the recommendation of the Nomination and Remuneration Committee of the Company, has considered the appropriate qualifications of all 4 directors who have retired from office in accordance with the above agenda as being experienced persons with knowledge and expertise, while the independent directors who have completed their terms and who have held office for a period not exceeding 9 years in accordance with good corporate governance principles with details documented in their backgrounds, and proposed that all 4 directors proposed be re-appointed for another term, according to Attachment 4 in the invitation letter.

Therefore, it was deemed appropriate to propose to the 2019 Annual General Meeting of Shareholders to consider appointing Mr. Somchai Meesen, Ms. Warangkana Kalayanapradit, Ms. Salinee Wangtal and Mr. Chaiyasit Puvapiromquan for another term.

The Chairman informed the meeting that for the sake of transparency, the four nominated directors should be requested to leave the meeting room temporarily during consideration of this agenda.

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

No additional questions were raised by the shareholders.

The Chairman requested that the shareholders consider the appointment of the directors to replace those retiring by rotation.

The Meeting approved with majority votes of the total number of votes of shareholders attending the meeting and casting their votes the appointment of Mr. Somchai Meesen, Ms. Warangkana Kalayanapradit, Ms. Salinee Wangtan and Mr. Chaiyasit Phuvapiromquan, who retired by rotation, to continue their terms as directors of the Company, as follows:

5.1 Mr. Somchai Meesen as Director with the following votes:

Resolution	Number of Votes	Representing Votes (%)
Approved	2,602,584,995	99.97
Disapproved	700,100	0.03
Total Votes	2,603,285,095	100.00
Abstained	100	
Invalid	-	
Total attending votes	2,603,285,195	

5.2 Ms. Warangkana Kalayanapradit as Director with the following votes:

Resolution	Number of Votes	Representing Votes (%)
Approved	2,601,584,995	99.93
Disapproved	1,700,100	0.07
Total Votes	2,603,285,095	100.00
Abstained	100	
Invalid	-	
Total attending votes	2,603,285,195	

5.3 Ms. Salinee Wangtal as Independent Director with the following votes:

Resolution	Number of Votes	Representing Votes (%)
Approved	2,602,584,995	99.97
Disapproved	700,100	0.03
Total Votes	2,603,285,095	100.00
Abstained	100	
Invalid	-	
Total attending votes	2,603,285,195	

5.4 Mr. Chaiyasit Puvapiromquan as Independent Director and Member of the Audit Committee with the following votes:

Resolution	Number of Votes	Representing Votes (%)
Approved	2,602,584,995	99.97
Disapproved	700,100	0.03
Total Votes	2,603,285,095	100.00
Abstained	100	
Invalid	-	
Total attending votes	2,603,285,195	

Remark: This agenda item shall be approved by majority votes of the total number of votes of the shareholders attending the meeting and casting their votes.

The Chairman invited the four directors to return to the meeting room.

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

The Meeting Facilitator reported that the Board of Directors is of 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.

The Board of Directors of the Company considered the recommendation of the Nomination and Remuneration Committee of the Company and proposed the 2019 Annual General Meeting of Shareholders consider and approve the remuneration of directors and sub-committee members of the Company for the year 2019 as follows:

Position	Amount of Remuneration
Chairman of the Board	400,000 Baht / year
Chairman of the Audit Committee	400,000 Baht / year
Audit Committee Member	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 will paid by quarterly.

2) *Remuneration for Nomination and Remuneration Committee will paid as allowance per meeting.

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

Ms. Pranee Srikamneard, a shareholder who attended the meeting in person and as a proxy, proposed that in the past directors who are also the executives on the Company's payroll did not receive remuneration, and the same policy should be employed this year since the Company is not making any profit. However, non-executive directors may be considered to receive remuneration at the same rate as last year.

Ms. Chaweewan Sirijansawang, a shareholder who attended the meeting as a proxy, inquired about the remuneration of directors for the year 2019.

The Chairman explained that the remuneration of directors for the year 2019, totaling 10 persons, amounts to THB 2,600,000.

No further questions or opinions were posed by shareholders. The Chairman proposed the Meeting to consider remuneration of directors and the sub-committee of the Company for the year 2019.

The Meeting resolved to approve the remuneration of directors and the sub-committees of the Company by a vote of not less than two-thirds of the total votes of the shareholders attending the meeting, as follows:

Resolution	Number of Votes	Representing Votes (%)
Approved	2,602,584,995	99.97
Disapproved	700,100	0.03
Abstained	-	-
Total Votes	2,603,285,095	100.00
Invalid	100	
Total attending votes	2,603,285,195	

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

The Meeting Facilitator reported that the Board of Directors, upon the consideration and suggestion of the Audit Committee, deemed it appropriate to propose to the 2019 Annual General Meeting of Shareholders, the appointment of KPMG Phoomchai Audit Ltd. as the auditor of the Company for the year 2019. The list of the auditors who will affix their signature to the Company's financial statements is as follows:

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

Ms.Sasithorn Pongadisak the Auditor who has affixed his signature to certify the Company's financial statement for the second year. All of the above three auditors have neither relationships nor interests in the Company and its subsidiaries, with management and major shareholders of them, or those related to the above mentioned persons. They are, therefore, independent to examine and freely voice their opinions regarding the Company's financial statements. In addition, the qualifications of the three auditors are not contrary to the regulations of the Stock Exchange of Thailand.

The Board of Directors, upon the suggestion of the Audit Committee, deemed it appropriate to propose to the Meeting to consider and approve auditors' remuneration of the Company and its subsidiaries for the year 2019, amounting to THB 4,480,000 in total (THB 2,700,000 for the Company). In 2018, the Company paid additional fees to the auditors for audited of significant accrued income that occurred over the period 2015-2017 and affected the financial statements for the year 2017 in the amount of THB 1,600,000.

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

Ms. Pranee Srikamneard, a shareholder who attended the meeting in person and as a proxy, inquired whether the remuneration of the auditors has decreased from last year's rate or not, since the Company has already disposed of several subsidiary businesses.

Ms. Natenapa Pusittanont, Accounting Senior Assistant Vice President, explained that the auditors' remuneration of Nation Multimedia Group Public Company Limited (NMG) and its subsidiaries (excluding NBC) in 2019 is THB 4,480,000, which has decreased from the 2018 auditors' remuneration of THB 5,050,000. The auditors' remuneration of the Company only amounts to THB 2,700,000, which is equal to that of last year. The 2018 auditors' remuneration increased by THB 1,600,000 due to the audit of accrued income over the period 2015-2017, which required additional services from the auditors.

Ms. Chaweewan Sirijansawang, a shareholder who attended the meeting as a proxy, inquired about the additional THB 1,600,000 that the Company paid as 2018 auditors' remuneration for the audit of accrued income from 2015-2017 to KPMG Phoomchai Audit Ltd., the former auditor that had already issued and approved the Company's financial statements. Since there was a mistake in the statements that caused damages to the Company, the auditor should be held responsible for ensuring the correctness of the financial statements and should not demand additional service fees.

Mr. Shine Bunnag, Vice Chairman, explained that the audit of accrued income from 2015-2017 was a joint operation between the Company and the auditor in order to determine the correct accrued income data. The auditor had performed its tasks according to accepted accounting standards but the data provided to them was overwhelming and complicated. He asked the Accounting Department to clarify to the shareholders about the additional THB 1,600,000 paid to the auditor.

Ms. Natenapa Pusittanont, Accounting Senior Assistant Vice President, explained that according to the accounting standards, the auditor of the financial statements will normally sample some items at random to audit. However, the audit of accrued income from 2015-2017 was significant and the executives demanded that all items must be thoroughly audited to ensure the correctness of the financial statements. This resulted in a longer audit process and therefore the additional service charge was required.

Ms. Chaweewan Sirijansawang, a shareholder who attended the meeting as a proxy, said that it was a backward audit of data that had already been audited but found a mistake, with an aim to correct the said mistake. Therefore the auditor should not demand an additional service charge.

Mr. Shine Bunnag, Vice Chairman, said that the executives have already explained the additional audit fee of THB 1.6 million to the shareholders, and urged the representative of KPMG Phoomchai Audit Ltd. who attended the meeting to consult with their executives to consider lowering the audit fee for the 2020 financial statements.

Mr. Somchai Meesen, Chief Executive Officer, added that the reason that the audit of accrued income for the first time found no mistake is because the auditor received all the audit data from the former executives, which made it difficult to access the data directly.

When the present executives investigated the data and found the mistakes, they asked the auditor to re-audit 100% of the items in the accrued income for 3 years, retroactively (2015-2017). The executives have considered the matter and agreed that the THB 1.6 million additional audit fee demanded by the auditor was negotiated and suitable. However, to put the shareholders' mind at ease, he asked KPMG Phoomchai Audit Ltd. to consider lowering the audit fee for the Company's 2020 financial statements.

No additional questions were raised by the shareholders.

The Chairman asked the Meeting to consider and approve the appointment of KPMG Phoomchai Audit limited as the auditor of the year 2019 as follows:

1. Ms. Sasithorn Pongadisak, CPA. Registration No. 8802,
who will affix a signature to the Company's financial statements 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 audit fee for the Company and its five subsidiaries in 2019 is determined at THB 4,480,000. Furthermore, in 2018 the Company had to pay an additional audit fee of THB 1,600,000 to the auditor who performed the audit of significant accrued income from 2015-2017 that affected the 2017 financial statements.

The Meeting resolved to approve this agenda with majority votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Resolution	Number of Votes	Representing Votes (%)
Approved	2,331,552,995	89.56
Disapproved	271,732,100	10.44
Total Votes	2,603,285,095	100.00
Abstained	100	
Invalid	-	
Total attending votes	2,603,285,195	

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

The Meeting Facilitator reported that The Supreme Court's judgment on the case number 6991/2561 dated February 12, 2019, a ruling to uphold the Court of Appeals' judgment to repeal the resolution of General Shareholder Meeting of 2015 that took place on April 29, 2015, which resulted in the agenda to consider appointing the auditors and determining the auditors' remuneration for the year 2015 was repealed as well. In practice, after the General Shareholders' Meeting of 2015 had resolved the appointment of auditors and determined the auditors' remuneration for the year 2015, the auditors then carried out the

audit of quarterly and annual financial statements of 2015, while the Board of Directors of the Company at that time resolved to acknowledge and approve the financial statements before submitting them to the Stock Exchange of Thailand according to the announcement of the Office of Securities and Exchange Commission (SEC) to reveal the Company's data and performance that had been presented to and approved by the General Shareholders' Meeting of 2015.

The current Board of Directors of the Company has considered the matter and agreed that the audit carried out by the auditors in 2015 was deemed to have been an honest operation, in which the Company has already paid the audit fees of the Company and its 10 subsidiaries in 2015 to KPMG Phoomchai Audit Ltd. at the amount of THB 3,560,000. Therefore, the Board deemed it appropriate to propose to the 2019 General Shareholders Meeting consider and approve appointing the auditors and determining the auditors' remuneration for the year 2015.

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

No additional questions were raised by the shareholders.

The Chairman asked the Meeting to consider and approve the appointment of the auditors and determination of the audit fee for the year 2015.

The Meeting resolved to approve the appointment of the auditors from KPMG Phoomchai Audit Co., Ltd. as the auditor and determined the auditor's remuneration for the year 2015 of the Company and its subsidiaries totaling 10 companies in the amount of THB 3,560,000, with majority votes as follows:

Resolution	Number of Votes	Representing Votes (%)
Approved	2,602,584,995	99.97
Disapproved	700,100	0.03
Total Votes	2,603,285,095	100.00
Abstained	100	
Invalid	-	
Total attending votes	2,603,285,195	

Remark: This agenda item shall be approved by majority votes of the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda Item 9: Consider other matters (if any)

The Chairman opened an opportunity for shareholders to ask any further questions or make additional comments about the Company.

