Nation Multimedia Group Plc.

Invitation Letter

Extraordinary General Meeting of Shareholders

No.3/2018

On Wednesday 31, October 2018 at 2.00 p.m.

At the Conference Room, 9B Floor, Interlink Tower

(Former Nation Tower Building), Bangna -Trad Road,

Bangna Sub-district,Bangna District , Bangkok 10260

Important Notes :

1. The meeting registration starts 01.00 p.m.

2. For the convenience in the registration process, please present the Registration Form for registration.

3. The Company would like to inform of " No distribution of souvenirs for the EGM No.3/2018 "

(Translation)

NATION GROUP
Nation Multimedia Group Public Co., Ltd.
1858/ 121-122, 124-128, 28th-31st Floor
Bangna-Trad Road, Bangkok 10260
Tel: 0-2338-3333 Call Center: 0-2338-3000 Fax: 0-2338-3334
www.nationgroup.com

October 9, 2018

Subject: Invitation to Extraordinary General Meeting of Shareholders No. 3/2018

Attention: Shareholders

Enclosures:
1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No. 2/2018
2. 2017 Annual Report
3. Information of Two Persons Nominated to be Elected as the Directors
4. Conditions, Rules and Procedures for Attending the Shareholders' Meeting
5. Chapter 6 of the Articles of Association of the Company in relation to the Shareholders' Meeting
6. Definition of Independent Director
7. Brief Profiles of Independent Directors Acting as a Proxy
8. Proxy Forms (Form A), (Form B) and (Form C)
9. Map of the Shareholders' Meeting Venue
10. Shareholder Meeting Registration Form

The Board of Directors of Nation Multimedia Group Public Company Limited ("the **Company**") resolved to convene the Extraordinary General Meeting of Shareholders No. 3/2018 on Wednesday, October 31, 2018, at 2.00 p.m. at Meeting Room Floor 9B, Interlink Tower Building (Former Nation Tower Building), Bangna-Trad road, Bangna subdistrict, Bangna district, Bangkok, 10260, to consider the following agenda items:

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

Facts and reasons: The Extraordinary General Meeting of Shareholders No. 2/2018 was held on June 19, 2018. The Company already submitted a copy of the minutes of the meeting to the Stock Exchange of Thailand (the "**SET**"). In addition, the Company has published such minutes on the Company's website: www.nationgroup.com so that the shareholders can acknowledge and verify the minutes within a reasonable time. No shareholder has objected the minutes or requested for the rectification. The copy of which is shown in Enclosure 1.

Opinions of the Board of Directors: The Board of Directors of the Company considered and viewed that the minutes were recorded accurately and completely. Therefore, it is deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 3/2018 consider affirming such minutes of the meeting.

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

Agenda 2 To consider and acknowledge the report of the Board of Directors and the operational results of the Company for the year 2017

Facts and reasons: The report on Company's operational result and the report of the Board of Directors of the Company for the year 2017 are demonstrated in 2017 Annual Report in Enclosure 2 which was submitted to the shareholders together with this invitation letter.

Opinions of the Board of Directors: The consolidated financial statements of the Company and the subsidiaries for the fiscal year ended December 31, 2017 which were audited by the auditors and reviewed by the Audit Committee give a true and fair view, and present fairly, in all material respects in accordance with Financial Reporting Standard as shown in 2017 Annual Report in Enclosure 2 which was submitted to the shareholders together with this invitation letter.

Remark: This agenda item is for acknowledgement; therefore, no votes are cast.

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

Facts and reasons: The consolidated financial statements of the Company and the subsidiaries for the fiscal year ended December 31, 2017 which were audited by the auditors and reviewed by the Audit Committee give a true and fair view, and present fairly, in all material respects in accordance with Financial Reporting Standard as shown in 2017 Annual Report in Enclosure 2 which was submitted to the shareholders together with this invitation letter.

Opinions of the Board of Directors: The Board of Directors of the Company considered and deemed appropriate to propose the Extraordinary General Meeting of Shareholders No. 3/2018 consider and approve the financial statements for the fiscal year ended December 31, 2017 which were audited by the licensed auditors and reviewed by the Audit Committee.

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

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

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

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

Table of the information comparing the dividend payout ratio

Details of Dividend Payment	2017	2016 (adjusted)
1. Net (Loss) Profit	(2,378.52)	(1,317.66)
2. Appropriate Legal Reserves	-	-
3. Number of Shares (million shares)	4,067.85	4,067.76
4. Profit (Loss) Per Share	(0.53)	(0.29)
5.Total Dividend Payment Per Share (Baht: Share)	-	-
6. Total Dividend Payment	-	-
7.Ratio of Dividend Payment Per Net Profit after Deducting Appropriate Legal Reserves (Percent)	-	-

Opinions of the Board of Directors: The Board of Directors of the Company considered and deemed appropriate to propose the shareholders' meeting consider and approve the suspension of the dividend payment from the operational result of the year 2017 between January 1, 2017 and December 31, 2017 as the Company has losses in both consolidated financial statements and separate financial statements of the Company.

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

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

5.1 To consider and approve the increase of number of the Company's directors, from 8 to 10 directors

5.2 To consider and approve the appointment of 2 new directors as follows:

1) Mr. Thanachai Santichaikul in the position of Independent Director

2) Mr. Ka Ming Jacky Lam in the position of Director

Facts and reasons: The Board of Directors of the Company considered and was of the opinion that there shall increase the number of the Company's directors from 8 to 10 directors in order to enhance the efficiency in corporate governance of the Company.

Opinions of the Board of Directors: For the efficiency enhancement in the corporate governance of the Company and for the suitability of the directors' structure, the Board of Directors deemed appropriate to propose the Extraordinary General Meeting of Shareholders no. 3/2018 consider and approve the increase of the number of the Company's directors from 8 to 10 directors in Agenda 5.1 and consider and approve the appointment of 2 new directors as follows:

1) Mr. Thanachai Santichaikul in the position of Independent Director

2) Mr. Ka Ming Jacky Lam in the position of Director

to be effective from October 31, 2018 onwards.

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

(Please see the information of two persons nominated to be elected as new directors of the Company in Enclosure 3)

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

Agenda 6 Other businesses (if any)

The Company specified the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders no. 3/2018 (Record Date) to be on Friday, September, 28 2018.

Therefore, the shareholders of the Company are cordially invited to attend the meeting on the specified date, at the specified time and venue. The details of the venue of the meeting are shown in Enclosure 9. The Company will open the registration for the shareholders attending the meeting from 1.00 p.m. onwards. In addition, in order to protect the rights and interests of the shareholders in the event that a shareholder is unable to attend the meeting and wishes to appoint others or the independent directors of the Company, whose brief profiles are shown in Enclosure 7, as his or her proxy to attend the meeting and cast votes on his or her behalf, such shareholder is requested to fill in and execute the Proxy Form in Enclosure 8 or which can be downloaded on www.nationgroup.com, and attach or enclose the evidences as detailed in Enclosure 4. For a smooth and orderly registration process, those proxy forms are requested to be submitted to the Company by October 30, 2018.

Also, the Company already published the invitation letter to the Meeting and the its enclosures on the Company's website www.nationgroup.com.

Sincerely yours,
Nation Multimedia Group Public Company Limited

.

-Signature-

Mr. Marut Arthakaivalvatee
Chairman of the Board of Directors

(Translation)

Minutes of Extraordinary General Meeting of Shareholders No. 2/2018
Nation Multimedia Group Public Company Limited (the "Company")

Tuesday 19 June 2018, at 2.00 p.m.

Conference Room, 7th Floor, Nation University Tower, No. 1854, Bangna–Trad Road K.M. 4.5, Bangna Subdistrict, Bangna District, Bangkok

Prior to the commencement of the Meeting, Ms. Supawan Waraporn Toh and Mr. Archvin Suksri (the "**Meeting Facilitator**") were assigned to conduct the meeting, informed the Meeting that at present, the Company's registered capital is THB 2,663,572,194.95, and paid-up capital is THB 2,155,959,048.86, divided into 4,067,847,262 ordinary shares, at the par value of THB 0.53 per share. In this Extraordinary General Meeting of Shareholders No. 2/2018, there were a total of 87 shareholders attending the Meeting in person and by proxy, representing 1,867,118,387 shares or equivalent to 45.90 percent of the total issued shares of the Company. The quorum was thus constituted in accordance with the Company's Articles of Association.

Directors in attendance:

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

A total of 8 directors attended the Meeting.

Directors absent:

-None

Legal Advisor of the Company in attendance:

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

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

1. The Company provided the shareholders, who could not attend the Meeting, with opportunities to authorize the Independent Director as a proxy to attend the Meeting. This year, Independent director and the Member of Audit Committee who was given authorization as a proxy for shareholders unable to attend the Meeting was Mr. Apivut Thongkam, whose brief profile was attached No.4 to the meeting invitation letter

2. Vote casting and counting of votes:

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

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

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

In voting at this Extraordinary General Meeting of Shareholders No. 2/2018, in the case that no shareholder votes against or are otherwise of any different opinion, it shall be deemed that the Meeting unanimously resolves to approve the matter as proposed by the Chairman. In the case that a shareholder votes against or abstains from voting, he/she is required to raise his/her hand. A shareholder who votes against or abstains from voting shall cast his/her votes in the ballots provided to the shareholders at the registration of the meeting, and mark the votes in the ballots in accordance with each agenda item with his/her name affixed, and then the staff will collect the ballots for the purpose of vote counting. These procedures shall be applicable to all shareholders attending the meeting whether in person or by proxy and shall be announced by the Chairman for each agenda item. A shareholder will have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share is equivalent to one vote. In the event that a shareholder does not hand his/her ballots to the staff in attendance, the votes shall be deemed as approving the matter proposed.

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

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

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

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

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

Preliminarily Proceedings:

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, acting as Chairman of the Meeting, gave his opening remarks for the Extraordinary General Meeting of Shareholders No. 2/2018 and thanked the shareholders for sacrificing their time to attend the meeting. He said since the new Board has taken office, it has continuously endeavored to improve the business operations of the Group. The Meeting today will consider revocation of asset divestment of the company's non-core businesses that was previously approved by the Extraordinary General Meeting of Shareholders No. 1/2018 on February 28, 2018. The prices of divested assets were estimated by experts and some of the assets were offered at a 10 percent discount. The Company held two rounds of auctions, on March 26, 2018 and April 5, 2018. However, as the determined 'base prices' were not in line with and did not reflect the market conditions of each asset, the Company failed to divest the assets. The Company, therefore, invited the shareholders to attend the meeting today in order to allow the Board to reconsider determination of reasonable prices for divested assets and further negotiate asset divestment deals with interested persons.

