



Invitation to the 2021 Annual General Meeting of Shareholders Nation Multimedia Group Plc.

On Friday, April 9 2021 , at 3.30 p.m.

At the Conference Room, 9 Floor, Room B, Interlink Tower ,
Debaratana Road (K.m.4.5), Bangna Tai Sub-District, Bangna District, Bangkok. 10260

Important Notes :

1. The meeting registration starts at 2.30 p.m.
2. For the convenience in the registration process, please present the Registration Form for registration.
3. The Company would like to inform that “No distribution of souvenirs for the 2021 AGM”

Preventive Measures for COVID-19

Following an outbreak of COVID-19, the SEC and other relevant regulatory bodies have encouraged the shareholders to appoint independent directors as proxy instead of attending the AGM themselves. (Details of the Bank's independent directors to serve as proxy for shareholders appear in the AGM Notice).

Given our concerns towards the circumstance, the Company is obliged to implement several preventive measures, including temperature measurement and would like to ask for your cooperative support in wearing a sanitary mask while attending the AGM.

Accordingly, the Company reserves the right to permit entry to the meeting venue for shareholders or proxies having body temperature from 37.5°C or higher. This is to comply with the Preventive Guidelines for COVID-19 as set forth by the Department of Disease Control, the Ministry of Public Health.



Nation Multimedia Group Public Co., Ltd.

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-Translation-

23 March 2021

Subject: Invitation to the 2021 Annual General Meeting of Shareholders

Attention: Shareholders

Enclosures: 1. Copy of the minutes of the 2020 Annual General Meeting of Shareholders
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 2021
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 the 2020 Annual Report 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. 2/2021 on March 1, 2021, resolved to call the 2021 Annual General Meeting of Shareholders, on Friday, April 9, 2021, at 3.30 p.m. at the Conference Room, 9B Floor, Interlink Building, Debaratna Rd., Bangna-Tai Sub-district, Bangna District, Bangkok 10260.

In view of the current coronavirus (COVID-19) pandemic, the Company is concerned with the health of all shareholders. 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.

In this regard, the Company asks the shareholders to return the proxy form to the Company within April 7, 2021 or attend the meeting on the aforementioned date, time and place in order for the 2021 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 minutes of the 2020 Annual General Meeting of Shareholders which was held on September 9, 2020

Facts and reasons: The 2020 Annual General Meeting of Shareholders held on September 9, 2020. 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 2021 Annual General Meeting of Shareholders 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 2020

Facts and Reasons: The Company summarized its operating results and significant changes occurred in 2020 in the 2020 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 2021 Annual General Meeting of Shareholders to acknowledge the Company's operating results and significant changes that have occurred in the year 2020. The details are shown in the 2020 Annual Report as proposed above.

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

Agenda Item 3: To consider and approve the financial statements for the fiscal year ended December 31, 2020.

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 separate financial statements and consolidated financial statements of the Company and its subsidiaries for the fiscal year 2020, ended December 31, 2020. Details were in the 2020 Annual Report in the form of QR Code as per Enclosure 10. The aforementioned financial statements were audited by Certified Public Accountant, 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 2021 Annual General Meeting of Shareholders to consider and approve the financial statements

for the fiscal year ended December 31, 2020 audited by the Certified Public Accountant, 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 from the operating results for the year 2020 ended December 31, 2020.

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.

Regarding the operating results of the year 2020, the Company's financial statements had a cumulative loss from the consolidated financial statements is 3,358.87 million Baht and from the separate financial statement is 3,593.50 million Baht, including a net loss of 81.57 million Baht in the Company's separate financial statements for the accounting period ended December 31, 2020. 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 2020.

The Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the 2021 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 2020 as the Company's separate financial statements had net loss 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 and approve the appointment of directors to replace those who retire 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 2021, three directors retired by rotation as follows:

- | | | |
|-------------------------------|----------|---|
| 1. Mr. Thanachai Santichaikul | Position | Independent Director,
Member of the Audit Committee,
Chairman of the Nomination and
Remuneration Committee |
|-------------------------------|----------|---|

2. Mr. Ka Ming Jacky Lam	Position	Director, Member of the Nomination and Remuneration Committee
3. Mr. Jessada Buranapansri	Position	Director

The Company's Nomination and Remuneration Committee (excluding the directors with having interests in this agenda) has carefully scrutinized and carefully considered the qualifications of the directors who would retire by rotation as in the 2021 Annual General Meeting of Shareholders for the three persons in accordance with the criteria and process of selection. The Nomination and Remuneration 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 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 Nomination and Remuneration Committee deemed appropriate to propose that the 2021 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 6.

