



Invitation Letter to the 2016 Annual General Meeting of Shareholders

on Wednesday April 27, 2016 at 2 p.m.

Grand Ballroom, 5th Floor, S31 Sukhumvit Hotel
545 Sukhumvit 31, Sukhumvit Road, Klongtoey-Nua,
Wattana District, Bangkok 10110

March 25, 2016

Subject: Invitation Letter to the 2016 Annual General Meeting of Shareholders
 To: Shareholders of Nation Multimedia Group Public Company Limited

- Enclosures:
1. Copy of the minutes of the 2015 Annual General Meeting of the Shareholders
 2. Annual Report 2015
 3. Roles and Responsibilities of Audit Committee
 4. Criteria and Procedures to select the directors
 5. Definition and qualifications of Independent Directors
 6. The profiles of the prospective nominees to replace directors retiring by rotation
 7. Details of the auditors for the fiscal year 2016
 8. Company's Articles of Association, Chapter 6: Shareholders' Meeting
 9. Conditions and procedures of the meeting of shareholders
 10. The profiles of the Independent Director who may be granted a proxy
 11. Registration Form for the Annual General Shareholders Meeting
 12. Proxy Form B
 13. Map of the venue of the meeting of the shareholders
 14. Proxy form envelope for the Annual General Meeting of Shareholders

The Board of Directors of Nation Multimedia Group Public Company Limited (the “**Company**”) has resolved to call the 2016 Annual General Meeting of Shareholders on April 27, 2016 at 2 p.m. at the Ballroom 5th, S31 Sukhumvit Hotel, 545 Sukhumvit 31, Sukhumvit Road, Klongtoey-Nua, Wattana District, Bangkok 10110, to consider the following agenda.

Agenda 1 To consider and certify the Company's operating results and the Board of Directors' report for the year 2015

Facts and Reasons: The operating results of the Company and the report of the Board of Directors of the Company for the year 2015 are provided in the 2015 annual report in Enclosure No. 2 which was sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and certify the Company's operating results and the Board of Directors' report for the year 2015

Agenda 2 To consider and approve the Company's financial statements for the year 2015 ended December 31, 2015

Facts and Reasons: The consolidated financial statements of the Company and its subsidiaries as at December 31, 2015 were audited by the auditors and reviewed by the Audit Committee, the details of which is provided in the 2015 annual report in Enclosure No.2 which was sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the

Company's financial statements ending December 31, 2015 which have been audited by the authorised auditors and reviewed by the Audit Committee.

Agenda 3 To consider and approve the allocation profit and dividend payment from the Company's operation for the financial year ending December 31, 2015

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

According to the Company's operating results for the year 2015, the Company has net profits of Baht 259.11 million in its separate financial statement. The Board of Directors has approved to pay dividend from operating results ending December 31, 2015 to shareholders at the rate of 0.03 Baht per share, total 4,067.64 million shares, totaling 122.03 million Baht representing 49.58 per cent of the net profit of separate financial statements after legal reserve are detailed as follows:

Details of dividend payment	2015 (mil. Baht)	2014 (mil. Baht)	2013 (mil. Baht)
1. Net profit	259.11	155.43	125.62
2. Less legal reserve	(13.00)	(8.00)	(6.50)
3. Number of shares (Millions shares)	4,067.64	3,316.35	3,304.00
4. Earnings per share (Baht)	0.07	0.05	0.05
5. Dividend per share (Baht per share)	0.03	0.028	0.020
6. Total dividend paid	122.03	92.86	66.05
7. Payout Ratio (after legal reserve) (%)	49.58	62.99	55.45

Remark: The above dividend payment rate is proposed by the Board of Directors which shall be approved at the 2016 Annual General Meeting of Shareholders, held on April 27, 2016, and calculated based on the number of ordinary shares as of March 25, 2016.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the dividend payment from the Company's operation for the year 2015, starting from January 1, 2015 to December 31, 2015 at the rate of Baht 0.03 per share, total 4,067.64 million shares, totaling at Baht 122.03 million. The names of shareholders who are eligible to dividend payment shall be recorded on May 10, 2016 (Record Date), and collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the "**Securities Act**") by the closing of the register book to suspend the transfer of shares on May 11, 2016, and the date of dividend payment shall be on May 24, 2016.

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

Facts and Reasons: Article 15 of the Company's Articles of Association provides that, at every annual general meeting of shareholders, one-third of the directors shall vacate office in proportion. In the case that the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate. In this regard, at present, there are nine directors in total (one is under the nomination process to replace a resigning director), and the three of which who have held office the longest and are required to vacate are as follows:

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

Mr. Chaveng Chariyapisuthi, an Independent Director and Member of the Audit Committee, informed the Meeting that he has other duties which require his attention, he then expressed his intention not to be nominated to hold office as a director for another term.

Opinion of the Board of Directors: The Board of Directors took into account the appropriateness of the qualifications which consist of experience, expertise, and the past performance of the two directors, namely:

- 1) Ms. Kaemakorn Vachiravarakarn
(Independent Director / Member of the Audit Committee)
- 2) Mr. Adisak Limprungpatanakit
(Director)

The two directors adhere to their scope of duties and responsibilities in accordance with good corporate governance policy, and generate benefits to the business operation of the Company. It is, therefore, deemed appropriated that the 2016 Annual General Meeting of Shareholders approve the re-appointment of the two directors to hold office for another term.

With regard to the appointment of a substitute director in place of Mr. Chaveng Chariyapisuthi whose term has expired and does not wish to continue holding office, the Board of Directors hereby proposes that the 2016 Annual General Meeting of Shareholders appoint Mrs. Pichitra Mahaphon as the independent director and the member of the Audit Committee in place of Mr. Chaveng Chariyapisuthi.

(The details of the directors so nominated to hold office for another term and the newly-nominated director are set out in Enclosure 6.)