The Meeting Facilitator conducted the Meeting in accordance with the following agenda items:

Agenda Item 1: To consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders

The Meeting Facilitator informed the Meeting that the Secretary prepared the Minutes of the 2018 Annual General Meeting of Shareholders, held on April 9, 2018. The Board considered and certified its correctness. The Meeting Facilitator subsequently proposed the Meeting to consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders, as enclosure number 1 to the meeting invitation letter.

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

Mr. Thamnoon Julmanichoti, a shareholder who attended the meeting in person, made remarks on the Minutes as follows:

1. The Minutes of the Meeting stated that the Meeting designated a person who is responsible for conducting the meeting. The law stipulates that the Annual General Meeting of Shareholders shall be conducted by the Chairman of the Meeting, and if the Chairman of the Meeting cannot perform his/her duty, the Vice Chairman of the Meeting should act as the Chairman of the Meeting instead.

2. The wording "the Board of Directors who attended the Meeting" should be recorded as "attending Board of Directors and "persons who are not the Company's directors attending the Meeting" should be recorded as "regular attendants."

3. Persons affixing their signature to certify the Minutes of the Meeting should be the Chairman of the Meeting and a person in charge of recording the Minutes of the Meeting only.

Ms. Chaweewan Sirichanswang, a proxy, informed the Meeting that the Minutes of the 2018 Annual General Meeting of Shareholders has two incorrectly-recorded points. One is the meeting date in the first paragraph that should be April 9, 2018, instead of April 28, 2018. The other is on page 23, stating that the Chief Executive Officer indicated that "if Nation TV receives assistance from the government within 2017, it should be able to break even" should be corrected as "within 2018", as in 2017, the government had not yet approved assistance to Nation TV.

Mr. Thong-in Sangngam, a shareholder who attended the meeting in person, suggested that in order to save time for the meeting, the Company should send the Minutes of the Meeting to the shareholders for correction and recording them without reporting to the Meeting. He said currently several SET-listed companies' meetings have no agenda to certify the previous Minutes of the Meeting.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, said as in the 2018 Annual General Meeting of Shareholders on April 9, 2018 he proposed an agenda to consider and certify Minutes of the Meeting and the Company agreed to consider it. As the Company saw the agenda would benefit the shareholders, the agenda is included in the Meeting today. It is therefore not necessary for the company to send the Minutes of the Meeting to the shareholders as the Minutes of the Meeting has already been sent along with the invitation letter to the shareholders. If the shareholders find any incorrect information, they can inform the Meeting to correct them, which will save time and cost.

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

No additional shareholders raised questions or expressed opinions. The Chairman asked the Meeting to consider and certify the Minutes of the 2018 Annual General Meeting of Shareholders.

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

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having the right to vote
Approved	2,221,223,150	99.959
Disapproved	62,755	0.003
Abstained	837,500	0.038
Voided ballots	-	-

Remark: 1. Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

2. In this agenda, there are additional shareholders and proxies attending the meeting from the beginning of the meeting, holding the aggregate amount of shares equivalent to 355,005,018 shares, totaling 355,005,018 votes. Therefore, the total votes of the shareholders attending the meeting and proxies in this agenda are equal to 2,222,123,405 votes.

Agenda Item 2: To acknowledge the report of the Board of Directors and operating results of the Company for the year 2017

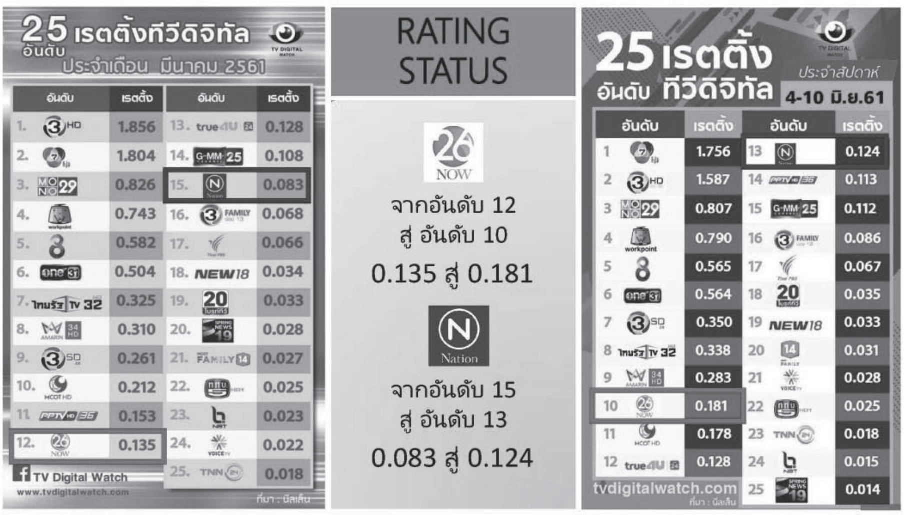
The Chairman invited Mr. Somchai Meesen, Chief Executive Officer, to discuss the operating results of the Company.

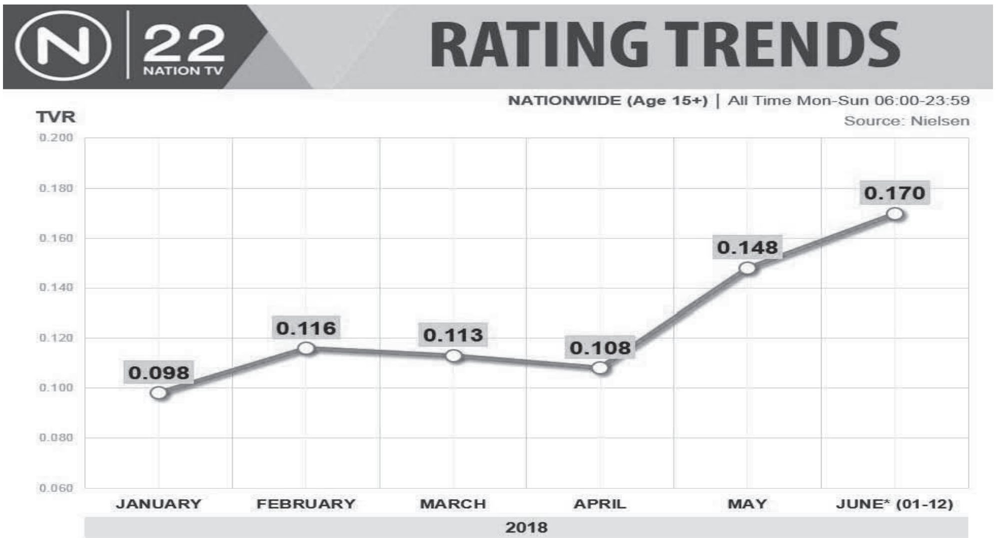
Mr. Somchai Meesen, Chief Executive Officer, said today he will update progress of the Company's operations following a business restructuring which divided operations into four main groups: Print, Broadcast, Digital and Event, earlier communicated at the April 9, 2018 Meeting. However, he could not report on the Company's performance as the Company's financial statements for the year 2017 have not yet been certified by the Auditor.

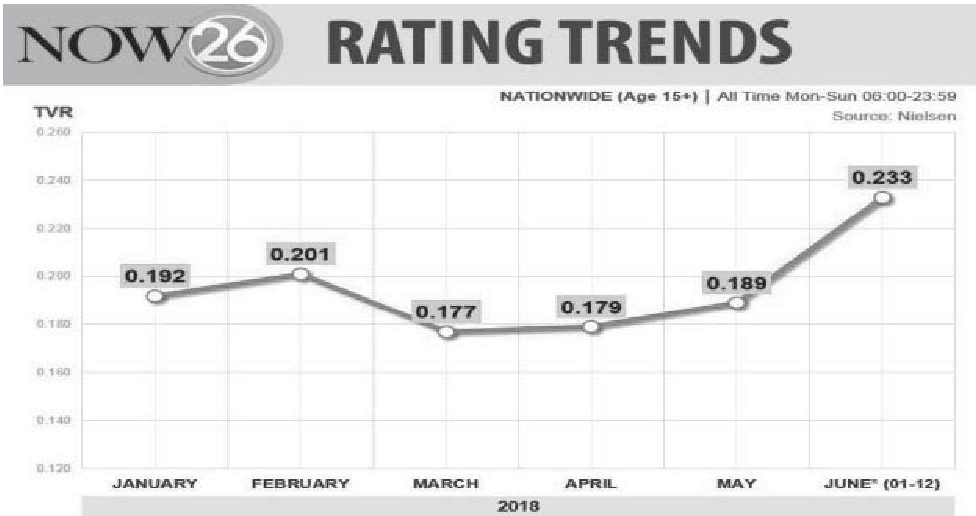
He revealed AC Nielsen surveys on digital TV ratings conducted in March 2018 and between June 4-10, 2018, as follows:

Nation TV22 ranked 15th on AC Nielsen's digital TV ratings, conducted in March 2018, and climbed to 13th between June 4-10, 2018. The higher ranking results from the channel's program adjustment from Monday – Friday that better suits viewer demand, leading to higher viewer numbers in June 2018. Adjustments to weekend programing will be made to further improve ratings.

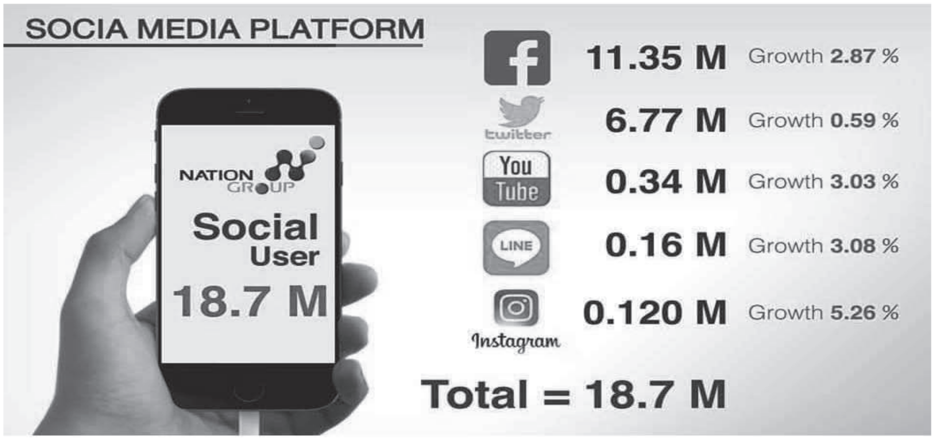
NOW26 ranked 12th on AC Nielsen's digital TV ratings conducted in March 2018 and climbed to 10th between June 4-10, 2018. After learning that the digital TV operating license ownership could not be transferred, the Company is obliged to further manage the NOW26 channel. A new Thai boxing program 'Max' was brought in and broadcast on Monday – Thursday for a trial period in May 2018, which drove up ratings. So, in June 2018, the Management signed a contract with 'Max' and the boxing program has since been officially broadcast on NOW 26. The program is expected to further boost ratings of the channel and potentially generate higher income for the channel.