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 30, 2020 to January 29, 2021 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 2021 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. Thanachai Santichaikul	Position	Independent Director, Member of the Audit Committee, Chairman of the Nomination and Remuneration Committee
2. Mr. Ka Ming Jacky Lam	Position	Director, Member of the Nomination and Remuneration Committee
3. Mr. Jessada Buranapansri	Position	Director

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 remuneration of the Company's directors and sub-committees for the year 2021

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 has 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 2021 Annual General Meeting of Shareholders consider approving the remuneration of the Company's directors and sub-committees for the year 2021 in the total amount 2,400,000 Baht by quarterly payment (excluding the meeting allowance of the Nomination and Remuneration Committee, which will be paid per time) , as follows:

Position	Remuneration		Unit
	2021 (Proposed year)	2020	
Chairman of the Board of Directors	400,000	400,000	Baht / person / year
Chairman of The Audit Committee	400,000	400,000	Baht / person / year
Member of The Audit Committee	300,000	300,000	Baht / person / year
Independent Director	200,000	200,000	Baht / person / year
Non-Executive Director	200,000	200,000	Baht / person / year
Executive Director	200,000	200,000	Baht / person / year
Chairman of the Nomination and Remuneration Committee*	20,000*	20,000	Baht / person / meeting
Member of the Nomination and Remuneration Committee *	10,000*	10,000	Baht / person / meeting

*Note : 1) * the meeting allowance will be paid per time*

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 2021 Annual General Meeting of Shareholders to consider and approve determining the remuneration of directors and the sub-committee for the year 2021 in the total amount of 2,400,000 Baht by quarterly payment (excluding the meeting allowance of the Nomination and Remuneration Committee, which will be paid per time) 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 2021.

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 2021 and proposed to the Board of Directors' meeting. The Board of Directors' Meeting approved to propose to the 2021 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 2021 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 3 years and signing on the Company's financial statements for 3 years) and / or |
| 2. Ms. Marisa Tharathornbunpakul | Certified Public Accountant No. 5752, (being the Company's auditor for 3 years but never sign on the Company's financial statements and / or |
| 3. Ms. Pronthip Rimdusit | Certified Public Accountant No. 5565 (being the Company's auditor for 1 year but never sign on the Company's financial statements |

Details of the persons who are nominated as auditors for the year 2021 are available in Enclosure 7.

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 2021 Annual General Meeting of Shareholders consider and approve the determination of the auditors' remuneration of the Company and its subsidiaries for the year 2021 totaling not exceed 4,000,000 baht, which is an appropriate rate according to the opinion of the Board of Directors and the Audit Committee. The rate decreased from the previous year by 540,000 baht due to the decreasing of audit fees in subsidiaries, as shown in the auditor's remuneration table as follows:

	Year 2021 (proposal year)	2020
Remuneration for the auditors of the Company and its subsidiaries	4,000,000 Baht (for the Company and its 4 subsidiaries and 1 Joint Venture)	4,540,000 Baht (for the Company and its 5 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 previous 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 2021 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 above mentioned.

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: Any other matters (if any)

Facts and Reasons: To comply with Section 105 paragraph 2 of the Public Limited Companies Act which stipulates that the shareholders collectively holding shares not less than one-third (1/3) of the total number of sold shares are entitled to request the meeting to consider any matters other than those set out in the invitation letter.

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 2021 Annual General Meeting of Shareholders of the Company on Friday, April 9, 2021, at 3.30 p.m. at Meeting Room B, 9th Floor, Interlink Building, Debaratna Road, Bangna-Tai Sub-district, Bangna 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 2.30 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 9th, 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 April 7, 2021.

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 2021 Annual General Meeting of Shareholders (Record Date) on March 16, 2021.

Sincerely yours,
Nation Multimedia Group Public Company Limited

-Signature-
Mr. Marut Arthakaivalvatee
Chairman of the Board of Directors

(Translation)

Minutes of the 2020 Annual General Meeting of Shareholders
Nation Multimedia Group Public Company Limited

Date, time, and venue of the Meeting:

The Meeting was convened on 9 September 2020, at 14.00 hrs., at the conference room, 9B Floor, Interlink Tower, Debaratna Road, Bangna-Tai Sub-district, Bangna District, Bangkok 10260.

