



Nation Multimedia Group Plc.

Invitation Letter to the 2020 General Meeting of Shareholders

On Wednesday, 9 September 2020 at 2.00 p.m.

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

Important Notes :

1. The meeting registration starts at 1.00 p.m.
2. For the convenience in the registration process, please present the Registration Form for registration.
3. The Company would like to inform of “No distribution of souvenirs for the AGM 2020”

-Translation-

20 August 2020

- Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2020
- Attention: Shareholders
- Enclosures:
1. Copy of the minutes of Extraordinary General Meeting of Shareholders No.1/2019
 2. Rules and procedures for nomination of directors
 3. Roles and responsibilities of Audit Committee
 4. Definition of the Independent Directors
 5. Information of independent directors together with shareholders' proxies
 6. Brief profiles of the persons being nominated as directors in place of those who are retiring due to the rotation
 7. Details about the persons being nominated as auditors for the year 2020
 8. Articles of Association of the Company, Chapter 6 on shareholders' meeting
 9. Conditions, rules, and procedures for attending shareholders' meeting
 10. Meeting registration form and annual report 2019 in a QR code format
 11. Proxy Forms A, B, and C
 12. Map of the venue of the meeting of the shareholders
 13. Precautionary Measures to Prevent the Spread of Coronavirus Disease 2019 (COVID-19) in the Shareholders' Meeting of the Company

At the Board of Directors' Meeting of Nation Multimedia Group Public Limited Company (the "**Company**"), No.7/2020 on June 25, 2020, resolved to call the Annual General Meeting of Shareholders for the Year 2020, on Wednesday, September 9, 2020, at 2.00 p.m. at the Conference Room, 9B Floor, Interlink Building (formerly known as Nation Tower Building), Thepparat Rd., Bangna-Tai Subdistrict, Bangna District, Bangkok 10260. Originally, the Board meeting No.3/2020 on March 24, 2020, was supposed to be held; however, it was cancelled by the Board of Directors' Meeting No. 4/2020 on March 31, 2020 due to the pandemic impact of the coronavirus disease (COVID-19).

In view of the current coronavirus (COVID-19) pandemic, the Company is concerned with the health of all shareholders. Therefore, a meeting will be arranged to have a physical distance according to the practice of the Center for COVID-19 Situation Administration (CCSA) and other measures as imposed by the government on the holding of meetings under the coronavirus outbreak (COVID-19) strictly. As a result, a number of seats in the meeting venue has to be limited.

The Company, therefore, recommends that the shareholders consider giving proxy to independent directors, who do not have any special interests in any agenda at this meeting, to attend and vote on their behalf instead of attending the meeting in person. The information of the independent director who is the proxy, and other details are shown in Enclosure 5, or in the event that you or your proxy wishes to attend the meeting, the Company would like to ask you or your proxy to study and strictly follow the guidelines for the prevention of coronavirus

(COVID-19) pandemic at the shareholders' meeting. The details are in Enclosure 13. Such practices are in compliance with the announcement made by the Office of the Securities and Exchange Commission, No. 9/2563 (2020) regarding the holding of the Annual General Meeting of Shareholders of listed companies under the circumstances of the coronavirus (COVID-19) pandemic dated March 6, 2020.

In this regard, the Company asks the shareholders to return the proxy form to the Company within September 8, 2020 or attend the meeting on the aforementioned date, time and place in order for the 2020 Annual General Meeting of Shareholders to form a quorum. The agenda items to be considered are as follows:

Agenda Item 1: To consider and Certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 held September 27, 2019

Facts and reasons: The Meeting of Shareholders No. 1/2019 was held on September 27, 2019. The company has already provided a copy of such report to the Stock Exchange of Thailand. In addition, the Company has published such reports through the company's website at www.nationgroup.com for the shareholders to acknowledge the minutes of the meeting and verify the correctness within a reasonable time. It appeared that there was no objection or request for correction from anyone. Herewith, a copy of the minutes of the meeting was attached in Enclosure 1.

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

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

Agenda Item 2: To acknowledge the operating results of the Company for the year 2019

Facts and Reasons: The Company summarized its operating results and significant changes occurred in 2019 in the annual report, which is delivered to the shareholders in a QR Code format as in Enclosure 10.

The Opinion of the Board of Directors: The Board of Directors resolved to propose to the 2020 Annual General Meeting of Shareholders to acknowledge the Company's operating results and significant changes that have occurred in the year 2019. The details are shown in the Annual Report 2019 as proposed above.

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

Agenda Item 3: To consider and approve the Company's financial statements for fiscal the year ended December 31, 2019.

Facts and Reasons: In order to comply with Section 112 of the Public Limited Companies Act BE 2535 (including the amendments) ("Public Limited Companies Act") and the Company's Articles of Association, Article 39, it requires the Board of Directors to prepare a balance sheet and profit and loss account at the end of the fiscal year of the company to propose to the shareholders' meeting at the Annual General Meeting for approval. The Company prepared the consolidated financial statements of the Company and its subsidiaries for the year 2019 for the fiscal year ended December 31, 2019. Details were in the Annual Report 2019 in the form of QR Code as per Enclosure 10. The aforementioned consolidated financial statements were audited by auditors, reviewed by the Audit

Committee, and approved by the Board of Directors' meeting and it is found that the statements were correct in accordance with financial reporting standards.

The Opinion of the Board of Directors: The Board of Directors resolved to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the consolidated financial statements for the year 2019 for the fiscal year ended December 31, 2019, audited by the certified auditor, reviewed by the Audit Committee, and approved by the Board of Directors' meeting.

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

Agenda Item 4: To consider and approve the omission of allocation of net profit as legal reserve and the omission of dividend payment for the operating results for the year 2019 ended December 31, 2019.

Facts and Reasons: To comply with Section 115 of the Public Limited Companies Act and the Articles of Association, Article 42, which prohibits the payment of dividends from proceeds other than profits. Also, referring to the Section 116 of the Public Limited Companies Act and Article 40 of the Articles of Association, the company must allocate a portion of an annual net profit as a reserve fund of not less than five percent of the annual net profit less accumulated losses carried forward (if any) until this reserve fund is at least ten percent of the registered capital.

The company has a policy to pay dividends of not more than 65% of the net profit of the Company's separate financial statements. It depends on the investment plan, necessity, and other suitability in the future under the condition that such action is in the best interest of shareholders.

From the operating results of the year 2019, the financial statements of the Company had a cumulative loss from the consolidated financial statements of 3,224.10 million baht and from the separate financial statements of 3,509.20 million baht, together with a net loss of 375.30 million baht from the operating results in the statement.

The Company's separate finance for the accounting period ended December 31, 2019. From the operating results of the year 2019, the Company's financial statements had a cumulative loss from the consolidated financial statements of 3,224.10 million Baht and from the separate financial statement of 3,509.20 million Baht, including a net loss of 375.30 million Baht from the results of operations in the Company's separate financial statements for the accounting period ended December 31, 2019. Therefore, the company is unable to allocate its net profit as a legal reserve fund and cannot pay dividends for its operating results for the year 2019.

The Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the 2020 annual general meeting of shareholders to consider the omission of the allocation of net profits as a legal reserve fund and dividend payment for operating results of 2019 as the Company's separate financial statements had net and accumulated losses.

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

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

Facts and Reasons: According to the Section 71 of the Public Limited Companies Act and the Articles of Association, Article 15, stipulating that at every Annual General Meeting of Shareholders, one-third of the directors must retire from office. If the number of directors cannot be divided into three parts, then the number of directors closest shall vacate. At present, there are nine directors in total. In 2020, three directors retired by rotation as follows:

- | | |
|--------------------------------|--|
| 1. Mr. Marut Arthakaivalvatee, | Chairman of the Board |
| 2. Mr. Apiwut Thongkam | Independent Director / Chairman of the Audit Committee |
| 3. Mr. Shine Bunnag | Chairman of Executive Committee / Vice Chairman /
Chief Executive Officer |

The Company's Nomination and Remuneration Committee carefully scrutinized and carefully considered the qualifications of the directors who would retire by rotation as in the 2020 Annual General Meeting of Shareholders for the three persons in accordance with the criteria and process of selection. The Committee considered that these three persons are knowledgeable, experienced, and skillful which are beneficial to the Company's operations and they possess qualifications suitable for the Company's business operation as well as having qualifications and not prohibited characteristics as stipulated by the Public Limited Companies Act And the Securities and Exchange Act B.E. 2535 (as amended) including relevant announcements. In addition, the persons nominated as independent directors of the Company are qualified in accordance with the definition of independent directors of the Stock Exchange of Thailand and that of the Company, who are able to express their opinions independently and are fully qualified as independent directors in accordance with the relevant regulations. Therefore, the Committee deemed appropriate to propose that the 2020 Annual General Meeting of Shareholders shall consider and approve the appointment of the above three directors who have to retire by rotation to resume as directors of the Company for another term.

In this regard, the profiles of the persons nominated to serve as directors in place of the directors who are due to retire by rotation are shown in Enclosure six.

In addition, the company has provided an opportunity for shareholders to nominate persons to be considered for selection as the Company's directors in advance from November 21, 2019 to January 21, 2020 via the Company's website. However, no shareholder appeared to nominate any other person to be considered for the selection as the Company's director. Therefore, the meeting was requested to consider and approve the appointment of the three directors to return to serve as directors of the Company for another term.

The Opinion of the Board of Directors: The Board of Directors, based on the consideration and recommendation of the Nomination and Remuneration Committee (excluding the directors with having interests in this agenda), considered and agreed to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the appointment of the three directors retired by rotation. All three of them shall be re-elected to serve as directors of the Company for another term, with details as proposed above. The proposed three directors are as follows.

- | | |
|--------------------------------|--|
| 1. Mr. Marut Arthakaivalvatee, | Chairman of the Board |
| 2. Mr. Apiwut Thongkam | Independent Director / Chairman of the Audit Committee |
| 3. Mr. Shine Bunnag | Chairman of Executive Committee / Vice Chairman /
Chief Executive Officer |

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

directors to replace those retiring by rotation, the Company will propose to the meeting for individual approval.)

Agenda Item 6: To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2020

Facts and Reasons: To comply with Section 90 of the Public Limited Companies Act and the Articles of Association of the Company, Article 20, which stipulates that the directors are entitled to receive remuneration from the Company, the shareholders' meeting may determine the fixed amount or set the criteria for it periodically or have the criteria remained in effect; until changes are necessary.

The Board of Directors is of the opinion that the selection of directors and the consideration of the remuneration of directors for the media business is important. The Company, therefore, has a policy for its Nomination and Remuneration Committee to consider and screen the nomination of directors and consider the remuneration of directors. The Nomination and Remuneration Committee carefully scrutinized the suitability of various matters. That is, considering the performance of the company and the size of the business of the company by taking into account the suitability and in accordance with the duties and responsibilities of the Board of Directors and the sub-committees by comparing from the same industry and the average remuneration based on a similar business size. Therefore, it is deemed appropriate to propose that the 2020 Annual General Meeting of Shareholders consider approving the remuneration of the Company's directors and sub-committees for the year 2020 in the total amount not exceeding 2,400,000 Baht as follows:

Position	Remuneration Rate		Unit
	2020 (proposal year)	2019	
Chairman of the board	400,000	400,000	Baht/person/year
Chairman of the Audit Committee	400,000	400,000	Baht/person/year
Audit Committee	300,000	300,000	Baht/person/year
Independent Director	200,000	200,000	Baht/person/year
Executive Director	200,000	200,000	Baht/person/year
Non-executive director	200, 000	200, 000	Baht/person/year
Chairman of the Nomination and Remuneration Committee *	20,000	20,000	Baht/person/year
Members of the Nomination and Remuneration Committee *	10,000	10,000	Baht/person/year

Note 1) Remuneration for Directors and Audit Committee is paid quarterly.

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

The Board of Directors deems it appropriate to propose that the 2020 Annual General Meeting of Shareholders consider and approve the authorization of the Nomination and Remuneration Committee to allocate such amount to each director and other sub-committees within the amount specified as approved by the shareholders' meeting without any other benefits.

The Opinion of the Board of Directors: The Board of Directors, based on the consideration and recommendation of the Nomination and Remuneration Committee (excluding the directors with having interests in this agenda), considered and agreed to propose to the 2020 Annual

General Meeting of Shareholders to consider and approve determining the remuneration of directors and the sub-committee of the company for the year 2020 as the above-presented details.

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

Agenda Item 7: To consider and approve the appointment of the auditors and the determination of audit fee for the year 2020.