Agenda 5 To consider and determine the remuneration of directors' for the year 2016

Facts and Reasons:

Criteria and Procedures for Directors' Remuneration Proposal: The Company's Board of Directors is of the opinion that it is very important for a media business to nominate directors and consider such directors' remuneration. The Company has a policy to allow the Company's Board of Directors to consider and nominate directors and their remuneration under strict rules which require the Board of Directors to consider the suitability of the directors and their remuneration by taking into consideration the directors and directors' remuneration of other similar industries as well as an average of directors' remuneration of other businesses of the same size as well as the growth of business and profits of the Company.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the remuneration for the Company's directors for the year 2016 based on a quarterly basis without any other forms of remuneration which equals to the previous year, with details as follows:

Position	Amount per person for year 2016 (Proposed Year)	Amount per person for year 2015
Chairman	400,000.-	400,000.-
Chairman of Audit Committee	400,000.-	400,000.-
Member of Audit Committee	300,000.-	300,000.-
Non Executive Director	200,000.-	200,000.-
Executive Director	200,000.-	200,000.-

Agenda 6 To consider and approve the appointment of the Company's auditors and the determination of the auditors' remuneration for the year 2016

Facts and Reasons: The Board of Directors, under the recommendation by the Audit Committee, deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the appointment of KPMG Poomchai Audit Ltd. as an auditor of the Company with the following persons as the Company's auditors for the year 2016:

1. Ms.Patamavan Vadhanakul, Registration No.9832, who will sign the financial statements of the Company for the year 2016 for the second year **or**
2. Mr.Winid Silamongkol, Registration No.3378 (previously signed the financial statements of the Company) **or**
3. Mr.Veerachai Ratanajaratkul, Registration No. 4323,**or**
4. Ms.Vannaporn Jongperadechanon, Registration No. 4098.

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

In addition, the Board of Directors, under the recommendations by the Audit Committee, deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2016 in respect of the Company, its subsidiaries and associated company, totaling 10 companies, in the total amount of Baht 3,560,000.-

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

Opinion from the Board of Directors: The Board of Directors of the Company and the Audit Committee have considered the appointment of auditors as well as the determination of their remuneration and deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2016 and the determination of the auditors' remuneration as mentioned above (details of which are provided in Enclosure No.7).

Agenda 7 To consider any other matters (if any)

Please be invited to attend the meeting at the date, time and venue specified above. For any shareholder who wishes to appoint a third party to attend and vote on your behalf, please fill out and sign the attached proxy form and submit to the Chairman of the Board of Directors or the Company Secretary prior to the commencement of the meeting.

Please be informed accordingly.

Sincerely yours,



Ms.Duangkamol Chotana
Chief Executive Officer

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Minutes of the Annual General Meeting of Shareholders 2015

of

Nation Multimedia Group Public Company Limited

Date and Place

The Meeting was held on April 29, 2015 at 14:00 hours, at the Landmark Ballroom, 7th Floor, The Landmark Bangkok, 138, Sukhumvit Road, Klongtoey Sub-District, Klongtoey District, Bangkok.

Directors who attended the Meeting

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

Auditors from KPMG Phoomchai Audit Ltd.

1. Mr. Winid	Silamongkol	Certified Public Auditor No.3378
2. Mr. Veerachai	Ratanajarakul	Certified Public Auditor No. 3183
3. Ms. Vannaporn	Jongperadechanon	Certified Public Auditor No.4098
4. Ms. Patamavan	Vadhanakul	Certified Public Auditor No.9832

Before the Meeting was held, Mr. Suthichai Sae-Yoon notified the Meeting that he had resigned from his position as Chairman of the Board of Directors on April 28 as he had received a letter from

shareholders who commented that Mr. Suthichai Sae-Yoon, the Chairman of the Board of Directors who had to act as the Chairman of the Meeting on that day, may not appropriate in this situation as there is a controversy between shareholders. In particular, apart from holding the position of Chairman of the Board of Directors, Mr. Suthichai Sae-Yoon was a major shareholder in the Company's former group and this could lead to suspicion with respect to benefits received and a conflict of interest. Mr. Suthichai Sae-Yoon, thereby, had resigned from his position as Chairman of the Board of Directors (but still holds a position of Company Director and Administrator) and the Directors had appointed Mr. Nittimon Hastindra Na Ayudhya to act as Chairman of the 2015 Annual General Meeting of Shareholders.

Mr. Nittimon Hastindra Na Ayudhya, the Chairman of the Board of Directors (the “**Chairman**”), acting as the Chairman of the Meeting clarified to the Meeting that there were 3,316,345,238 total paid-up shares, and 936 shareholders attending the meeting in person and by proxy, holding 1,377,958,516 shares or 41.55 percent of the total paid-up shares.

The Meeting was convened

Prior to the consideration of Agenda Item 1, the Chairman clarified to the Meeting that there was a new group of shareholders that had recently acquired shares in the Company, and there was also some news which was published widely that such new group of shareholders, acquiring shares in the Company, are acting in concert to exercise their voting rights as shareholders of the Company for the purpose of a business takeover which was in breach of the regulations and statutes of the laws that relevant to a business takeover. There were also arguments that Mr. Suthichai Yoon and Mr. Sermsin Samalapa were deemed to be those who had failed to comply with such aforementioned laws as well. In this regard, the Company had submitted letters to various authorities to expedite the investigation process to confirm whether such shareholders were acting in concert to take over the Company's business. If it is confirmed, the avoidance and noncompliance with such relevant laws is unfair to and affects the rights of the original group of shareholders of the Company. Therefore, the Chairman had exercised his power under the law as deemed necessary and appropriate to protect the rights and benefits of the original group of shareholders by not allowing the new group of shareholders, whose behavior constituted acting in concert pursuant to the news, to attend the Meeting, as well as not allowing Mr. Suthichai Yoon and Mr. Sermsin Samalapa to exercise their votes on all agenda items.