22
NATION TV
RATING TRENDS
NATIONWIDE (Age 15+) | All Time Mon-Sun 06:00-23:59
Source: Nielsen
TVR
0.200
0.180
0.160
0.140
0.120
0.100
0.080
0.060
0.098
0.116
0.113
0.108
0.148
0.170
JANUARY
FEBRUARY
MARCH
APRIL
MAY
JUNE* (01-12)
2018


NOW26
RATING TRENDS
NATIONWIDE (Age 15+) | All Time Mon-Sun 06:00-23:59
Source: Nielsen
TVR
0.260
0.240
0.220
0.200
0.180
0.160
0.140
0.120
0.192
0.201
0.177
0.179
0.189
0.233
JANUARY
FEBRUARY
MARCH
APRIL
MAY
JUNE* (01-12)
2018

New Media – According to the Company's business plan reported to the shareholders in April 2018, there are a total of 18 million social media users for the Company's Facebook, Twitter, YouTube, Line and Instagram. In June 2018, the total number of social media users expanded to 18.7 million, due to well-managed content and improved sales channels through social media. In the next two years, it is anticipated that traditional media will play a smaller role and are increasingly likely to transform themselves into new media. The Company, therefore, needs to seek new channels to meet changing consumer trends in the new era so that the Company will be financially viable. Its plans for the future include a greater focus on synergy of offline and online media.



Event Business is expected to generate supplementary income for the Company and may turn into a major source of income in the future, with the use of the Nation Group brand as a selling point. In 2018, the Company plans to organize 19 sporting activities, Nation Bike and Slow Life, which will take place in 16 locations across the country, and 13 seminars covering various topics including stocks, energy, property, the EEC project and special activities such as TanKhunPaenDin, Kom Chad Luek Awards and Kom Chad Luek Feuk Archeep.

Print business is in the process of adapting its format to better satisfy reader demand and keep pace with constantly evolving technologies. Currently, most readers choose to receive news and information via mobile phones and tablets rather than the traditional media as they can stay connected with news and information anytime and anywhere.

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

Mr. Thong-in Sangngam, a shareholde r who attended the meeting in person, asked when the 'SP' sign on the NMG stock will be removed to enable normal stock trading.

Mr. Marut Arthakaivalvatee, the Chairman, explained that the SP sign has been posted on the NMG stock over the past three months as the Company failed to submit the financial statements for the year 2017 to SET, due to the Company's new Board of Directors' finding of a sum of doubtful accrued income. He asked the shareholders to wait for a while during the time the Auditor is undertaking its audit and issuing the financial statements.

Mr. Thong-in Sangngam, a shareholder who attended the meeting in person, questioned how the Company will benefit from NBTC's suspension of digital TV operators' license fee payments and subsidy of the rental fees for broadcasting networks? What are the estimated income and expenses of the Company?

Mr. Somchai Meesen, Chief Executive Officer, explained that the Company could not present estimated income and expenses as it might violate SET regulations on disclosure of inside trading when the financial statements have not been approved by the Board of Directors and disclosed to SET. However, he would like to clarify that the event business tends to generate profit, while the digital TV business, in which the Company has shouldered high costs from license fee payments, has still experienced losses. The Company is trying to turn around the digital TV business to reach break-even by adjusting programs to improve ratings, which will accordingly boost advertising sales. For the print business, the Company will publish a free copy on the World Cup to generate income from advertising.

Concerning the SP sign posted on the NMG stock following the finding of a sum of doubtful accrued income which is currently being audited, the Company asked for cooperation from the Auditor to speed up the process. Additionally, the Company has sent information concerning the doubtful accrued income to its legal counseling firm "Hunton Andrews Kurth (Thailand) Co., Ltd." to consider taking legal action against those who may have brought damage to the Company.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, asked the Management to expedite the audit process and issuance of the financial statements as this situation affects the shareholders who are stakeholders. Considering the fact that the 2018 Annual General Meeting of Shareholders on April 9, 2018 approved a 42 percent increase in audit fees for the year 2018 as a result of the company's unsuccessful negotiation to reduce the fees, he asked the Management to negotiate with the Auditor to speed up issuance of the Company's financial statements. If the process is further delayed, the shareholders may consider revising down the audit fees or seeking a new audit company. He also raised a question as to how the Company will reduce expenses after gaining benefits from the government's assistance on the suspension of digital TV operators' license fee payments?

Mr. Somchai Meesen, Chief Executive Officer, clarified that:

1. According to the announcement of the National Council for Peace and Order (NCPO), published in the Royal Gazette on May 23, 2018, the NCPO approved the suspension of digital TV operators' license fee payments for three years, from the installment of May 2018 – May 2020 (1.5 percent interest per year). This has helped improve the Company's cash flow. NBC and BBB have received suspension of digital TV operating license fees of THB 122 million and THB 200 million per year, respectively. This only helps delay the debt repayment period, but does not lower the debt obligation of the Company. However, the Company will directly benefit from a government subsidy of a 50 percent reduction of the rental fees of 'Mux' broadcasting networks for two years, plus further discounts from the network service provider. The Company previously shouldered a monthly rental fee of five million baht for each of its two SD channels. The government subsidy will therefore cut the Company's expenses by 65 percent, which is equivalent to THB 31 million per year per channel, bringing the total reduction to THB 62 million for the Company's two digital channels.

2. Concerning the shareholder's request to the Board to step up its efforts to expedite the Auditor to issue the Company's financial statements for the year 2017, the Board accepted the shareholder's request.

3. The Company could not report estimated income as its financial statements have not been certified by the Auditor. However, the Company predicted that the print business income is likely to go down in the second quarter of 2018, while the event business is expected to generate higher income. The Company expected income from the new media business to increase as planned due to its new media adjustment strategies to achieve a monthly income of around THB three million.

Ms. Patcharin Charnmetha, a shareholder who attended the meeting in person, asked about the Company's remedial policy on the NMG-W3 warrant, expiring on June 19, 2018, issued to the shareholders, which has been marked with the SP sign, following the SP sign posting on the NMG stock.

Mr. Marut Arthakaivalvatee, the Chairman, explained that the presence of the SP sign on the NMG-W3 warrant has resulted from the Company's inability to issue the financial statements for the year 2017. The Company recognizes that thorough examination of the financial statements is very important in the best interests of the shareholders, so the audit process is taking a considerable time. However, the Company is ready to seek appropriate remedial measures for the shareholders.

Mr. Phuwanart Na Songkla, a proxy of the Thai Investors Association, raised the following questions:

1. Referring to the explanation of Mr. Somchai Meesen, Chief Executive Officer, saying that the doubtful accrued income ending the second quarter of 2017 is THB 790 million and it is possible the Auditor may find the figure to be higher than that, so what is the exact figure? He also raised a concern that this figure may affect the Company's operations as the Company has already posted a high deficit.

2. In order to facilitate the speedy removal of the SP sign on the NMG stock, is it necessary for the Company to employ a Special Audit team to help examine the Company's financial statements?

Mr. Somchai Meesen, Chief Executive Officer, clarified that

1. Of the accrued income of THB 790 million as at June 30, 2017, it is likely that 60 percent of this figure could be doubtful accrued income, which is pending the audit process. It is possible that the Auditor may find doubtful accrued income of more than 60 percent. However, not the entire accrued income figure is doubtful.

2. Regarding the shareholder's proposal to employ a Special Audit team, the Company thinks otherwise, as this procedure could delay the audit process further since all accrued income items must be totally reviewed.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, made additional suggestions, as follows:

1. Concerning shareholders holding the NMG-W3 warrant, expiring on June 19, 2018, and demanded for the company's responsibility on SP sign posting on the NMG stock, which does not allow normal stock trading, he thought it was coincidental that the warrant expired during the time the SP sign was posted on the NMG stock. So, it was beyond the Company's capability and the Board should not be responsible for this matter. Since the Chief Executive Officer predicted that the Company's situation would be better in the future, he proposed that the company should reissue the NMG-W3 warrant for shareholders affected by the SP sign posting.

2. For doubtful accrued income, he asked the Board to follow the law and take legal actions against wrongdoers in the best interests of the shareholders and the Company.

Mr. Marut Arthakaivalvatee, the Chairman, agreed to consider the shareholders' proposals and thanked the shareholders for their suggestions.

Mr. Vitoon Naluan, a shareholder who attended the meeting in person, questioned the Company's legal counseling firm, wondering how the Company would be able to file civil and criminal lawsuits against wrongdoers in the case of doubtful accrued income.

Mrs. Yaowarote Klinboon, a representative from the legal counseling firm, explained that the firm is now in the process of examining documents. In principle, the case could be punishable by the Securities and Exchange Act B.E.2535 and the Public Limited Companies Act B.E.2535.

Mr. Marut Arthakaivalvatee, the Chairman, added that the case of doubtful accrued income will be summarized and updated to the shareholders.

No additional questions were raised by the shareholders.

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

Agenda Item 3: To consider and approve the financial statements for the year 2017

Since the Chief Executive Officer had informed the meeting in Agenda Item 2 that the Company had not yet been able to issue financial statements for the operating results of the year ended December 31, 2017, the Meeting Facilitator pronounced that it was therefore necessary to abstain from this agenda item. When the financial statements for the year 2017 have been certified by the auditor, the Company will propose them to the shareholders' meeting for consideration.

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

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, asked about the timeframe for the auditor to issue the 2017 financial statements.

Mr. Tatchapong Thamputtipong, Director, said that the auditor expects the audit to be completed by June 2018 and that the financial statements for the year 2017 would be submitted to the SET within July 2018. He expressed apologies to the shareholders, stating, however, that it has been necessary to take a lot of time checking the figures to ensure the accuracy of the financial statements.

Mr. Tara Chonpranee, a shareholder who attended the meeting in person, asked the following:

1. Since the Company was unable to issue the financial statements for the year 2017 for the consideration of the shareholders, was it legal to consider the appointment of the auditor for the year 2018 in the shareholders' meeting of April 9, 2018 or not?
2. In view of the additional work spent evaluating the 2017 financial statements, will the auditor's fee be increased from the original authorized amount?
3. Considering the issue of accrued income from 2015-2017, will the accrued income for 2015 and 2016 be reviewed retroactively or not, and are there any doubts as to why auditors have not been randomly audited as of 2015 and 2016.