Prior to the commencement of the Meeting, Mrs. Supawan Waraporn Toh and Mr. Archvin Suksri (the “**Meeting Facilitator**”) who were assigned to conduct the meeting, informed the Meeting that the 2020 Annual General Meeting of Shareholders, There were 30 shareholders with 15,994,147 shares, attending the meeting in person and 21 shareholders with 1,523,951,302 shares, attending the meeting by proxies. There were the total number of 51 shareholders, holding 1,539,945,449 shares in aggregate and representing 37.86 percent of the total number of 4,067,970,362 shares sold. 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, Vice Chairman of the Board of Director, Chairman of the Executive Committee and Chief Executive Officer
3.	Mr. Apivut	Thongkam	Independent Director, Chairman of the Audit Committee
4.	Mr. Chaivasit	Puvapiromquan	Independent Director, Member of the Audit Committee
5.	Mr. Thanachai	Santichaikul	Independent Director, Member of the Audit Committee, Chairman of the Nomination, and Remuneration Committee
6.	Mr. Somchai	Meesen	Director, Vice Chairman of Executive Committee and Member of the Nomination and Remuneration Committee
7.	Mr. Ka Ming	Jacky Lam	Director, Member of the Nomination and Remuneration Committee
8.	Mr. Jessada	Buranapansri	Director
9.	Mr. Somboon	Muang Klam	Director

A total of 9 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 from
KPMG Phoomchai Audit Company Limited

Legal Counsel:

Mr. Teerasak Petchaibool from
Hunton Andrews Kurth (Thailand) Company Limited

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

1. The Company provided opportunities for the shareholders to propose agenda for the 2020 Annual General Meeting of Shareholders and to nominate directors through the Board of Directors. The nomination form could be downloaded from www.nationgroup.com and sent to the Chairman of the Board of Directors via postal mail from November 21, 2019 to January 21, 2020.

No nomination of Director was made, and no additional agenda was proposed by shareholders.

2. The Company provided shareholders with opportunities to send in questions in advance of the 2020 Annual General Meeting of Shareholders via email: investor@nationgroup.com from August 25, 2020 to August 31, 2020 in order to allow time for members of the Board and executives to gather information and prepare information for the Meeting.

No further question was submitted in advance by the shareholders.

3. The Company provided opportunities for shareholders who were unable to attend the meeting to appoint a proxy. An independent director was assigned to act as a proxy for absent shareholders. The Independent Director of the Company assigned to act as a proxy of the shareholders at this time was Mr. Thanachai Santichaikul, whose brief background is included in Attachment 5, page 42, of the invitation letter.

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

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

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

In voting for each agenda item, the voting method is cast on the ballot distributed to the shareholders when registering before entering the meeting room by marking the ballot in accordance with the agenda and sign on the card every time. The shareholders with voting cards are asked to vote only if they disagree or abstain from voting. The officer would collect only the ballot cards that disagree or abstain and count only the shareholders who vote against or abstain and subtract from the total number of votes of the shareholders attending the meeting. So, the rest would be considered as the votes to approve that agenda.

For shareholders who cast their votes for the agenda, they are asked to keep the ballot card first and return to the company's staff after the meeting. Voting in this meeting is an open vote, not a secret vote. However, all attendees' ballots are collected to ensure transparency. In case the shareholders have not given their ballot papers to the officers; the company would count as part of the votes for approval.

The aforementioned practice is applicable for all agendas except for Agenda No. 5 regarding the election of directors to replace directors who are due to retire by rotation. The meeting will use a voting method to elect individual directors. In line with the good corporate governance policy, every ballot card will be collected. For the consideration of each director election, the officer shall collect the ballot cards first from shareholders who disapprove or abstain and then collect the ballots from all shareholders who vote for approval after voting cards from shareholders who disagree or abstain have been collected.

5. Any vote cast or ballot marked in the following manners 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.

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.

6. In presenting opinions or questions, it is requested to be direct and concise so that the meeting is efficient and does not take too much time for public meetings; therefore, the company reserves the right to take appropriate action.

Preliminary proceedings

Mr. Marut Arthakaivalvatee, the Chairman of the Board of Directors, acted as the chairman of the meeting (“Chairman”), opened the 2020 Annual General Meeting of Shareholders and thanked the shareholders for taking the time to attend the meeting. This was a meeting with shareholders during the Coronavirus 2019 (COVID-19), a deadly disease pandemic affecting both the national and global economy. The company, however, had to go

through the crisis and move forward in order to reach the success of all members and shareholders of Nation Group.

In this regard, the Chairman introduced the two newly appointed directors who will serve as directors and promote further progress of the company's business. The first one was Mr. Somboon Muang Klam, currently a member of the Bangkok Metropolitan Council and another was Mr. Jessada Buranaphansri is an investment advisor (Private Wealth) from Asia Plus Securities Public Company Limited.

Subsequently, the Chairman asked the Meeting to consider the agenda items 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

The meeting facilitator informed the meeting that the company secretary had prepared the minutes of the 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, as detailed in Attachment 1 of the invitation letter sent to the shareholders.