Mr. Vitoon Naluan, a shareholder who attended the meeting in person, inquired about the Company's policy pertaining to executives or their family members who are politicians, since Nation Group is a media organization with nearly 50 years of established policy in remaining neutral and is ready to report news relating to all politicians impartially.

Mr. Somchai Meesen, Chief Executive Officer, thanked the shareholder who asked this question, and explained that the administrative section will continue to provide full freedom in news reporting to the editorial section, especially in terms of content. Mr. Shine Bunnag, as Vice Chairman, will not oversee the content section and will be responsible only for operational management, specifically debt negotiations and liquidity, to make sure that the Company is moving forward steadily. The content of Nation Group media, both printed and TV, will be supervised by the editorial section who will have full freedom to investigate any political matters to maintain impartiality and neutrality. Therefore shareholders need not worry about the freedom of the editorial section.

Mr. Sontiyon Chuenruetainaidhama, Vice Chairman No.2, added that as a Company Director, he would like to report that most of the staff working in the editorial section are existing Nation Group employees, while only a few of them have been newly hired. This means that the editorial section still maintains its freedom. However, the Company's future in news reporting depends on public acceptance, for example, TV media which can be evaluated by viewers' ratings that may affect the revenues from advertising, or online media which can be evaluated by page views. Therefore if the Company reports its news wrongfully or with bias, it will be affected by the consequences eventually, since nowadays every matter can be investigated thoroughly by online social media.

Ms. Pranee Srikamneard, a shareholder who attended the meeting in person and as a proxy, asked the auditor from KPMG Phoomchai Audit Ltd. that since the issuance of the Company's financial statements of 2018 was belated, she would like to know what are the obstacles that delayed the audit of the financial statements, and whether or not the delays were because of the unfinished audit of accrued income. She also asked if there is a possibility that the financial statements for 2018 will be issued within May 2019.

The Chairman explained that the audit of the accrued income for 2015-2017 was already finished since the issuance of the financial statements of 2017. However, the reason for the delays in issuance of the current financial statements is due to the subsidiary, namely Nation Broadcasting Corporation Public Company Limited (NBC), being unable to issue its financial statements. It is expected that the complete financial statements will be completed within May 2019.

No additional questions were raised by the shareholders.

As there were no shareholders raising any additional questions, the Chairman expressed his appreciation to all shareholders, proxies and others for their attendance at the meeting, and declared the meeting adjourned at 15.50 hrs.

Signed_____ - *Signature* - _____ Chairman of the Meeting
(Mr. Marut Arthakaivalvatee)

Minutes reviewed by
Signed_____ - *Signature* - _____ Corporate Secretary
(Ms. Mathaya Osathanond)

Signed_____ - *Signature* - _____ Assistant Corporate Secretary
(Ms. Saowaluk Chotrungrot)

Minutes Taker

**Information Memorandum on the Disposal of Assets (Schedule 2) of
Nation Multimedia Group Public Company Limited (the “Company”)**

Since Spring 26 Company Limited (formerly known as Bangkok Business Broadcasting Company Limited), a subsidiary in which the Company holds 149,900,002 ordinary shares with a par value of Baht 10 per share, equivalent to 99.9333 percent of total ordinary shares sold and a subsidiary (in which the Company holds ordinary shares equivalent to 99.99 percent), i.e. Krungthep Turakij Media Company Limited, which holds 99,997 ordinary shares, equivalent to 0.0666 percent of total ordinary shares sold (“**Spring26**”), and a company licensed to use the spectrum to provide digital terrestrial television services as a national business service type in a standard definition category, named as SPRING 26 Channel (formerly known as NOW26 Channel), effective from 25 April 2014 to 24 April 2029 (“**License**”) submitted notice of intent to the Office of the National Broadcasting and Telecommunications Commission (“**NBTC**”) to request for the License return on 10 May 2019 (“**Transaction of Returning Spring26’s License**”). Besides, NBTC delivered the notification letter, dated 27 June 2019, regarding the result of consideration of the request for the return of the license to use the spectrum to provide digital terrestrial television services, stating an approval to return and discontinue the License, determining the service termination date on 16 August 2019 at 00.01 a.m. onwards. In addition, NBTC also approved the determination of remedial measures that Spring26 shall publicize remedial measures for service users as proposed by Spring26 for not less than 45 days prior to the date of service termination. Moreover, NBTC set compensation as a result of the License return in the amount of Baht 890.83 million to Spring26 according to the Notification of Office of the National Broadcasting and Telecommunications Commission Re: Criteria, Procedures, and Conditions for Compensation as a Result of the Return of the License to Use the Spectrum to Provide Digital Television Services, issued on 2 May 2019 (“**Notification of NBTC on the Request for the License Return**”), along with the Notification of the National Peace and Order Maintaining Council No. 4/2019 Re: the Measures to Solve Problems in the Operation of Television and Telecommunications Business, issued on 11 April 2019 (Collectively called “**Rules on the License Return**”).

The entering into the Transaction of Returning Spring26’s License is considered as the disposal of assets according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: the Criteria for Making Significant Transactions that are Considered as the Acquisition or Disposal of Assets, dated 31 August 2008 (including the amendments thereof) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 (2004), dated 29 October 2004 (including the amendments thereof) (“**Notifications on Acquisition or Disposal of Assets**”). The highest transaction size is 27.23 percent according

to calculation basis based on total value of consideration which is the basis giving the highest result of transaction. The outcome is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018 and the transactions on the disposal of assets during the 6-month period prior to the date on which the Company's Board of Directors unanimously approved in principal for Spring26 to submit the request for the License return to NBTC on 10 May 2019, comprising 3 transactions as follows:

(1) the transaction of the disposal of all investments in WPS (Thailand) Company Limited, having the highest transaction size of 13.99 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 6-month period, ended as at 30 June 2018;

(2) the transaction of the disposal of land and buildings in Khonkaen, having the highest transaction size of 0.37 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018; and

(3) the transaction of the disposal of 2 plots of land and buildings on Debaratna Road, Samutprakan and a plot of land on Dokmai Sub-district, Prawet District, Bangkok, having the highest transaction size of 10.13 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018.

Therefore, the combination between the Transaction of Returning Spring26's License and the transactions on the disposal of assets during the 6-month period prior to the date on which the Company's Board of Directors unanimously approved in principal for Spring26 to submit the request for the License return to NBTC on 10 May 2019 results in the total highest transaction size of 51.72 percent according to calculation basis based on value of consideration, considered as a Class 1 transaction under the Notifications on Acquisition or Disposal of Assets imposing the volume of transactions equivalent or higher than 50 percent but less than 100 percent.

Consequently, the Company is required to make a report, disclose the information memorandum on the entering into such transaction to the Stock Exchange of Thailand ("SET"), and convene the shareholders' meeting in order to obtain the approval for the entering into such transaction with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote which the votes of people having vested interests are not counted. By that the Company shall deliver the invitation notice of the

shareholders' meeting which contains the information at least as specified by the Notifications on Acquisition or Disposal of Assets, together with the opinion of the independent financial advisor approved by the Securities and Exchange Commission ("SEC") to the shareholders, not less than 14 days in advance prior to the date of the shareholders' meeting. Additionally, the Board of Directors of the Company appointed Capital Link Advisory Company Limited to be an independent financial advisor responsible for providing opinions regarding the said entering into the transaction of returning the License.

The Company would like to inform the details of the said entering into the transaction as follows:

1 Information Memorandum under Schedule 1

(1) Day/month/year on which the transaction occurs

Spring26 submitted the request for the License return to NBTC on 10 May 2019 and NBTC delivered the notification letter, dated 27 June 2019, regarding the result of consideration of the request for the return of the license to use the spectrum to provide digital terrestrial television services, approving the return and discontinuance of the License, the determination of the date of service termination which is on 16 August 2019 at 00.01 a.m. onwards, and the determination of remedial measures for service users. In addition, NBTC also set compensation as a result of the License return in the amount of Baht 890.83 million to Spring26. As such, Spring26 shall receive such compensation within 60 days from the date of service termination.

(2) Related parties and their relationships with the listed company

A person approving the License return : NBTC

A person returning the License : Spring26 which is a subsidiary of the Company

Relationship with the listed company : None

(3) General characteristics of the transaction and size of the transaction and the details of the transaction on the disposal of assets

(3.1) General characteristics of the transaction

As NBTC issued the Notification of NBTC on the Request for the License Return in pursuant to the Notification of the National Peace and Order Maintaining Council No. 4/2019 Re: the Measures to Solve Problems in the Operation of Television and Telecommunications Business, issued on 11 April 2019 and approved the return and discontinuance of the License, the determination of the date of service termination which

is on 16 August 2019 at 00.01 a.m. onwards, and the determination of remedial measures for service users to be implemented by Spring26 according to the notification letter, dated 27 June 2019, regarding the result of consideration of the request for the return of the license to use the spectrum to provide digital terrestrial television services,

Spring26 shall still be required to provide television service as permitted via SPRING 26 Channel until 16 August 2019 at 00.01 a.m. which is the termination date of providing digital terrestrial television services according to the License. Moreover, Spring26 shall also implement remedial measures for service users as proposed by publicizing the date of service termination of SPRING 26 Channel, for the purpose of acknowledging service users, consumers, audiences, and the general public, via SPRING 26 Channel and other media for not less than 45 days prior to the date of service termination.

In this regard, Spring26 shall receive compensation as a result of the License return in the amount of Baht 890.83 million within 60 days from the date of service termination. However, Spring26 has not completely paid the fourth installment of license fee according to the Notification of Office of the National Broadcasting and Telecommunications Commission Re: Criteria, Procedures, and Conditions for the Bid for the Spectrum to Provide Digital Terrestrial Television Services as a National Business Service Type B.E. 2556 (2013) (“**Notification of NBTC on the Bid for the Spectrum**”) in the amount of Baht 215.07 million (including VAT), thus compensation as a result of the License return shall be deducted by the outstanding license fee. The residual compensation, after a deduction of license fee, equals to Baht 675.76 million.

(3.2) Calculation of the transaction size

The details of the calculation of transaction size pursuant to the Notifications on Acquisition and Disposal of Assets, based on the interim consolidated financial statements for the 9-month period, ended as at 30 September 2018 which had been reviewed by the certified auditors of the Company are as follows:

No	Criteria	Calculation Formula	Transaction size
1	Net Tangible Assets (NAT) Criteria	Cannot be calculated since disposed asset is not security	N/A
2	Net Operating Profit Criteria	Cannot be calculated since disposed asset is not security	N/A
3	Total Value of Consideration Criteria	Total value of consideration x 100 / Total asset of the listed company	27.23 percent

		(890 x 100 / 3,271.13)	
4	Value of Securities Criteria	Have not issued securities	N/A

In calculating the above transaction size, the highest transaction size is 27.23 percent according to calculation basis based on value of consideration. The calculation shall count the transactions on the disposal of assets during the 6-month period prior to the date on which the Company's Board of Directors unanimously approved in principal for Spring26 to submit the request for the License return to NBTC on 10 May 2019, comprising 3 transactions as follows:

(1) the transaction of the disposal of all investments in WPS (Thailand) Company Limited, having the highest transaction size of 13.99 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 6-month period, ended as at 30 June 2018;

(2) the transaction of the disposal of land and buildings in Khonkaen, having the highest transaction size of 0.37 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018; and

(3) the transaction of the disposal of 2 plots of land and buildings on Debaratna Road, Samutprakan and a plot of land on Dokmai Sub-district, Prawet District, Bangkok, having the highest transaction size of 10.13 percent according to calculation basis based on value of consideration which is calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at 30 September 2018.