Facts and Reasons: To comply with Section 120 of the Public Limited Companies Act and the Articles of Association of the Company, Article 46, which stipulates that the annual general meeting of shareholders appoints an auditor and determines the audit fee of the company every year. In appointing the auditor, the same auditor may be re-appointed.

The Audit Committee considered the qualifications and working experience of the auditors and selected the auditors for the year 2020 and proposed to the Board of Directors' meeting. The Board of Directors' Meeting approved to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the appointment of an auditor from KPMG Phoomchai Audit Company Limited, an audit firm with independence and expertise in auditing, as the Company's auditors for the year 2020 by assigning one of the following auditors to audit and express opinions on the Company's financial statements as follows:

1. Mrs. Sasithorn Pongadisak, Certified Public Accountant No. 8802 (being the Company's auditor for 2 years and signing on the Company's financial statements for 2 years) and / or
2. Ms. Marisa Tharathornbunpakul, Certified Public Accountant No. 5752, (being the Company's auditor for 2 years but never sign on the Company's financial statements for 2 years) and / or
3. Ms. Pronthip Rimdusit , Certified Public Accountant No. 5565 (never been the Company's auditor)

Details of the persons who are nominated as auditors for the year 2020 are available in Enclosure seven.

In the case that the auditors listed above are unable to perform their duties, KPMG Phoomchai Audit Co., Ltd. shall appoint other auditors of KPMG Phoomchai Audit Co., Ltd. who are qualified in auditing for the Company to act as the Company's auditor and express an opinion on the Company's financial statements on behalf of those auditors. There are no auditors above, who perform their duties for more than seven years.

Besides, the three auditors have no relationship and / or have no interests with the Company, subsidiaries, jointly controlled entities, management, major shareholders, or related persons in any way; so, they are independent to audit and express opinions on the Company's financial statements.

In addition, the auditors of the Company's subsidiary shall be the auditors from the same audit firm that of the Company.

It is deemed appropriate to propose that the 2020 Annual General Meeting of Shareholders consider and approve the determination of the auditors' remuneration of the Company and its subsidiaries for the year 2020 totaling not more than 4,540,000 baht, which is an appropriate rate according to the opinion of the Board of Directors and the Audit Committee. The rate increased

from the previous accounting period by 60,000 baht or equal to 1.34 percent due to the increase of the total number of subsidiaries from the previous year as shown in the auditor's remuneration table as follows:

	Year 2020 (proposal year)	2019
Remuneration for the auditors of the Company and its subsidiaries	not exceeding 4,540,000 Baht (for the company and other 5 subsidiaries)	4,480,000 Baht (for the company and 4 more subsidiaries)

For other service fees, the Company and its subsidiaries do not receive other services from the audit firm that the auditor is affiliated with, person or business related to the auditor and the audit firm that the auditor is affiliated with in the past year.

The Opinion of the Board of Directors: The Board of Directors, by considering the recommendations of the Audit Committee, resolved to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the appointment of auditors of the Company and its subsidiaries from KPMG Phoomchai Audit Ltd., as below. The determination of the remuneration of the Company's auditors and its subsidiaries' for the year 2020 shall be in the total amount not exceeding 4,540,000 Baht with the details proposed above.

1. Mrs. Sasithorn Pongadisak, Certified Public Accountant No. 8802 (being the Company's auditor for 2 years and signing on the Company's financial statements for 2 years) and / or
2. Ms. Marisa Tharathornbunpakul, Certified Public Accountant No. 5752, (being the Company's auditor for 2 years but never sign on the Company's financial statements for 2 years) and / or
3. Ms. Pronthip Rimdusit, Certified Public Accountant No. 5565 (never been the Company's auditor)

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

Agenda Item 8: To consider and approve the amendment to Article 23 of the Articles of Association with respect to the Board of Directors' meeting

Facts and Reasons: The Company intends to amend to the Article, of Association, Article 23 of the Board of Directors Meeting to comply with the Emergency Decree on Electronic Meetings , B.E. 2563 (2020) ("Royal emergency decree"), which has cancelled the National Council for Peace and Order No. 74/2557 (2014) on Electronic Media Meeting dated on June 27, 2014, which Section 4 of the Emergency Decree stipulates that "meetings through electronic media mean meetings that the law regulates that meetings be conducted through electronic media where the participants are not in the same place, but they could discuss and express opinions among themselves through electronic means." To facilitate the Company's business operation, the additional amendment shall be made as details follows.

Current Article	Amended Article
Article 23 The Board of Directors shall hold at least a meeting in every three months at head office of the company or any other place. The chairman of the Board of Directors shall convene the Board of Directors' meeting and, in convening, the chairman of the Board of Directors or an assigned person deliver an	Article 23 The Board of Directors shall hold at least a meeting in every three months at head office of the company or any other place. The chairman of the Board of Directors shall convene the Board of Directors' meeting and, in convening, the chairman of the Board of Directors or an assigned person deliver an

Current Article	Amended Article
invitation letter to each director not less than seven days before the meeting, except for an urgent case to protect the company's rights or benefits which the company may inform the invitation by other means and designate date of meeting earlier. At least two directors may request for the Board of Directors' meeting. In such case, the chairman of the Board of Directors shall determine the meeting date within 14 days after date of request. <u>In the case that the Board of Directors' meeting is held via electronic means, all participating directors must be in the Kingdom of Thailand and at least one-third of the participating directors must attend the meeting in the same place. The Board of Directors' electronic meeting must be conducted through a meeting control system with a process for maintaining security for information technology by audio records or audio and video records (as the case may be) of every participating director throughout the period of the meeting, including the computer traffic data from the said record, and the meeting control system must contain the basic elements as prescribed by the Notification of the Ministry of Information and Communication Technology Re: Standards for Maintaining Security of Meetings Via Electronic Means B.E. 2557 (2014) (including the amendments thereof).</u>	invitation letter to each director not less than seven days before the meeting, except for an urgent case to protect the company's rights or benefits which the company may inform the invitation by other means and designate date of meeting earlier. At least two directors may request for the Board of Directors' meeting. In such case, the chairman of the Board of Directors shall determine the meeting date within 14 days after date of request. <u>In the case that the Board of Directors' meeting is held via electronic means, it is must be conducted in accordance with the rules, procedures, conditions and standards as prescribed by laws, notifications, regulations and/or any order which are in force on the date of each Board of Directors' meeting.</u>

Also, it is deemed appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the authorization of the persons assigned by the Company to register amendments to the Articles of Association of the Company with the Department of Business Development, Ministry of Commerce that possesses the authority to amend and add wording in compliance with the order of the Registrar, including the authority to execute an order of the Registrar to complete the registration.

The Opinion of the Board of Directors: The Board of Directors resolved to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Articles of Association, Article 23 regarding the Board Meeting, including the relevant authorization with details as proposed above

Remark: The resolution of this agenda must be approved by a vote of not less than three-fourths of the total votes from the shareholders attending the meeting.

Agenda Item 9: Consider other matters (If any)

The Company has published the invitation letter for the shareholders' meeting together with supporting documents on the Company's website at www.nationgroup.com as well. The Company would like to invite all shareholders to attend the 2020 Annual General Meeting of Shareholders of the Company on Wednesday, September 9, 2020, at 2:00 p.m. at Meeting Room B, 9th Floor, Interlink Building, Debaratana Road, Bangna Tai Subdistrict, Bang Na District, Bangkok 10260. Details are shown in Enclosure 12, whereby shareholders and proxies can register to attend the meeting and submit documents or evidence for verification at the meeting place from 1:00 p.m. onwards. The registration form for meeting attendance is detailed in Enclosure 10.

In the event that a shareholder is unable to attend the meeting by himself and wishes to appoint another person to attend and vote on his behalf, please use Proxy Forms A and B. Details appear in one of Enclosure 11. For foreign shareholders who appoint a custodian to be a share depository and keeper, please use Proxy Form C.

This is to protect the rights and interests of the shareholders, in the event that shareholders are unable to attend the meeting by themselves and intend to appoint the Company's independent directors to attend and vote on their behalf. They can authorize by using Proxy Form B in order for the Company's independent directors whose names and details appear in Enclosure 5 to attend the meeting and vote on their behalf. By sending Proxy Form B, along with supporting documents as per details appearing in Enclosure 9, to Nation Multimedia Group Public Company Limited, Company Secretary Section 1854, Floor 9, Debaratana Road, Bangna Tai Subdistrict, Bangna District Bangkok 10260 Phone: (662)338-3333 Email: investor@nationgroup.com. For the convenience of document verification, the company would like to ask for your cooperation to send the documents to the company by September 8, 2020.

Shareholders can download Proxy Forms A, B and C from the Company's website at www.nationgroup.com. Besides, we would like you to fill in and sign the proxy form with a 20 Baht stamp duty affixed with the documents and evidence according to the list, in order to present them to the registration officer (person designated by the chairman) on the meeting date.

In this regard, the Company requests shareholders to study the conditions, criteria and procedures for attending the shareholders' meeting, as detailed in Enclosure 9. Including guidelines for preventing the spread of coronavirus disease (COVID-19) at the shareholders' meeting, details are shown in Enclosure 13. The company reserves the right not to register in the event that the documents are incomplete or inaccurate or not in accordance with the conditions and will conduct the meeting in accordance with the Company's Articles of Association with details as shown in Enclosure 8 and Public Limited Companies Act.

The Company has set a date to determine the names of shareholders entitled to attend the 2020 Annual General Meeting of Shareholders (Record Date) on July 14, 2020.

Sincerely yours,
Nation Multimedia Group Public Company Limited

Mr. Marut Arthakaivalvatee
Chairman of the Board of Directors

(Translation)
Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019
Nation Multimedia Group Public Company Limited
on Friday, 27 September 2019 at 10.00 a.m.

Date, Time, and Venue of the Meeting:

The Meeting was convened on 27 September 2019, at 10.00 p.m., at the conference room, 9th (Room B), Interlink Tower, Debaratna Road, Bangna-Tai Sub-district, Bangna District, Bangkok 10260.

Prior to the commencement of the Meeting, Mrs. Supawan Waraporn Toh and Mr. Archvin Suksri (the “**Meeting Facilitator**”) who were assigned to conduct the meeting, informed the Meeting that at present, the Company’s registered capital was THB 2,663,572,194.95, and paid-up capital was THB 2,156,024,291.86, divided into 4,067,970,362 ordinary shares, at the par value of THB 0.53 per share. In this Extraordinary General Meeting of Shareholders No. 1/2019, there were a total of 70 shareholders attending the Meeting in person and by proxy, representing 2,318,478,541 shares or equivalent to 56.99 percent of the total issued shares of the Company. The quorum was thus constituted in accordance with the Company’s Articles of Association.

Directors in attendance:

1.	Mr. Marut	Arthakaivalvatee	Chairman of the Board of Directors, acted as the Chairman of the Meeting
2.	Mr. Shine	Bunnag	Director and Vice Chairman No.1
3.	Mr. Sontian	Chuenruetainaidhama	Director and Vice Chairman No.2, Member of the Nomination and Remuneration Committee
4.	Mr. Apivut	Thongkam	Independent Director, Chairman of the Audit Committee
5.	Mr. Chaivasit	Puvapiromquan	Independent Director, Member of the Audit Committee
6.	Mr. Thanachai	Santichaikul	Independent Director, Chairman of the Nomination and Remuneration Committee, Member of the Audit Committee
7.	Mr. Somchai	Meesen	Director and Chief Executive Officer
8.	Ms. Warangkana	Kalayanapradit	Director
9.	Ms. Salinee	Wangtal	Independent Director
10.	Mr. Ka Ming Jacky Lam		Director, Member of the Nomination and Remuneration Committee

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

Directors absent:

-None

Auditors who sign the Financial Statements of Company and Subsidiaries

Ms.Sasithorn Pongadisak
KPMG Phoomchai Audit Company Limited

Legal Counsel:

Ms. Yaowarote Klinboon
Hunton Andrews Kurth (Thailand) Company Limited

Independent Financial Advisor

Mr.Kasin Theanchai
Capital Link Advisory Company Limited

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

1. The Company provided opportunities for the shareholders to submit questions in advance for the Extraordinary General Meeting of Shareholders No. 1/2019 via the website www.nationgroup.com or by fax on 0-2338 3904 from September 13-19, 2019, to allow the Board of Directors and the management together information and prepare clarifications on the meeting date.

No further questions were submitted in advance by the shareholders.

2. The company provided opportunities for shareholders who were unable to attend the meeting to appoint a proxy. An independent director was assigned to act as a proxy for absent shareholders. The Independent Director of the Company assigned to act as a proxy of the shareholders at this time was Mr. Apiwut Thongkam, whose brief background was included in Attachment 6, page 79, of the invitation letter.