Mr. Marut Arthakaivalvatee, Chairman, said that the Company's inability to issue financial statements for the year 2017 would have no impact on the appointment of the auditor for 2018. Also, no additional expenses would be incurred for auditing of accrued income for the years 2015 and 2016. Currently, the auditor is only examining accrued income for the end of 2017.

Mr. Somchai Meesen, Chief Executive Officer, added that the failure to issue financial statements for the year 2017 was not due to the auditor but because the new executive board did not accept the financial statements for the year 2017 because they believed there was a lack of transparency, and the management felt there were significant transactions, as subsequently reported to the SET.

Mr. Tara Chonpranee, a shareholder who attended the meeting in person, said according to the Chief Executive Officer's explanation, the Company's financial statements for the year 2017 have not been certified due to conflicts between the Company's former and current Boards of Directors. With the auditor's certification of the Company's financial statements for the year 2015-2016, and a probability that the Company's financial statements for the year 2017 will also be certified, pending the Company's accounting issue, how can the shareholders be sure of the accuracy of the Company's financial statements and the credibility of the auditor? He proposed the Company should seek help from a mediator to ensure accurate and credible financial statements.

Mr. Tatchapong Thamputtipong, Director, explained that the issue of the accrued income did not arise from the differing views of the two groups of directors and it is not necessary for the Company to appoint a mediator, as when the new Board of Directors encountered unusual transactions, it appointed a special working committee to investigate these items. The committee discovered a large number of records for revenues which did not actually happen. The management subsequently informed the auditor that the Board of Directors was unable to review the financial statements for the year 2017 and requested that these transactions be amended by recording the allowance for doubtful debts and asked the auditor to set allowances for doubtful debts for all doubtful accrued income lists. It is the duty of the auditor to examine all transactions thoroughly. In previous years the annual audit made use of random sampling which differs from this year. The shareholders are therefore requested to give the auditor more time to complete the review of accrued income. The Company will then be able to set an accurate allowance for doubtful debts and will also be able to send any findings to the legal advisor to consider possible legal actions as well as to offenders. All proceedings will be undertaken with transparency, accuracy and fairness without the need for a mediator.

Ms. Pranee Srikumnoed, a proxy, asked if the Company submits its financial statements for 2017 to the SET but is still unable to send its financial statements for the first and second quarters of 2018, will NMG stock be flagged with the SP notice or not?

Mr. Marut Arthakaivalvatee, Chairman, explained that it is necessary to differentiate between the submission of the financial statements for 2017 and those for the first and second quarters of 2018. If the Company submits the financial statements for 2017, the SP notification would be lifted. However, the auditor must issue financial statements for the year 2017 before the review and issuance of the financial statements for the first quarter of 2018.

No additional questions were raised by the shareholders.

Agenda Item 4: To consider and approve the omission of dividend payment for the operating results of the Company's the year 2017 ended 31 December 2017

The Meeting Facilitator explained that following Agenda Items 2 and 3, the Company must abstain from considering Agenda Item 4. Once the financial statements for the year 2017 have been certified by the auditor, the Company will present this Agenda Item to the shareholders' meeting for further consideration.

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

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

Agenda Item 5: To consider and approve the revocation of resolution for the disposal of assets approved by the Extraordinary General Meeting of Shareholders No. 1/2018 held on February 28, 2018

The Meeting Facilitator informed the meeting that the Extraordinary General Meeting of Shareholders No. 1/2561, held on February 28, 2018 had resolved to approve the disposal of assets as follows:

1. all investments in Nation U Co., Ltd. ("**NU**") (a subsidiary of the Company operating the Nation University business), i.e., ordinary shares of NU amounting to 30,599,999 shares, equivalent to 90 percent of the total NU shares;
2. all investments in WPS (Thailand) Co., Ltd. ("**WPS**") (a subsidiary of the Company engaging in the printing business), i.e., ordinary shares of WPS amounting to 42,250,000 shares, equivalent to 84.5 percent of the total WPS shares;
3. all investments in NML Co., Ltd. ("**NML**") (a subsidiary of the Company engaging in the transportation business), i.e., ordinary shares of NML amounting to 4,999,998 shares, equivalent to 99.99 percent of the total NML shares; and
4. land and structures of the Company, some of which were formerly used as locations for branch offices and some of which were vacant land, totaling five locations as follows:
   - 4.1 land and building on Bang Na-Trad Road km. 29.5, comprising two parcels of land, with the area totaling 28 rai, 32 square wah, and a 1.5-storey building;
   - 4.2 land on Bang Na-Trad Road km. 5, comprising a parcel of land, with the area totaling 5 rai, 1 ngan, 14 square wah;
   - 4.3 land and building in Haiya Subdistrict, Mueang District, Chiang Mai Province, comprising three parcels of land, with the area

totaling 2 rai, 3 ngan, 54 square wah, and a 2-storey building with storage facility;

4.4 land and building in Mueang Kao Subdistrict, Khon Kaen Province, comprising two parcels of land, with the area totaling 3 ngan, 9 square wah, and a 2-storey building with storage facility; and

4.5 land and building in Hat Yai District, Songkhla, comprising two parcels of land, with the area totaling 1 ngan, 1 square wah, and a 3-storey building with storage facility.

Sale of the Company's individual assets is by bidding with the minimum price being no lower than the "base price" and completion within 6 months of the date of approval of the resolution in the shareholders' meeting. However, no buyers showed an interest in bidding for the assets at a price above the "base price" despite the Company holding two rounds of bids on March 26, 2018 and April 5, 2018 with two rounds of advertising, as follows:

<u>Round 1</u> Announcement in Krungthep Turakij newspaper during March 10-12, 2018 and posted on the Company website on March 9, 2018. Seven interested parties signed confidentiality agreements.

<u>Round 2</u> Announcement in Krungthep Turakij newspaper during March 28-30, 2018 and posted on the Company website on March 27, 2018. One additional interested party signed a confidentiality agreement.

However, on both occasions, March 26, 2018 and April 5, 2018, no bids were submitted since, in practice, the "base price" approved in Agenda Item 3 of the Extraordinary General Meeting of Shareholders No. 1/2561 did not reflect the market conditions of each asset at the time of the tender offer. For details of the tender offer, shareholders may refer to the Company's website.

In order to withstand the impacts from the current situation of news and printed media industries, as well as, to commit in pursuing its strategies and policies to engage in the core business of media and content, in which the Company has expertise; therefore, the Company has to dispose of the aforementioned assets, which are not its core business, in order to help reduce the financial burden and manage cash flow within a limited period of time.

In this regard, the Company would like to inform that the Company still wishes to dispose of the stated assets, and currently the Company is during the consulting process of the strategy of the disposal of assets, including the policy regarding the determination of the price of the assets. After receiving the resolution approving the revocation of the resolution for the disposal of assets above from the Extraordinary General Meeting of Shareholders No. 2/2018, the Company would further proceed in compliance with the laws and relevant regulations.

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

Ms. Patcharin Chanmetha, a shareholder who attended the meeting in person, asked how much money and profit would the Company receive if it were able to sell the assets as approved in the previous meeting of shareholders?

Mr. Tatchapong Thamputtipong, Director, explained that the price of the assets approved by the Extraordinary General Meeting of Shareholders No. 1/2561 held on February 28, 2018 is equivalent to Baht 1,423 million at the base offering price or the minimum selling price. If the Company was able to sell at this price, some profit would be made. However, the objective of the disposal of such assets is not to focus on profit. Rather, the Company is seeking to sell its non-core assets in order to raise funds to repay debts of the Company of about Baht 1,600 million, which would enable the Company to reduce its debts and interest expenses. As a result, the Company would have some cash that could be used as working capital to improve the liquidity of the Company.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, asked whether or not the Company would like to revoke the sale of assets previously approved by the shareholders?

Mr. Marut Arthakaivalvatee, Chairman, explained that the meeting being held today to consider the revocation of the previous resolution of the shareholders' meeting regarding the disposal of the Company's assets, especially revocation of the existing minimum base price approved in the shareholders' meeting held on February 28, 2018, since the price was not consistent with market conditions for each asset at the time of the auction. Therefore, if the Company receives approval for the resolution at this meeting of shareholders, the Company would be in a position to consider disposal of some of the assets at an appropriate negotiable price.

Mr. Somchai Meesen, Chief Executive Officer, added that the Company wishes to revoke the resolution of February 28, 2018, which specifies the base price of the assets and that the sale must be completed within 6 months from the date of the shareholders' meeting. The Company was unable to dispose of the assets since the base price did not correspond with the market conditions at the time, and this prevented the Company from being able to repay its debts. The resolution being proposed today is so that the Company can sell certain non-core assets in line with the SET criteria governing the size of acquisitions and dispositions of assets. It may not be necessary to seek a resolution of the shareholders for certain plots of land for example or for the investment in NML Co., Ltd. since a number of parties are interested in these assets and the Company is in the process of negotiations. However, the assets still cannot be sold and therefore we would like the shareholders to approve revocation of the resolution concerning the sale of assets approved on February 28, 2018.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, asked what proportion of the assets can be sold without gaining approval in a shareholders' meeting.

Mr. Somchai Meesen, Chief Executive Officer, answered that if the disposition of assets does not exceed 50 per cent, approval is not needed from a shareholders' meeting.

Mr. Tara Chonpranee, a shareholder who attended the meeting in person, asked for the reason for the Company wishing to revoke the resolution approved in the shareholders' meeting of February 28, 2018 since that resolution specified a timeframe for the disposal of assets of 6 months and currently only two more months remained.

Mr. Marut Arthakaivalvatee, Chairman, explained that although no bids were received during the two rounds of bidding that were held, there were a number of interested parties that wished to negotiate a price with the Company and they wished to manage their cash flow as quickly as possible so as not to lose opportunities in selling their assets. The sooner the assets are sold, the sooner the Company will be able to reduce its debts.

Mr. Tara Chonpranee, a shareholder who attended the meeting in person, asked if the proportion of shareholders' equity would remain positive, since the Company had debts totaling around THB 1,600 million while sale of the assets would raise around THB 1,400 million?

Mr. Tatchapong Thamputtipong, Director, explained that shareholders' equity at the end of the third quarter of 2017 was still positive, while the financial statements for the year ended 2017 had not yet been issued since the Company was still in the process of auditing accrued income. The management will do its best to avoid any damages to the Company.

Mr. Tara Chonpranee, a shareholder who attended the meeting in person, asked whether the Company needs to raise capital and does it have sufficient cash to continue its operations or not? In addition, if the Company sells some assets and is able to repay some of its debt but debts still remain outstanding, how will the Company then proceed?