In this regard, The Board of Directors considers that the said Minutes were correctly recorded according to the facts. Therefore, it's deem appropriate propose to the 2020 Annual General Meeting of Shareholders for their consideration to approve

The Chairman provided shareholders with opportunities to raise questions and express their views. But no additional questions were raised by the shareholders.

Meeting resolution: The Meeting considered and certified the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019, held on September 27, 2019, with the following voting results:

Shareholders' voting	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	1,931,662,449	99.99
Disapproved	255,000	0.01
Total Votes	1,931,917,449	100.00
Abstained	-	-
Invalid	-	-
Total attending votes	1,931,917,449	

Remark:

- (1) Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.
- (2) During the consideration of this agenda item, there was 1 additional proxy holder holding 391,972,000 shares, attending the meeting. Therefore, there were 52 shareholders and proxy holders, holding 1,931,917,449 shares in total, attending the meeting.

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

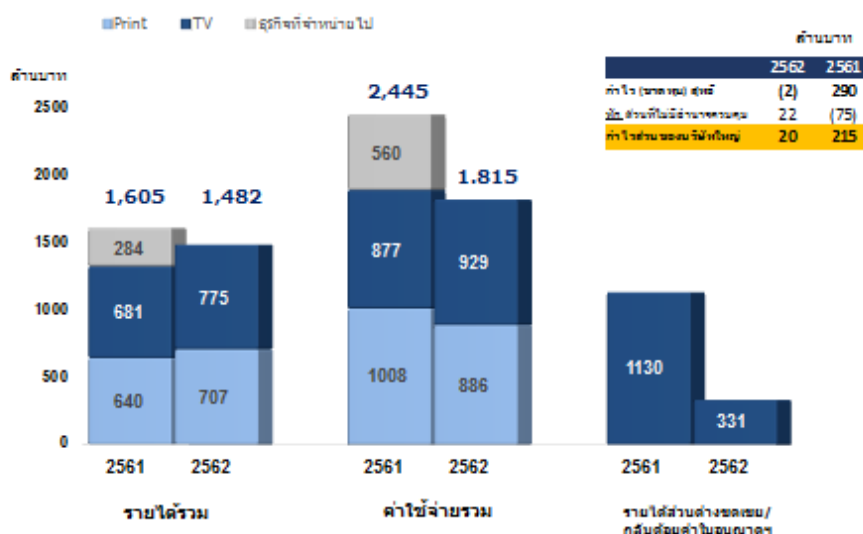
The Chairman invited Mr. Shine Bunnag, Chief Executive Officer, to report on the Company's operating results for the year 2019.

Mr. Shine Bunnag, Chief Executive Officer, informed the meeting that the Company's operating results for the year 2019 appeared according to the financial statements in the 2019 Annual Report that the Company had disclosed to shareholders by assigning Mrs. Warangkana Kanlayanpradit, Assistant Chief Executive Officer to be the person who reported again the operating results for the year 2019.

Mrs. Warangkana Kanlayanpradit, Assistant Chief Executive Officer as the person in charge of accounting and finance of the Company reported that since the current board of directors took over the management of the company in January 2018, there had been significant operational changes. A crucial policy set was to re-consider the operating results of non-core businesses with continual loss, and the Company would consider disposing of these businesses. In 2018, the Company disposed of 3 businesses: 1) university business, 2) printing business and 3) logistic service.

Therefore, Mrs. Warangkana summarized the operating results of the Group in 2019, according to a segment or a business group for a clearer understanding. These include the publishing business, TV business, and the disposed businesses as follows:

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In addition, during the year 2019, Nation Digital Content Co., Ltd. as a Company's subsidiary requested to return the frequency license to operate television business (Digital TV) for "Spring 26" ("License") on May 10, 2019. As a result, the Company's financial statements in 2018 and 2019 contained special items, such as reversing the impairment of the spectrum license and operating a television business of 1,131 million Baht in the 2018 financial statements. Later in 2019, when the subsidiary returned the Spring 26 license, it received a refund of the license fee from the Office of the National Broadcasting and Telecommunications Commission ("NBTC") in the amount of 890.83 million Baht, making the financial statements in 2019 to have special items: difference of compensation from the return of license to use spectrum and operate television business in the amount of 331 million Baht.

Both transactions were recorded in different financial statements. The item on the reversal of the license impairment amounting to 1,131 million baht in 2018 was in the expense category, while the difference of compensation from the refund of the digital TV license amounting to 331 million baht was in the revenue category.