Before commencing the consideration of the various agenda items, the Chairman gave the shareholders an opportunity to raise questions in regard to the clarification which had been given.

A shareholder asked whether the issuance of an order prohibiting the new group of shareholders from attending the Meeting is within the scope of authority of the Chairman, and if so, how. The shareholder also inquired whether the Board of Directors had passed a resolution to approve the additional agenda items proposed for consideration at the Meeting, and if so, what were the details in this respect.

The Chairman clarified that he had exercised his power under the law in taking action with respect to this Meeting with a view to controlling the Meeting and that he was entitled to do so considering that such undertakings are within the scope of duties and responsibilities of the chairman of a meeting.

Agenda Item 1 : To consider and certify the minutes of the 2013 Annual General Meeting of Shareholders held on April 4, 2014

The President informed the Meeting that the Company's Secretary had compiled the minutes of the 2014 Annual General Meeting of Shareholders held on April 4, 2014. The Company's Board of Directors had viewed them and considered the minutes correct and accurate according to the resolutions of the shareholders' meeting. Therefore, the Company presented the minutes of the 2014 Annual General Shareholders Meeting to the General Shareholders Meeting for endorsement as per the Appendix 1 in the invitation letter that the Company had mailed to the shareholders.

Having considered Agenda Item 1, the Meeting approved and certified the minutes of the 2014 Annual General Meeting of Shareholders held on April 4, 2014 with a majority vote of the shareholders attending the meeting and casting their votes as follows:

Approved:	867,980,482	votes	equivalent to	99.67%
Disapproved:	350,900	votes	equivalent to	0.04%
Abstained:	2,568,592	votes	equivalent to	0.29%

Agenda Item 2 : To consider and approve the Company's operating results and the Board of Directors' Report for the year 2014.

The President announced that the Company had produced the report of Company's operating results and the Board of Directors' report for the year 2014, the details of which were available in the Annual Report 2013 mailed to the shareholders with the invitation letter.

Having considered Agenda Item 2, the Meeting approved and certified the Company's operating results and the report of the Board of Directors for the year 2014 with a majority vote of the shareholders attending the meeting and casting their votes as follows:

Approved:	849,328,974	votes	equivalent to	97.52%
Disapproved:	11,500	votes	equivalent to	0.00%
Abstained:	21,559,500	votes	equivalent to	2.48%

Agenda Item 3 : To consider and approve the Company's audited Financial Statements for the year ended December 31, 2014.

The President informed the Meeting that the Financial Statements of the Company and its subsidiaries for the year ending December 31, 2014 had been prepared and certified by the auditor and reviewed by the audit committee for accuracy in accordance with generally accepted accounting principles, as shown in the Company's 2014 Annual Report earlier submitted to shareholders along with the invitation letters.

In this regard, the shareholders asked for information regarding the Company's cash flow and liquidity as stated on page 108 of the financial statements. This revealed that current investments had increased from Baht 138 million in the year 2013 to Baht 694 million together with a question of whether the Company had paid the digital TV license payment and radio frequencies fee which was approximately Baht 3,300 million.

Ms. Duangkamol Chotana, Director and President, clarified that the company attempted to manage its capital in its current investments to maximize its benefit and the digital TV license payment had already been paid by the company.

Having considered Agenda Item 3, the Meeting approved and certified the Company's audited Financial Statements for the year ending December 31, 2014 with a majority vote of the shareholders attending the meeting and casting their votes as follows:

Approved:	847,361,174	votes	equivalent to	97.29%
Disapproved:	3,011,000	votes	equivalent to	0.35%
Abstained:	20,527,800	votes	equivalent to	2.36%

Agenda Item 4 : To acknowledge the interim dividend payment pursuant to the resolution of the Board of Directors No. 5/2015 held on 27 April 2015 instead of the annual dividend payment

Chief Executive Officer notified to the Meeting that, with reference to the Board of Directors Meeting No. 5/2015 which held on 27 April 2015, resolved to approved the interim dividend payment to shareholders at the same rate as offered previously in the 2015 Annual General Meeting of Shareholders.

- Resolved to approve the interim dividend payment for a total of 3,316.35 million shares, totaling Baht 92.86 million, equivalent to 59.74% of the separated financial statements.
- Recorded the names of the shareholders who were entitled to receive dividend payment on 12 May 2015 (Record Date) and collected the names in accordance with section 225 of Securities and Exchange Act B.E. 2535 (collected revision) by book-closing on Wednesday 13 May 2015
- Fixed the Record Date as Wednesday 27 May 2015.

The prior arrangement was conducted for the benefits of all shareholders and to prevent any negative impact upon them as a result of the conflicts which may arise in the meeting as mentioned earlier. Consideration to approve the dividend payment has no effect upon the shareholders' rights as the same rate of dividend payment will be paid and the Record Date remains the same in all respects.

Therefore, it is appropriate to propose the 2015 Annual General Meeting of Shareholders to acknowledge, and, as the Board of Directors has resolved to approve the dividend payment from the

operating result for the period ending 31 December 2014, it is not necessary for the 2015 Annual General Meeting of Shareholders to consider and approve the payment of annual dividend.

A shareholder stated that it was originally proposed that the shareholders' meeting consider and approve the dividend payment but that the consideration and approval of the annual dividend payment was subsequently cancelled and replaced by the consideration and approval of an interim dividend payment. The shareholder asked the Chairman whether such act was within the scope of authority of the Board of Directors pursuant to the law, and how. The Chairman clarified that such act was a matter that the Board of Directors was lawfully entitled to undertake.