Therefore, the combination between the Transaction of Returning Spring26's License and the transactions on the disposal of assets during the 6-month period prior to the date on which the Company's Board of Directors unanimously approved in principal for Spring26 to submit the request for the License return to NBTC on 10 May 2019 results in the total highest transaction size of 51.72 percent according to calculation basis based on value of consideration, considered as a Class 1 transaction under the Notifications on Acquisition or Disposal of Assets imposing the volume of transactions equivalent or higher than 50 percent but less than 100 percent. The details of which are as follows:

Consequently, the Company is required to appoint the independent financial advisor responsible for giving opinions regarding the Transaction of returning Spring's License to the shareholders of the Company, disclose the information memorandum on the entering into the transaction to SET, and convene the

shareholders' meeting in order to obtain the approval for the entering into such transaction with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote which the votes of people having vested interests are not counted. By that the Company shall deliver the invitation notice of the shareholders' meeting which contains the information at least as specified by the Notifications on Acquisition or Disposal of Assets, together with the opinion of the independent financial advisor approved by SEC to the shareholders, not less than 14 days in advance prior to the date of the shareholders' meeting. In this regard, the Board of Directors' meeting of the Company resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2019 which is holding on 27 September 2019 to consider approving the entering into such transaction.

(3.3) Rationale and background of the transaction

Due to the policy decisions by the former management of the Company last year 2014 that allowed Spring26 to engage in the auction of digital television system, it was aimed to present the documentary, foreign movie series, sports and variety shows. However, the company has no expertise in the management of such content types. As such, Spring26 lost over years since it won the bid for spectrum for digital television services, which were from the year 2015 to 2018. The total lost was approximately Baht 2,488.76 million according to the consolidated financial statements of the Company ending 31 December 2018. Besides, Spring26 still has the burden of paying license fees as of 9 May 2019 at the amount of Baht 215.07 million (including VAT) according to the Notification of NBTC on the Request for the License Return, causing the company to have encountered heavy losses continuously and been under significant debts. So, the company plans to dispose of its investment in Spring26 since the beginning of the year 2018 to reduce capital burden and expenditure of the company to be at an appropriate level and be ready to focus on a strong core business operation to create growth in the future.

(4) Details of the disposed assets

The details of the License are as follows:

(4.1) General information

A person requesting the License return	Spring26
Type of Services	Providing digital terrestrial television services as a national business service type in a standard definition category
Channel	SPRING 26

Type of Programs	Presenting a world-class documentary providing useful information for living, inspiration for success, and lifestyle such as culture, sport, environment, family, and others responding the urban lifestyle
Total Fee	Baht 2,200 million only
Date of License Receive	25 April 2014
Expiration Date	24 April 2029
Multiplex channel number	Multiplex 5
Television network provider	Army

(5) Total value of consideration

According to the Notification of NBTC on the Request for the License Return, Spring26 shall receive compensation as a result of the License return in the amount of Baht 890.83 million within 60 days from 16 August 2019 which is the date of service termination. However, Spring26 has not completely paid the fourth installment of license fee according to the Notification of NBTC on the Bid for the Spectrum in the amount of Baht 215.07 million (including VAT) and yearly license fee for the year 2017 and 2019 in the amount of Baht 4.16 million, thus compensation as a result of the License return shall be deducted by the outstanding fourth installment of license fee and yearly license fee for the year 2017 and 2019 in the amount of Baht 671.61 million. The residual compensation, after a deduction of license fee, equals to Baht 671.61 million.

(6) Criteria used to determine value of consideration

Spring26 obtained the License on 25 April 2014 and the License is valid until 24 April 2029, totaling 15 years of validity, with total Baht 2,200 million of license fee, consisting of the first installment to the fourth installment of license fee in the amount of Baht 1,472 million and the fifth and sixth installments of license fee in the amount of Baht 728 million.

The value of consideration is based on the calculation method in accordance with the Notification of NBTC on the Request for the License Return and the notification letter, dated 27 June 2019, issued by NBTC, regarding the result of consideration of the request for the return of the license to use the spectrum to provide digital terrestrial television services, stating the approval of the request for the return and discontinuance of the License, the determination of the date of service termination which is on 16 August 2019 at 00.01 a.m. onwards, and the determination of remedial measures for service users to be implemented by Spring26, including the notification of compensation as a result of the License return in the amount of Baht 890.83 million as follows:

(1) License fee which the licensee had paid until the fourth installment out of six installments. A period of License validity which has not been enforced can be calculated as follows:

$$\begin{aligned}
 &= \frac{\text{Paid license fee} \times \text{license validity during the period that the spectrum has not been used (day)}}{\text{Period of license validity (day)}} \\
 &= \frac{\text{Baht 1,472 million} \times 3,540 \text{ days}}{5,479 \text{ days}} \\
 &= \text{Baht 951.06 million}
 \end{aligned}$$

Spring is exempted from the fifth and sixth license fee.

(2) **Deducted by** the benefits which the licensee had gained during the business operations as follows:

(2.1) Subsidy for rental expenses for television multiplex using the digital terrestrial spectrum (“MUX”) pursuant to the Notification of the National Peace and Order Maintaining Council No. 9/2018 Re: the Measures to Relieve Impacts on Persons Operating Radiobroadcaster, Television, Broadcasting, and Telecommunications Business, dated 23 May 2018, in the amount of Baht 1.75 million per month which is the monthly benefit gained from January 2018 to 16 August 2019, totaling Baht 26.25 million;

(2.2) Subsidy for expenses for television satellite transmittance provided in general (“Must Carry Fee”) according to the Notification of the National Peace and Order Maintaining Council No. 76/2016 Re: the Measures to Support Radiobroadcaster, Television, Broadcasting, and Telecommunications Business for Public Interest, dated 20 December 2016, received throughout until the date of service termination which is on 16 August 2019, equivalent to Must Carry Fee in the amount of Baht 33.98 million which is the benefit gained from December 2016 to 16 August 2019.

(3) **Deducted by** licensee’s turnover gained from operating businesses under a license in each year, during the whole operating period until 11 April 2019 which net profit is solely calculated.

	Net profit (loss) (Unit : Million Baht)
2557	(118.37)
2558	(459.36)
2559	(505.24)

2560	(1,213.46)
2561	(178.55)
1 January 2019 to 11 April 2019	(43.65)

Spring26 had losses since 2014 until 11 April 2019; thus, a deduction of profit from turnover is not required.

Total compensation calculated as value of consideration is summarized as follows:

Transaction	Amount (Million Baht)
License fee which the licensee had paid until the fourth installment out of six installments, during a period of License validity until the fourth installment out of six installments, during a period of License validity which has not been enforced in the above item no. (1)	951.06
<u>Deducted by</u> the benefits which the licensee gained during the business operations, i.e. MUX fee and Must Carry Fee in the above items no. (2.1) and (2.2)	60.23
<u>Deducted by</u> the benefits gained from net profit from the operation in the above item no. (3)	None
<u>Remaining</u> compensation before a deduction of the outstanding fourth installment of license fee and yearly license fee for the year 2017 and 2019	890.83

However, Spring26 has not completely paid the fourth installment of license fee according to the Notification of NBTC on the Bid for the Spectrum in the amount of Baht 215.07 million (including VAT) and yearly license fee for the year 2017 and 2019 in the amount of Baht 4.16 million (yearly license fee for the year 2018 was completely paid), thus compensation as a result of the License return shall be deducted by the outstanding fourth installment of license fee and license fee. The residual compensation equals to Baht 671.61 million.

(7) Expected benefits to the Company from the disposal of assets

Due to the entering into the Transaction of Returning Spring26's License, the Company expects to gain the benefits as follows:

(7.1) Compensation as a result of this request for the License return shall reduce debt burdens of the Company; enabling it to repay debts to creditors and continuously run the businesses. At present, the Company has liabilities with interest with financial institutions and short-term loans in the approximate amount of Baht 918 million as of 9 May 2019. The Company shall spend the compensation on repaying accrued network payables, trade payables, short-term liabilities, and long-term secured liabilities with financial institutions and also use it as working capital;

(7.2) The request for the License return also reduces the risk of capital structure management; resulting in generating cash flow for the Company and supporting the demand for cash flow of the Company in a timely manner without having to bear high operating costs in each month;

(7.3) The request for the License return also reduces the high cost of interest because the Company is able to spend compensation on repaying debts;

(7.4) The group of the Company will be able to focus on the core business operations in which it truly has knowledge and expertise in, namely printing media, organizing related activities, television media business in its expertise, i.e. Nation TV (Channel 22), and producing program contents, including digital businesses in order to emphasizing on the intensive content and brands in 4 core businesses through the integration and the development of platform from the Offline-Online-On ground. Thus, the content could reach the group of consumers more and easier; and

(7.5) The request for the License return will enable the Company to shut down the business that has always suffered losses, which has not yet been able to speculate profitability and will not affect the core businesses of the group of the Company. The Company still has Nation Broadcasting Corporation Public Company Limited ("**NBC**"), a subsidiary of the Company, which has operated its television channel in fully integrated functions, no matter what producing, providing TV programs, and selling airtime in the field of news, entertainment, and new media and NBC Next Vision Company Limited, a subsidiary of NBC, which has been licensed to operate a digital television business in the category of news and content (SD) as its expertise under the name of Nation TV (Channel 22).

However, an impact from the request for the License return expected by the Company is that Spring26 has to lay off some employees. As such, the Company has prepared remedial measure for such employees by paying compensation as a result of the layoff in accordance with labor law. Moreover, the Company has remedied service users as proposed to NBTC by publicizing the date of service termination of SPRING 26 Channel, for the purpose of acknowledging service users, consumers, audiences, and the general public, via SPRING 26 Channel and other media for not less than 45 days prior to the date of service termination.

Due to business plan of Spring26 after the License return, the Company is in the process of studying and looking into the feasibility of operating new business as a replacement.

(8) Plan for the use of compensation to be received from the disposal of Asset

Spring 26 shall receive compensation after deducted by the outstanding fourth installment of license fee and yearly license fee for the year 2017 and 2019 in the amount of Baht 671.61 million. Burden of expenses in August 2019 are as follow:

No	Transaction	Amount (Unit :Million Baht)
1	Net compensation	671.61
2	Withholding tax on compensation (1 percent of compensation before tax on outstanding expenses (Baht 890.83 million))	8.91
3	Compensation in cash (1-2)	662.70
4	MUX digital TV network creditors	70.87
5	Program production creditors	41.25
6	Other creditors	33.96
7	Severance pay	30.00
8	Remaining cash to pay for accrued amount of the Company (3-4-5-6-7)	486.62

At the end of August, Spring shall have the remaining compensation to pay for accrued amount of the Company in the amount of Baht 486.62 million. The Company shall spend sum of money received from Spring on debt repayment of the Company, primarily for financial institutions' debts in the amount of Baht 250.64 million in order that the Company is able to pay its debt within the due date and reduce burden of high interest. Moreover, the Company may spend the residual amount of money as working capital to increase financial liquidity for core businesses in which the Company has an expertise and in accordance with the Company's policy, i.e. printing media, relevant events organization, television business and content production via every channel which can reach customers more and faster as mentioned above.