It could be summarized that the operating results according to the consolidated financial statements for the year 2019 showed a net loss of 2 million Baht. When compared to the year 2019 at a net profit of 290 million Baht, excluding the non-controlling interests, the company would have a profit in 2019 of 20.3 million Baht.

The Chairman informed the meeting that, in this regard, the Board of Directors considered it deemed appropriate to propose to the 2020 Annual General Meeting of Shareholders to acknowledge the Company's operating results and important changes that occurred in the year 2019. The details were as shown in the Annual Report 2019 with details as proposed above by Mrs. Warangkana, and the shareholders were given an opportunity to ask questions and express their opinions as follows.

Mr. Siriwat Worawetwuthikhun, a shareholder attending the meeting in person, inquired about the performance trend in 2020.

Mr. Shine Bunnag, Chief Executive Officer, explained that 2019 was a difficult year for the media industry where the company grew from print media. Therefore, it has been directly affected by technological change or digital transformation, together with the economic recession in all industries both inside and outside the country.

In the past, the Company improved and changed its business operations by trying to present digital-based content and to apply a Digital First model by adjusting the format of the Group's news offering platform to be on online-oriented.

For the past year 2020, due to the coronavirus pandemic (COVID-19) that caused a lock-down measure, the company's newspapers cannot be sold, and the event cannot be held. The Company, however, has sustained it through the situation by using the following measures.

1. Cash flow management reduced employee expenses. The management and employees made sacrifices to reduce their salaries, enabling the company to sustain.
2. In the print media business under Nation Multimedia Group Public Company Limited (Parent Company), the only remaining was Krungthep Turakij newspaper. The Nation newspaper ended on June 29, 2019, while Kom Chad Luek ceased printing on April 9, 2020, due to the global recession impact of the publishing industry. The company adjusted its internal organizational structure from old to digital media. According to the business restructuring plan from March, the management expects to complete the transformation of the Group's print media to online and new media by the fourth quarter of 2020.
3. The TV media, managed by the subsidiary, was not affected as severely as the management had expected.

However, from the impact of the coronavirus disease pandemic (COVID-19) situation in 2020, the Company could not hold any activities, resulting in a reduction of approximately 25% in revenue. Nowadays, the situation of the coronavirus disease pandemic (COVID-19) has been resolved, enabling the Company to organize some activities under the brand of Krungthep Turakij.

Mrs. Warunee Thipphayachai, a shareholder attending the meeting in person, inquired whether the Company had already purchased Thansettakij newspaper and Spring News TV channel or not and if they were purchased, at what costs of acquisition would be. She also questioned if the purchases of both items were the cause of the Company's accumulated loss of 3,224 million baht or not.

Mr. Shine Bunnag, Chief Executive Officer, clarified that the Company has not yet purchased Thansettakij newspaper and Spring News TV channel. In this regard, shareholders were requested to carefully study the information and facts since asking such questions that was not based on facts may lead to misunderstandings. As for the company's accumulated loss of 3,224 million baht that has occurred since 2017, the former Board of Director had auctioned off a digital TV channel in 2014. While the current committee attempted for the license return and utilized the compensation received from the license return to reduce the liabilities.

Mr. Siriwat Worawetwuthikhun, a shareholder attending the meeting in person, stated that he acknowledged as what Mr. Shine Bunnag, Chief Executive Officer, clarified that the Company was able to overcome the crisis different from the industry in the same business. Therefore, he would like to know the strategy or plan of the Company for 2020 and there was a question from the minority shareholders to the Board of Directors when they would consider enabling NMG shares to be traded.

Mr. Shine Bunnag, Chief Executive Officer, clarified that according to the NMG shares are still unable to be traded since the financial statements have not been submitted as scheduled. This is partly due to a detailed audit of the financial statements on the matter of accrued income. Currently, the issue of accrued income is still being sued. During 2020, the Securities and Exchange Commission (“SEC”) has requested additional documents regarding accrued income in the years 2015-2016. The current committee is not involved but has already submitted documents. However, the accrued income items as shown in the financial statements for the year 2019, are in accordance with facts. The executive committee at present has given particular importance and caution to the accrued income, thus somewhat delaying the financial statements.

Regarding the schedule for the trading of NMG's shares, the Company expects to submit the first and second quarter financial statements by the end of 2020 or early 2021 by requesting Mrs. Warangkana Kanlayanpradit, Assistant Chief Executive Officer to report to shareholders on the case's progress regarding accrued income and on financial statements' submission.