Mr. Marut Arthakaivalvatee, Chairman, said that the Company will make every effort to dispose of all of its non-core assets and any business that can be sold will also be considered. Approval is needed from the shareholders for any asset whose size exceeds 50 per cent, and a shareholders' meeting would be convened once again for such cases. Increasing the Company's capital is a process requiring the consideration of the executive board as well as all shareholders.

Mr. Kitti Snidvongs Na Ayutthaya, a shareholder who attended the meeting in person, suggested that if the Company is able to negotiate and agree upon a price for all its investment in Nation U Co., Ltd., it should speed up the process in order to use cash from the sale to repay its debts and reduce its interest expenses. If the Company fails to dispose of this investment, it may be required by law to auction the property in future. The Legal Execution Department would lower the auction price by 10 per cent per month from the initial price until the assets were sold.

Mr. Vitoon Naluan, a shareholder who attended the meeting in person, asked about the possibility of the Company entering into a rehabilitation plan.

Mr. Marut Arthakaivalvatee, Chairman, said that the current Board of Directors had striven to make positive changes to the organization while the Chief Executive Office had explained the Company's strategic plan to the shareholders. From meetings and the work undertaken over the last 4-5 months, it could be seen that the CEO had attempted to find solutions to the Company's problems and eliminate weaknesses that will bring the Company more opportunities for growth in the future.

Nonetheless, as K. Siriwat noted, the print media may disappear in future and be replaced by online media. The management has dedicated itself to developing new online platforms to reach more consumers as well as organizing events to generate revenue. This will enable the Company to overcome various challenges and experience growth in the future. We wish to request the confidence of the shareholders in the ability of the employees, management and directors of the Company. As far as increases in capital, the Board of Directors will consider this issue as necessary.

No additional questions were raised by the shareholders.

The Chairman asked the meeting to consider and approve the revocation of resolution for the disposal of assets approved by the Extraordinary General Meeting of Shareholders No. 1/2018 (Agenda Item 3) held on 28 February 2018.

The meeting considered the resolution and approved the revocation of the resolution for the disposal of assets approved by the Extraordinary General Meeting of Shareholders No. 1/2018 held on February 28, 2018 by a vote margin of not less than three-fourths of the total number of votes cast of shareholders who attended the meeting and were eligible to vote, as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having the right to vote
Approved	2,221,423,405	99.968
Disapproved	700,000	0.032
Abstained	-	-
Voided ballots	-	-

Agenda Item 6: To consider and approve the amendment to the Company's objectives and the Memorandum of Association, Clause 3. (Objectives)

The Chairman assigned the Meeting Facilitator to inform the Meeting of the agenda to consider and approve the amendment to the Company's objectives and the Memorandum of Association, Clause 3 in order to facilitate works through a bidding process with government agencies. The amendment of the Company's objectives has been made in order to broaden the Company's income channels. The details of nine amended objectives are as follows:

Clause	Amended Statements
Clause 16	To carry on the business of public relations consulting and advising, event activity organizing, publishing, television, radio, online, conference and seminar organizing, non-fiction/news production.
Clause 17	To carry on the business of providing marketing plans and public relations for goods, shops, individuals, government units to be recognized including to invite celebrities such as singers and actors to the event for public relations.
Clause 18	To carry on the event organizing business, proving services in relation to designing and organizing the products launching event, organizing of publications, exhibitions, product-displayed booths, fashion shows, public relations, meetings, conferences, banquets for both indoor and outdoor, organizing light and sound systems and other entertainment programs.
Clause 19	To carry on the business of hiring of works, trading of consumer goods and souvenirs.

Clause	Amended Statements
Clause 20	To carry on the business of designing and producing television and radio programs, advertising media, public relations, electronic media, product-displayed booths, shops and other printing-related media in any forms, designing and creating websites, applications, renting lighting equipment or other equipment for drama and film-making, producing television programs, providing services on tape/video recording for outdoor, producing television and radio advertising, producing videos, renting recording rooms, renting music rehearse and music production rooms, renting equipment and editing, designing, producing and distributing CDs, films, television programs, books, newspapers and magazines.
Clause 21	To carry on the business of designing and production of multimedia, presentations, electronic media, internet for the advertising and public relation of individuals, groups of persons, juristic persons, government units and administrative organizations.
Clause 22	To carry on the business of advertising agencies, digital media, providing service in relation to advertisings, publications, advertisements, radio media, television, online public relations, information systems.
Clause 23	To carry on the business of providing services on resource persons, guest speakers, coaching organizer, consultants.
Clause 24	To carry on the business of providing services on modeling for entertainment and performance industry.

The amendment of the Memorandum of Association, Clause 3 has been aligned with the Company's objectives, as follows:

Previous clause: "Clause 3 contains 15 Company's objectives, as attached in the Public Listed Company 002 documents."

Amended clause: "Clause 3 contains 24 Company's objectives, as attached in the Public Listed Company 002 documents."

The Board designated a person in charge of submitting the Company's amended Memorandum of Association to the Department of Business Development, Ministry of Commerce. Such person has full authorization to amend and add statements of the Company's Memorandum of Association as per the registrar's orders, as well as follow the registrar's instructions to ensure completeness of the registration process.

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

Mr. Tara Chonpranee, a shareholder who attended the meeting in person, proposed that the Company should adjust spacing and use the comma mark on the Thai version of Clause 20 and Clause 21 of the Company's Memorandum of Association in order to convey a clearer meaning and ensure effective communication between the Company's sales department and its customers.

Mr. Vitoon Naluan, a shareholder who attended the meeting in person, asked whether the Company has a plan to operate entertainment business as the Company has operated the media business and is now focusing on all platforms of social media and has their own two digital TV channels, which are NOW26 and Nation TV22.

Mr. Marut Arthakaivalvatee, the Chairman, thanked the shareholders for their suggestions. He said the Company was pleased to hear shareholder opinions to diversify its content production business.

No additional questions were raised by the shareholders.

The Chairman asked the Meeting to vote for agenda 6: to consider and approve the amendment to the Company's objectives and the Memorandum of Association, Clause 3. The approval of this agenda requires three-fourths vote of the total number of votes of the shareholders attending the Meeting and entitled to vote.

After considering the Agenda Item, the Meeting resolved to approve this agenda with majority votes as follows:

Shareholders voting	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and having the right to vote
Approved	2,221,423,405	99.968
Disapproved	-	-
Abstained	700,000	0.032
Voided ballots	-	-

Agenda Item 7: To consider and approve the amendment to the Company's Articles of Association, Clause 23. and Clause 29., regarding the board of directors' meeting and shareholders' meeting.

The Chairman assigned the Meeting Facilitator to inform the Meeting of the agenda to consider and approve the amendments of the Company's Articles of Association, Clause 23. and Clause 29., regarding the board of directors' meeting and shareholders' meeting to be in line with (1) the announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing prescribed that the conference may be organized and held through electronic media; and it shall have the same effect as the conference held pursuant to a legally provided procedure. Provided that an electronic conferencing shall be conducted in accordance with the standards for electronic conferencing security imposed by the Ministry of Information and Communication Technology and as published in the Government Gazette, and (2) the amendment made to the Section 100 of the Public Limited Companies Act B.E. 2535 (1992) has been repealed and replaced by the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business about the Shareholders' Meeting.

1. Amending Article 23. of the Articles of Association Re: the board of directors' meeting as follows:

From

"The Board of Directors must convene the meeting at least once within the period of every 3 months once at the province as being the location of the head office of the Company or at any other place.

The Chairman of the Director is the person, calling for the board of directors' meeting, and regarding the convening of the board of directors' meeting, the Chairman of the Director or the designated person shall send the invitation letter of the meeting to the directors no less than 7 days before the day of the meeting, except in the urgent case, to protect the rights and the benefits of the Company, the Company would notify of the meeting by other means and may call for the meeting earlier than that. 2 or more directors may request for the board of directors' meeting to be called, in such case, the Chairman of the Director must determine the date of the meeting and call for the meeting within 14 days from the requesting date."

To

"The Board of Directors must convene the meeting at least once within the period of every 3 months once at the province as being the location of the head office of the Company or at any other place.

The Chairman of the Director is the person, calling for the board of directors' meeting, and regarding the convening of the board of directors' meeting, the Chairman of the Director or the designated person shall send the invitation letter of the meeting to the directors no less than 7 days before the day of the meeting, except in the urgent case, to protect the rights and the benefits of the Company, the Company would notify of the meeting by other means and may call for the meeting earlier than that. 2 or more directors may request for the board of directors' meeting to be called, in such case, the Chairman of the Director must determine the date of the meeting and call for the meeting within 14 days from the requesting date.

In the case of a meeting of the Board of Directors is held through electronic media, all participating directors must be in the Kingdom of Thailand and at least 1/3 of the directors must attend the meeting in the same place. An electronic conferencing must be conducted through a convention control system with secure information technology processes and must be a record of both audio and video (as the case may be) of all the directors attending the meeting throughout the meeting, including the computer traffic generated by the record, and the control system of the meeting must have the basic elements as prescribed by Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 (as amended)."

2. Amending Article 29. of the Articles of Association Re: the shareholders' meeting as follows:

From

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

To

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

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

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

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

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

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

Mr. Tara Chonpranee, a shareholder who attended the meeting in person, asked why the Company has amended Article 29. of the Articles of Association, indicating that the Board of Directors shall call for an annual ordinary meeting of shareholders within 45 days, instead of the previous 30 days, from the requesting date. In the paragraph *"In the event that* *it appears that in any meeting that held as a result of the shareholders in the third paragraph, the number of the shareholders attending the meeting does not constitute a quorum, as prescribed in Article 33. of this Articles of Association, the shareholder(s) in the third paragraph must jointly responsible for the expenses incurred from the holding the meeting to the Company."* Does the wording 'shareholder(s) in the third paragraph' mean all shareholders who subscribed their names in a letter or all shareholders who attended the meeting that day?

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

Ms. Yaowarote Klinboon, a representative from the legal counseling firm, explained that the amendment of the extension of the meeting day from within 30 to 45 days in Article 29 and the addition of the paragraph *"In the event that it appears that in any meeting that held as a result of the shareholders in the third paragraph, the number of the shareholders attending the meeting does not constitute a quorum, as prescribed in Article 33. of this Articles of Association, the shareholder(s) in the third paragraph must jointly responsible for the expenses incurred from the holding the meeting to the Company"* have been made to be in compliance with Section 100 of the Public Limited Companies Act B.E. 2535 (including amendments). The Act has been repealed and replaced by the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business about the Shareholders' Meeting. She added that the wording 'shareholder(s) in the third paragraph' means all shareholders who subscribed their names in a letter.

No additional opinions were expressed by the shareholders.