3. 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."

4. In voting at this annual general meeting of shareholders, in the case that no shareholder votes against or are otherwise of any different opinion, it shall be deemed that the Meeting unanimously resolves to approve the matter as proposed by the Chairman. In the case that a shareholder votes against or abstains from voting, he/she is required to raise his/her hand. A shareholder who votes against or abstains from voting shall cast his/her votes in the ballots provided to the shareholders at the registration of the meeting, and mark the votes in the ballots

in accordance with each agenda item with his/her name affixed, and then the staff will collect the ballots for the purpose of vote counting. These procedures shall be applicable to all shareholders attending the meeting whether in person or by proxy and shall be announced by the Chairman for each agenda item. A shareholder will have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share is equivalent to one vote. In the event that a shareholder does not hand his/her ballots to the staff in attendance, the votes shall be deemed as approving the matter proposed.

5. 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 conflict of intent or a vote with no intent;
- 3) A ballot card with a vote that has been crossed out with no signature; and

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

Preliminary proceedings

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors of the Company, presided as the Chairman of the Meeting (the “**Chairman**”). The Chairman declared the Extraordinary General Meeting of Shareholders No. 1/2019 and informed the Shareholders that there were two important agenda items for today’s Meeting. One was regarded with the approval of Spring26 Company Limited, as the Company’s subsidiary, returned its license for digital television services under the name of Spring26. Another was the approval of the annual financial statements as of December 31, 2018.

Mr. Sirivat Voravetvuthikun, a shareholder attending the meeting in person, stated that as a minority shareholder he would like to express his appreciation to the Board of Directors that could produce the annual financial statement and report for 2018 completely. However, he queried whether shareholder proportion would be accurately calculated based on the financial statements reporting the Company’s paid-up capital of 2,156 million Baht. As the meeting facilitator announced, there were shareholders attending in person and by proxy in the total of 2,318 million shares, constituting 56.99 percent.

Mr. Shine Bunnag, Chairman Executive Committee, clarified that the Company’s paid-up capital was 2,156.02 million Baht which was from the number of paid-up registered shares of the Company equivalent to 4,067.97 million shares multiplied by par price of 0.53 Baht. So, the number of paid-up registered shares could be 2,156.02 million Baht. The total number of shares of the shareholders present at the Meeting was 2,138 million shares, representing 4,067.97 million shares in total; therefore, it represented 56.99 percent, which was accurate as informed by the meeting facilitator.

No additional questions were raised by the shareholders.

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

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

The meeting facilitator informed the Meeting that the company secretary had prepared the minutes of the 2019 Annual General Meeting of Shareholders with was held on April 26, 2019 and the Board of Directors considered that it was correct according to the resolution of the shareholders meeting. The shareholders were therefore proposed to consider and certify the minutes of the 2019 Annual General Meeting of Shareholders with was held on April 26, 2019, as detailed in Attachment 1 of the invitation letter sent to the shareholders.

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

No additional questions were raised by the shareholders.

The Chairman asked the Meeting to consider and certify the minutes of the 2019 Annual General Meeting of Shareholders with was held on April 26, 2019.

The Meeting considered and certified the minutes of the 2019 Annual General Meeting of Shareholders with was held on April 26, 2019, with an unanimous vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Resolution	Number of Votes	Representing Votes (%)
Approved	2,317,778,441	100.00
Disapproved	-	-
Total Votes	2,317,778,441	100.00
Abstained	700,100	-
Invalid	-	-
Total attending votes	2,318,478,541	-

Remark:

1. The resolution in this agenda requires the majority votes of the total number of votes of the shareholders attending this meeting and casting their votes.

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

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

Therefore, Spring26, a subsidiary in which the Company holds 149,900,002 ordinary shares with a par value of Baht 10 per share, equivalent to 99.9333 percent and Krungthep

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

The entering into the Transaction of returning Spring26’s License was considered as the disposal of assets according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: the Criteria for Making Significant Transactions that are Considered as the Acquisition or Disposal of Assets, dated August 31, 2008 (including the amendments thereof) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: the Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547, dated October 29, 2004 (including the amendments thereof) (“**Notifications on Acquisition or Disposal of Assets**”). The highest transaction size was 27.23 percent according to calculation basis based on total value of consideration which was the basis giving the highest result of transaction. The outcome was calculated from the Company’s consolidated financial statements in interim review version for the 9-month period, ended as at September 30, 2018 and the transactions on the disposal of assets during the 6-month period prior to the date on which the Company’s Board of Directors unanimously approved in principal for Spring26 to submit the request for the License return to NBTC on May 10, 2019, comprising 3 transactions as follows:

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

(2) The transaction of the disposal of land and buildings in Khonkaen, having the highest

transaction size of 0.37 percent according to calculation basis based on value of consideration which was calculated from the Company's consolidated financial statements in interim review version for the 9-month period, ended as at September 30, 2018; and

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

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

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

Information Memorandum on the Disposal of Assets (Schedule 2) of Nation Multimedia Group Public Company Limited can be found on Enclosure 2 (as attached with the meeting's invitation letter on page 34).

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

resources within the group of the Company in various areas for existing news items fully in line with the Company's core business policy.

The Audit Committee provides the opinions which are in line with the opinion of the Board of Directors of the Company. Additionally, the Board of Directors of the Company already appointed Capital Link Advisory Company Limited to be an independent financial advisor responsible for providing opinions regarding the entering into the transaction of returning the License pursuant to the Notifications on Acquisition or Disposal of Assets. It is in accordance with the opinion report of the independent financial advisor regarding the disposal of assets which was delivered together with the meeting invitation letter to the shareholders as well.

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

The Meeting Facilitator invited the independent financial advisor from Capital Link Advisory Company Limited to conclude the comments, advantages, disadvantages, risk, and important details concerning the entering into the transaction of returning the License of SPRING 26 Channel to use the spectrum to provide digital television services.

Mr. Kasin Thianchai an independent financial advisor from Capital Link Advisory Company Limited reported the advantages, disadvantages, risks, and license value as below.

Advantages of License Return include:

1. Spring 26 Company Limited has received compensation from NBTC after deducting the 4th installment of the license fee and the annual license fee of 2017 and 2019 and withholding tax (1 percent) of the compensation. The remaining net amount would be 662.70 million Baht which would be used to repay the debt of Spring 26 Company Limited and the Company itself.
2. Reduce future losses in the company's consolidated financial statements.
3. Reduce the burden of license fees payment. If Spring 26 continued to operate its digital TV business, the company would have burdened itself with the license fees to be paid in August 2019 in the amount of 215 million Baht.
4. The company could focus on the core business in which the company is knowledgeable and has true expertise such as publications, organizing related event activities as well as fully focus on the operation of Nation TV 22 news channel.
5. The company could record the reversal loss from license impairment in the amount of 643 million Baht in the consolidated financial statements for the year 2018. In the 3rd quarter of the fiscal year 2019, the company would record a gain of approximately 309 million Baht from license return.

Disadvantage of License Return includes: Losing opportunities in operating digital TV business of Spring 26.

Risk: None. Since Spring 26 Company Limited has returned the license and already received compensation on August 16, 2019 and Spring 26 channel has ceased broadcasting since August 16, 2019 at 00.01 hrs.

Therefore, the independent financial advisor was of the opinion that the shareholders should approve the subsidiary of the company, which is Spring 26 Company Limited, to enter into a transaction to return the license to use spectrum to provide digital television services under the name of SPRING 26 channel.

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

Mrs. Warunee Tippayachai, a shareholder attending the meeting in person, enquired about the net amount of 662 million Baht that Spring 26 Company Limited received from NBTC. This compensation was used to repay the debts from digital TV network (MUX) and to other creditors. The remaining amount returned to NMG was 486 million Baht (As shown in the opinion report of the independent financial advisor regarding the asset disposition transaction under the topic of plan to use the proceeds from the sale of assets on page 18). She asked whether this transaction had any effect on the consolidated financial statements that made NMG profitable or not.

As the Spring 26 company limited had a cumulative loss of 2,500 million Baht, when the loss was deducted from the registered capital of the company equivalent to 1,500 million Baht, the accumulated loss still has another 1,000 million Baht. If the proceeds of 662 million Baht received from the license compensation from NBTC were deducted, Spring 26 company limited would still have accumulated loss of approximately 338 million baht. However, since Spring 26 company limited is a subsidiary of NMG, Mrs. Warunee enquired why NMG's consolidated financial statements for the year 2018 was net profit at 290 million Baht.

Ms. Natenapa Pusittanont, Accounting Senior Assistant Vice President, explained that for the company's consolidated financial statements for the year ended December 31, 2018, the net profit was from the reversal of loss from license impairment. As for the transaction that Spring 26 company limited paid back the debt to NMG in the amount of 486 million Baht, it was a normal repayment of the outstanding debt which had no effect to the profit.

Mr. Sirivat Voravetvuthikun, a shareholder attending the meeting in person, asked about the case that Spring 26 received compensation from the NBTC and repaid the debt to the company in the amount of 486 million Baht. He enquired whether it was considered accurate or not that NMG received more cash flow without affecting the financial statements of the Company to have profits increased.

Ms. Natenapa Pusittanont, Accounting Senior Assistant Vice President, explained that the transaction that NMG received the proceeds from Spring 26 in the amount of 486 million Baht did not affect the profit. In the consolidated financial statements as of December 31, 2018, the Company already recorded a reversal of loss from the impairment of asset, which was license. The following step was that the company would consider recording the difference of compensation received and the value of the license, which would be recorded in the year 2019 and considered as the profit the company received. As the financial statements for the 1st quarter of year 2019 were not yet completed; therefore, the Company was still unable to disclose it to the shareholders.

Mr. Sirivat Voravetvuthikun, a shareholder attending the meeting in person, stated that the license return transaction was considered beneficial to the Company and shareholders as a whole.

Mrs. Warunee Tippayachai, a shareholder attending the meeting in person, asked whether the Company would close down Spring 26 company limited or not after the return of Spring 26 channel's license since this subsidiary had a significant accumulated loss.

Mr. Somchai Meesen, Chief Executive Officer, explained that the company only returned the license and terminated the Spring 26 broadcast. Spring 26 company limited would still be in operation. But it would be changed to a new media business by gathering the content from businesses within the Nation Group for further development to enhance its revenue. The company name would be changed to Nation Digital Content company limited, instead. The accumulated loss of Spring 26 could be utilized as a tax benefit in the future.

Mr. Nara Sripetch, a shareholder attending the meeting in person, inquired about the amount that NMG received the 486 million Baht repayment from Spring 26. As the company has already paid 250 million Baht to the financial institution as disclosed in the opinion report of the independent financial advisor regarding the asset disposition transaction; he, therefore, would like to know the management of the remaining 236 million Baht.

Mr. Somchai Meesen, Chief Executive Officer, explained that the proceeds that the company received from Spring 26 were used to repay 460 million Baht to all financial institutions. The remaining 28 million Baht was used as working capital to increase financial liquidity in the Company's core business.

Mr. Kitti Snitwong na Ayutthaya, a shareholder attending the meeting in person, inquired how many equipment and devices of the Spring 26 channel there would be and if they could be sold to obtain the proceeds for the Company's other businesses.

Mr. Somchai Meesen, Chief Executive Officer, explained that for the digital TV equipment of Channel 26 that could still be working, they would be used in Nation TV22 channel for enhancing its broadcast quality.

Mrs. Warangkana Kalayanapradit, Assistant Chief Executive Officer, added that the assets of the Spring 26 channel currently were not much since most of them were sold before the current management stepped in.

No additional questions were raised by the shareholders.

The Meeting considered and approved the subsidiary of the Company (Spring 26 Company Limited) to return the license to use the spectrum to provide digital television services, named as SPRING 26 Channel. The resolution of this agenda must be approved by a vote of not less than three-fourths of the total votes of shareholders attending the meeting and entitled to vote by which the votes of shareholder having vested interests are not counted their vote as follows:

Resolution	Number of Votes	Representing Votes (%)
Approved	2,319,919,559	99.96
Disapproved	-	-
Abstained	853,029	0.04
Total Votes	2,320,772,588	100.00
Invalid	-	-
Total attending votes	2,320,772,588	

Remark:

1. The resolution of this agenda must be approved by a vote of not less than three-fourths of the total votes of shareholders attending the meeting and entitled to vote by which the votes of shareholder having vested interests are not counted

2. During the consideration of this agenda item, there were 4 additional shareholders and/or proxy holders, holding 2,294,047 shares, attending the meeting. Therefore, there were 74 shareholders and proxy holders, holding 2,320,772,588 shares in total, attending the meeting.