Having considered Agenda Item 4, the Meeting resolved to approve the dividend payment from the Company's operation for the year ending April 27, 2015 with a majority vote of the shareholders attending the meeting and casting their votes as follows:

Approved:	842,103,074	votes	equivalent to	96.70%
Disapproved:	26,490,100	votes	equivalent to	3.04%
Abstained:	2,306,800	votes	equivalent to	0.26%

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

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

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

All of the above auditors had neither relationship with nor interests in the Company, its subsidiaries, joint venture entities, its management, major shareholders or any related parties thereof. Therefore,

they were independent and able to examine and express an unbiased opinion on the financial statements of the Company. Their performances were sound and satisfactory and their qualifications were not contrary to the regulations of the SET.

The Board of Directors, following the recommendations of the Audit Committee, had considered and approved the remuneration of the auditors for the year 2015 in respect of the Company, its subsidiaries and associated company, totaling 10 companies, in the amount of Baht 3,560,000.-

The shareholders asked whether KPMG Poomchai Audit Co., Ltd. has been acting as the auditors of the Company continuously for 5 years, there was any change of auditors, and how come the auditors took a period of approximately a month on the audit of a total number ten associated companies and subsidiaries.

Mr. Winid Silamongkol, the representative of the Auditors, informed the shareholders that according to the audit regulations and the law, auditors must be replaced every 5 years which means that the approval of the auditors who will sign the financial statements of the Company, does not mean a change of the audit company. An opportunity is provided for other audit companies to make an offering to be compared with the service of KPMG Poomchai Audit Co., Ltd. every year.

The Board of Directors had considered appointing Ms.Patamavan Vadhanakul, Certified Public Auditor No.9832, who will sign the financial statements of the Company for the year 2015 for the first year or Mr.Winid Silamongkol, Certified Public Auditor No.3378 or Mr. Veerachai Ratanajaratkul, Certified Public Auditor No. 4323 or Ms. Vannaporn Jongperadechanon, Certified Public Auditor No.4098 from KPMG Poomchai Audit Co., Ltd., as the Company's auditors for the year 2015 and approved the remuneration of the auditors for the year 2015 in respect of the Company, its subsidiaries and associated company, totaling ten companies, in the amount of Baht 3,560,000.- . The resolution was passed with a majority vote of the shareholders attending the meeting and casting their votes as follows:

Approved:	850,606,182	votes	equivalent to	97.67%
Disapproved:	20,242,000	votes	equivalent to	2.32%
Abstained:	51,792	votes	equivalent to	0.01%

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

The Chairman informed the Meeting this matter would not be considered so that there would be no vote on this agenda item and the Meeting should go on to consider the next agenda.

The reason for not allowing the Meeting to consider this agenda item is in the interest of fairness to all shareholders of the Company. As the Chairman has exercised his rights as the Chairman of the Meeting to not allow the shareholders, who are acting in concert to take over the Company's business as had appeared in the news, to attend the Meeting, as well as by not allowing Mr. Suthichai Sae-Yoon and Mr. Sermsin Samalapa to exercise their votes on any agenda items. For the time being, the Company has submitted its letters to all relevant authorities to expedite the investigation process to confirm whether such shareholders are acting in concert to take over the Company's business. The Chairman clarified that other agenda items are related only to the routine management of the Company, which are not significant matters that could be a conflict issue between the new group of shareholders and the original group of shareholders. However, this agenda item concerning the appointment of directors is deemed a material one, therefore, to be fair to each group of shareholder that had not been allowed to attend the Meeting or exercise their votes, the Meeting should not consider and approve the appointment of directors to replace of those who had retired by rotation at the Meeting today.

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

The President informed the Meeting that the Company had a policy to allow the Company's Board of Directors themselves to screen and nominate directors and consider their remuneration. The Board of Directors had considered the remuneration rates which should be competitive with the ones of a similar type of business and the average ones of the companies of the same size. The Company's business expansion and profit growth had also been taken into consideration. The details of the remuneration were available in the invitation letters mailed to the shareholders.

The directors' remuneration for year 2015 were at the same rate as for 2014. The remuneration for the Chairman of the Board of Directors was equal to that of the Chairman of the Audit Committee. The executive directors should receive remuneration at the same rate as that of non-executive directors. The payments would be made quarterly. There are currently nine directors. The remuneration for the year 2014 totaled Baht 2,400,000 as follows:

Position	Remuneration
Chairman	400,000.-
Chairman of Audit Committee	400,000.-
Member of Audit Committee	300,000.-
Non Executive Director	200,000.-
Executive Director	200,000.-

Having considered Agenda Item 6, the Meeting resolved to approved the remuneration of Directors for the year 2015 as above-mentioned with a majority vote of less than two-thirds of the shareholders attending the meeting as follows:

Approved:	850,215,982	votes	equivalent to	97.62%
Disapproved:	20,371,900	votes	equivalent to	2.34%
Abstained:	312,092	votes	equivalent to	0.04%

Agenda Item 8 : To consider the issuance and offering of debentures in an amount of not exceeding Baht 2,500 million

The Chief Executive Officer notified to the Meeting that the 2013 Annual General Shareholders Meeting on 25 April 2013 had approved a resolution on the Company's offering to sell debentures in an amount of Baht 1,500 million. The Board of Directors had approved proposing that the 2015 Annual General Shareholders Meeting consider approving an amendment of amount to Baht 2,500 million in order to raise capital of the Company and to be prepared to support investment in the future such as in the digital TV business or other related businesses, and also for use as working capital in the Company's operations and to settle debt to relieve financial assets.. The details and conditions still remain the same as follows

Type	All types of debenture, with specified or unspecified names of holders, subordinated or unsubordinated, secured or unsecured and with or without representatives of the debenture holders.
Currency	Baht / US Dollar and/or other currencies.
Total value of Debentures	Not exceeding Baht 2,500 Million. In the case of issuance in a foreign currency, the exchange rate quoted on the date the debentures are issued and offered on each occasion shall be applied.