Mrs. Warangkana Kanlayanpradit, Assistant Chief Executive Officer, reported on the progress of the Company's operation regarding accrued income cases and submission of financial statements as follows:

1. There are 2 cases of unreal accrued income cases:
 - One civil case is the lawsuit in which the company claims for damages arising from the case of recording unreal accrued income. The Civil Court proceedings have been completed, and it is pending the preparation of the closing statement by September 30, 2020, and the Civil Court has scheduled a hearing on December 18, 2020.
 - One criminal case is the case that the company has petitioned to the office SEC requested the SEC to proceed with the criminal case. In case of the Company's unreal accrued income and from the latest coordination with the Office of the SEC, it requested the Company to submit all civil cases and supporting documents for consideration as well, which is under the process. Therefore, the consideration of the SEC may wait for the judgment of the Civil Court first.
2. As for the submission of the financial statements due to the above-mentioned matter of accrued income that the former management weakened the overall income recognition system of the company, the Company would like to clarify more information about the vulnerability to shareholders as follows:
 - 2.1 Internal control system. As Nation Group's businesses have media and income and distribution channels in many forms, each channel also has many products. The company has an information system used for controlling and

recording revenue for unreal accrued income that arises from entering into the mitigation of the rules, regulations for determining and separating the authority of information systems.

When the current management team took over their duties, they took steps to improve the information system by introducing the auditors' recommendations to put the system in place, step by step, to ensure accuracy and ensure that corrections were already undertaken. Then, the Company hired the Office of Internal Auditors (Internal Audit Outsource) to examine the internal control system for the new company's advertising revenue to make the auditors confident that there is a correct internal control system that could prevent any fraudulent activities from occurring. To build a strong information system, it is necessary to take considerable time. Together with the annual financial statements 2018, the delay occurred in the delivery of the company's financial statements for a period of 6 months due to the detection of unrealistic accrued income in 2015-2016. In the annual financial statements 2019, there was a matter of requesting the digital TV license refund causing uncertainty in many matters. For example, the compensation amount and the deadline for the NBTC to pay the license fee were not known; therefore, it was a part of the delay in submitting the financial statements during the year 2019.

2.2 From the aforementioned internal control issues, the result was that it caused employees who worked in all areas, both operation and controlling, habitually lack discipline and caution. However, the company did not blame it as the employee's fault, but rather the consequence of its information systems' vulnerability that makes employees habitually negligent, which must be addressed.

2.3 As the advertising sales channels of the Group's media businesses have various sales models, there must be logic, rules, and strategies in the management of each distribution channel, which must be precise, accurate, and standardized. Therefore, in the current situation of the business recession, it takes time and effort to formulate policies and regulations to best serve the Group's various sales systems. However, the company will try to prepare the financial statements on time as soon as possible.

Mr. Phuwanart Na Songkhla, a shareholders' right protection volunteer from the Thai Investors Association, thanked the management for the clarification. He stated that according to the year's consolidated financial statements ended December 31, 2019, the company had a net loss of 2 million Baht. The separate financial statements of the company had a net loss of 375 million Baht. The company has also accumulated loss in the separate financial statements as of December 31, 2019, amounting to 3,509 million Baht. Therefore, Mr. Puwanart asked for a plan that would improve the separate financial statements' operating results from the year 2019 with a loss of 375 million Baht, and the Company still has accumulated losses. While the Company has a dividend payment policy stipulated that it pays no more than 65% of the net profit from the separate financial statements, considering the current situation, the opportunity that the Company would continue to pay dividends is still in a quite difficult situation. Therefore, he would like to know how to fix this problem.

Mr. Shine Bunnag, Chief Executive Officer, clarified that the Company had adjusted its strategy to improve the Company's performance by restructuring its organization. The Company, as the parent company from the existing subsidiaries, made itself a cost center by holding shares in each subsidiary and obtained dividend income from subsidiaries with profitable operating results. By so doing, it would enable the Company to pay dividends to the shareholders, respectively. However, due to the impact of Digital Disruption, the Company changed its business structure by separating support units to be under the parent company's management. So, it could allocate costs and expenses back to the subsidiary according to actual usage. In 2019, the Company's operating loss was reduced. Before implementing such a policy, the parent company was solely responsible for all the expenses resulting in considerable negative performances.

Therefore, from the organizational restructuring and business plan for the Company's survival in 2020, it is expected that the NMG would perform better. However, the Nation Group is a large organization compared to other print media firms, making it more difficult to adapt than smaller ones, including changing the organizational culture by converting print media to online, which requires continuous training for its employees. Mr. Somchai Meesen, Vice Chairman of the Executive Committee, adjusted the strategic plans and business structures by steering on the main media to be Digital First, while the print media to be secondary. So, the main income structure in the future will change to revenue from on-line advertising media, revenue from events, and seminar courses. It is expected to see a positive operating result. Yet, it could not diminish the huge accumulated losses, which would take time and continue to adjust the capital structure accordingly.