Agenda Item 3: To consider and acknowledge a report of operating results of the Company for the fiscal year from January 1, 2018 to December 31, 2018.

The meeting facilitator reported that the Company prepared the reports of operating results and the Board of Directors as for the year 2018, as detailed in the Annual Report 2018 in QR Code format. The Company delivered them to the shareholders together with the meeting invitation letter. For further details, the shareholders could learn more in the MD&A report or the management's explanation and analysis that completely illuminated the operating results in detail in the annual disclosure report or form 56-1 shown on the company's website and that of the Stock Exchange of Thailand.

This agenda item was for acknowledgement and there would be no voting. In addition, as the Company reported to the Stock Exchange of Thailand on August 23, 2019, regarding the public presentation of the meeting of the NMG which was marked with "C" because the annual financial statements ending December 31, 2018 had shareholders' equity below 50% of the paid-up capital. So, for having the Chief Executive Officer to clarify the cause and proposed solutions, the Company would like to present the matter at the same time in agenda 3 regarding the report of the Company's operating results for the fiscal year ending December 31, 2018.

Also, in this agenda item, the Company opened opportunities for investors who were not shareholders but interested in listening to clarification on the results of operations and solutions of the C mark. They were also allowed to ask questions on issues in this agenda item. However, after this agenda, all these investors would be asked for cooperation to leave the meeting room as the following item would be a vote-casting agenda for the shareholders.

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

Mr. Somchai Meesen, Chief Executive Officer, summarized of the company's operations for the fiscal year ended December 31, 2018 as below.

The company's operating results for the year 2018 could be divided into the main business categories such as publishing business, TV business and disposed businesses which were university business, transportation service business, printing business, and business for education and cartoons. The summary was as follows.

Publishing Business

- **Total Revenue.** The total revenue of 2018 was 640 million Baht, a decrease of 93 million Baht when compared to the previous year at 733 million Baht due to revenue decline in the entire printing industry.

- **Costs and Expenses.** Costs and expenses in 2018 were 828 million Baht, a decrease of 107 million Baht compared to the previous year at 935 million Baht as a result of cost control in accordance with the reduced income.
- **Operating Results.** Operating results in 2018 were at a net loss of 188 million Baht, a loss decreased by 14 million Baht compared to the previous year at a loss of 202 million Baht.

Television Business

Two company's subsidiaries were Spring 26 company limited, which hold a digital TV license and returned its digital license in August 2019, and Nation TV22 of Nation Broadcasting Corporation public company limited or NBC with improved operating results.

- **Total Revenue.** The total revenue of 2018 was 681 million Baht, a decrease of 79 million Baht when compared to the previous year at 760 million Baht.
- **Costs and Expenses.** Total costs and expenses for the year 2018 were negative expenses of 253 million Baht compared to the previous year with costs and expenses equal to 2,746 million Baht; as a result of the reversal of loss from impairment of assets in 2018 in the amount of 1,130 million Baht. In the case of excluding such transaction, in 2018 the costs and expenses of the Company's TV business would be 877 million Baht, a decrease of 523 million Baht from the previous year, which had costs and expenses before the allowance for impairment of assets of 1,400 million Baht.
- **Operating Results.** In 2018, there was a net profit of 934 million Baht, compared to a loss of 1,986 million Baht of last year, due to the reversal of assets impairment, most of which were reversals of licenses. It was the result from the relief measures in accordance with the NBTC announcement regarding the return of licenses and the Order of the Head of the National Council for Peace and Order 4/2019 on measures to solve problems of television and telecommunications business operations, ordered April 11, 2019.

Disposed Businesses

The disposed businesses included university business, logistic service business, printing business, and business for education and comic or NINE.

- **Total Revenue.** The total revenue of 2018 was 284 million Baht, a decrease of 113 million Baht when compared to the previous year at 397 million Baht. Most of the revenues were from publishing businesses for education or NINE, which had revenue decreased in line with the revenue decline in the children's publishing industry.
- **Costs and Expenses.** Costs and expenses in 2018 were 740 million Baht, an increase of 153 millions Baht when compared to the previous year at 587 million Baht.
- **Operating Results.** in 2018 were at a net loss of 456 million Baht, a loss increased by 266 million Baht compared to the previous year at a loss of 190 million Baht.

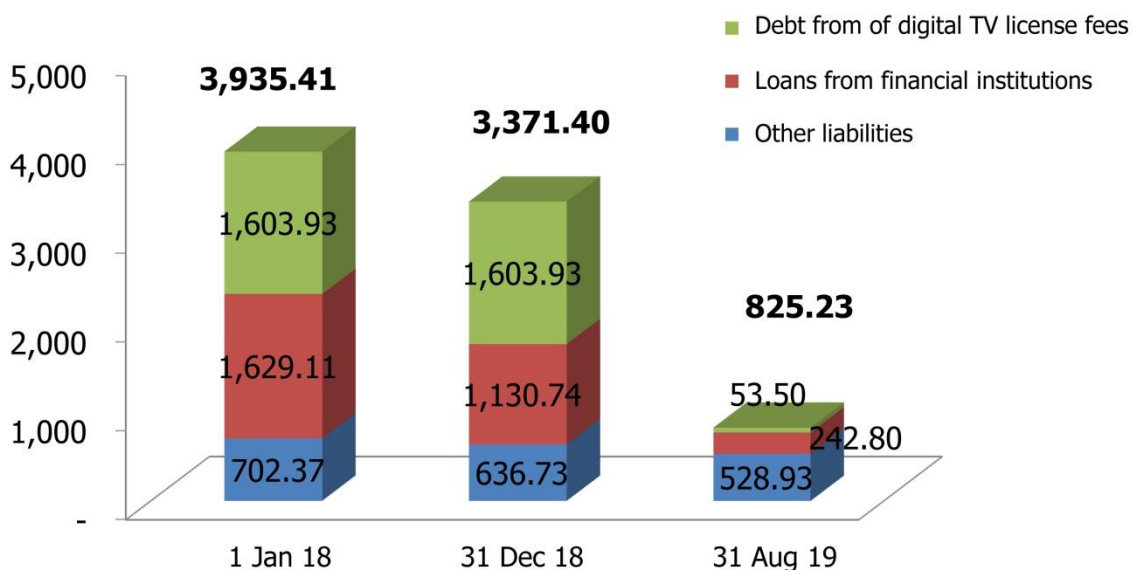
The summary of the business operations in 2018 for all 3 business groups was as follows:

- **Total Revenue.** The total revenue of 2018 was 1,605 million Baht, a decrease of 285 million Baht when compared to the previous year at 1,890 million Baht.

- **Costs and Expenses.** Costs and expenses in 2018 were 1,315 million Baht, a decrease of 2,953 million Baht compared to the previous year at 4,268 million Baht as a result of reversal of allowance for impairment of assets.
- **Operating Results.** Operating results in 2018 were at a net loss of 290 million Baht compared to the previous year at a net loss of 2,378 million Baht.

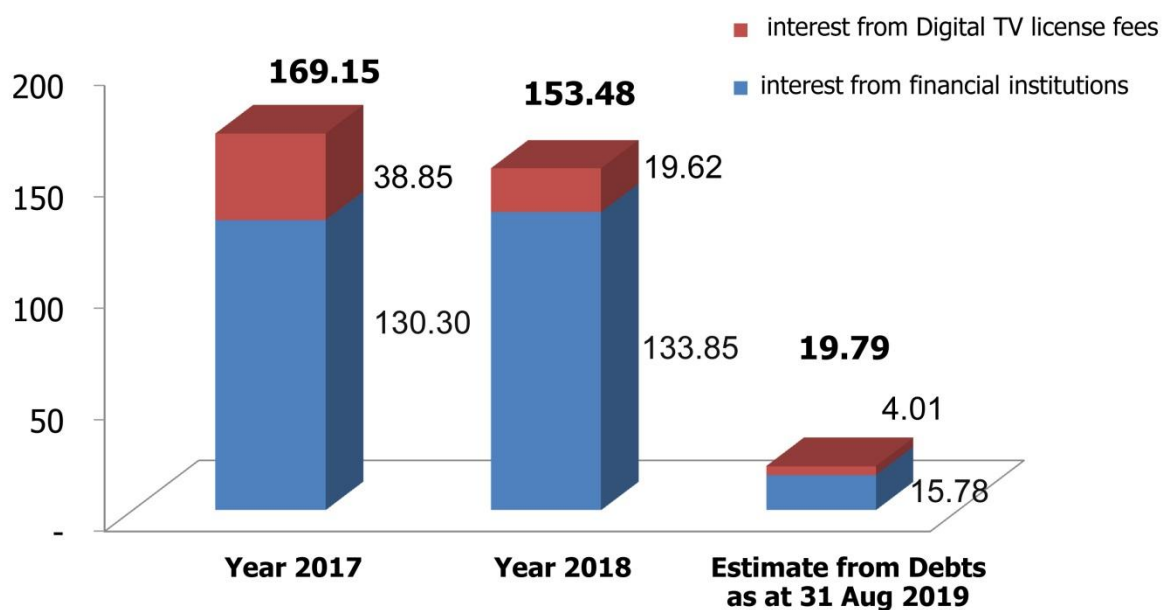
As Spring 26 company limited returned its digital TV license for Spring 26 channel, it would continue its business in digital media. The company would have some employees from Spring 26 channel transferred to form a new team with a new generation of executives who have direct expertise in digital business. This company would also establish new platforms by consolidating existing news content produced by the Group to enhance its potentialities in boosting the Group's revenues.

Besides, from the management of the current executive team in the period of 21 months from January 1, 2018, when the company had the total liabilities of 3,935 million baht, until August 31, 2019, when the liabilities decreased significantly to 825 million Baht. The summary was as follows:



As of January 1, 2018, the Group had liabilities of 3,935 million Baht, including debt from digital TV license fees of 2 channels totaling 1,604 million Baht, loans from financial institutions totaling 1,629 million Baht and other liabilities 702 million Baht. As of December 31, 2018, liabilities decreased to 3,371 million Baht, with loans from financial institutions reduced by 499 million Baht. Until August 31, 2019 under the management of the current top executive team, the Group had only 825 million Baht in outstanding debt, 54 million Baht in debt from the Nation TV 22 license and a remaining 243 million Baht from financial institutions. A significant decrease of liabilities was derived from the disposal of assets and non-core businesses which could reduce debt to financial institutions by a total of 888 million Baht, remaining at only 243 million Baht. Besides, the reduction of the license fee debts was resulted from the return of the Channel 26 license and the remedial measures of the Nation TV22 channel. Other liabilities that were normal trade contracts were approximately 529 million baht.

Interest burden for the year 2017, which had a total interest payment of 169 million Baht, was from the loan interest of financial institutions totaling 130 million Baht and amortization interest of digital TV license was 39 million Baht. As for the year 2018, the total interest expenses were 154 million Baht, which were from the interest of financial institutions by 134 million Baht and amortized interest from the 20 million Baht license. From the debt burden as of August 2019 which was reduced considerably. As a result, interest expenses were reduced to 20 million Baht per year, which were from 16 million Baht from financial institutions loans and 4 million Baht from digital TV licenses.