The Chairman asked the Meeting to vote for agenda 7: to consider and approve the amendments of the Company's Articles of Association, Clause 23. and Clause 29, regarding the board of directors' meeting and shareholders' meeting. The approval of this agenda requires three-fourths vote of the total number of votes of the shareholders attending the Meeting and entitled to vote.

After considering the Agenda Item, the Meeting resolved to approve this agenda with majority votes as follows:

Shareholders voting	**Number of votes (1 share = 1 vote)**	**Percentage of shareholders attending the meeting and having the right to vote**
Approved	2,221,423,405	99.968
Disapproved	-	-
Abstained	700,000	0.032
Voided ballots	-	-

Agenda Item 8: Other matters (if any)

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

Mr. Nara Sripetch, a shareholder, asked why the Company requested approval to revoke the resolution for the disposal of assets approved by the Extraordinary General Meeting of Shareholders No. 1/2018 held on February 28, 2018, which included all the Company's investments in NU, WPS and NML, as well as land and property previously used for the Company's branch offices, in the Extraordinary General Meeting of Shareholders No. 2/2018.

Mr. Marut Arthakaivalvatee, Chairman, explained that the Company opened bidding for the sale of assets twice on March 26, 2018 and April 5, 2018, however, no interested parties made bids. The Board of Directors subsequently decided that the best course of action would be to revoke the resolution for the disposal of assets as quickly as possible so that some assets could be sold and the cash gained used to repay some of the Company's debts.

Ms. Pranee Srikamnert, a proxy, asked for the reasons and benefits for the Company in entering into a news distribution contract with Spring News Corporation Co., Ltd.

Mr. Somchai Meesen, Chief Executive Officer, explained that the fact that the Company is selling news to supplement its revenues is typical of a news agency. Previously, the Company purchased news from external sources and did not sell its own news. The ability of the Company to sell news to other news producers reflects the credibility and acceptance of its news, which can be used to generate a separate revenue stream in addition to advertising. The Company has developed content for media including digital TV, printed media and new online media, and has built up a strong reputation in media and news circles as a result of its continued investment in content and news production, in similar with other news agencies. Production of news as a content provider is one strategy that can be used to generate revenue for the Company.

Mr. Marut Arthakaivalvatee, Chairman, added that the Company's ability to sell news reflected on its credibility and acceptance. "News" can be considered one product of the Company.

Ms. Pranee Srikamnert, a proxy, asked if selling news to Spring News Corporation Co., Ltd., which can be regarded as a competitor in the same industry, will result in lower costs of production of news for Spring News or not?

Mr. Marut Arthakaivalvatee, Chairman, replied that the role of the Company's news office is to produce quality news which can be sold as a product of the Company to any organization, without limits. This will generate profits for the Company in future as well as position the Company as a clear leader in news production.

Mr. Somchai Meesen, Chief Executive Officer, further explained that the Company has looked into the details of content production and developed an operational plan based on standardized practice, in similarity with Thai PBS which also sells news content to other news agencies.

Ms. Pranee Srikamnert, a proxy, stated, however, that Thai PBS is an independent organization and differs from the Nation, which is a private organization set up for profit.

Mr. Somchai Meesen, Chief Executive Officer, stated that selling news content does not cause any damage to the organization and stressed that it is a normal practice in news circles.

Ms. Pranee Srikamnert, a proxy, stated that news production is known to be very costly, so does the Company shoulder this cost or not?

Mr. Marut Arthakaivalvatee, Chairman, explained that since the Company is a news agency with its own content production, any sales of news will contribute to revenues. Nonetheless, the Company manages the sale of news appropriately without having to sell all the news produced.

Mr. Sontiyan Chuenruetainaidhama, Deputy Chairman, said that with journalistic experience of around 40 years, the Company's news is considered credible, which cannot be quantified in monetary terms. Although we do not need to produce news ourselves, for example we could purchase it from MCOT to reduce costs, etc., the key value of news is its credibility. The ability to sell news demonstrates the trust and reliability of Nation Group among other organizations and cements its reputation as a stable and strong organization.

Ms. Pranee Srikamnert, a proxy, asked how many news items are sold each day and what is the sales price?

Mr. Somchai Meesen, Chief Executive Officer, replied that this is currently at the negotiating stage.

The shareholders expressed the opinion that the management had improved the two digital TV channels. NOW and Nation TV22, with increased ratings. They then asked if there were any more thoughts about selling NOW?

Mr. Marut Arthakaivalvatee, Chairman, answered that since the Company won the bidding for the two channels, the management has been charged with developing and improving the two channels. Nonetheless, the Company has not yet closed the opportunity to sell the channels. The Executive Board has entered into negotiations with interested buyers but so far no agreements have been reached. The Company will continue to develop the channels in the future.

Mr. Phuwanart Na Songkla, a proxy of the Thai Investors Association, suggested that information concerning the role of directors should be disclosed to shareholders and shareholders should be treated equally during shareholders' meetings.

Mr. Chaliew Kongtuk, a shareholder who attended the meeting in person, asked the following questions:

1. Does the sale of news include regional news too? Since stringers in the provinces have to send in the news, does the Company have to pay more for this? This could be a violation of journalistic rights since the stringer would be the content producer and would not be selling the news exclusively to Nation Group.
2. In the shareholders' meeting held on February 28, 2018, it was requested that any changes in the list of editors, printer and advertisers of Kom Chad Luek newspaper be notified. However, at present, the Company has not made any changes to these listings.

Mr. Somchai Meesen, Chief Executive Officer, replied that the relevant departments had been instructed to take action concerning changes in the names of editors, printer and advertisers and this will be further expedited as soon as possible. Concerning the sale of news, currently this covers only ordinary news. Compensation for provincial news is offered at a different rate in the form of a package. The Company takes into account the interests of all related parties.

Mr. Marut Arthakaivalvatee, Chairman, added that if the Company produces the news, then it also owns the copyright to that work. Concerning changes in the listings of editors, printer and advertisers, the Chairman apologized for the delay.

The Chairman thanked the shareholders for their suggestions.

As there were no further questions, the Chairman expressed his appreciation to the shareholders, proxies and others for their attendance at the meeting, and declared the meeting adjourned at 5.00 p.m.

Signed________________________Chairman of the Meeting

(Mr.Marut Arthakaivalvatee)

Minutes reviewed by

Signed________________________Corporate Secretary

(Ms.Mathaya Osathanond)

Signed________________________Assistant Corporate Secretary

(Ms.Saowaluk Chotrungrot)

Minutes Taker

The profile of the nominated person to the new directors

Mr. Thanachai Santichaikul

Age 64 years

Address No 46 Soi Pattanakarn 65, Soi 1, Pravet, Pravet, Bangkok 10250

Qualification

Institution	Degree obtained	Major
Thammasat University	Master Degree	Business Administration
Chulalongkorn University	Bachelor Degree	Accountancy
Chulalongkorn University	Advanced Diploma in Auditing	Faculty of Commerce and ccountancy

Training Course

Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP) no. 18/2002

Training Program

- "AC HOT UPDATE" CG course preparing for a new towards sustainability Federation of Accounting Professions of Thailand.
- Graduate Diploma in Politics and Governance in Democratic Systems for Executives Course, Class 11/King Prajadhipok's Institute
- Capital Market Academy Leadership Program (CMA) no.1

Experience

Time Period	Position	Company
2012 – Present	Audit Committee	Chulalongkorn University
2012 – Present	Director,Chulabook	Chulalongkorn University
2013 – Present	Independent Director , Audit Committee	Eastern Polymer Group PLC.
2013 – Present	Independent Director , Chairman Audit Committee	M Pictures Entertainment PLC.
2016 - Present	Chairman	Siam Syndicate Technology Co.,LTD
2016 - Present	Chairman	AIM REIT Management Co.,LTD
May 2018 - Present	Executive Director	Salee Printing PLC.
June 2018 - Present	Managing Director	Salee Printing PLC.
2016 – July 2018	Director	Spring News Corporation Co.,LTD
2016 – April 2018	Director	News Network Multimedia Co.,LTD

No. of Shares Held as at May 28, 2018

- None-

Relationship Characteristics

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	-None-
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years 1.Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	-None-
2. Being a professional service provider	-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	
Number	Type of Director	Number	Type of Director	Number	Type of Director
3	- Independent Director , Audit Committee Eastern Polymer Group PLC. - Independent Director , Chairman AuditCommittee M Pictures Entertainment PLC. - Managing Director and Executive Director Salee Printing PLC.	2	- Chairman Siam Syndicate Technology Co.,LTD - Chairman AIM REIT Management Co.,LTD	-	-

The profile of the nominated person to the new directors

Mr. Ka Ming Jacky Lam

Age 58 years

Qualification : - SKH Kai Hau Secondary School Hong Kong

Training Course : -None-

Experience

2004 – Present	Marketing Director JJ Golf Co., Ltd. Bangkok
1990 – 2003	Owner Sunflower Restaurant Bangkok

No. of Shares Held as at May 28, 2018

- None

Relationship Characteristics

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	-None-
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years 1.Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	-None-
2. Being a professional service provider	-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	
Number	Type of Director	Number	Number	Number	Type of Director
1	Director Nation International Edutainment Plc.	1	Marketing Director JJ Golf Co., Ltd. Bangkok	-	-

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, government officer card, or driving license 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 shareholder shall appoint only one person as a proxy to attend the meeting and cast a vote, the vote cannot be divided for more than one proxy, the proxy forms are as in the Enclosure 8.
- The shareholder may choose to appoint any person as wishes or appoint the independent director of the Company, as per the detail in the Enclosure 7.
- The shareholder can indicate on the proxy form his/her intention to vote on each agenda item, whether he/she agrees, does not agree or abstains in order for the proxy to vote on his/her behalf.
- For the convenient in verifying documents, please send the proxy form together with the supporting documents to the Company within 30 October 2018.
- The shareholder must submit the proxy form to the registration point for the proxy on the meeting day (prior to the meeting day), the information must be filled and signature must be signed at all required points. If there is an amendment or cancellation of material statement, the grantor must sign with all the amendments and cancellations.
- The proxy form must have a 20 Baht duty stamp affixed.

Required documents for appointing a proxy:

- The accurately filled proxy form with the signature of the shareholder (Grantor), the proxy, and the duty stamp affixed.
- **In cases in which the shareholder is an individual**
  - **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 copy of the company affidavit issued within the last six months by the Ministry of Commerce or other relevant agencies certified

by the authorized person with the juristic person's seal affixed (if any), and a certified copy of the national identity card or state official identity card of the authorized person whose signature is affixed to the proxy form.