(9) Conditions on the entering into the transaction

The entering into the Transaction of returning Spring's License is considered as the disposal of assets of the listed company made by a subsidiary, Class 1 according to the Notifications on Acquisition or Disposal of Assets, the Company, consequently, is required to make a report, disclose the information memorandum on the entering into such transaction to SET, and convene the shareholders' meeting in order to obtain the approval for the entering into such transaction with the votes of not less than three-fourths of the total

votes of the shareholders attending the meeting and entitled to vote which the votes of people having vested interests are not counted.

Additionally, the Extraordinary General Meeting of Shareholders No. 1/2019 to be held on 27 September 2019 shall resolve the approval of the entering into the transaction on the License return with the details as follows:

Matter proposed to the shareholders' meeting for approval	Conditions on the approval
Considering approving a subsidiary of the Company (Spring 26 Company Limited) to return the license to use the spectrum to provide digital television services under the name of SPRING 26 Channel.	The votes are not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote which the votes of people having vested interests are not counted.

(10) Opinions of the Board of Directors concerning a decision to enter into the transaction

The Board of Directors' meeting of the Company has thoroughly considered and opined that the Rules on the License Return allows the Spring to return the License and contemporarily receive compensation, which shall alleviate the damage caused by false policies of the former executives of the Company (which the current Board of Directors and executives have filed a complaint against the former executives to SEC, including exercising legal rights to sue against them as well). Besides, receiving compensation will help reduce burden of License fee, adjust financial ratios, and be essential to solving financial problems by reducing the Company's debt burdens, which shall cause working capital of the group of the Company to be in a better condition respectively. Besides, this decision conforms to the Company's policies in having itself focus on the core businesses, based on the group of the Company's genuine knowledge and expertise, involving printing media, organizing related activities, television media business, in the category of news and content as its expertise, and producing contents, including related businesses that have the potential to grow and enhance the core businesses of the Company to allow the Group to continue the business operations.

In addition, the request for the License return will have the group of the Company remain only one digital television station, that is Nation TV (Channel 22), which offers programs in the category of news and content (SD), allowing the Company to mobilize resources within the group of the Company in various areas for existing news items fully in line with the Company's core business policy.

(11) Opinions of the Company's Audit Committee and/or directors which are different from the opinions of the Board of Directors under the item no. 9

The Audit Committee provides the opinions which are in line with the above resolution of the Board of Directors of the Company (unanimously) and no member of the Audit Committee has opinions different from such resolution of the Board of Directors of the Company.

**Information contained in the Information Memorandum (Schedule 2) under the Notifications on
Acquisition or Disposal of Assets**

1. *Responsibility of Directors for information*

The Board of Directors of the Company certified that information contained in this Information Memorandum is accurate, completed and not false and will not cause other people to misunderstand or does not lack the material information that should be informed.

2 *Information in relation to the Company and other relevant information*

1. Summary of information in relation to the Company

Name : Nation Multimedia Group Public Company Limited

Head office address : 1858/121-122, 1858/124-128, 28th, 30th, 31st Floor, Debaratna Road,
Bangna-Tai, Bangna, Bangkok 10260

SET listing date : 9 June 1988

Public company registration : 14 December 1993 (PCL. No. 0107536001524)

of business operation Nature consists of 4 businesses as follows:

1. Printing, including
 - 1.1 Thai-language News Business Unit
 - 1.2 General Thai-language News Business Unit
 - 1.3 Foreign-language News Business Unit
2. Broadcasting Business Unit
3. Event Marketing
4. New Media Platform

Registered capital : Baht 2,663,572,194.95, consisting of 5,025,607,915 ordinary shares
at a par value of Baht 0.53 per share

Paid-up capital : As of 31 July 2019, the Company has paid-up capital of Baht
2,156,024,291.86 consisting of 4,067,970,362 ordinary shares at a
par value of Baht 0.53 per share.

Nature of business operation

The Company and its subsidiaries operate 4 core business as follows:

1. Publishing

- **Thai-language News Business Unit**

Production of Krungthep Turakij, Thai language daily newspaper together with related businesses, for example, news websites, training programs, seminars, special events, news updates and information services, I-Newspaper application and the website www.bangkokbiznews.com via social media, operated by Krungthep Turakij Media Company Limited (KTM).

- **General Thai-language News Business Unit**

Production of Kom Chad Luek, Thai-language newspaper, operated by Kom Chad Luek Media Company Limited (KMM) and expansion of platforms through social media and online via the website www.komchadluek.net.

- **English-language News Business Unit**

Production of The Nation newspaper, operated by Nation News Network Company limited (NNN) and website www.nationmultimedia.com as well as distribution of news reports via Facebook and Twitter

2. Broadcasting Business Unit

- Bangkok Business Broadcasting Company Limited (BBB), currently renamed as Spring 26 Company Limited, is a subsidiary of NMG and holder of the License for digital TV channel in a standard definition category, named as Spring 26 (NOW26), variety programs, presenting news and quality entertainment focusing on fun and creative content, and providing experience and learning through content that covers 4 main categories, including news, documentaries, sports and variety (approved to return the License and terminate to broadcast on 16 August 2019).

- Nation Broadcasting Corporation Public Company Limited (NBC) is the founder and operator of a full-cycle TV broadcasting business including program production, procurement and sale of air time for news and entertainment programs, production of radio programs, and New Media. NBC Next Vision Company Limited, a subsidiary of NBC, is the owner of the

License for digital TV channel in the category of news and content (SD) under the name of Nation TV (Channel 22).

3. Event Marketing

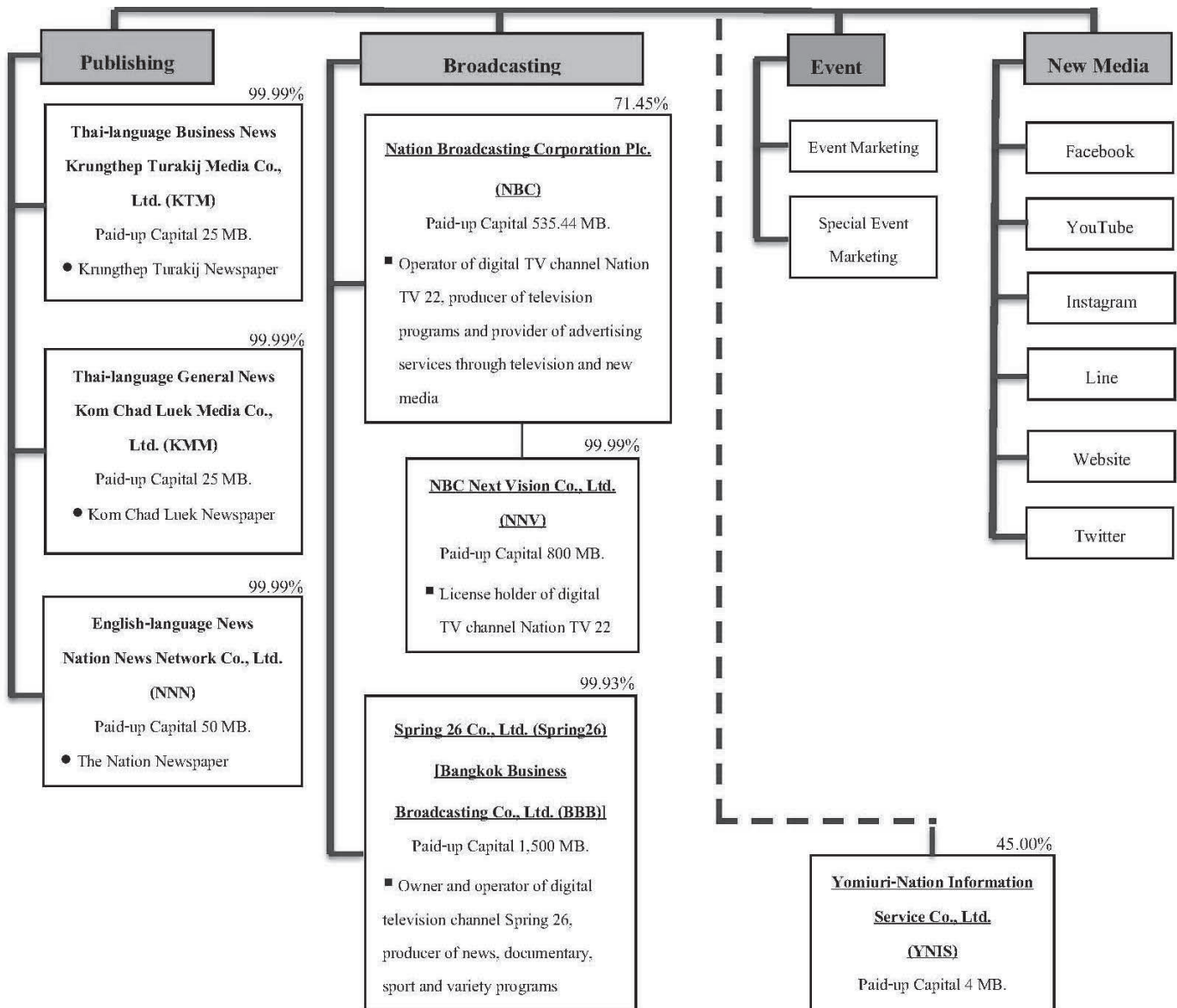
Event organizing is undertaken jointly by all media and publicized across all platforms under Nation Group.

4. New Media Platform

All media of Nation Group are utilized across multiple online and social media platforms, including websites, Facebook, YouTube, Line, Twitter and Instagram.

Business Group Structure

Nation Multimedia Group Public Company Limited



2. The top ten shareholders as of 24 July 2019 which is the last Book-Closing date, ranked as follows:

Name	Shares	Holding (%)
1. U-City Public Company Limited	406,390,000	9.99
.2News Network Corporation Public Company Limited	404,985,000	9.95
3. CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	391,972,000	9.64
.4Mr. Sombat Panichewa	290,000,000	7.13
.5Mr. Suthichai Sae-Yoon	212,878,542	5.23
.6Ms. Kanchanarath Wongpan	206,641,200	5.08
.7Mr. Pakkawan Wongopasi	185,000,000	4.55
.8KIM ENG SECURITIES (HONGKONG) LIMITED	172,104,000	4.23
.9General Insurance Fund	141,400,000	3.48
10. DOW JONE & COMPANY.INC.,NEW YORK	120,000,000	2.95
Others	1,536,599,620	37.77
Total	4,067,970,362	100.00

3. Names of the Board of Directors and Executives

The Board of Directors consists of 10 members as follows:

- | | | | |
|----|--------------|---------------------|--|
| 1. | Mr.Marut | Arthakaivalvatee | Chairman of the Board of Directors |
| 2. | Mr.Shine | Bunnag | Vice Chairman of the Board of Director No.1 |
| 3. | Mr.Sontiyon | Chuenruetainaidhama | Vice Chairman of the Board of Director No.2 |
| 4. | Mr.Somchai | Meesen | Director / Chief Executive Office |
| 5. | Mr.Apivut | Thongkam | Independent Director and Chairman of the Audit Committee |
| 6. | Mr.Chaiyasit | Puvapiromquan | Independent Director and Member of the Audit Committee |

- | | | | |
|-----|-----------------------|----------------|--|
| 7. | Mr. Thanachai | Santichaikul | Independent Director and Member of the Audit Committee |
| 8. | Mrs. Salinee | Wangtal | Independent Director |
| 9. | Mrs. Warangkana | Kalayanapradit | Director |
| 10. | Mr. Ka Ming Jacky Lam | | Director |

Name of Directors who are authorized to sign on behalf of the Company are: “two out of four directors, Mr. Marut Arthakaivalvatee, Mr. Somchai Meesen, Ms. Warangkana Kalayanapradit and Mr. Shine Bunnag, jointly sign together with the Company seal affixed.”.