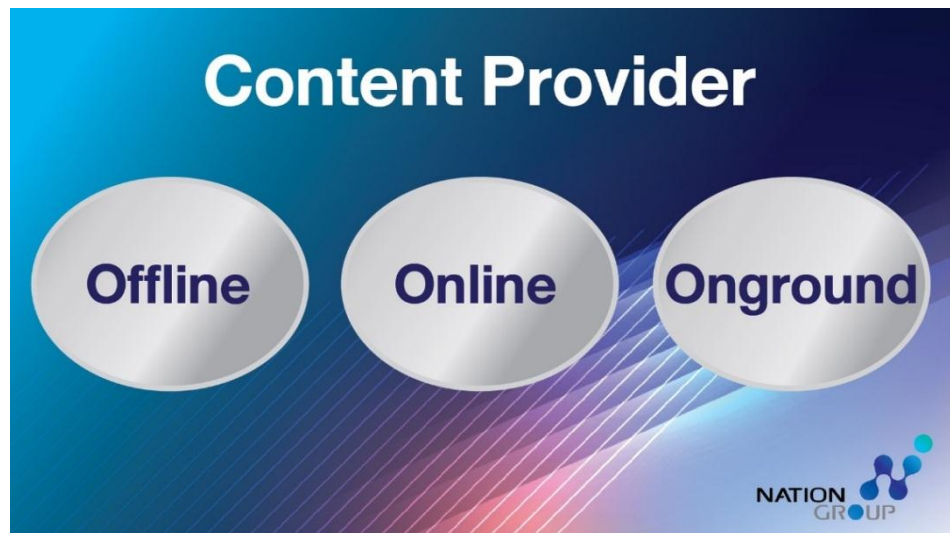
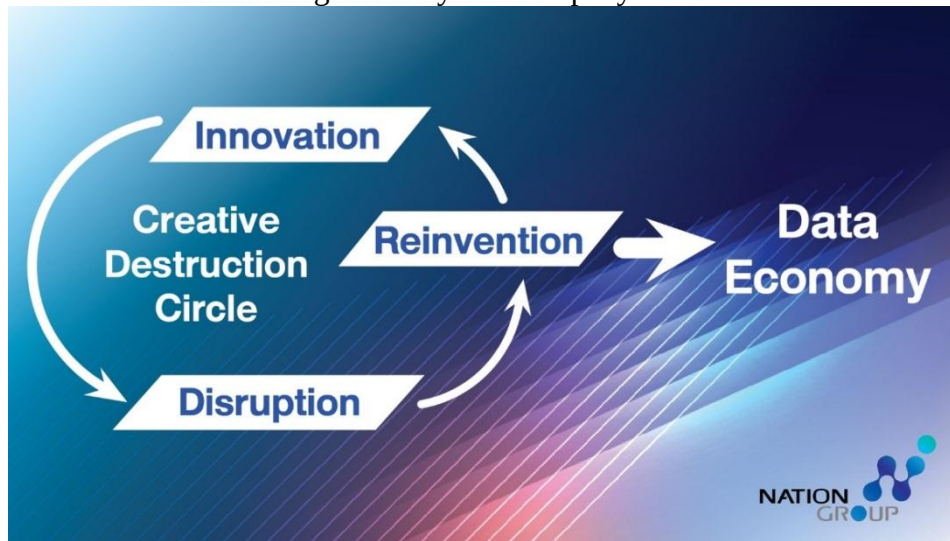
Therefore, it can be seen that prior to having the current top executive team stepped into the management, the Company had an annual interest burden of 169 million Baht or an average of 14 million Baht per month. The current debt burden on August 31, 2019, however, the Company had an average interest burden of only 1.3 million Baht per month, allowing the company to continue its business operations.

In addition, from the consolidated financial statements as of December 31, 2018, the Company had a paid-up registered capital of 2,156 million Baht, but had the total liabilities of 3,371 million Baht, which had relatively higher liabilities than the paid-up capital. But as of August 31, 2019, the Company had only remaining liabilities of 825 million Baht. This was a result of the management of the current top executives and the cooperation of the employees that enabled the Company to overcome the crisis which resulted it to have more stability.

From the study of the management for the Company's business development so that it could move forward, the top executive team had to invent new innovation that could bring in sustainable revenues in the midst of external factors affecting the media industry. The Company has to transform its own business into complete digitalization by using existing data to create benefits for all activities of the Group, which encompasses the follow key concepts.

Offline is news content from printed and TV media.

Online is innovation under the Company's development.
On Ground is the events organized by the Company.



The top management team would attempt to produce new innovations for enhancing methods to generate more revenues and the company expects itself to be a digital leader in the future.

As for the income from organizing events in the past year of the Group, there was a total of 85 activities with a total income of 93 million baht, divided into the following types of activities.

NMG & NBC EVENT REVENUE 2018

EVENT	REVENUE
TOTAL 85 EVENTS IN YEAR 2018	93,283,260
SPORT EVENT 16 EVENTS	30,350,000
SEMINAR EVENT 19 EVENTS	58,390,000
TRAINING 50 COURSES	4,543,260

Revenue from organizing activities or events helped to sustain the reduction of advertising revenue and it is expected that in the year 2019, the company would double organizing the events with an estimated revenue of 150 million Baht.

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

Mr.Sirivat Voravetvuthikun, a shareholder attending the meeting in person, asked about the costs of the event revenues in 2018.

Mr. Somchai Meesen, Chief Executive Officer, explained that the costs of organizing events were approximately 30% to 50% of the revenues. Therefore, each organized event could generate 50% to 70% profit.

Mr.Sirivat Voravetvuthikun, a shareholder attending the meeting in person, stated that as the Chief Executive Officer estimated that in the year 2019 the Company would try to generate revenue from the Events about 150 million Baht; therefore, the profit to be gained could be 70-80 million Baht. This method could enable the Company to gain additional revenue to compensate for the reduced advertising revenue, which was considered admirable.

Mrs.Warunee Tippayachai, a shareholder attending the meeting in person, inquired whether or not the company sued the concerned person with regard to the issue of the false accrued income in the year 2017.

Mr. Somchai Meesen, Chief Executive Officer, explained that regarding the mentioned accrued income issue, it is currently under the legal process for 3 cases as follows.

1. The case that the Company terminated the senior director of accounting since mid-year 2018, after investigation the Company found that the mentioned person was involved in the preparation of false and dishonest accounts. In this legal case, the former senior director of accounting had sued the Company to the Central Labor Court. The case was decided by the Court that the company won the case while the former senior director appealed. At present, the case is under the consideration of the Appeal Court.
2. The case that the company has filed a civil case to the three former executives since February 2019. The former executives requested the court to extend the pleading. The court arranged the hearing for witness examination in March 2020 and the hearing for the adjudication would be in May 2020.
3. The company submitted the report inspecting the case of significant accrued income in the financial statements 2017 that may not be in accordance with the Securities Act and

the Securities Exchange Act 1992 (including amendments) to the Securities and Exchange Commission (SEC) of former executives who may act in ill faith. Regarding the financial statements 2017 from October 10, 2018, in which the Chief Executive Officer sent a letter to track the progress again in February 2019. Later, the SEC invited executives who were in a special investigation committee to inquire for additional facts. Therefore, it would be the duty of SEC to call the accused for further inquiry. As for the progress until now, the legal department has followed up and if there is any progress, the Company will inform the shareholders respectively.

A shareholder attending the meeting asked in the case that the company would consider a business rehabilitation plan, whether or not the Company would be affected by the regulations of financial institutions.

Mr.Shine Bunnag, Chairman of the Executive Committee, explained that the Board has not yet considered entering into a business rehabilitation plan.

Mr. Pornchai Khruengkanchana,, a shareholder attending the meeting in person, enquired whether or not the revenue from travel business advertised on Nation TV22 was part of the event activities.

Mr. Somchai Meesen, Chief Executive Officer, explained that the mentioned revenue was from the subsidiary company, Nation Broadcasting Corporation Public Company Limited (NBC), not including the revenue from the event activities presented above.

Mrs.Warunee Tippayachai, a shareholder attending the meeting in person, asked about the number of assets that the company had not been able to dispose of yet. She suggested if the Company still had such assets, the Company could utilize its current PR media to accelerate the sale of these assets.

Mr. Somchai Meesen, Chief Executive Officer, responded that the assets currently for disposal were lands in Chiang Mai and Hat Yai.

Mr.Nara Sripetch, a shareholder attending the meeting in person, inquired the executive committee about the guidelines for and period of time when the shares of the company could be traded again.

Mr. Somchai Meesen, Chief Executive Officer, explained that after the Company's financial statement for the year 2018 were submitted on August 16, 2019, the Company together with its auditors were in the process of expediting the preparation of the 1st and 2nd quarter financial statements for the year 2019 for completion. Therefore, the Company's shares could be traded within the year 2019.

Mr.Sirivat Voravetvuthikun, a shareholder attending the meeting in person, inquired about the case of false accrued income in the year 2017 and the company sued the former management and terminated the employment of related parties causing damage to the company as from the said matter. Therefore, as a minority shareholder, it was of the opinion that the company should sue KPMG Phoomchai Audit Ltd., as the company's auditor in 2017. Their auditor had always signed to certify the accuracy of the Company's financial statements. If in the case that the current Board of Directors and the management did not bring legal proceedings against KPMG Phoomchai Audit Ltd., as a minority shareholder, he would file a complaint to the SEC or the Company to coordinate with the SEC to consider ordering the Company to prosecute for damages arising from inaccurate auditing.

Shareholders attending the meeting proposed to the Company to change an audit firm.

Mr. Pornchai Khruekanchana, a shareholder attending the meeting in person, stated that he agreed with the proposal for the Company to change to auditors who could be more professional and transparent.

Mrs. Warangkan Kalayanapradit, Assistant to Chief Executive Officer, elucidated that the current Executive Committee had difficulty in dealing with various organizational problems. The executives worked as professionals; therefore, the current Board of Directors investigated those involved in the case of accrued revenues with many parties. The investigation must be undertaken with fairness for all employees. The current Committee set up a special investigation committee to conduct internal investigations of relevant employees. The current Committee considered the results of the investigation and proceeded according to the law with the advice of the legal advisors on how the company could take legal action that would not result in infringement or being prosecuted in return. So far, the Company brought legal proceedings against the concerned parties, as what the Chief Executive Officer informed shareholders.

Regarding the auditors, the Company had already consulted with the legal counsel and was advised to separate the case into 2 cases. One would be the civil case in which the company has sued the former management. Another was the criminal case in which the legal counsel suggested the Company to report to the Securities Regulatory Division, which was the SEC. The SEC's process would involve taking the professional practices of both the executives and the auditors into consideration. Therefore, this matter has currently been under SEC's consideration process. The current management team never neglects but rather has taken action as appropriate as advised by the legal counsel. In addition, the auditors must perform their duties based on the principles of auditing. What the Company could undertake with the least impact towards the Company should be to request for a new audit team. Both auditors and the Company have to collaborate to solve the problems of internal control system, which in the past was neglected resulting in ineffectiveness. Therefore, as KPMG Phoomchai Audit Ltd. has been the auditor of the Company for a long time, they have well gained insights into the internal control system of the Company. At present, the Company's internal control system has been modified to be in the system as it should have been for 20 months and it is quite effective. The management would try to finish the financial statements on time. But since the financial statements for the year 2018-2019 there were a large number of transactions made, for example, the Company disposed of the investments in 3 subsidiaries and changed the status from a subsidiary to another associated company. So, the mission of the auditor would be to provide advice and solve problems for the Company in the preparation of financial statements. The Company would like to ask the Shareholders for their understanding and assured that the executives made decisions based on sound principles and rationales. As for the advice from the Shareholders regarding the change of an audit firm, the executives would take it into consideration.

Ms. Pranee Srikamneard, a shareholder attending the meeting in person as well as a proxy, inquired about liabilities. As the Chief Executive Officer suggested that from 2017, the company had an obligation of approximately 3,900 million Baht and decreased to 800 million Baht on August 31, 2019, as a result of the sale of assets. She asked whether this decrease was resulted from the sale of assets or from the Company's operating results as well.

Mr. Somchai Meesen, Chief Executive Officer, explained that the Company was able to reduce the liabilities from 2017 until August 2019, mainly from the disposal of unused assets as well as from receiving compensation from the return of digital TV license. Some of the reduced interests were resulted from the management's negotiation to reduce interest with financial institutions.

Mr. Nara Sripetch, a shareholder attending the meeting in person, praised Mr. Shine Bunnag, the Chairman of the Executive Committee, who informed at the previous Shareholders' meeting that the Company had no intention to impose any haircut on the principal at all, which could reflect the Company's good governance. For the loan interest of the financial institutions that previously claimed to be charged at the rate of 12%-13% per year, she asked whether the Company had negotiated for a reduction of the interest with the financial institutions or not.

Mr. Somchai Meesen, Chief Executive Officer, explained that the management did negotiate for the interest rate reduction. At present, the average interest rate is around 6%-7% as normal rate.

No additional questions were raised by the shareholders.

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

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

The meeting facilitator proposed that the company prepared the financial statements of the company and those of subsidiaries as of December 31, 2018 which were audited by the auditor reviewed by the audit committee. The Company's financial statements were verified as correct as it should be, in essence, in accordance with financial reporting standards as details shown in the Annual Report 2018. The company delivered the reports to all shareholders together with the invitation letter in a QR Code format.

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

Mr. Sirivat Voravetvuthikun, a shareholder attending the meeting in person, expressed his thankfulness to the executive board led by Mr. Shine Bunnag who managed to reduce the Company's financial costs resulting in the decrease in interest expenses in 2018 and the debt burden as of 31 August 2019, remaining at only 825 million Baht. The Company has more power to negotiate with financial institutions and had a profit before income tax from operations of 632 million Baht. However, from the consolidated financial statements for the year 2018, it showed an accumulated loss of 3,235 million Baht, but it showed the income tax expense of 71 million Baht. He asked if such tax expense was incurred because the Company could not reap the benefits of tax losses as stipulated in the Thai Revenue Law.