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

In addition, the Board of Directors of the Company and/or the person appointed by the Board of Directors of the Company are authorized as follows;

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

redemption prior to maturity, interest rate, principal and interest repayment method and other details of the issuance and offering of the debentures.

2) To appoint financial advisors and/or underwriters and/or credit rating agencies and/or relevant persons with respect to the issuance and offering of the debentures.

3) To negotiate, enter into agreements as well as sign any relevant documents and contracts, and take any other action relating to the issuance and offering of the debentures as necessary and appropriate. In addition, this includes the listing of the debentures on the secondary market or any other secondary markets as well as to obtain any necessary approval from the relevant regulatory authority.

In this agenda item, there was a shareholder asking whether the Company had reported that they had been in sufficient liquidity, why was the Company asking for the approval of debentures in the amount of 2.5 billion Baht and also asking for an explanation of the usage of the money that will be raised. Ms. Duangkamol Chotana, Chief Executive Officer, explained that the approval of the offering of debentures, which the Company had presented to the Meeting, was a way to raise capital in the case that the Company had an urgent necessity to use the capital.

In this regard, the meeting approved this resolution with affirmative votes of not less than three quarters of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approved	842,309,424	votes	equivalent to 96.71%
Disapproved	22,169,000	votes	equivalent to 2.55%
Abstained	6,421,500	votes	equivalent to 0.74%

Agenda Item 9 : Other businesses

The Chairman clarified that as the Company has received a letter from the Stock Exchange of Thailand re the submission of a claim of the shareholders' request for the holding of the Extraordinary General Meeting of Shareholders dated 7 April 2015, for which a group of shareholders had prepared a letter requesting the Company to hold the Extraordinary General Meeting of Shareholders within one month as the media has reported. The Company has investigated and found that even though the exercise of the shareholders' right to request the holding of an Extraordinary General Meeting of Shareholders under the provision of the Public Limited Companies Act B.E. 2535 was not in compliance with the relevant law, but to offer an opportunity for shareholders' consideration. Therefore, the Board of Directors still found that it was

appropriate for the 2015 General Meeting of Shareholders to submit sub-agenda items consisting of four agenda items that shall be considered respectively.

Agenda Item 9.1: To acknowledge the dispute and conflicts between groups of investors who are major shareholders as published via the mass media

The Meeting acknowledged the opinion of the Board of Directors that the conflicts between the groups of shareholders are not matters which the Meeting or the Board of Directors must consider or take care of because it is a matter only between such shareholders and all shareholders of the Company are well aware of this matter from the news. It was recommended to avoid any discussion of these matters that may lead to any legal issues.

In this regard, there shall not be any resolution and no permission to raise any questions or opinions so that the Meeting should go on to consider the next agenda item.

Agenda Item 9.2: To consider the qualifications and behavior of Mr. Sermsin Samalapa

The Meeting acknowledged the opinion of the Board of Directors that the question of whether or not the qualifications and behavior of Mr. Sermsin Samalapa are in compliance with the law, is not a matter that must be considered by the Meeting, but it is under the power of the relevant authorities and the Company has already submitted letters to them for an investigation of the problems of any group of shareholders.

Therefore, there is no resolution in this regard.

Agenda Item 9.3: To consider and appoint additional director(s) to supervise and investigate and resolve the problems

The Chairman clarified that, with respect to this agenda item, the Board of Directors was of the opinion that the existing number of directors of the Company is appropriate. However, considering that the Company had been requested to propose this matter to the shareholders' meeting for consideration, the Meeting shall consider the issue at hand.

As such, the Chairman requested the Meeting to vote on the issue of whether or not to appoint additional directors and, in the interest of time, the same vote-counting method used for the consideration of all other agenda items would be applied.

That is to say, shareholders who disagree with the Board of Directors and are of the view that additional directors should be appointed shall tick the "Disagree" box on the ballot. Shareholders who disagree or wish to abstain are requested to cast their votes using the ballots and sign their

names thereon, and raise their hands so that the staff may collect the ballots from them. In order to ensure fairness for all shareholder groups, the Company will not count the votes representing the shares held by Mr. Suthichai Yoon or Mr. Sermsin Samalapa.

The Meeting agreed with the proposal of the Board of Directors that it is not necessary to increase the number of directors of the Company with the following votes:

Agreed	789,953,581	votes equivalent to 90.07%
Disagreed	49,790,260	votes equivalent to 5.72%
Abstained	31,156,133	votes equivalent to 3.58%

Agenda Item 9.4: To consider and refrain from entering into any unusual transaction such as increase-decrease of capital, or loan, as well as to prohibit the sale of investment in subsidiaries and associated companies until the investigation and the problem-solving are completed

The Meeting acknowledged the opinion of the Board of Directors that the Company would not engage in any unusual transaction or enter into any unusual transaction. In addition, if the Company wished to enter into any material transaction, it must propose such matter to the meeting of shareholders for consideration as required by laws, so that it was not required to vote in this regard.

As there were no other questions raised, The Chairman of the Meeting then expressed his thanks to the shareholders and directors for attending the Meeting. The Meeting adjourned at 16.00 hours.

-signature-

Mr. Nittimon Hastindra Na Ayudhya
Chairman of the Board of Directors

-signature-

Ms. Matthaya Ostanon
Secretary

Role and Responsibilities of Audit Committee

The Audit Committee shall be responsible for:

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

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

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

The Audit Committee is responsible to the Board of Directors and the Board of Directors is still responsible for the Company's operation to the other persons.

The Committee's job is one of oversight. Management is responsible for the preparation of the Company's financial statements and the independent auditors are responsible for auditing these financial statements. The Committee and the Board recognize that management including the internal audit staff and the independent auditors shall have more resources and time and more detailed knowledge and information regarding the Company's accounting, auditing, internal control and financial reporting practices than the Committee does accordingly. The Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others.