The Audit Committee consists of 3 members as follows:

- | | | | |
|----|---------------|---------------|---------------------------------|
| 1. | Mr. Apivut | Thongkam | Chairman of the Audit Committee |
| 2. | Mr. Chaiyasit | Puvapiromquan | Member of the Audit Committee |
| 3. | Mr. Thanachai | Santichaikul | Member of the Audit Committee |

The 4 first executives according to the SEC definition are as follows:

- | | | | |
|----|------------------|-----------------------|---|
| 1. | Mr. Somchai | Meesen | Chief Executive Office |
| 2. | Mrs. Warangkana | Kalayanapradit | Assistant to Chief Executive Office |
| 3. | Mr. Supawat | Sa-nguan-ngam | Managing Director – Publishing Business |
| 4. | Mr. Prakit | Chompukam | Assistant to Chief Executive Office |
| 5. | Mr. Phornprayoon | Issarasak Na Ayuthaya | Assistant to Chief Executive Office – Corporate Communication |
| 6. | Ms. Mathaya | Osathanond | Senior Vice President – Finance |
| 7. | Ms. Natenapa | Pusittanont | Senior Vice President – Account |

2 Summary of financial status and overall operation results

1. Summary of financial status and overall operation results of the Company and subsidiaries

Unit : Thousand Baht

Consolidated statement of financial position	31 December 2019 (Adjusted)	%	31 December 2017	%	31 December 2018	%
Assets						
<i>Current Assets</i>						
Cash and cash equivalents	233,694	4%	186,399	5%	168,895	5%
Current investments	422,376	6%	125,421	3%	230	-
Trade accounts receivable	398,049	6%	274,768	7%	205,429	6%
Accrued income	99,469	2%	77,070	2%	87,317	2%
Other receivables	89,842	2%	59,605	1%	68,134	2%
Inventories	136,926	2%	68,116	1%	2,961	-
Other current assets	321,559	5%	285,793	7%	203,251	5%
Total Current assets	1,701,915	27%	1,077,172	26%	736,217	20%
<i>Non-current assets</i>						
Restricted deposits	861	-	479	-	1,150	-
Investments in associates	23,156	-	23,226	1%	188,468	5%
Long-term investments	7,416	-	4,019	-	2,263	-
Investment properties	75,447	1%	70,655	2%	81,083	2%
Property, plant and equipment	1,488,481	23%	1,462,585	36%	407,103	11%
Intangible assets	171,182	3%	66,984	2%	17,350	-
Digital television licenses	2,574,171	40%	1,049,289	26%	2,086,896	56%
Deferred tax assets	112,053	2%	77,317	2%	-	-
Other non-current assets	230,748	4%	238,204	6%	234,957	6%
Total non-current assets	4,683,515	73%	2,992,758	74%	3,019,270	80%
Total assets	6,385,430	100%	4,069,930	100%	3,755,487	100%

Unit : Thousand Baht

Consolidated statement of financial position	31 December 2019 (Adjusted)	%	31 December 2017	%	31 December 2018	%
Liabilities and equity						
<i>Current liabilities</i>						
Bank overdrafts and short-term loans from financial institutions	549,431	9%	864,674	21%	620,047	17%
Trade accounts payable	99,264	1%	105,023	3%	212,604	6%
Other payables	146,136	2%	162,913	4%	130,599	3%
Current portion of television licenses payable	584,069	9%	297,964	7%	-	-
Current portion of long-term loans from financial institutions and liabilities under financial agreements	121,066	2%	156,000	4%	187,167	5%
Short-term loans	550,000	9%	553,500	14%	323,528	9%
Current income tax payable	8	-	-	-	-	-
Other current liabilities	436,014	7%	360,592	9%	288,870	7%
Total current liabilities	2,485,988	39%	2,500,666	62%	1,762,815	47%
<i>Non-current liabilities</i>						
Digital television licenses payable	1,130,070	18%	1,131,218	28%	1,448,808	39%
Long-term loans and liabilities under financial agreements	158,833	2%	47,000	1%	-	-
Deferred tax liabilities	20,909	-	31,230	1%	8,051	-
Employee benefit obligations	167,253	3%	137,981	3%	103,501	3%
Other non-current liabilities	105,061	2%	87,315	2%	48,226	1%
Total non-current liabilities	1,582,126	25%	1,434,744	35%	1,608,586	43%
Total liabilities	4,068,114	64%	3,935,410	97%	3,371,401	90%
<i>Equity</i>						
Share capital	2,155,959	34%	2,155,959	53%	2,156,024	57%
Premium on ordinary shares	1,169,694	18%	1,169,694	29%	1,169,752	31%
Share premium on ordinary shares of subsidiaries	96,605	2%	96,939	2%	80,722	2%
Warrants to purchase ordinary shares	30,013	-	35,345	1%	-	-
Reserve on acquisition of warrants	(91,013)	-1%	(91,013)	-2%	-	-
Retained earnings (deficit)						
Appropriated – legal reserve	32,700	-	32,700	-	32,700	1%
Unappropriated (Deficit)	(1,399,685)	-22%	(3,556,270)	-87%	(3,235,332)	-86%
Other components of equity	(4,232)	-	167,161	4%	32,201	1%
Equity attributable to owners of the parent	1,990,041	31%	10,515	-	236,067	6%
Uncontrollable interests	327,275	5%	124,005	3%	148,019	4%
Total equity	2,317,316	36%	134,520	3%	384,086	10%
Total liabilities and equity	6,385,430	100%	4,069,930	100%	3,755,487	100%

Unit : Thousand Baht

Consolidated statement of income	2016 (Adjusted)	%	2560	%	2561	%
Income						
Revenue from sale of goods and rendering of services	2,021,669	95%	1,650,658	96%	1,374,387	92%
Other income	84,670	5%	60,191	4%	114,057	8%
Total income	2,106,339	100%	1,710,849	100%	1,488,444	100%
Expenses						
Cost of sale of goods and rendering of services	2,000,460	95%	1,482,608	87%	1,029,946	69%
Selling and administrative expenses	1,111,494	53%	807,437	47%	853,979	57%
Loss from assets impairment (Reversal of)	2,950	-	1,479,091	86%	(1,127,054)	-76%
Loss from allowance for doubtful account (Reversal of)	-	-	(7,033)	-	(57,477)	-4%
Financial costs	152,358	7%	169,153	10%	153,475	10%
Total expenses	3,267,262	148%	3,931,256	230%	852,869	57%
Share of profit (loss) of associate	1,080	-	70	-	(3,889)	-
Profit (loss) before income tax expense	(1,159,843)	-48%	(2,220,337)	-130%	631,686	43%
Income tax (expense) benefit	(157,819)	-7%	(21,566)	-1%	(71,941)	-5%
Profit (loss) from continuing operations	(1,317,662)	-63%	(2,241,903)	-131%	559,745	38%
Loss from discontinued operation	-	-	)136,449)	-8%	(269,247)	-18%
Profit (loss)	(1,317,662)	-63%	(2,378,352)	-126%	290,498	20%
Uncontrollable interests	138,189	7%	221,867	13%	75,297	5%
Profit (loss) to owners of parent	(1,179,473)	-56%	(2,156,485)	-126%	215,201	15%
Other comprehensive income						
Items that will be reclassified subsequently to profit or loss	19		4,228		-	
Items that will not be reclassified subsequently to profit and loss	(9,575)		184,940		12,512	
Total comprehensive income	(1,327,218)		(2,189,184)		303,010	
Uncontrollable interests	(141,030)		(203,992)		78,570	
Total comprehensive income to owners of parent	(1,186,188)		(1,985,192)		224,440	

Management Discussion and Analysis (MD&A)

The consolidated financial statements of Nation Multimedia Group Public Company Limited and its subsidiaries for the year ended 31 December 2018 represented a profit from continuing operations of Baht 559.74 million. Compared to the same period in 2017 when the loss was Baht 2,241.90 million, the profit increased by 125 percent. Due to total loss from discontinued operations for the year 2018 of Baht 269.24 million, the group of the Company represented a net profit of Baht 290.50 million. Compared to the same period in 2017 when the loss was Baht 2,378.35 million, the profit increased by 112 percent. Excluding the reversal of loss from asset impairment and the allowance for doubtful accounts of Baht 1,184.53 million, the group of the Company had a net loss of Baht 894.03 million. The Company would like to clarify a significance change of Group's operation results which could be summarized as follows:

1. Revenue from sales of goods and rendering of services for the year 2018 decreased by 17 percent, compared to the same period in 2017. The main reason was from economic slowdown which affected revenue from sales of advertisement to decrease by 15 percent and circulation revenues decreased by 26 percent.

2. Costs and expenses for the year 2018 decreased by 81 percent, compared to the same period in 2017. The main reasons were:

- Cost of sales and services decreased by 31 percent which was in line with the decrease in revenue from sales of goods and rendering of services.
- Distribution costs and administrative expenses increased by 5 percent, due to loss on disposal and written-off of assets of Baht 161 million.
- On 11 April 2019, the National Council for Peace and Order (“NCPO”) released the Order No. 4/2019 Re: a Measure to Solve the Problems from the Operations of the Television and Telecommunication. On 2 May 2019, NBTC released the Order Re: Criteria, Procedures and Conditions for Compensation as a Result of the Return of the License to Use the Spectrum to Provide Digital Television Services, allowing the service users who had intended to return the license to notify NBTC in writing by 10 May 2019. The said request for a return of the license is considered a request to cancel the license to provide digital terrestrial television services.
- Bangkok Business Broadcasting Company Limited (currently renamed as Spring 26 Company Limited) submitted a request to return the license to NBTC and obtained an approval on 27 June 2019. The group of the Company had considered an amount

expected to be received from the fair value, deducted by cost of disposal, which is compensation to be received from NBTC as specified in the Notification letter regarding an approval of payment of compensation, dated 26 July 2019, and expenses to be occurred as a result of the return of the license. Thus, the group of the Company had considered to reverse the loss from impairment of Digital TV license in the consolidated financial statements for the year ended 31 December 2018 amounting to Baht 643.66 million. On 26 July 2019, NBTC issued the notification letter to approve the compensation for the subsidiary amounting to Baht 890.83 million. Deducted by the outstanding fourth installment of license fee of Baht 215.07 million (including VAT), the remaining compensation would be Baht 675.76 million.

- In addition, not having desired to return the license, NBC Next Vision Company Limited is exempted from the license fee and a subsidy for rental expenditures of television network in a category of using the spectrum to provide digital terrestrial television broadcasting network service to the licensees over the remaining period of the licenses. To receive the subsidy shall be effective after termination of the measure to relieve in accordance with paragraph one, section 8 of NCPO's Order No. 9/2018. Therefore, the Group of the Company had considered to reverse of loss from License impairment in the consolidated financial statements ended 31 December 2018, amounting to Baht 486.70 million.
- In 2018, for the purpose of the business restructuring, the Company disposed its investments in its subsidiaries, i.e. Nation U Company Limited, NML Company Limited and WPS Company Limited, and decrease the investment proportion in Nation International Edutainment Public Company Limited, causing a subsidiary (to be held 71.04 percent of shares) to become an associated company (to be held 33.05 percent of shares)

Conclusion:

According to the operating results for the year ended 31 December 2018, the group of the Company had a net profit of Baht 290.60 million, resulting from the reversal of loss from asset impairment and the allowance for doubtful accounts of Baht 1,184.53 million. Compared to the same period in 2017, the loss was Baht 2,378.35 million.