Mr. Vitoon Naluang, a shareholder attending the meeting in person, commented that, according to Nation Broadcasting Corporation or NBC, a subsidiary of the Company, has a plan to buy T NEWS including Call Center business totaling 250 million Baht and shoulder all the debts as well, while TNEWS has assets of only about 20 million Baht. He knew that the call center business has a loss of 80 million Baht; therefore, he would like to know the rationale behind buying this business and ask for clarification if there would be opportunities in making profits.

Mr. Shine Bunnag, Chief Executive Officer, clarified that since the question was a matter of NBC, a listed subsidiary, the shareholders should raise questions directly at the shareholders' meeting of NBC. However, as the Chairman of the NBC's Executive Board, Mr. Shine would like to clarify that NBC did not buy T NEWS, but it was an investment in Green Net 1282 Company Limited or "Green Net." In fact, Green Net did not lose 80 million baht, as the shareholder stated. Therefore, Mr. Shine asked the shareholders to study the correct information, as asking such questions may lead to inaccurate information and misunderstandings. Therefore, the accurate figures should be referred.

For the Call Center business of Green Net, it has a profit from its operations. Green Net also has a business of providing programs for processing statistical data, which the Nation Group has used to increase its online media revenue. After using such a service, the Nation Group's online media access increased to date, with an average of 5-8 million views per day from a minimal number of audiences and readers. The program could provide SEO or Search Engine Optimization services, which are quite technical. Therefore, he would like to conclude that NBC did not buy the T NEWS brand for 250 million Baht. It will consider a business that can generate cash flow and be profitable. Besides, the trading prices are

assessed by a financial advisor. However, for clarity on this matter, any NBC shareholders are invited to attend NBC's shareholders' meeting for further direct inquiries.

The Chairman provided shareholders with opportunities to raise questions and express their views. No additional questions were raised by the shareholders.

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 2019 ended December 31, 2019.

The meeting facilitator informed the meeting that in order to comply with the Section 112 of the Public Companies Act B.E. 2535 (including its amendments) ("Public Companies Act") and Article 39 of the Company's Articles of Association, which require the Board of Directors to prepare a balance sheet and a profit and loss statement at the end of the fiscal year of the company and 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. 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 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.

The Chairman provided shareholders with opportunities to raise questions and express their views, which additional questions were raised by the shareholders are as follows.

Mr. Phuwanart Na Songkhla, a shareholders' right protection volunteer from the Thai Investors Association, inquired about the causes for the total assets according to the financial statements for the year ended December 31, 2017 that amounted to 4,069 million Baht and as of December 31, 2018, decreased to 3,755 million Baht and as of December 31, 2019, decreased to 1,349 million Baht.

Mr. Shine Bunnag, Chief Executive Officer, clarified that the Company's assets decreased from the disposal of non-core assets and the return of the Company's Channel 26 digital TV license, thus reducing the total assets. But at the same time, the Company's liabilities decreased accordingly as well.

Mrs. Warunee Thipphayachai, a shareholder attending the meeting in person, suggested that the Company had the policy to dispose of assets such as land. Therefore, as a media company, the Company should use its own media to announce or advertise for sale to get the desired price. She also inquired about the sale of the land and printing business if they were sold at the appraisal price and has opened to have a bid or not.

The Chairman assigned Mr. Somchai Meesen, Executive Vice President, clarified to the meeting.

Mr. Somchai Meesen, Executive Vice President, clarified that the Company followed the process of disposing of assets as suggested by the shareholders, including announcing the disposal of assets through the Company's publications, whether it is the disposal of the printing business or land and condominiums that the company acquired from the barter agreement. Some interested people contacted and had negotiations with the Company; eventually, they did not buy it. Until interested investors contacted through a financial advisor, the agreed price was the fair price negotiated. There were both parties' financial advisors, which the Company considered that it was a reasonable price. At present, there were only 2-3 remaining unsold land plots. Since the land plots are not interesting or people who are interested but offer a meager purchase price, it will result in high losses if the Company sells it. Therefore, it must be withheld to obtain a reasonable and fair price.

Mr. Shine Bunnag, Chief Executive Officer, further clarified that it was a separate distribution of assets for selling the printing business and the land disposal at Km. 29. The buyers were not from the same group. The sale of printing houses took place in December 2018, when the print media business began to decline. Few buyers continued doing the printing business due to the changing of media consumption. The land plot on Bangna Trad Road at Km. 29 was sold to Weng Holding Company Limited in April 2019. The company also passed the auction process to sell such assets 2 times, but no one entered the auction before offering interested investors.