Ms. Natenapa Pusittanont, Accounting Senior Assistant Vice President, explained that the income tax shown in the financial statements was an income tax item that the Company

recorded according to accounting standards. Regarding deferred tax assets, and currently, it was still uncertain that the Company would be able to use the tax benefits to be received from income tax assets as the Company had relatively high tax losses. Therefore, the Company considered to reverse the deferred tax assets to be an income tax expense item as shown in the financial statements. However, the Company was not required to pay corporate income tax to the Revenue Department because it could take the advantage of the tax loss carried forward from the previous year.

Mr.Thanachai Santichaikul, Independent Director and Member of the Audit Committee, elucidated that the recording of this income tax expense transaction was in accordance with accounting standards that would make the financial statements more reflective. It was a deferred income tax which was different from the past income tax that was recorded as expenses at the rate of 20%-30% of pre-tax profits. Therefore, even the financial statements showed losses, based on the accounting standards, the Company still had to record income tax expenses.

Mr.Sirivat Voravetvuthikun, a shareholder attending the meeting in person, asked whether the Company would have a policy to reduce or increase capital or not. As the 2018 consolidated financial statements, the company had a cumulative loss of 3,235 million Baht. When compared to the paid-up capital of the Company at 2,156 million Baht combined with the premium on ordinary shares equal to 1,169 million Baht, it would be 3,325 million Baht which was close to the accumulated loss. Therefore, even though the company would be able to continue its business well, the value of shareholders' equity reflecting financial status was relatively low. Therefore, he would like to ask the management what the solutions would be.

Mr. Marut Arthakaivalvatee, Chairman, informed that the management was currently in the process of seeking guidelines to improve the company's liquidity as well as tried to continuously repay all the liabilities that were the burden of the company.

Ms. Pranee Srikamneard, a shareholder attending the meeting in person as well as a proxy, questioned if there were no reversal of impairment loss of assets, what the operating results for the year 2018 would be.

Ms. Natenapa Pusittanont, Accounting Senior Assistant Vice President, clarified that from the consolidated financial statements for the year 2018, if there were no reversal of assets of 1,127 million Baht, the Group would lose approximately 836 million Baht, which would be lower than that of the previous year at a loss of 2,378 million baht.

No additional questions were raised by the shareholders.

The Chairman asked the meeting to consider and approve the statements of financial position and statement of comprehensive income of the Company for the fiscal year ended December 31, 2018 and audit report.

The Meeting approved statement of financial position and statement of comprehensive income ended as at 31 December 2018 and audit report, with a majority vote of the total number of votes of the shareholders attending the meeting and casting their vote as follows:

Resolution	Number of Votes	Number of Votes
Approved	2,320,167,488	99.97
Disapproved	700,100	0.03
Total Votes	2,320,867,588	100.00
Abstained	-	-
Invalid	-	-
Total attending votes	2,320,867,588	-

Remark:

1. The resolution in this agenda requires the majority votes of the total vote by the shareholders attending this meeting and casting their votes.
2. During the consideration of this agenda item, there were 3 additional shareholders and/or proxy holders, holding 95,000 shares, attending the meeting. Therefore, there were 77 shareholders and proxy holders, holding 2,320,867,588 shares in total, attending the meeting

Agenda Item 5: Any other matters (if any)

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

Mr.Suraphon Leenirundon, a shareholder attending the meeting in person, inquired about the printing media business with continuous losses. He asked if it would be necessary for the Company need to keep running this printing business or not.

Mr. Somchai Meesen, Chief Executive Officer, explained that for maintaining the printing media business, the Company could not answer at present. However, due to the credibility of the Nation Group with a strong brand image, the Company could better utilize the content in an online platform than those without offline media. As a result, it caused a considerable amount of fake news. While the media of Nation Group as a credible news agency, the Company could make more sales of online news.

Mr.Sirivat Voravetvuthikun, a shareholder attending the meeting in person, stated that he as a fan of the Nation22 Channel would like to suggest that in some cases, comments should not be given out too much. The Channel should make it reliable in conducting business, reporting news honestly, and it should be neutral as well as must not take sides as the Nation Group has been a news agency with professionalism.

Mr. Somchai Meesen, Chief Executive Officer, responded that the management teams of the Company were separated into management and editorial. Therefore, he would take the advice from the shareholders and inform the editorial team accordingly.

No additional questions were raised by the shareholders.

As there were no shareholders raising any additional questions, the Chairman expressed his appreciation to all shareholders, proxies and others for their attendance at the meeting, and declared the meeting adjourned at 12.15 hrs.

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

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

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

Minutes Taker

Rules and procedures for nomination of directors

Nomination of Directors

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

In the year 2020, the Company provides opportunities for minority shareholders to nominate a person to be a director by nominating through the Board of Directors before the Annual General Meeting of Shareholders from November 21, 2019, to January 21, 2020, with the information for consideration of the qualifications and the consent of the nominee. The result showed that no shareholder nominated a person to be a director of the company.

Roles, duties and responsibilities of the Audit Committee

1. Review the Company's financial reporting (quarterly and annually) to ensure accuracy and adequate disclosure regarding the Company prior to presenting to the Board of Directors.
2. Review the system of internal control and internal audit to ensure they are appropriate, adequate and effective and consider the independence of the internal audit unit. Also consider and approve the appointment, transfer or dismissal of the head of the internal audit unit or any other unit responsible for the internal audit, including granting approval for hiring an external entity to act as an internal auditor prior to submission to the Board of Directors for approval.
3. Review the Company's system of risk assessment and management to ensure that it is appropriate, adequate and effective.
4. Review the Company's compliance with securities laws, the regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and other laws relating to the Company's business.
5. Consider the appointment of independent personnel as internal auditors of the Company, set remuneration rates and liaise with auditors concerning the objectives, scope, directions and working plan of the audit as well as the scope of problems encountered during the inspection and any important issues raised by the auditor. Participate in meetings with the auditor but in the absence of management personnel at least once annually.
6. Consider any transactions that may have conflicts of interest to ensure accuracy and completeness in accordance with the laws and regulations of the Stock Exchange of Thailand and ensure correct and complete disclosure of such transactions. This is to ensure that such transactions are reasonable and bring optimal benefit to the Company.
7. Review the accuracy of the Company's referential documents and self-assessment form on anti-corruption measures outlined by Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) campaign.
8. Produce the Audit Committee Report for disclosure in the Company's Annual Report. The Audit Committee Report must be signed by the Chairman of the Audit Committee and include the following information:
 - Comments on the accuracy, completeness and reliability of the financial statements of the Company.
 - Comments on the adequacy of the system of internal control of the Company.
 - Comments on the risk management system of the Company.
 - Comments on the Company's compliance with the regulations of the Securities and Exchange Commission, Stock Exchange of Thailand and any other laws relating to the Company's business.
 - Comments on the appropriateness of the Company's Auditor.
 - Comments on any transactions that may have conflicts of interest.
 - The number of Audit Committee meetings held and the attendance of each Audit Committee member.
 - Overall opinions and observations of the Audit Committee encountered while undertaking their duties under the charter.
 - Any other information that it is felt the shareholders and investors should know about in carrying out the duties and responsibilities assigned by the Board of Directors.
9. Perform other duties as assigned by the Board of Directors and approved by the Audit Committee. In carrying out the duties listed above, the Audit Committee is directly responsible to the Board of Directors while the Board of Directors is responsible for the operations of the Company to external parties.

Definition of the Independent Directors

Definition of the Independent Directors

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

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

Independent Directors' qualifications are as follows:

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

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

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

Name : Mr. Thanachai Santichaikul

Position : Independent Director and Member of the Audit Committee

Age : 66 Years

Address : 46 Phatthanakan 65 Road, Intersection 1, Prawet Subdistrict,
Prawet District, Bangkok 10250



Education Qualification:

- Master of Business Administration, Thammasat University
- Bachelor of Accountancy, Chulalongkorn University
- Advanced Diploma in Auditing of Faculty of Commerce and Accountancy, Chulalongkorn University

Training Course (s):

Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP) Class 18/2002

King Prajadhipok's Institute

- Graduate Diploma in Politics and Governance in Democratic Systems for Executives Course,
Class 11/2007 King Prajadhipok's Institute

Capital Market Academy

- Capital Market Academy Leadership Program (CMA) No.1/2005

KPMG Phoomchai Audit Ltd.

- Readiness for Personal Data Protection Act (PDPA)
- Transfer Pricing Law

Experience

Present	Independent Director and Member of the Audit Committee Chairman of the Nomination and Remuneration Committee Nation Multimedia Group Plc.
Present	Managing Director Salee Printing Plc.
Present	Executive Director Salee Printing Plc.
Present	Independent Director and Audit Committee Eastern Polymer Group Plc.

Present Independent Director and Audit Committee
M Pictures Entertainment Plc.

Present Chairman and Independent Director
AIM REIT Management Co., Ltd.

Present Chairman and Audit Committee
Siam Syndicate Technology Co., Ltd.

No. of Shares Held as at July 14, 2020

- 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	No.	Number	No.	Type of Director
3	- Managing Director Salee Printing Plc. - Independent Director and Audit Committee Eastern Polymer Group Plc. - Independent Director and Audit Committee M Pictures Entertainment Plc.	2	- Chairman and Audit Committee AIM REIT Management Co., Ltd. - Chairman and Audit Committee Siam Syndicate Technology Co., Ltd.	-	-

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

Name : Mr. Marut Arthakaivalvatee

Position : Chairman of the Board of Directors

Age : 66 years

Address: 60/12 Soi Chokchai Ruammit, Chomphon Subdistrict,
Chatuchak District, Bangkok 10900

Education Qualification:

- Master of Business Administration, Chulalongkorn University
- Bachelor of Communication Arts, Chulalongkorn University

Training Course (s):

Thai Institute of Directors (IOD)

- Directors Accreditation Program (DAP) 2009
- Anti-Corruption for Executive Program (ACEP) 2014
- Academy of Business Creativity Sripatum University**
- Academy of Business Creativity (ABC) Class 2/2014
- Digital Transformation for CEO**
- Digital Transformation for CEO Clss 1/2019

Experience:

Position held in other listed companies

Sep 28, 2017 – Present	Chairman of the Board of Directors And Advisor to the Executive Committee Nation Multimedia Group Plc.
2016 – Present	Vice Chairman VGI Plc.
2016 – Present	Member of the Corporate Governance Committee VGI Plc.
2012 - Present	Member of the Nomination and Remuneration Committee VGI Plc.
2007 – Present	Director VGI Plc.

Position held in other non- listed companies

2019 – Present	Director Ads chaophraya Co., Ltd.
2018 – Present	Director Supremo Media Co., Ltd.
2017 - Present	Director



2017 – Present	VGI Global Media (Malaysia) SDN BHD Director
2016 - Present	The Icon VGI Co., Ltd. Chairman of Executive Committee and Director
2011 - Present	Arrow Media Co., Ltd. Director
2009 – Present	Point of View (POV) Media Group Co., Ltd. Director
	VGI Advertising Media Co., Ltd.

No. of Shares Held as at July 14, 2020

- 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-

Special interest in the agenda.

-None-

Information holding the post of the Company's Director and Meeting Attendance in 2019

Holding the post of the Company's Director	The Meeting Attendance in 2019			
As of December 31, 2019	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
2 Year 3 Month (Appointed as a director since September 28 , 2017)	11/12	N/A	1/1	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	No.	Number	No.	Type of Director
1	- Vice Chairman - Member of the Corporate Governance Committee - Member of the Nomination and Remuneration Committee - Director VGI Plc.	7	- Director Ads chaophraya Co., Ltd. - Director Supremo Media Co., Ltd. - Director VGI Global Media (Malaysia) SDN BHD - Director The Icon VGI Co., Ltd. - Director Arrow Media Co., Ltd. - Director Point of View (POV) Media Group Co., Ltd. - Director VGI Advertising Media Co., Ltd.	-	-

Type of Nominated Director: Chairman of the Board of Directors

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

Name : Mr. Apivut Thongkum

Position : Independent Director and Chairman of The Audit Committee

Age : 58 years

Address: 27 Soi Inthamara 37, Junction 2, Din Daeng Subdistrict,
Din Daeng District, Bangkok 10400



Education Qualification:

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

Training Course (s):

Thai Institute of Directors Association (IOD)

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

Digital Transformation for CEO

- Digital Transformation for CEO Class 1/2019

World Intellectual Property Organization, Switzerland

- Diploma in Intellectual Property

Criminal Justice School, Michigan

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

Thammasat Association under the Royal Patronage

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

National Defence College National Defense Studies Institute

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

Ministry of Justice

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

Dharmniti Seminar and Training Co., Ltd.