Analysis of Financial Position

Total assets, at the end of 2018, were equal to Baht 3,755 million, decreasing by Baht 315 million, or equivalent to 8 percent from the remaining amount of Baht 4,070 million in a previous year. Details of the significant changes are as follows:

Cash and cash equivalent decreased by Baht 17 million, or equivalent to 9 percent. The main reason is that the Company received sum of money in the net amount of Baht 665 million from disposal of the investments in the subsidiaries, decreasing by Baht 86 million from discontinued operation (from the disposal of the investments and loss of control in the subsidiaries) and spent such money as working capital and repayment of short-term and long-term loans.

Current investment decreased by Baht 125 million, or equivalent to 100 percent. The main reason is that, in 2018, the Company lost control over the subsidiaries, decreasing trading securities by Baht 103 million and the group of the Company had sold and transferred trading securities, amounting to Baht 20 million.

Trade account receivables - net decreased by Baht 69 million, or equivalent to 25 percent, due to a decrease in overall revenue from sales of advertisement and printing media and high competitive environment, causing the trade accounts receivable had decreased from the previous year. In addition, the company has an average debt-collection period of 63 days which is less than an average debt-collection period in the previous year of 73 days. Moreover, decrease in the trade accounts receivable is also caused by the disposal of the investments in the subsidiaries.

Accrued income increased by Baht 10 million, or equivalent to 13 percent. Most of the accrued income was attributable to unissued invoices under the overlapped advertising agreements in the television business. In addition, it is also caused by income from projects of operating the various special events. Some of these service had already rendered but invoice would be issued after completion of each project. Most of customer are governmental sectors and state enterprises which are required to follow procedures and take time to examine documents before work delivery.

Net Inventories decreased by Baht 65 million, or equivalent to 96 percent, due to a decrease in inventories from education and entertainment media business which is resulted from changing trend of consumers. In 2018, the Company lost control over its subsidiaries, which operate education and entertainment media business and disposed the investments in its subsidiaries, which operate printing service business, causing a decrease in inventories. As calculated, a period for sale of inventories in 2018 is 12 days, decreasing by 13 days from 25 days in a previous year.

Other current asset decreased by Baht 82 million, or equivalent to 29 percent. The main reason is a decrease in input value added tax which does not yet reach due date in the amount of Baht 71 million, arising from the collection from trade accounts receivable related to the disposal of the investments in its subsidiaries. Value added tax to be refunded from the Revenue Department decreased by Baht 11 million.

Investments in associates increased by Baht 165 million, or equivalent to 711 percent. The main reason is that Nation International Edutainment Public Company Limited (“**NINE**”) increased its capital while the group of the Company did not increasingly invest in NINE, causing the investment proportion from 71.04 percent to be 33.05 percent. As a result, the group of the Company lost control over its subsidiaries. NINE ceased to be a subsidiary and became an associated company in the amount of Baht 169 million.

Long-term investment decreased by Baht 2 million, or equivalent to 44 percent. The main reason is impairment of the investments in 2018.

Investment properties increased by Baht 10 million, or equivalent to 15 percent. The main reason is that the group of the Company gained condominiums and rendering services in exchange in the amount of Baht 12 million, valued by an independent, appraised by independent appraiser. Besides, the loss from condominium impairment is Baht 10 million, appraised by the independent appraiser, based on the market price comparison method. In addition, buildings are transferred from property, plant and equipment at net book value of Baht 12 million.

Property, plants, and equipment - net decreased by Baht 1,055 million, or equivalent to 72 percent, due to depreciation for the year 2018 by Baht 123 million and assets purchased in 2018 which most of them are equipment, furniture fixture and office equipment and vehicles, having value of Baht 62 million. In addition, it is also caused by distribution and amortization of assets which most of them are equipment used for operations and vehicles, having value of Baht 65 million, transfer of building as investment properties in the amount of Baht 12 million, loss from asset impairment of Baht 51 million and disposal of the investments and loss of control in the subsidiaries. Therefore, property, plant and equipment decreased by Baht 867 million in total.

Intangible assets decreased by Baht 50 million, or equivalent to 74 percent, due to amortization in 2018 of Baht 16 million. Distribution and amortization of computer programs, software licenses and right to broadcast in the amount of Baht 89.04 million, since a subsidiary amortized the right to broadcast which reached the contractual maturity in the amount of Baht 89.02 million and reversed impairment of such right in the amount of Baht 58.59 million. Moreover, the Group of the Company has invested in computer programs and software licenses in the total amount of Baht 8 million. Furthermore, the Company lost control over its subsidiaries, causing a decrease in intangible assets by Baht 11 million in total.

Licenses to use the spectrum to provide digital terrestrial television services increased by Baht 1,038 million, or equivalent to 99 percent, due to amortization in 2018 in the amount of Baht 93 million and the reversal of loss from impairment of license and assets related to 2 TV channels in the amount of Baht 1,130 million. Since, on 11 April 2019, the National Council for Peace and Order (“NCPO”) released the Order No. 4/2019 Re: a Measure to Solve the Problems from the Operations of the Television and Telecommunication and ,on 2 May 2019, NBTC released the Order Re: Criteria, Procedures and Conditions for Compensation as a Result of the Return of the License to Use the Spectrum to Provide Digital Television Services, a subsidiary (Spring) submitted notice of intent to request for the License return and obtained an approval of the said return on 27 June 2019. The group of the Company had considered an amount expected to be received from the fair value, deducted by cost of disposal, which is compensation to be received from NBTC as specified in the Notification letter regarding an approval of payment of compensation, dated 26 July 2019, and expenses to be occurred as a result of the return of the license. Thus, the group of the Company had considered to reverse the loss from impairment of Digital TV license in the consolidated financial statements for the year ended 31 December 2018 amounting to Baht 643.66 million. On 26 July 2019, NBTC issued the notification letter to approve the compensation for the subsidiary amounting to Baht 890.83 million. Deducted by the outstanding fourth installment of license fee of Baht 215.07 million (including VAT), the remaining compensation would be Baht 675.76 million.

In addition, not having desired to return the license, the indirect subsidiary (NNV) is exempted from the license fee and a subsidy for rental expenditures of television network in a category of using the spectrum to provide digital terrestrial television broadcasting network service to the licensees over the remaining period of the licenses. To receive the subsidy shall be effective after termination of the measure to relieve in accordance with paragraph one, section 8 of NCPO’s Order No. 9/2018. Therefore, the Group of the Company had considered to reverse of loss from License impairment in the consolidated financial statements ended 31 December 2018, amounting to Baht 486.70 million.

Deferred tax assets decreased by Baht 77 million, or equivalent to 100 percent. The reason is that the group of the Company does not recognize deferred tax assets because it is no certain possibility that the group of the Company shall have enough taxable profit for the tax benefits.

Total liabilities, at the end of 2018, were equal to Baht 3,371 million, decreasing by Baht 564 million, or equivalent to 14 percent, from the remaining amount of Baht 3,935 million in a previous year. Details of the significant changes are as follows:

Bank overdrafts and short-term loans from financial institutions decreased by Baht 245 million, or equivalent to 28 percent, due to the repayment of short-term bill of exchange during the year. An amount of money to be repaid was from disposal of investment in its subsidiaries.

Trade accounts payable increased by Baht 108 million, or equivalent to 102 percent, due to debts from other parties. As calculated, average repayment period in 2018 was 56 days, increasing by 25 days from a previous year. On the ground of the Company's slow down payment, trade accounts payable increase from the previous year.

Other payables decreased by Baht 32 million, or equivalent to 20 percent, due to a decrease in advance received income as a result of recognition of revenue in accordance with the completed service agreements.

Short-term loans decreased by Baht 230 million, or equivalent to 42 percent, due to repayment of short-term loans during the year.

Long-term loans from financial institutions decreased by Baht 16 million, or equivalent to 8 percent, due to repayment of long-term loans from financial institutions during the year.

Accrued fee for licenses to use the spectrum to provide digital terrestrial television services increased by Baht 20 million, or equivalent to 1 percent, due to the interest expense of license fee during the year.

Other current liabilities decreased by Baht 72 million, or equivalent to 20 percent, due to output value added tax which does not yet reach due date. There was settlement of debts for the relevant parties, related to the disposal of the investments in the subsidiaries.

Employee benefit obligations decreased by Baht 34 million, or equivalent to 28 percent, due to loss of control in its subsidiaries in the amount of Baht 36 million.

Other non-current liabilities decreased by Baht 39 million, or equivalent to 45 percent, due to a decrease in advance received advertising income as a result of recognition of advertising revenue according to frequency of broadcasting occurred.

Total equity, at the end of 2018, were equal to Baht 384 million, increasing by Baht 249 million, or equivalent to 186 percent, from the remaining amount of Baht 135 million in a previous year. Details of the significant changes are as follows:

Net profit for the year of 2018 was equal to Baht 215 million and profit from uncontrollable vested interest was equal to Baht 75 million. Total net profit for the whole year was equal to Baht 290 million.

Warrants to purchase ordinary shares and reserve on acquisition of warrants to purchase shares decreased by Baht 35 million and increased by Baht 91 million, respectively, due to the expiration of the Company and its subsidiaries' warrants to purchase ordinary shares for shareholders, directors, managements and/or employees of the Company and its subsidiaries during the year which were recorded to retained earnings on the expiration date of warrants.

Deficit decreased by Baht 321 million, or equivalent to 9 percent, due to the Group of the Company's net profit from operations results in 2018 in the amount of Baht 215 million.

Shareholders' equity structure in the amount of Baht 384 million, consists of paid-up ordinary shares amounting to Baht 2,156 million (divided into 4,068 million shares at a par value of Baht 0.53 per share), share premium on ordinary shares amounting to Baht 1,169 million and share premium of a subsidiary (NBC) in the total number of Baht 81 million, legal reserve amounting to Baht 33 million, other components of shareholders' equity amounting to Baht 32 million, deficit amounting to Baht 3,235 million and uncontrollable amounting to Baht 148 million.