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

Terms and Conditions to Select Directors

Selection of Directors

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

Definition and Qualification of the Independent Directors

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

Independent Directors' qualifications are as follows:

1. Hold not over 1% of paid-up capital of the company, its subsidiaries and joint venture companies, or other related companies or juristic persons with potential conflict of interest. This includes shares held by related persons according to Article 258 of Securities and Exchange Act.
2. Shall not be executive directors, staff or employees or consultants who receive regular benefits from the company, or personal consultants to the company's management, its subsidiaries and joint venture companies, or other persons with potential conflict of interest. Independent Directors shall not have any interests in such manner for at least 2 years prior to appointment date. This qualification does not refer to independent directors who used to serve as government officials or advisors to any government agencies which are the major shareholders or executives of the company.
3. Shall not have or used to have business relationships, financial benefits or other forms of benefit whether directly or indirectly, in business affairs and management of the company, its subsidiaries or joint venture companies, or related companies, which might obstruct the exercise of independent judgment, or shall not be or used to be major shareholders, or executives of the company except in the case that such interests finished at least 2 years prior to the appointment date.
4. Shall have no blood relationship or relationship through legal registration in the forms of parents, spouse, siblings and children, or children's spouses with executive directors, management, controllers, or major shareholders of the company or its subsidiaries of executive directors, management, controllers, or the persons who are nominated for an executive position or executives of the company or its subsidiaries.
5. Shall not be open or secret nominees of directors, major shareholders or any groups of shareholders of the company who are related to any major shareholders or any groups of the company's shareholders.

6. Shall perform their duties and exercise their judgment without the influence of executive directors or major shareholders of the company, and related persons or their relatives.
7. Shall not be or used to be auditors of the company, its subsidiaries, joint venture companies, the major shareholders or the company's executives. The Independent Directors shall not be major shareholders, executives or business partners of juristic person under the management of the auditor of the company, its subsidiaries, joint venture companies, major shareholders or the company's executives except when such activities finished at least 2 years prior to the appointment date.
8. Shall not work or used to work in a profession that included law and financial consultant services and asset appraising, which receives service fees of over 2 million baht per year from the company, its subsidiaries and joint venture companies or major shareholders or the company's executives. In the case that the profession is registered as a person juristic, this rule covers the case of being the major shareholder, executives, or business partner of that professional service, except such services ended at least 2 years prior to the appointment date.
9. Shall not operate any business in the same nature and in competition with the business of the Company, subsidiary company, nominee shareholder in partnership, or director in management level, employee, staff, advisor who receive the regular salary or hold more than 1 percent of the voting shares in other company operating the business in the same nature and in competition with the business of the Company or subsidiary.
10. Shall not have any other characteristic which prevents them from being able to give independent opinions on the management of the company.

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

Name : Ms. Kaemakorn Vachiravarakarn

Age : 40 years

Education Qualification:

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

Training Course :

Thai Institute of Directors

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

The Securities and Exchange Commission, Thailand

- Challenges facing audit committees on listed companies' sustainable development, Year 2014

Federation of Accounting Professions of Thailand

- Practice for TSQC1 for auditor that work alone
- Summary of TFRS for NPAEs
- Audit sampling in practice

Experience :

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



No. of Shares Held as at January 13, 2016

- 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 Holding the post of the Company's Director and Meeting Attendance in 2015

Holding the post of the Company's Director	The Meeting Attendance in 2015		
As of December 31, 2015	Board of Directors	Audit Committee	Annual General Meeting
2 Years 2 Months (Appointed as a director since October 17, 2013)	7/12	2/4	1/1

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

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

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

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

Name : Mr. Adisak Limprungpatanakit

Age : 55 years

Education Qualification :

- BA. Faculty of Commerce and Accountancy, Thammasart University



Training Course :

Thai Institute of Directors

- Directors Certification Program (DCP #71/2006)

- Capital Market Academy : Executive MBA (CMA#19/2014)

Securities and Exchange Commission (SEC)

- CEO Forum # 1/2015 “Roles of listed companies executives in the capital market development”

Experience :

Aug 18, 2015- Present	Honorary Member	Nation University
2015- Present	Vice President	Digital Television Association (Thailand)
2012 - Present	Director / Executive Director	Nation Multimedia Group Plc.
2012 - Present	Director	NBC Next Vision Co., Ltd.
2012 - Present	Director	NBC Next Media Co., Ltd.
2012 - Present	Director	Nation U Co., Ltd.
2012 - Present	Director	NML Co., Ltd.
2010 - Present	Director	Kom Chad Luek
2000 - Present	Director / Chief Executive Officer	Nation Broadcasting Corporation Plc.
2009 - 2010	President	Satellite Television Association (Thailand)
1998 - 1999	President	The Economic Reporters Association
1992 - 1999	Editor	Krungthep Turakij

No. of Shares Held as at January 13, 2016

: 16,900,000 shares (0.42%)

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	2012 – Present	Director NBC Next Vision Co., Ltd.
	2012 – Present	Director NBC Next Media Co., Ltd.
	2012 – Present	Director Nation U Co., Ltd.
	2012 – Present	Director NML Co., Ltd.
	2010 – Present	Director Kom Chad Luck Media Co., Ltd.
	2000 – Present	Director/ Chief Executive Officer Nation Broadcasting Corporation Plc.
2. Being a professional service provider	-None-	
3. Having business relationship	-None-	

Information Holding the post of the Company's Director and Meeting Attendance in 2015

Holding the post of the Company's Director	The Meeting Attendance in 2015	
As of December 31, 2015	Board of Directors	Annual General Meeting
13 Years 8 Months (Appointed as a director since April 19, 1999)	8/12	1/1

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

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

Type of Nominated Director : Director

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

Name : Mrs. Pichitra Mahaphon

Age : 65 years

Education Qualification:

- BA, University of Oregon, United State of America
- MAI, the Appraisal Institute, Chicago, U.S.A.
- RICS, The Royal Institute of Chartered Surveyors



Training Course :

Thai Institute of Directors

- Director Accreditation Program (DAP), Year 2013
- Advanced Audit Committee Program (AACP), Year 2013
- Risk Management Program for Corporate Leaders (RCL), Year 2015

Experience :

2010 - 2016	Independent Director/ Chairman of Audit Committee	Bangkok Mass Transit System Plc.
2008 - 2016	Principal / Partner	Advance Advisory Co., Ltd.
2006 - 2008	Managing Director	King Power Pullman Bangkok Hotel
2000 - 2003	Executive Director	Arthur Andersen/KPMG
1998 - 2000	Regional Director	Cushman & Wakefield (Thailand) Ltd.
1994 - 1998	Vice President	Eastwest Bank, USA (listed bank in USA)
1991 - 1994	Vice President	Bank of America, USA (listed bank in USA)
1986 - 1991	Associate Director	Laventhol & Horwath, USA (Big Eight Accounting firm)

No. of Shares Held as at January 13, 2016

- 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	
No.	Type of Director	Number	Number	Type of Director
1	Independent Director/ Chairman of Audit Committee Bangkok Mass Transit System Plc.	1	-	-

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

Agenda Item 6
The details of the auditors for the fiscal year 2016

2015	2016 Year of Proposal
KPMG Poomchai Audit Co Ltd	KPMG Poomchai Audit Co Ltd
1.Ms.Patamavan Vadhanakul Registration No. 9832 2. Mr. Winid Silamongkol Registration No. 3378 3. Mr.Veerachai Ratanajaratkul Registration No. 4323 4. Ms.Vannaporn Jongperadechanon Registration No. 4098 Ms.Patamavan Vadhanakulis the Auditor who has affixed his signature to certify the Company's financial statement in 2015 (for the first year) Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 3,560,000 Baht. (excluding NBC&NINE) As for other service charges, the Company and its subsidiary and and joint venture entity shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year	1.Ms.Patamavan Vadhanakul Registration No. 9832 2. Mr. Winid Silamongkol Registration No. 3378 3. Mr.Veerachai Ratanajaratkul Registration No. 4323 4. Ms.Vannaporn Jongperadechanon Registration No. 4098 Ms.Patamavan Vadhanakulis the Auditor who has affixed his signature to certify the Company's financial statement in 2016 (for the second year) Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 3,560,000 Baht. (excluding NBC&NINE) As for other service charges, the Company and its subsidiary and and joint venture entity shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year

Agenda Item 6
The details of the auditors for the fiscal year 2016

General Information

Name-Surname : Ms. Patamavan Vadhanakul
Nationality : Thai
Work Place : KPMG Phoomchai Audit Ltd.
Period of employment : 23 years
Position : Partner, Audit



Education Qualification:

- Master of Science in Risk Management, University of Southampton, United Kingdom
- Master degree of Business Administration, Thammasat University
- Bachelor of Accountancy, Chulalongkorn University

Membership in Professional Organizations :

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

Experience :

- Audit Partner, KPMG Phoomchai Audit Ltd.
- Joined the Firm since 1993

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

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

The Directors shall call the extra-ordinary meeting of shareholders whenever they deem appropriate. Minority shareholders holding collectively at least one-fifth of the total paid-up shares or no less than 25 shareholders holding collectively no less than one-tenth of the total paid-up shares are entitled to issue a letter requesting the Board of Directors to call an extra-ordinary meeting at any time. However, they are required to stipulate the reasons thereof in the letter.

In this case, the Board of Directors is required to organize the meeting of the shareholders within one month after receiving the letter from the shareholders.

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

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

31. To call a meeting of the shareholders, the Board of Directors shall issue an invitation letter with stipulated venue, date, time, agenda items and materials outlining the proposed matters to the meeting with sufficient details. The items should be clearly stipulated whether they will be submitted to the meeting for acknowledgement, approval or consideration as the case may be. The Board of Directors' opinion in such matters shall also be sent to the shareholders and made available to the registrars at least 7 days prior to the meeting. The notice of such shareholders' meeting shall be advertised on the newspaper for three successive days and at least 3 days prior to the meeting date.

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

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

In case where the number of shareholders who show up one hour after the appointed time do not make the quorum and such meeting is called according to the request by the shareholders, such meeting will be suspended. In case where such meeting is not requested by the shareholders, the meeting will be rescheduled. And the invitation letter shall be sent to the shareholders at least 7 days prior to the meeting. The latter case shall not make the requirement on the quorum of the meeting.

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

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

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

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

1. Cases where a shareholder attends a meeting in person

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

2. Appointing a proxy:

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

Required documents for appointing a proxy:

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

national identity card or state official identity card or passport (in cases of foreign nationals) of the authorized director whose signature is affixed to the proxy form.

- **Foreign juristic person:** The authorized person shall sign his/her name and affix the company seal in the proxy form attached with certified copy of passport of the authorized person.
- **In cases where a fingerprint** is affixed instead of a signature, the left thumb shall be used with a statement “the fingerprint of the left thumb of_____”. The fingerprint must be affixed in the presence of two witnesses and certified. A certified copy of the identity card or state official identity card of the witness must be attached.
- In an annual general meeting of the shareholders, if a shareholder cannot attend the meeting in person, he/she may appoint a person to act as his/her proxy or may appoint an independent director to act as his/her proxy.
- A shareholder, who wishes to appoint an independent director of the Company as his/her proxy, shall send the proxy form completely filled in and duly signed as stated above to the Corporate Secretary’s Office, together with relevant documents, at least one day before the meeting date.