- **Foreign juristic person:** Copy of a corporate registration form and/or an affidavit of the juristic person that issued by the authorized government agency of the country which the juristic person has registered and issued no more than 1 year prior to the date of the meeting, certified as true and correct copy by the authorized person and juristic person's seal affixed (if any), with statement showing that such authorized person who signs the power of attorney is empowered to act on behalf of such juristic shareholder, and a certified copy of the national identity card or passport of the authorized person by 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 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 from 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, issued no more than 1 year prior to the meeting and 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 who is foreign juristic person**
  1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
  2) Copy of a corporate registration form and/or an affidavit of the juristic person that issued by the authorized government agency of the country which the juristic person has registered and issued no more than 1 year prior to the date of the meeting, certified as true and correct copy by the authorized person and juristic person's seal affixed, with statement showing that such authorized person who

signs the power of attorney is empowered to act on behalf of such juristic shareholder.

3) Copy of a valid identification card or passport of the authorized person of the juristic person, certified as true and correct copy.

The above documents must be certified by Notary Public and must be issued no more than 1 year prior to the meeting date. Any document that does not have its original in English, the English translation must be prepared and the authorized person of the juristic person must certify the accuracy of the translation together with the juristic person's seal affixed (if any).

Documents from proxy

Original valid identity card, government officer card or valid driving license, or valid passport (in the case of foreign shareholders) of the proxy must be presented.

3. In cases in which a shareholder is deceased:

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

4. In cases in which a shareholder is a minor:

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

5. In cases in which a shareholder is an incompetent or quasi-incompetent person:

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

Registration:

Registration shall start one hour before the meeting time or at 1.00 p.m.

Articles of Association

of

Nation Multimedia Group Public Limited Company

Chapter 6: Shareholders' Meeting

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

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

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

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

30. Annual general meeting of the shareholders meeting shall engage in the following acts:
(1) Acknowledge the Board of Directors' report concerning the Company's activities in the past year.
(2) Approve the financial statement and the balance sheet.
(3) Approve the allocation of profit.
(4) Select the directors whose term limits expire.
(5) Appoint the auditor and determine the Company's auditing fee.
(6) Others.

31. To call a meeting of the shareholders, the Board of Directors shall issue an invitation letter with stipulated venue, date, time, agenda items and materials outlining the proposed matters to the meeting with sufficient details. The items should be clearly stipulated whether they will be submitted to the meeting for acknowledgement, approval or consideration as the case may be. The Board of Directors' opinion in such matters shall also be sent to the shareholders and made available to the registrars at least 7 days prior to the meeting. The notice of such shareholders'

meeting shall be advertised on the newspaper for three successive days and at least 3 days prior to the meeting date.

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

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

In case where the number of shareholders who show up one hour after the appointed time do not make the quorum and such meeting is called according to the request by the shareholders, such meeting will be suspended. In case where such meeting is not requested by the shareholders, the meeting will be rescheduled. And the invitation letter shall be sent to the shareholders at least

7 days prior to the meeting. The latter case shall not make the requirement on the quorum of the meeting.

34 Chairman of the Board shall be the chairman of the meeting. In case where the Chairman of the Board of Directors is absent from the meeting or unable to perform his/her duty, the vice chairman will assume the chairmanship. If the vice chairman is not available or unable to perform this duty, the shareholders who are present at the meeting shall select a shareholder to act as the chairman of the meeting.

35 Chairman of the meeting shall oversee the meeting to ensure the meeting is conducted in a manner consistent with the applicable laws and the requirements in the Company's Articles of Association and the order of the Agenda Items set forth in the invitation letter, except the case where the meeting resolves with at least two-third of the votes by shareholders who are present at the meeting to re-arrange the order of the agenda items.

36 Except where otherwise stipulated by this articles or applicable laws, the final judgment or the resolution of the shareholders' meeting shall be based on the majority votes of the shareholders who are present at the meeting. One share represents one vote. If the meeting decides that any shareholder has any interests in any matter, such shareholder shall not be entitled to cast his/her vote on such matter. However, if the election of the directors ends up with equal votes, the chairman of the meeting shall exercise additional one vote as the final ruling.

Definition of the Independent Directors

Independent Directors are directors who are not involved in the day-to-day operations of the company, its subsidiaries, or joint ventures. Independent Directors shall be independent from major shareholders and executives of the company and have no relationships that obstruct sound judgment and discretion.

Thus, the qualifications of the Independent Directors must be in line with the regulations of the Securities of Exchange Commission.

Independent Directors' qualifications are as follows:

1. Hold not over 1% of paid-up capital of the company, its subsidiaries and joint venture companies, or other related companies or juristic persons with potential conflict of interest. This includes shares held by related persons according to Article 258 of Securities and Exchange Act.

2. Shall not be executive directors, staff or employees or consultants who receive regular benefits from the company, or personal consultants to the company’s management, its subsidiaries and joint venture companies, or other persons with potential conflict of interest. Independent Directors shall not have any interests in such manner for at least 2 years prior to appointment date. This qualification does not refer to independent directors who used to serve as government officials or advisors to any government agencies which are the major shareholders or executives of the company.

3. Shall not have or used to have business relationships, financial benefits or other forms of benefit whether directly or indirectly, in business affairs and management of the company, its subsidiaries or joint venture companies, or related companies, which might obstruct the exercise of independent judgment, or shall not be or used to be major shareholders, or executives of the company except in the case that such interests finished at least 2 years prior to the appointment date.

4. Shall have no blood relationship or relationship through legal registration in the forms of parents, spouse, siblings and children, or children’s spouses with executive directors, management, controllers, or major shareholders of the company or its subsidiaries of executive directors, management, controllers, or the persons who are nominated for an executive position or executives of the company or its subsidiaries.

5. Shall not be open or secret nominees of directors, major shareholders or any groups of shareholders of the company who are related to any major shareholders or any groups of the company’s shareholders.

6. Shall perform their duties and exercise their judgment without the influence of executive directors or major shareholders of the company, and related persons or their relatives.

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

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

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

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

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

Mr. Apivut Thongkam

Position Independent Director and Chairman of the Audit Committee

Age 56 years

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

Qualification

- Bachelor of Laws, Ramkhamhaeng University
- Thai Barrister at Law
- Master of International Law, American University, USA
- Master of Comparative Law, Howard University, USA

Training Course

Thai Institute of Directors Association

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

World Intellectual Property Organization, Switzerland

- Certificate in Intellectual Property.

School of Criminal Justice, University of Michigan

- Certificate in Trend and Problem of Computer Crime.

Thammasat University

- Certificate in Executive Program "Thammasat Leadership Program" (TLP) Class 7
- Certificate in Executive Program "Thammasat Golf Leadership " Class 2

National Defense College

- Diploma of Advanced Security Management Program, Class 6, National Defense College National Defense Institution

National Defense College, National Defense Studies Institute [NDC. Class 54 (Diploma, National Defense College, The Joint State - Private Sector Course Class 24)

- Diploma of National Defense College The Joint State - Private Sector Course Class 24 of the year 2011-2012

Lead Business Institute of Cornell University

Certificated of Global Business Leaders Program Class 1 (2016)

Experience

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

No. of Shares Held as at May 28, 2018

- 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	
Number	Type of Director	Number	Number	Type of Director
1	Independent Director Eternal Energy PLC.	-	-	-

สิ่งที่ส่งมาด้วย 8

Attached Document No. 8

(ปิดอากรแสตมป์ 20 บาท)

(affix duty stamp 20 baht)

หนังสือมอบฉันทะ (แบบ ก)

Proxy Form A

เขียนที่ ______________________________
Written at

วันที่ ______เดือน__________พ.ศ.________
Date Month Year

(1) ข้าพเจ้า.____สัญชาติ________________________________
I/We nationality

อยู่บ้านเลขที่____
Address

(2) เป็นผู้ถือหุ้นของ **บริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)**
being a shareholder of Nation Multimedia Group Public Company Limited

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

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

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

(3) ขอมอบฉันทะให้
Hereby appoint

❑ 1. ชื่อ ____________________________________ อายุ ____________ปี อยู่บ้านเลขที่ ____________________
Name Age years, residing at

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

จังหวัด ______________________________รหัสไปรษณีย์ __________________ **หรือ**
Province Postal Code **or**

❑ 2. ชื่อ ____________________________________ อายุ ____________ปี อยู่บ้านเลขที่ ____________________
Name Age years, residing at

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

จังหวัด ______________________________รหัสไปรษณีย์ __________________
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 3/2561 ของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) ในวันที่ 31 ตุลาคม 2561 เวลา 14.00 น. ณ ห้องประชุม

ชั้น 9B อาคารอินเตอร์ลิงค์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนบางนา-ตราด แขวงบางนา 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. 3/2018 of Nation Multimedia Group Public Company Limited on 31 October 2018 at 2.00 p.m. at the Conference Room, 9B Floor, Interlink Tower (the Company's bulding), Bangna-Trad Road , Bangna 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.

สิ่งที่ส่งมาด้วย 8
Attached Document No. 8
(ปิดอากรแสตมป์ 20 บาท)
(affix duty stamp 20 baht)

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

เขียนที่ ______________________________
Written at

วันที่ ______เดือน__________พ.ศ.________
Date Month Year

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

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

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

☐ 1. ชื่อ นายอภิวุฒิ ทองคำ อายุ 56 ปี อยู่บ้านเลขที่ 27 ซ.อินทามระ 37
Name Mr. Apivut Thongkam , Independent Director, Age 56 years, residing at 27 Soi Inthamara 37
ถนน - ตำบล/แขวง ดินแดง อำเภอ/เขต ดินแดง
Road Tambol/Khwaeng Amphur/Khet
จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10400 **หรือ**
Province Postal Code **or**

☐ 2. ชื่อ ____________________________________ อายุ ____________ปี อยู่บ้านเลขที่ _____________________
Name Age years, residing at
ถนน ____________________ตำบล/แขวง ______________________ อำเภอ/เขต ___________________________
Road Tambol/Khwaeng Amphur/Khet
จังหวัด ______________________________รหัสไปรษณีย์ ___________________
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 3/2561 ในวันที่ 31 ตุลาคม 2561 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9B อาคารอินเตอร์ลิงค์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนบางนา-ตราด แขวงบางนา 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.3/2018 on 31 October 2018 at 2.00 p.m. at the Conference Room, 9B Floor, Interlink Tower (the Company's bulding), Bangna-Trad Road , Bangna 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2561 ซึ่งประชุมเมื่อวันที่ 19 มิถุนายน 2561

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

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

วาระที่ 2 พิจารณารับทราบรายงานของคณะกรรมการและผลการดำเนินงานของบริษัทในรอบปี 2560

Agenda 2 To consider and acknowledge the minutes of the Board of Directors and the 2017 operating result of the Company.