3. Liabilities

3.1. Total amount of bill of exchange

Details of bill of exchange

Unit : Thousand Baht

List	As at 31 Dec 18
Short-term loans from asset management companies	75,000
Deducted by Prepaid Interest	(756)
	74,244
Short-term loans from asset management companies	95,000
Deducted by Prepaid Interest	(536)
	94,464
Short-term loans from asset management companies	11,000
Short-term loans from individual	75,000
Deducted by Prepaid Interest	(569)
	74,431
Total loans	254,139
Short-term loans from individual	70,000
Deducted by Prepaid Interest	(706)
	69,294
Total	323,434

3.2. Loans with due date of the Company and its subsidiaries as at 31 December 2018 and obligation to place assets as securities

Loans with due date

Unit : Thousand Baht

List	Securities	As at 31 Dec 18
Bank overdrafts - unsecured	- None -	91,684
Short-term loans from financial institutions - unsecured	- None -	528,363
Current portion of long-term loans from financial institutions - Secured	Land and buildings of 3 companies and 4 subsidiaries guaranteed	187,167
Total loans from financial institutions		807,214

3.3. Total amount of other liabilities of the Company and its subsidiaries as at 31 December 2018 and obligation to place assets as securities are as follows:

3.3.1. Accrued fee for licenses to use the spectrum to provide digital terrestrial television services to be paid to NBTC as at 31 December 2018, having details as follows:

	Future value of the amount of money to be paid	Interest
Due after one year but within five years	911,400	(46,353)
Due after five years	587,600	(3,839)
Total	1,499,000	(50,192)

Change of accrued fee for licenses to use the spectrum to provide digital terrestrial television services as at 31 December 2018 were as follows:

Present value as at 1 January	1,429,183
Interest expense	19,625
Present value as at 31 December	1,448,808

4. Contingent liabilities

- The Company, a subsidiary (“Krungthep Turakij Media Company Limited”), directors and employees of the Group of the Company were accused of defamation by advertising, violating the Computer Crime Act B.E. 2550 (2007) and others in criminal case. The capital of the case was Baht 2,343 million. Subsequently, on 2 April 2018, the court dismissed the plaintiff's complaint on the subsidiary's case. However, on 1 June 2018, the plaintiff withdrew an accusation against all defendants. The court allowed to withdraw and released the case from the case file. The case is finally ended and resolved.
- The Company and directors of the Group of the Company were accused of violating the Limited Public Company Act B.E. 2535 (1992) in civil case. The capital of the case was Baht 42.5 million. However, on 6 October 2016, the Phrakhanong Provincial Court passed a judgement to dismiss the case against the Company and directors of the Group of the Company. The judgement was appealed by a plaintiff in January 2017 and the plaintiff filed a petition to withdraw the appeal in February 2018. In July 2018, the Court of Appeal passed a judgement to dismiss the Court of First Instance's judgement, having the Court of First Instance to wait for an final outcome of the civil case in relation to revocation of resolution of the 2015 Annual General Meeting of Shareholders in order to pass a new judgement in accordance with the merit of the case. Subsequently, according to such civil case, the Supreme Court passed a judgement to uphold the Court of Appeal's judgement, revoking the resolution of the 2015 Annual General Meeting of Shareholders.
- The Company and directors of the Group of the Company were accused of violating the Securities and Exchange Act B.E. 2535 (1992) in civil case. The capital of the case was Baht 51.9 million. Subsequently, on 11 September 2018, the Court of First Instance passed a judgement to dismiss the Company's case.
- On 16 May 2017, the Court of Appeal passed a judgement to revoke the resolution of the 2015 Annual General Meeting of Shareholders of the Company, held on 29 April 2015.

Subsequently, the Company filed a petition to the Supreme Court in July 2017. On 12 February 2019, The Supreme Court passed a judgement to uphold the Court of Appeal's judgement, revoking the resolution of the 2015 Annual General Meeting of Shareholders.

- On 18 September 2018, a former employee as a plaintiff filed a lawsuit against the Company and the Provident Fund to the Central Labor Court, demanding from the Company to pay approximately Baht 47.8 million on 31 December 2018. On 30 April 2019, the court passed a judgement that the plaintiff had no right to receive contribution and benefits from the Provident Fund. The case is currently in the process of extending the time to appeal. However, the Company has not recorded any provision against this claim in the financial statements for year ended 31 December 2018.

5. Lawsuits

The Details can be found in the No. 5 Contingent liabilities.

6. Benefits or connected transactions between the Company and related parties

Unit : Million Baht

Related Parties / Nature of Business	Relationship	Material Characteristics of Connected Transaction	Transaction Value / Balance of 2018
Nation Broadcasting Corporation Public Company Limited / Production of TV and radio programs, and providing advertisement via TV media, radio media and new-media forms	A subsidiary in which the Company holds 71.45 percent of shares and has common directors	Revenue from sale of goods and rendering of services	25.30
		Sale of equipment	9.04
		Other income	0.27
		Trade accounts receivables	2.15
		Accrued income	0.99
		Other receivables	2.87
		Trade accounts payables	39.29
		Other payables	11.92
		Accrued expenses	2.24
Nation News Network Company Limited / Publishing and distribution of English newspaper, publishing, advertising and new media	A subsidiary in which the Company holds 99.99 percent of shares and has common directors	Revenue from sale of goods and rendering of services	23.26
		Costs of goods sold and rendering of services	0.50
		Sale of equipment	0.42
		Other income	1.30
		Distribution costs and administrative expenses	0.05

Related Parties / Nature of Business	Relationship	Material Characteristics of Connected Transaction	Transaction Value / Balance of 2018
		Trade accounts receivables	19.55
		Accrued income	0.11
		Other receivables	0.08
		Trade accounts payables	19.55
		Other payables	0.08
		Accrued expenses	0.60
Kom Chad Luek Media Company Limited / Publishing and distribution of newspaper, publishing, advertising and new media	A subsidiary in which the Company holds 99.99 percent of shares and has common directors	Revenue from sale of goods and rendering of services	33.09
		Costs of sales of goods and rendering of services	2.04
		Sale of equipment	1.23
		Other income	0.05
		Trade accounts receivables	266.30
		Accrued income	0.45
		Other receivables	0.57
		Trade accounts payables	266.30
		Other payables	0.57
		Accrued expenses	3.95
Krungthep Turakij Media Company Limited / Publishing and distribution of newspaper, publishing, advertising and new media	A subsidiary in which the Company holds 99.99 percent of shares and has common directors	Revenue from sale of goods and rendering of services	89.20
		Costs of sales of goods and rendering of services	7.62
		Sale of equipment	6.04
		Other income	0.25
		Trade accounts receivables	68.50
		Accrued income	0.33
		Other receivables	4.97
		Trade accounts payables	213.44
		Other payables	5.20
		Accrued expenses	7.00
Bangkok Business Broadcasting Company Limited / Production of TV programs and providing advertisements through TV media	A subsidiary in which the Company holds 99.93 percent of shares and has common directors	Revenue from sale of goods and rendering of services	18.29
		Sale of equipment	30.80
		Other income	0.08

Related Parties / Nature of Business	Relationship	Material Characteristics of Connected Transaction	Transaction Value / Balance of 2018
		Trade accounts receivables	4.40
		Accrued income	0.12
		Other receivables	492.02
		Trade accounts payables	5.14
		Other payables	0.06
		Accrued expenses	0.73
NBC Next Vision Company Limited / Production of TV programs and providing advertisements through TV media	A company in which Nation Broadcasting Corporation Public Company Limited holds 99.99 percent of shares and has the common directors	Revenue from sale of goods and rendering of services	2.89
		Other income	0.45
NML Company Limited / Delivery of newspaper and printing	A subsidiary in which the Company holds 99.99 percent of shares and has common directors until 19 September 2018 (the completion date of the disposal of the investments)	Revenue from sale of goods and rendering of services	1.52
		Costs of sales of goods and rendering of services	0.93
		Sale of equipment	0.20
		Other income	0.30
		Distribution costs and administrative expenses	0.66
Nation University / Providing academic service	A University which Nation U Company Limited holds a license and the Company disposed all investments in Nation U Company Limited on 25 July 2018	Revenue from sale of goods and rendering of services	6.59
		Other income	0.66
		Distribution costs and administrative expenses	3.52
Nation International Edutainment Public Company Limited / Importing, producing and distributing local and foreign printing media, production of TV programs and providing advertisements through TV media, digital media and copyright management	A subsidiary in which the Company holds 71.04 percent of shares and has common directors and an associated company in which the Company holds 33.05 percent of shares since 29 November 2018	Revenue from sale of goods and rendering of services	8.14
		Costs of sales of goods and rendering of services	2.50
		Other income	0.93
		Distribution costs and administrative expenses	0.36
		Trade accounts receivables	0.65
		Other receivables	0.09

Related Parties / Nature of Business	Relationship	Material Characteristics of Connected Transaction	Transaction Value / Balance of 2018
		Trade accounts receivables	4.40
		Accrued income	0.12
		Other receivables	492.02
		Trade accounts payables	5.14
		Other payables	0.06
		Accrued expenses	0.73
NBC Next Vision Company Limited / Production of TV programs and providing advertisements through TV media	A company in which Nation Broadcasting Corporation Public Company Limited holds 99.99 percent of shares and has the common directors	Revenue from sale of goods and rendering of services	2.89
		Other income	0.45
NML Company Limited / Delivery of newspaper and printing	A subsidiary in which the Company holds 99.99 percent of shares and has common directors until 19 September 2018 (the completion date of the disposal of the investments)	Revenue from sale of goods and rendering of services	1.52
		Costs of sales of goods and rendering of services	0.93
		Sale of equipment	0.20
		Other income	0.30
		Distribution costs and administrative expenses	0.66
Nation University / Providing academic service	A University which Nation U Company Limited holds a license and the Company disposed all investments in Nation U Company Limited on 25 July 2018	Revenue from sale of goods and rendering of services	6.59
		Other income	0.66
		Distribution costs and administrative expenses	3.52
Nation International Edutainment Public Company Limited / Importing, producing and distributing local and foreign printing media, production of TV programs and providing advertisements through TV media, digital media and copyright management	A subsidiary in which the Company holds 71.04 percent of shares and has common directors and an associated company in which the Company holds 33.05 percent of shares since 29 November 2018	Revenue from sale of goods and rendering of services	8.14
		Costs of sales of goods and rendering of services	2.50
		Other income	0.93
		Distribution costs and administrative expenses	0.36
		Trade accounts receivables	0.65
		Other receivables	0.09

Company shall spend sum of money received from Spring26 on debt repayment of the Company, primarily for financial institutions' debts in the amount of Baht 250.64 million in order that the Company is able to pay its debt within the due date and reduce burden of high interest. Moreover, the Company may spend the residual amount of money as working capital to increase financial liquidity for core businesses in which the Company has an expertise and in accordance with the Company's policy, i.e. printing media, relevant events organization, television business and content production via every channel which can reach customers more and faster as mentioned above. The Board of Directors of the Company viewed that compensation received from the entering into this transaction was sufficient and appropriate.

8. Material issues under agreements in the past 2 years

-None-

9. Asset appraisalment by an independent appraiser

-None-

10. Proxy form

Details of which can be found in the enclosure of the invitation notice of the Extraordinary General Meeting of Shareholders No. 1/2019, Enclosure 8

11. Audit Committee of the Company who can be a proxy of the shareholders in voting.

Mr. Apiwut Thongkam, a director not having vested interest on agendas proposed to Extraordinary General Meeting of Shareholders No. 1/2019, Enclosure 6

Please be informed accordingly.

Respectfully yours

Nation Multimedia Group Public Company Limited



Mr. Somchai Meesen

Chief Executive Officer

**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 be 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 be 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.

**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:

- The shareholders who appoint 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, according to the Proxy Form in Enclosure 8.
- The shareholders can appoint any person to be their proxies as they wish, or appoint the independent director of the Company whose names and profiles are detailed in Enclosure 6.
- The appointers may express their intention to cast the vote, as approved, disapproved or abstained, in each agenda in the meeting by identifying in the Proxy Form in order that proxies cast the vote in accordance with the appointers' intention.
- In order to facilitate the verification of the documents, the shareholders are requested to submit the Proxy Form, along with supporting documents to the Company by 25 September 2019.
- The appointers must present the Proxy Form at registration place for the appointers on the meeting date (before the meeting time) and completely fill out and sign their signatures. If there are any amendment or deletion of material information, the appointers must sign at all place amended or deleted.
- The Proxy Form must be affixed with Baht 20 stamp duty.