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

Denpasa, Indonesia

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

Lead Business Institute of Cornell University

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

Experience:**Position held in other listed companies**

Jan 3, 2018 – Present	Independent Director and Chairman of the Audit Committee
	Nation Multimedia Group Plc.
Present	Independent Director
	Eternal Energy Plc.
Feb 15, 2018 – Aug 29, 2018	Vice Chairman
	AQ Estate Plc.
Sep 14, 2016 – Aug 29, 2018	Executive Director, Nomination and Remuneration Committee and Chief Executive Officer
	AQ Estate Plc.
2015 – 2017	Vice Chairman
	News Network Corporation Plc.
2014	Audit Committee
	Mill Con Steel Plc.
2013	Chairman of the Audit Committee
	Krisdamahanakorn Plc.

Position held in other non- listed companies

2011 - 2014	Appeal Board
	Social Security Office, Ministry of Labor
2011 - 2013	Honorary Advisor to the Energy Commission
	House of Representatives

No. of Shares Held as at July 14, 2020

: 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-

Special interest in the agenda.

-None-

Information holding the post of the Company's Director and Meeting Attendance in 2019

Holding the post of the Company's Director	The Meeting Attendance in 2018			
As of December 31, 2019	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
2 Year (Appointed as a director since January 28 , 2018)	10/12	5/5	1/1	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	No.	Number	No.	Type of Director
1	- Independent Director Eternal Energy Plc.	-	-	-	-

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

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

Name : Mr. Shine Bunnag

Position : Vice Chairman of the Board of Directors

Age : 39 years

Address: 88/8 Soi Sukhumvit 39 (Phrom Phong), Khlong Tan Nuea Subdistrict,
Wattana District, Bangkok 10110



Education Qualification:

- Master of Business Administration Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Bachelor of The London School of Economics and Political Science (LSE)

Training Course (s):

Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 78/2009

Experience:

Position held in other listed companies

Apr 1, 2020 – Present	Chief Executive Officer Nation Multimedia Group Plc.
Jan 11, 2019 – Present	Director, Vice Chairman of the Board of Directors and Chairman of the Executive Committee Nation Multimedia Group Plc.
May 14, 2020 – Present	Director, The Authorized Director as the Acting President Aqua Corporation Plc.
Oct 1, 2019 – Present	Chairman of the Executive Committee Nation Broadcasting Corporation Plc.
Feb 26, 2019 – Present	Director, Vice Chairman of the Board of Director Nation Broadcasting Corporation Plc.
Feb 26, 2019 – Oct 1, 2019	Member of the Executive Committee Nation Broadcasting Corporation Plc.

Position held in other non- listed companies

Aug 27, 2019 – Present	Director Swenn Corporation Co., Ltd.
July 6, 2017 – Dec 17, 2018	Director, Chairman of the Board of Directors and Chief Executive Officer Thansettakij Multimedia Co., Ltd.
Jun 22, 2017 – Dec 17, 2018	Director, Chairman of the Board of Directors and Chief Executive Officer News Network Multimedia Co., Ltd.
Jun 5, 2017 – Dec 17, 2018	Director, Chairman of the Board of Directors and Chief Executive Officer Sring News Corporation Co., Ltd.

No. of Shares Held as at July 14, 2020

-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	-Have-
2. Being a professional service provider	-None-
3. Having business relationship	-None-

Special interest in the agenda.

-None-

Information holding the post of the Company's Director and Meeting Attendance in 2019

Holding the post of the Company's Director	The Meeting Attendance in 2018			
As of December 31, 2019	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
1 Year (Appointed as a director since January 11, 2019)	11/12	N/A	1/1	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	No.	Number	No.	Type of Director
2	- Director, The Authorized Director as the Acting President Aqua Corporation Plc. Chairman of the Executive Committee Nation Broadcasting Corporation Plc.	1	- Director Swenn Corporation Co., Ltd.	-	-

Type of Nominated Director: Vice Chairman of the Board of Directors

Agenda Item 7
Brief profiles of the persons being nominated as auditor for the year 2020

2019	2020 (Proposal Year)
KPMG Phoomchai Audit Ltd.	KPMG Phoomchai Audit Ltd.
1. Mrs.Sasithorn Pongadisak Registration No. 8802 2. Ms.Marisa Tharathornbunpakul Registration No. 5752 3. Mr.Thanit Osathalert Registration No. 5155 Ms.Sasithorn Pongadisak the Auditor who has affixed his signature to certify the Company's financial statement in 2019 (for the second year) Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 4,480,000 Baht. (excluding NBC&NINE) (The audit fee of the Company is THB 2,700,000). As for other service charges, the Company and its subsidiary entity shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year	1. Mrs.Sasithorn Pongadisak Registration No. 8802 2. Ms.Marisa Tharathornbunpakul Registration No. 5752 3. Miss.Pronthip Rimdusit Registration No. 5565 Ms.Sasithorn Pongadisak the Auditor who has affixed his signature to certify the Company's financial statement in 2020 (for the third year) Compensation of the auditor for the Company and its subsidiaries including 6 companies and joint venture entity totals 4,540,000 Baht. (excluding NBC) (The audit fee of the Company is THB 2,700,000). As for other service charges, the Company and its subsidiary entity shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year

Details about the persons being nominated as auditors for the year 2020

General Information

Name-Surname : Mrs. Sasithorn Pongadisak

Nationality : Thai

Work Place : KPMG Phoomchai Audit Ltd.

Period of employment : 19 years

Position : Partner, Audit



Education Qualification:

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

Membership in Professional Organizations:

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

Experience:

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

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

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

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

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

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

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

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

31. To call a meeting of the shareholders, the Board of Directors shall issue an

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

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

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

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

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

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

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

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

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

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

2. Appointing a proxy:

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

Required documents for appointing a proxy:

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

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

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

- **Documents form custodian**

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

- **Documents from shareholder**

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

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

Documents from proxy

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

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, 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 13.00 hrs.

Voting:

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

สิ่งที่ส่งมาด้วย 11

Attached Document No. 11

(ปิดอากรแสตมป์ 20 บาท)

(affix duty stamp 20 baht)

หนังสือมอบฉันทะ (แบบ ก)

Proxy Form A

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We

nationality

อยู่บ้านเลขที่ _____ Address

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

being a shareholder of Nation Multimedia Group Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

holding the total amount of

shares

and have the rights to vote equal to

votes as follows:



หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

ordinary share

shares

and have the right to vote equal to

votes



หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

preference share

shares

and have the right to vote equal to

votes

(3) ขอมอบฉันทะให้

Hereby appoint



1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name

Age

years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road

Tambol/Khwaeng

Amphur/Khet

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province

Postal Code

or



2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name

Age

years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road

Tambol/Khwaeng

Amphur/Khet

จังหวัด _____ รหัสไปรษณีย์ _____

Province

Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) ในวันที่ 9 กันยายน 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9 ห้อง

ประชุม B อาคารอินเตอร์ลิงก์ทาวเวอร์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the General Meeting of Shareholders 2020 of Nation Multimedia Group Public Company Limited on 9 September 2020 at 2.00 p.m. at the Conference Room, 9B Floor, Interlink Tower (the Company's building), Debaratna Road , Bangna-Tai Subdistrict, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ / Signed ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We

nationality

อยู่บ้านเลขที่ _____

Address

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

being a shareholder of Nation Multimedia Group Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

holding the total amount of

shares

and have the rights to vote equal to

votes as follows:



หุ้นสามัญ

หุ้น

ออกเสียงลงคะแนนได้เท่ากับ

เสียง

ordinary share

shares

and have the right to vote equal to

votes



หุ้นบุริมสิทธิ

หุ้น

ออกเสียงลงคะแนนได้เท่ากับ

เสียง

preference share

shares

and have the right to vote equal to

votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีประวัติตามเอกสารแนบ)

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



1. ชื่อ นายธนชัย สันติชัยกุล อายุ 66 ปี อยู่บ้านเลขที่ 46

Name Mr. Thanachai Santichaikul , Independent Director, Age 66 years, residing at 46

ถนน พัฒนาการ 65 แยก 1 ตำบล/แขวง ประเวศ อำเภอ/เขต ประเวศ

Road Phatthanakan 65, Intersection 1 Road Tambol/Khwaeng Prawet Amphur/Khet Prawet

จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10250 หรือ

Province Bangkok Postal Code 10250 or



2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name _____ Age _____ years, residing at _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road _____ Tambol/Khwaeng _____ Amphur/Khet _____

จังหวัด _____ รหัสไปรษณีย์ _____

Province _____ Postal Code _____

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 9 กันยายน 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงก์ทาวเวอร์ (อาคาร เนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเดินทางไปในวัน เวลา และสถานที่อื่นด้วย

Anyone to be above shall be my/our proxy holder to attend and vote on my/our behalf at the General Meeting of Shareholders on 9 September 2020 at 2.00 p.m. at the Conference Room, 9B Floor, Interlink Tower (the Company's building), Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

- (4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้.-

I/we authorize the proxy holder to attend the meeting and vote as this meeting as follows:

☐

(ก) 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 1/2562 ซึ่งประชุมเมื่อวันที่ 27 กันยายน 2562

Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019, held on September 27, 2019

☐

เห็นด้วย _____ เสียง

Approve

☐

ไม่เห็นด้วย _____ เสียง

Disapprove

☐

งดออกเสียง _____ เสียง

Abstain

votes

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปี 2562

Agenda 2 To acknowledge the operating results of the Company for the year 2019

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2562 สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562

Agenda 3 To consider and approve the Company's financial statements for fiscal the year ended December 31, 2019.

☐

เห็นด้วย _____ เสียง

Approve

☐

ไม่เห็นด้วย _____ เสียง

Disapprove

☐

งดออกเสียง _____ เสียง

Abstain

votes

วาระที่ 4 อนุมัติการงดจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และการงดจ่ายปันผลสำหรับผลการดำเนินงานประจำปี 2562 สิ้นสุด ณ วันที่ 31 ธันวาคม 2562

Agenda 4 To consider and approve the omission of allocation of net profit as legal reserve and the omission of dividend payment for the operating results for the year 2019 ended December 31, 2019.

☐

เห็นด้วย _____ เสียง

Approve

☐

ไม่เห็นด้วย _____ เสียง

Disapprove

☐

งดออกเสียง _____ เสียง

Abstain

votes

วาระที่ 5 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

☐

เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด _____ เสียง

Approve the election of the entire Board of Directors,

☐ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้

Approve the election of the individual directors as follows:

5.1 ชื่อกรรมการ : นายมารุต อรรถไกรวาทย์

Name of Director : Mr. Marut Arthakaivatee

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

5.2 ชื่อกรรมการ : นายอภิวุฒิ ทองคำ

Name of Director : Mr. Apivut Thongkam

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

5.3 ชื่อกรรมการ : นายฉาย บุนนาค

Name of Director : Mr. Shine Bunnag

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

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัทฯ ประจำปี 2563

Agenda 6 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2020

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

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนของผู้สอบบัญชี ประจำปี 2563

Agenda 7 To consider and approve the appointment of the auditors and the determination of audit fee for the year 2020.

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

วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ข้อ 23. เรื่องการประชุมคณะกรรมการ

Agenda 8 To consider and approve the amendment to Article 23 of the Articles of Association with respect to the Board of Directors' meeting

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

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 Consider other matters (if any)

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

(.....)

Signed

Appointer

ลงชื่อ.....ผู้รับมอบฉันทะ

(.....)

Signed

Proxy

หมายเหตุ

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

Remarks:

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

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Attachment to Proxy Form B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)
A proxy is granted by a shareholder of Nation Multimedia Group Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 9 กันยายน 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงก์ทาวเวอร์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนา-ใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the General Meeting of Shareholders on 9 September 2020 at 2.00 pm., at the Conference Room, 9B Floor, Interlink Tower (the Company's building), Debaratna Road , Bangna-Tai Sub-District, Bangna District, Bangkok 10260, or such other date, time and place as the meeting may be held.

☐ วาระที่ _____ เรื่อง _____
Agenda item no. Re :

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|

☐ วาระที่ _____ เรื่อง _____
Agenda item no. Re :

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|

☐ วาระที่ _____ เรื่อง _____
Agenda item no. Re :

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|

แบบหนังสือมอบฉันทะ แบบ ค.