In the case the shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appoint a proxy by using Proxy Form C., it is required to present the following documents:

- Documents from custodian
 - 1) The Proxy Form C, correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with a stamp duty.
 - 2) Document confirming that the person who signed the proxy form is permitted to operate the custodian business.
 - 3) Copy of an affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with the statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.
 - 4) Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the authorized representative of the custodian, certified as true and correct copy by the representative.
- Documents from shareholder
 - 1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
 - 2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.

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

- **Documents from proxy**

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

3. **In cases where a shareholder is deceased:** The estate administration can attend the meeting in person or by proxy, provided that a court order appointing the estate administration is presented. The court order must be signed by the authorized person within six months before the meeting date.
4. **In cases where a shareholder is a minor:** The father, mother or the parents can attend the meeting in person or by proxy, provided that a copy of the house registration of the shareholder, who is a minor, is presented.
5. **In cases where a shareholder is an incompetent or quasi-incompetent person:**

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

Registration:

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

Voting:

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

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

Name : Ms. Kaemakorn Vachiravarakarn

Age : 40 years



Education Qualification:

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

Training Course :

Thai Institute of Directors

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

The Securities and Exchange Commission, Thailand

- Challenges facing audit committees on listed companies' sustainable development, Year 2014

Federation of Accounting Professions of Thailand

- Practice for TSQC1 for auditor that work alone
- Summary of TFRS for NPAEs
- Audit sampling in practice

Experience :

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

Type of Current Director

: Independent Director and Chairman of the Audit Committee

No. of Shares Held as at January 13, 2016

- None -

Having conflicts of interest in the agenda item proposed in the 2016 Annual General Meeting of Shareholders

: No. (Except Agenda 5 : Consider the remunerations for directors)

Relationship Characteristics

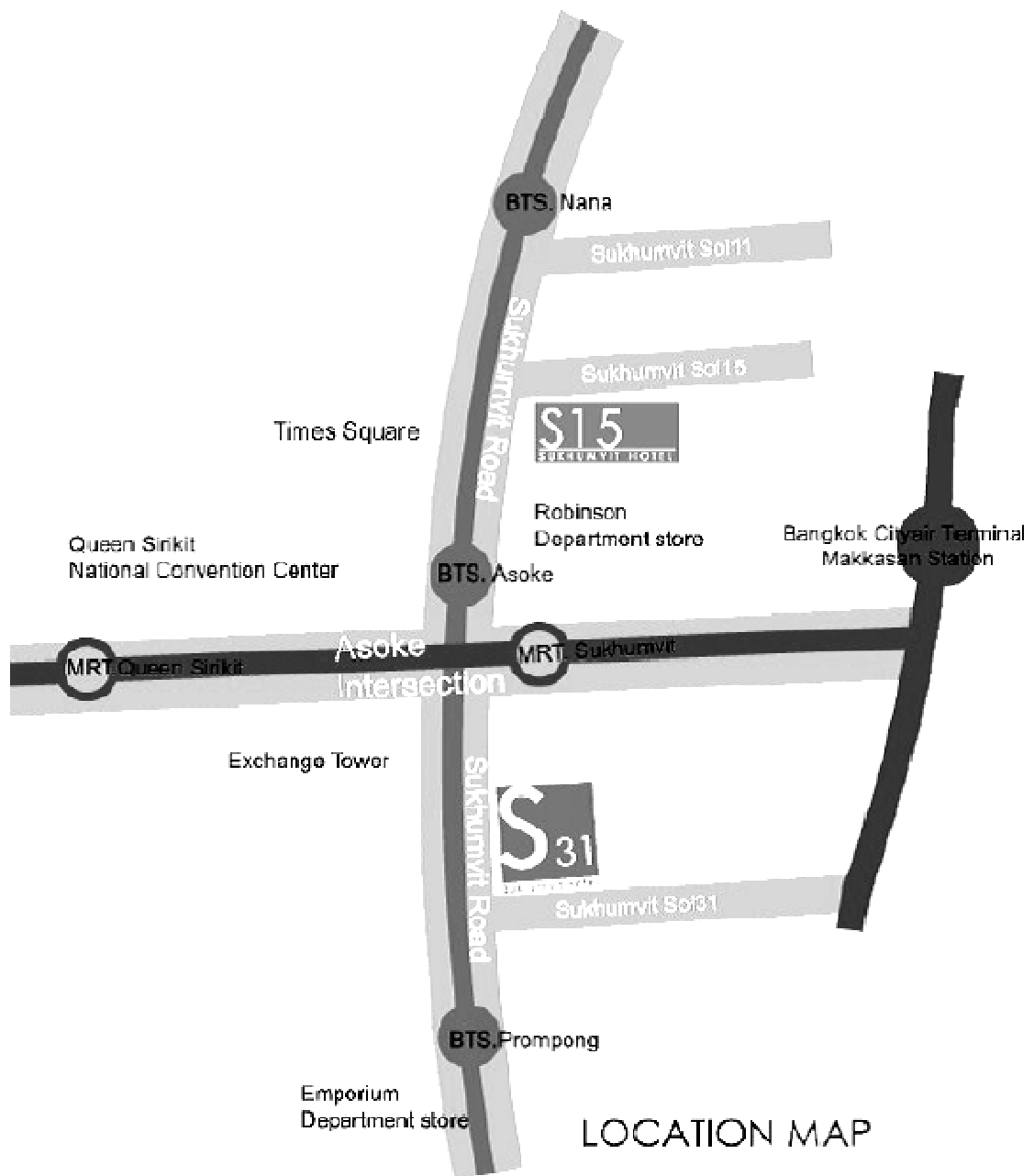
Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	-None-
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity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

Information Holding the post of the Company's Director and Meeting Attendance in 2015

Holding the post of the Company's Director	The Meeting Attendance in 2015		
As of December 31, 2015	Board of Directors	Audit Committee	Annual General Meeting
2 Years 2 Months (Appointed as a director since October 17, 2013)	7/12	2/4	1/1

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

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





Nation Multimedia Group Plc.

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