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 over one year 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 to operate the custodian business.
 - 3) A copy of the affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.
 - 4) A copy of a valid identification card or government officer card or driving license or passport (in the case of foreign shareholders) of the authorized representative of the custodian, certified as true and correct copy by the representative.

- **Documents from shareholder**

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

Documents from proxy

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

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 09.00 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.

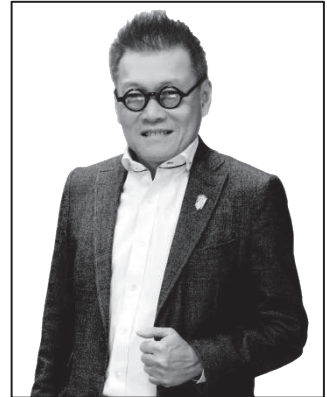
Summary profile of the Independent Director who may be granted a proxy

Name : Mr. Apivut Thongkam

Position : Independent Director and Chairman of the Audit Committee

Age : 58 Years

Address : 27 Soi Inthamara 37, Din Daeng, Din Daeng, Bangkok, 10400
No major conflicts



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 September 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.	-	-	-	-

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 venture companies, the major shareholders or the company's executives. The Independent Directors shall not be major shareholders, executives or business partners of juristic person under the management of the auditor of the company, its subsidiaries, joint venture companies, major shareholders or the company's executives except when such activities finished at least 2 years prior to the appointment date.
8. Shall not work or used to work in a profession that included law and financial consultant services and asset appraising, which receives service fees of over 2 million baht per year from the company, its subsidiaries and joint venture companies or major shareholders or the company's executives. In the case that the profession is registered as a person juristic, this rule covers the case of being the major shareholder, executives, or business partner of that professional service, except such services ended at least 2 years prior to the appointment date.
9. Shall not operate any business in the same nature and in competition with the business of the Company, subsidiary company, nominee shareholder in partnership, or director in management level, employee, staff, advisor who receive the regular salary or hold more than 1 percent of the voting shares in other company operating the business in the same nature and in competition with the business of the Company or subsidiary.
10. Shall not have any other characteristic which prevents them from being able to give independent opinions on the management of the company.

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 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 Dindang Amphur/Khet Dindang

จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10400 หรือ

Province Bangkok Postal Code 10400 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 เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2562 ของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) ในวันที่ 27 กันยายน 2562 เวลา 10.00 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงก์ทาวเวอร์ (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 Extraordinary General Meeting of Shareholders No. 1/2019 of Nation Multimedia Group Public Company Limited on 27 September 2019 at 10.00 a.m. at the Conference Room, 9B Floor, Interlink Tower (the Company's building), 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.

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 Dindang Amphur/Khet Dindang
จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10400 หรือ
Province Bangkok Postal Code 10400 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 ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ในวันที่ 27 กันยายน 2562 เวลา 10.00 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงก์ทาวเวอร์ (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 Extraordinary General Meeting of Shareholders No.1/2019 on 27 September 2019 at 10.00 a.m. at the Conference Room, 9B Floor, Interlink Tower (the Company's building), Debaratna Road, Bangna-Tai Subdistrict, 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) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2562

Agenda 1 To consider and endorse the minutes of the 2019 Annual General Meeting of Shareholders which was held on 26 April 2019.

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณานุมัติให้บริษัทย่อยของบริษัทฯ (บริษัท สปริง 26 จำกัด) คืนใบอนุญาตให้ใช้คลื่นความถี่เพื่อให้บริการโทรทัศน์ในระบบดิจิทัล ชื่อช่องรายการ SPRING 26

Agenda 2 To approve the subsidiary of the Company (Spring 26 Company Limited) to return the license to use the spectrum to provide digital television services, named as SPRING 26 Channel

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 3 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปีบัญชี ตั้งแต่วันที่ 1 มกราคม 2561 ถึง 31 ธันวาคม 2561

Agenda 3 To consider and acknowledge the Company's operating results for the fiscal year From January 1, 2018 to December 31, 2018

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สิ้นสุด ณ วันที่ 31 ธันวาคม 2561 และรายงานของผู้สอบบัญชี

Agenda 4 To consider and approve the statements of financial position and statement of comprehensive income the Company for the fiscal year ended December 31, 2018 and audit report

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 5 Any other matters (if any)

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ จดออกเสียง _____ 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 หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ในวันที่ 27 กันยายน 2562 เวลา 10.00 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงก์ทาวเวอร์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the Extraordinary General Meeting of Shareholders No.1/2019 on September 27, 2019 at 10.00 a.m., at the Conference Room, 9B Floor, Interlink Tower (the Company's building), Debaratna Road, Bangna-Tai Subdistrict, 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

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

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

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

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

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

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

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

หนังสือมอบฉันทะ 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 _____ เขียนที่ _____
Shareholder registration number 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

รหัสไปรษณีย์ _____

Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____
As the custodian of

As the custodian of

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

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)

Hereby appoint (Please choose one of following)

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at

Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

Province Postal Code

หรือ /or

หรือ /or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at

Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว

Anyone of these persons



2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ

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

นายกิติ ทอการค้า Mr. Apivut Thongkam

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6. ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2562)

(Details of members of the Independent Directors of the Company are specified in Enclosure 6. of the Notice of the Extraordinary General Meeting of Shareholders No.1/2019)

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.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2562 ในวันที่ 27 กันยายน 2562 เวลา 10.00 น. ณ ห้องประชุม ประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงก์ทาวเวอร์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนเพชรตัด 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 No. 1/2019 on September 27, 2019 at 10.00 hrs, at Conference Room, 9B Floor, Interlink Tower (the Company's building), Debaratna Road, Bangna-Tai Subdistrict, 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2562

Agenda 1 To consider and endorse the minutes of the 2019 Annual General Meeting of Shareholders which was held on 26 April 2019.

☐ 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 2 พิจารณานุมัติให้บริษัทย่อยของบริษัทฯ (บริษัท สปริง 26 จำกัด) คืนใบอนุญาตให้ใช้คลื่นความถี่เพื่อให้บริการโทรทัศน์ในระบบดิจิทัล ชื่อช่องรายการ SPRING 26

Agenda 2 To approve the subsidiary of the Company (Spring 26 Company Limited) to return the license to use the spectrum to provide digital television services, named as SPRING 26 Channel

☐ 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 3 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปีบัญชี ตั้งแต่วันที่ 1 มกราคม 2561 ถึง 31 ธันวาคม 2561

Agenda 3 To Consider and acknowledge the Company's operating results for the fiscal year From January 1, 2018 to December 31, 2018

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สิ้นสุด ณ วันที่ 31 ธันวาคม 2561 และรายงานของผู้สอบบัญชี

Agenda 4 To consider and approve the statements of financial position and statement of comprehensive income of the Company for the fiscal year ended December 31, 2018 and audit report

☐ 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 5 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 5 Any other matters (if any)

☐ 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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ก. 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ก. 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

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 ในวันที่ 27 กันยายน 2562 เวลา 10.00 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงก์ทาวเวอร์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่แจ้งต่อไปในวัน เวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No.1/2019 on September 27, 2019 at 10.00 a.m., at the Conference Room, 9B Floor, Interlink Tower (the Company's building), Debaratna Road , Bangna-Tai Subdistrict, 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	☐ จดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	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	☐ จดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	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	☐ จดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes

☐ วาระที่ _____ เรื่อง _____

Agenda item no. Re :

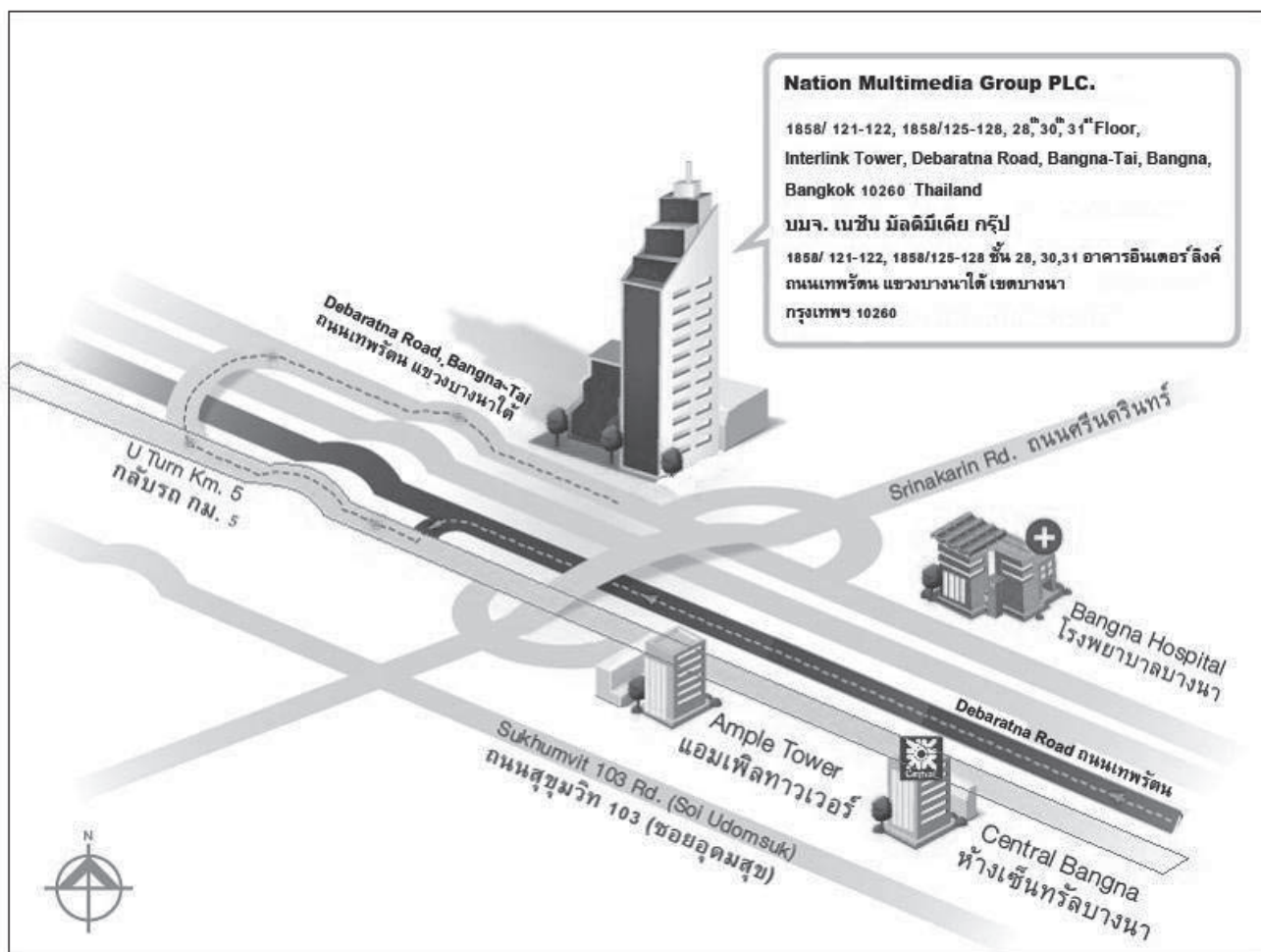
☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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	☐ จดออกเสียง _____ เสียง
Approve	Disapprove	Abstain
Votes	Votes	Votes





Nation Multimedia Group Plc.

1858/121-122, 1858/125 -128, 28th, 30th, 31st Fl,
Debaratna Rd., Bangna-Tai Subdistrict, Bangna District Bangkok 10260

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