(affix duty stamp 20 baht)

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 _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We _____ Nationality _____ Residing/located at no. Soi _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____ Province _____
รหัสไปรษณีย์ _____
Postal Code _____

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____
As the custodian of _____

ซึ่งเป็นผู้ถือหุ้นของบริษัท 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

นายชนะชัย สันติชัยกุล Mr. Thanachai Santichaikul

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9. ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2563)

(Details of members of the Independent Directors of the Company are specified in Enclosure 9. of the Notice of the General Meeting of Shareholders 2020)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

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

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 9 กันยายน 2563 เวลา 14.00 น. ณ ห้องประชุม ประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงก์ทาวเวอร์ (อาคารเนชั่นทาวเวอร์ เดิม) ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders on September 9, 2020 at 14.00 hrs, at Conference Room, 9B Floor, Interlink Tower (the Company's building), Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260, or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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



มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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



มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:



หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
ordinary share shares and have the rights to vote equal to votes



หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง

Total voting right votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ซึ่งประชุมเมื่อวันที่ 27 กันยายน 2562

Agenda 1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019, held on September 27, 2019

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

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปี 2562

Agenda 2 To acknowledge the operating results of the Company for the year 2019

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณาอนุมัติงบการเงินประจำปี 2562 สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562

Agenda 3 To consider and approve the Company's financial statements for fiscal the year ended December 31, 2019.

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

วาระที่ 4 อนุมัติการงดจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และการงดจ่ายปันผลสำหรับผลการดำเนินงานประจำปี 2562 สิ้นสุด ณ วันที่ 31 ธันวาคม 2562

Agenda 4 To consider and approve the omission of allocation of net profit as legal reserve and the omission of dividend payment for the operating results for the year 2019 ended December 31, 2019.

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

วาระที่ 5 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด _____ เสียง

Approve the election of the entire Board of Directors,

☐ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้

Approve the election of the individual directors as follows:

5.1 ชื่อกรรมการ : นายมารุต อรรถไกรวัฒน์

Name of Director : Mr. Marut Arthakaivatee

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

5.2 ชื่อกรรมการ : นายอภิวุฒิ ทองคำ

Name of Director : Mr. Apivut Thongkam

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

5.3 ชื่อกรรมการ : นายฉาย นุนนาค

Name of Director : Mr. Shine Bunnag

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

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัทฯ ประจำปี 2563

Agenda 6 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2020

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

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนของผู้สอบบัญชี ประจำปี 2563

Agenda 7 To consider and approve the appointment of the auditors and the determination of audit fee for the year 2020.

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

วาระที่ 8 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ข้อ 23. เรื่องการประชุมคณะกรรมการ

Agenda 8 To consider and approve the amendment to Article 23 of the Articles of Association with respect to the Board of Directors' meeting

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

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9 Consider other matters (if any)

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

- (5) 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 รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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 เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

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

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

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำข้อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 9 กันยายน 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงก์ทาวเวอร์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2020 Annual General Meeting of Shareholders on September 9, 2020 at 2.00 pm., at the Conference Room, 9th floor, B Floor, Interlink Tower (the Company's building), Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260, or such other date, time and place as the meeting may be held.

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve Votes Disapprove Votes Abstain Votes

☐ วาระที่ _____ เรื่อง _____

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Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve Votes Disapprove Votes Abstain Votes

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

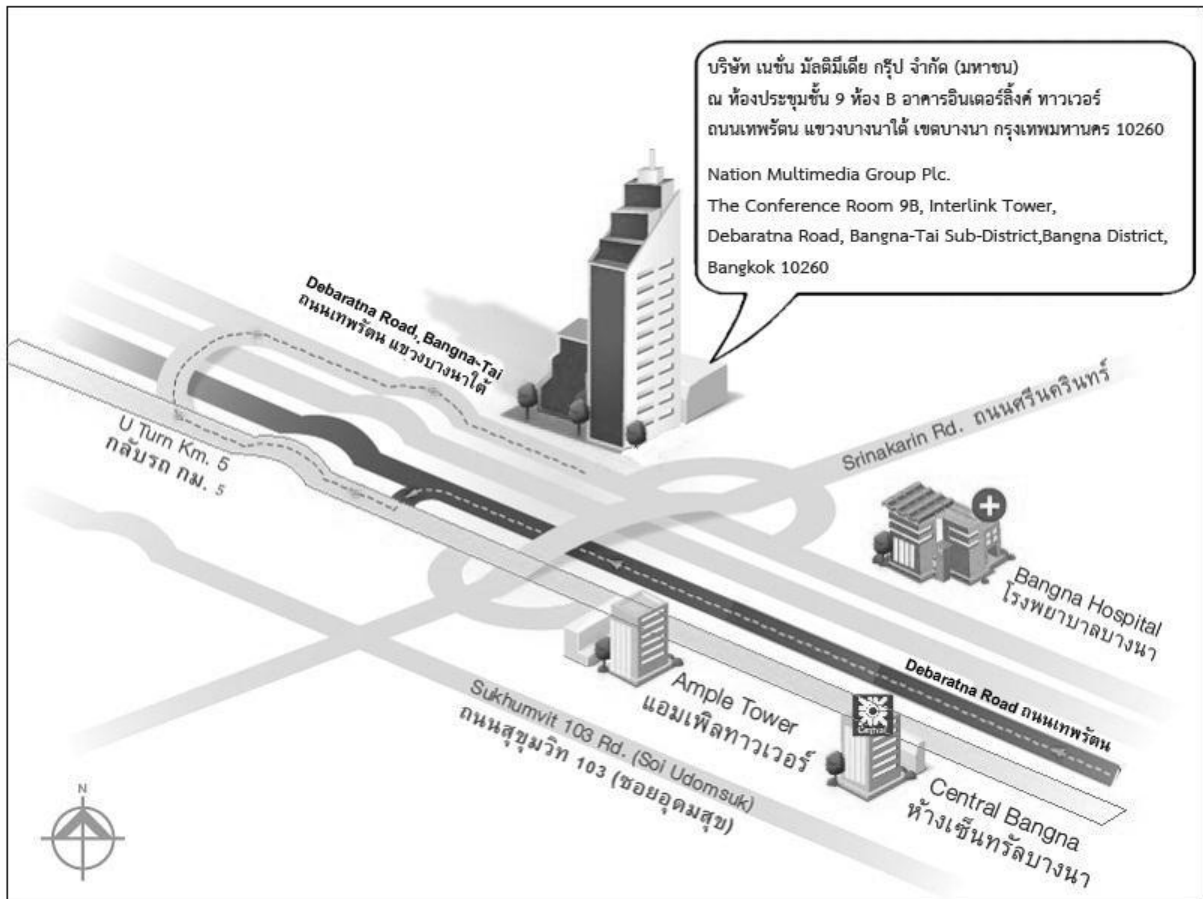
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ 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

Map of the venue of the meeting of the shareholders



**Precautionary Measures to Prevent the Spread of Coronavirus Disease 2019 (COVID-19)
in the Shareholders' Meeting of the Company**

Due to the current situation of the spread of Coronavirus disease (COVID-19) currently, and the fact that the Company is still required to hold the Annual General Meeting of Shareholders of the Company (the “**Meeting**”) in order to comply with the relevant law under such situation, in the light of the concerns about the healthcare of all of the shareholders and in order to comply with the Recommendations on Prevention and Control of COVID-19 for Meetings, Seminars or other comparable events specified by the Department of Disease Control, Ministry of Public Health and the Guidelines for Holding the Annual General Meeting of Shareholders of the Listed Company under the Situation of the Spread of Coronavirus Disease (COVID-19).

The Company hereby informs all of the shareholders of the precautionary measures to prevent the spread of Coronavirus disease (COVID-19) in the shareholders' meeting of the Company as follows;

The holding of the AGM will be a mass gathering, which poses risks for the spread of coronavirus disease (COVID-19). Therefore, in order to prevent the said spread, the Company requests the cooperation from the shareholders in considering the approach of granting proxy to an independent director to attend the AGM on their behalf. In this regard, the Company has opened an opportunity for the shareholders to submit the inquiry in relation to the meeting agenda or other matters to the Company by sending the questions together with a proxy form by 8 September 2020.

In case where the shareholders wish to attend the Meeting in person, the Company hereby informs the procedures of the Company and the preparation of the shareholders to prevent the spread of coronavirus disease (COVID-19) in the Shareholders' Meeting of the Company as follows;

- 1) To be in accordance with the Regulation Issued under Section 9 of the Emergency Decree on Public Administration in Emergency Situation B.E. 2548 (2005) (No. 13), issued on 31 July 2020, all seats of the shareholders and proxies who will attend the meeting shall be arranged for social distancing at least 1 meter.
 1. The shareholders or proxies who early arrive the meeting venue firstly will be allowed to attend the meeting room. In the case where the number of seats for shareholders or proxies are full, the Company reserves the right to manage the situation as appropriate; in order to avoid the congestion at the meeting and to be in accordance with the regulations issued by the government and the measures to prevent disease, as prescribed by the government and the guidelines for the holding of shareholders' meeting issued by the Stock Exchange of Thailand.
 2. In this regard, the Company shall not allow the shareholders or proxies arriving later to attend the meeting. However, granting the proxy to the independent director to attend the meeting and cast the votes on the shareholder's behalf or submitting questions is still allowed.
- 2) The Company will provide the screening station and measure the body temperatures of all of the meeting attendants before entering the meeting venue. In this regard, the Company requests the cooperation from the shareholders in case where there is the

shareholder with the following symptoms, the Company reserves the right to isolate such shareholder to attend the Shareholders' Meeting in the area specifically designated for the shareholders exhibiting suspected symptoms. Any one of the following symptoms is deemed a suspected symptom¹.

- 2.1) Having a fever (having body temperature above 37.5°C);
 - 2.2) Coughing, having a sore throat, panting or having respiratory symptoms;
 - 2.3) People travelling to or making transit stops in the risk countries² and returning to Thailand for less than or equal to 14 days before the date of the Shareholders' Meeting of the Company.
- 3) In order to lessen an infection risk, the Company shall not provide microphone to asking questions. In the case where shareholders or proxies attending the meeting would like to raise queries, the shareholders can submit the questions via the following channels:
 - 3.1) Submit in advance to Nation Multimedia Group Public Company Limited, Company Secretary Section, 1854, 9th Floor, Debaratna Road, Bangna-Tai Sub-District, Bangna District Bangkok 10260, tel. (662)338-333 and/or
 - 3.2) Submit in advance via e-mail : investor@nationgroup.com
 - 3.3) Submit to staffs of the Company in order to pass on the questions to the Chairman of the Board of Directors.
- 4) No food, snack, tea and coffee is provided by the Company and the Company request a cooperation from the shareholders and proxies attending the meeting not to eat or drink in the meeting venue in order to reduce touch and COVID-19 infection risk.
- 5) The Company will prepare sanitizing stations for hand washing with soap or alcohol-based sanitizing gel or disinfectant that are sufficient for the shareholders. The shareholders are requested to wash hands with soap or alcohol-based sanitizing gel or disinfectant before and after attending the meeting.
- 6) Throughout the period of the Shareholders' Meeting of the Company, the Company would like to request the cooperation from the shareholders, for both of the shareholders who are asked to be isolated and the shareholders who pass the screening process, to comply with the recommendations as follows;
 - Please wear the face mask or cloth mask at all times;
 - Keep social distancing at least 1 meter away from other persons;
 - Please wash hands frequently with water and soap or alcohol-based sanitizing gel or disinfectant;
 - Avoiding touching your facial area (eyes, nose, mouth) with unwashed hands;
 - Avoiding jointly using and touching/contacting objects with others;

¹ With reference to the Notification of the Ministry of Public Health Re: Names and Presenting Symptoms of Dangerous Communicable Disease (No. 3) B.E. 2563 (2020)

² Risk countries mean countries or territories which are risky to be infected with COVID-19, pursuant to the Notification of the Ministry of Public Health Re: Territories Outside the Kingdom of Thailand Defined As Disease Infected Zones of the Coronavirus Disease 2019 or COVID-19) Outbreak B.E. 2563 (2020) dated 3 March 2020 and other relevant official announcements that are effective before or on the date of meeting.

- People with symptoms of fever, cough, rhinorrhoea, sore throat, panting or shortness of breath are requested to leave the meeting room or contact the officers of the Company. The officers of the Company reserve the right to send the shareholders with such symptoms to be treated at home, accommodation or hospital, as the case may be.

The Company sincerely thanks all of the shareholders and wishes to receive your kind cooperation on this matter, for the sake of good healthcare of all of the shareholders.



Nation Multimedia Group Plc.

1854, 9th - 11st, Floor,
Debaratna Road., Bangna-Tai Subdistrict, Bangna District Bangkok 10260

TEL. 0-2338-3333 : www.nationgroup.com