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณาอนุมัติงบการเงินประจำปี 2560 ณ วันที่ 31 ธันวาคม 2560

Agenda 3 To consider and approve the financial statements for the year 2017 on 31 December 2017

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

วาระที่ 4 พิจารณาอนุมัติการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2560 สิ้นสุด ณ วันที่ 31 ธันวาคม 2560

Agenda 4 To consider and approve the suspension of payment of dividend for the 2017 operating result of the year ending 31 December 2017.

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

วาระที่ 5 พิจารณาอนุมัติการเพิ่มจำนวนกรรมการบริษัทฯ จาก 8 คนเป็น 10 คนและการแต่งตั้งกรรมการเข้าใหม่เพิ่มเติม จำนวน 2 คน

Agenda 5 To consider and approve the increase of the number of directors from 8 persons to 10 persons and to consider and approve the appointment of the two additional directors.

5.1 พิจารณาอนุมัติ เพิ่มจำนวนกรรมการบริษัทฯ จาก 8 คน เป็น 10 คน

5.1 To consider and approve the increase of the number of directors from 8 persons to 10 persons

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

5.2 พิจารณาอนุมัติแต่งตั้งกรรมการเข้าใหม่จำนวน 2 คน ดังนี้

5.2 To consider and approve the appointment of the two additional directors as follows:

5.2.1 นายธนะชัย สันติชัยกูล (Mr. Thanachai Santichaikul)

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

5.2.2 Mr. Ka Ming Jacky Lam

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

วาระที่ 6 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 6 Any other matters (if any)

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ...ผู้มอบฉันทะ

(...)

Signed Appointer

ลงชื่อ...ผู้รับมอบฉันทะ

(...)

Signed Proxy

<u>หมายเหตุ</u>

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. กรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

<u>Remarks:</u>

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. 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 3/2561 ในวันที่ 31 ตุลาคม 2561 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9B อาคารอินเตอร์ลิงค์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the Extraordinary General Meeting of Shareholders No.3/2018 on October 31, 2018 at 2.00 pm., at the Conference Room, 9 Floor, Interlink Tower (the Company's bulding), Bangna-Trad Road , Bangna 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 Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

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

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

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

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

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

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

สิ่งที่ส่งมาด้วย 8
Attached Document No. 8
(ปิดอากรแสตมป์ 20 บาท)
(affix duty stamp 20 baht)

แบบหนังสือมอบฉันทะ แบบ ค.
Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)
(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

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ______________________________________
As the custodian of

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

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

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

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

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

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

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

จังหวัด _____________________________รหัสไปรษณีย์ ___________________
Province Postal Code

หรือ /or

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

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

จังหวัด ______________________________รหัสไปรษณีย์ ____________________

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

นายอภิวุฒิ ทองคำ Mr. Apivut Thongkam

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 7. ของหนังสือเชิญประชุมวิสามัญผู้ถือหุ้นครั้งที่ 3/2561)

(Details of members of the Independent Directors of the Company are specified in Enclosure 7. of the Notice of the Extraordinary General Meeting of Shareholders No.3/2018)

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.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 3/2561 ในวันที่ 31 ตุลาคม 2561 เวลา 14.00 น. ณ ห้องประชุม ประชุม ชั้น 9B อาคารอินเตอร์ลิงค์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนบางนา-ตราด แขวงบางนา 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.3/2018 on October 31, 2018 at 2.00 p.m., at Conference Room, 9 Floor, Interlink Tower (the Company’s bulding), Bangna-Trad Road , Bangna 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2561 ซึ่งประชุมเมื่อวันที่ 19 มิถุนายน 2561

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

☐ 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 พิจารณารับทราบรายงานของคณะกรรมการและผลการดำเนินงานของบริษัทในรอบปี 2560

Agenda 2 To acknowledge the report of the Board of Directors and operating results of the Company's for the year 2017

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณาอนุมัติงบการเงินประจำปี 2560 ณ วันที่ 31 ธันวาคม 2560

Agenda 3 To consider and approve the financial statements for the year 2017 on 31 December 2017

☐ 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 4 พิจารณาอนุมัติการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2560 สิ้นสุด ณ วันที่ 31 ธันวาคม 2560

Agenda 4 To consider and approve the suspension of payment of dividend for the 2017 operating result of the year ending 31 December 2017.

☐ 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 พิจารณาอนุมัติการเพิ่มจำนวนกรรมการบริษัทฯ จาก 8 คนเป็น 10 คนและการแต่งตั้งกรรมการเข้าใหม่เพิ่มเติมจำนวน 2 คน

Agenda 5. To consider and approve the increase of the number of directors from 8 persons to 10 persons and to consider and approve the appointment of the two additional directors.

5.1 พิจารณาอนุมัติ เพิ่มจำนวนกรรมการบริษัทฯ จาก 8 คน เป็น 10 คน

5.1 To consider and approve the increase of the number of directors from 8 persons to 10 persons

☐ 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

5.2 พิจารณาอนุมัติแต่งตั้งกรรมการเข้าใหม่จำนวน 2 คน ดังนี้

5.2 To consider and approve the appointment of the two additional directors as follows:

5.2.1 นายธนะชัย สันติชัยกูล (Mr. Thanachai Santichaikul)

☐ 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

5.2.2 Mr. Ka Ming Jacky Lam

☐ 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 6 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 6 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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

(...…………………...…………………….)

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

(...…………………...…………………….)

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

(...…………………...…………………….)

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

(...…………………...…………………….)

หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

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

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

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

   (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

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

   (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

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

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

4. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 3/2561 ในวันที่ 31 ตุลาคม 2561 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9B อาคารอินเตอร์ลิงค์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No.3/2018 on October 31, 2018 at 2.00 p.m., at the Conference Room, 9 Floor, Interlink Tower (the Company's bulding), Bangna-Trad Road , Bangna 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 ☐ งดออกเสียง ________________ เสียง

Approve Votes Disapprove Votes Abstain Votes

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

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ________________ เสียง ☐ ไม่เห็นด้วย ________________ เสียง ☐ งดออกเสียง ________________ เสียง

Approve Votes Disapprove Votes Abstain Votes

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

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ________________ เสียง ☐ ไม่เห็นด้วย ________________ เสียง ☐ งดออกเสียง ________________ เสียง

Approve Votes Disapprove Votes Abstain Votes

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

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย ________________ เสียง ☐ ไม่เห็นด้วย ________________ เสียง ☐ งดออกเสียง ________________ เสียง

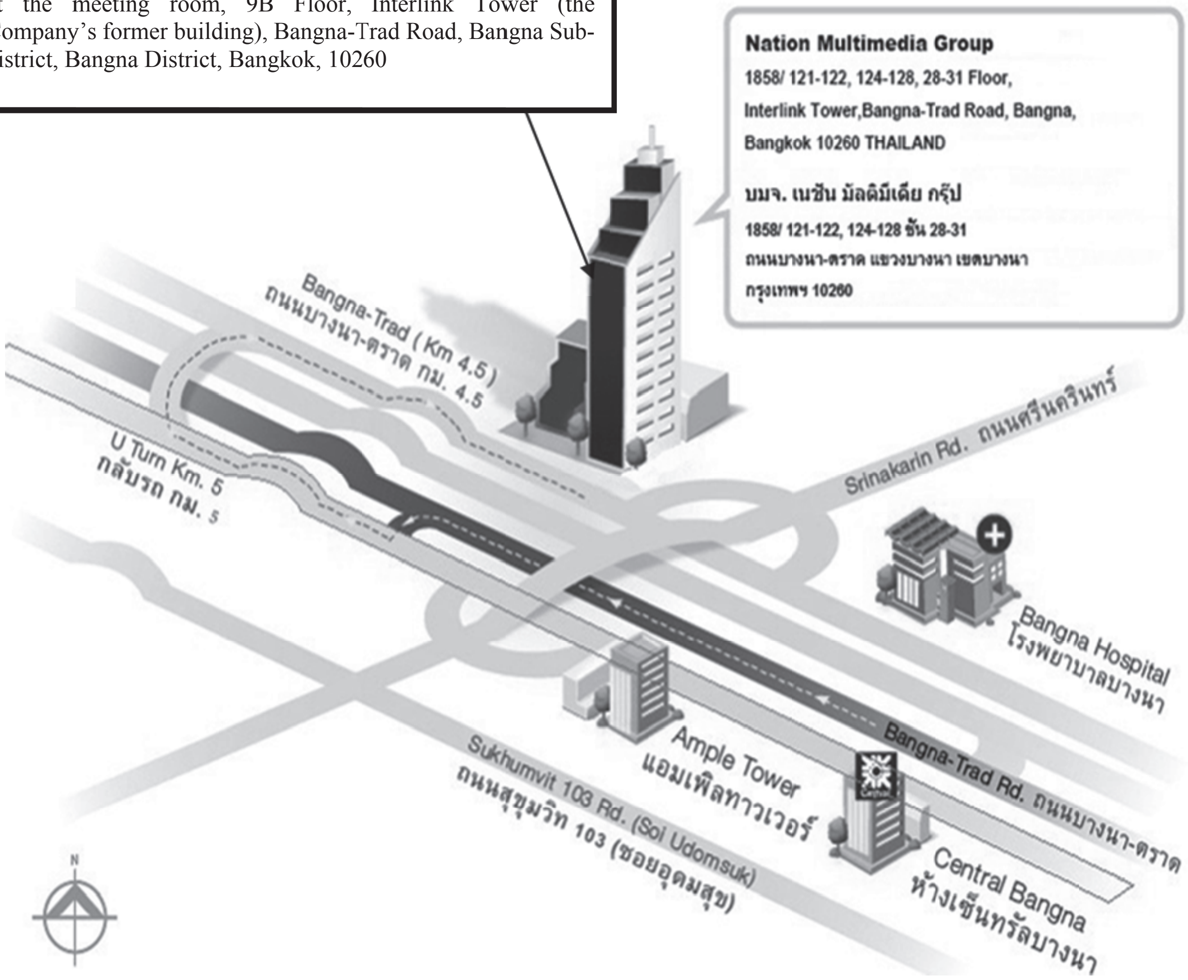
Approve Votes Disapprove Votes Abstain Votes

Attached Document No. 9

ณ ห้องประชุมชั้น 9B อาคาอินเตอร์ลิงค์ (อาคารเนชั่นทาวเวอร์เดิม)

ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260

at the meeting room, 9B Floor, Interlink Tower (the Company's former building), Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok, 10260



Nation Multimedia Group Plc.

1858/121-122,124-128,$28^{\mathrm{th}}-31^{\mathrm{st}}$ Floor, Bangna-Trad Road

KM.4.5., Bangna Sub-district, Bangna Disrict, Bangkok 10260