Mr. Siriwat Worawetwuthikhun, a shareholder attending the meeting in person, inquired whether the Company had any plans to increase capital or find a joint venture partner. Due to the financial statements for the year 2019, the company had a registered capital of 2,663 million Baht and a paid-up capital of 2,156 million Baht. Still, the remaining shareholder equity was 370 million Baht. He then asked if the company would not increase capital or find a joint venture, how the company would continue its business operations.

Mr. Shine Bunnag, Chief Executive Officer, stated that the Company had no plans to increase capital, and it was still able to continue its business operations.

The Chairman provided shareholders with opportunities to raise questions and express their views. But no additional question was raised by the shareholders.

The Chairman asked the Meeting to consider and approve the Company's financial statements for fiscal the year ended December 31, 2019.

Meeting resolution: The Meeting considered and approved the Company's financial statements for the fiscal year ended December 31, 2019, with the following voting results:

Shareholders' voting	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	1,931,687,104	99.99
Disapproved	255,000	0.01

Total Votes	1,931,942,104	100.00
Abstained	-	-
Invalid	-	-
Total attending votes	1,931,942,104	

Remark:

- (1) Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.
- (2) During the consideration of this agenda item, there were 2 additional shareholders and/or proxy holders, holding 24,655 shares, attending the meeting. Therefore, there were 54 shareholders and proxy holders, holding 1,931,942,104 shares in total, attending the meeting.

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.

The meeting facilitator proposed that according 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 separate financial statements for year ended 31 December 2020.

Therefore, the Company is unable to allocate the net profit as a legal reserve and cannot pay dividends for the operating results for the year 2019.

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 omission dividend payment for operating results of 2019 as the Company's separate financial statements had net loss and accumulated losses.

The Chairman provided shareholders with opportunities to raise questions and express their views. But no additional question was raised by the shareholders.

The Chairman asked the Meeting 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.

Meeting resolution: The Meeting considered and approved 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, with unanimous as follows:

Shareholders' voting	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	1,931,942,104	100.00
Disapproved	-	-
Total Votes	1,931,942,104	100.00
Abstained	-	-
Invalid	-	-
Total attending votes	1,931,942,104	

Remark: Resolution in this agenda shall be approved by the majority votes 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 consider the appointment of directors to replace those retiring by rotation

The Meeting Facilitator reported that 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 of Directors
2. Mr. Apiwut Thongkam Independent Director, Chairman of the Audit Committee
3. Mr. Shine Bunnag Director, Vice Chairman of the Board of Directors,
Chairman of the Executive Committee and
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.

The profiles of the persons nominated to serve as directors in place of the directors who are due to retire by rotation appear in Enclosure 6 of the meeting invitation letter, which the Company sent to the shareholders.

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 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 of Directors |
| 2. Mr. Apiwut Thongkam | Independent Director, Chairman of the Audit Committee |
| 3. Mr. Shine Bunnag | Director, Vice Chairman of the Board of Directors,
Chairman of the Executive Committee and
Chief Executive Officer |

The Chairman informed the meeting that because on this agenda himself (Mr. Marut Arthakaivalvatee), Mr. Apiwut Thongkam and Mr. Shine Bunnag were directors who retired by rotation. Therefore, he is requested the directors with vested interests temporarily leave the meeting room during the consideration of this agenda. To ensure transparency, Mr. Thanachai Santichaikul was requested, as an Independent Director, Audit Committee, and Chairman of the Nomination and Remuneration Committee shall perform the duties as the chairman of the meeting for this agenda instead.

The Chairman (Mr. Thanachai Santichaikul) provided opportunities for shareholders to inquire and express opinions, with shareholders inquiring or expressing opinions as follows:

Mrs. Warunee Thipphayachai, a shareholder attending the meeting in person, asked if a shareholder would nominate a person to replace a director who has completed his term for the next year. She asked if she could now nominate a person in advance and propose a person to be the Company's director for shareholders to consider in the next year.

The Chairman (Mr. Thanachai Santichaikul) clarified that nominating a person to replace the director who expired could be done through the channels that the company provided for the minority shareholders to nominate each year. The company would inform through the information system of the Stock Exchange of Thailand, in which shareholders must comply with the guidelines for nominating directors of the Company according to various rules specified by the Office of the SEC or other relevant agencies. After the nomination, the Company shall continue to consider the completeness and suitability of the nominee's qualifications.

The Chairman (Mr. Thanachai Santichaikul) gave shareholders the opportunity to ask further questions and express opinions, but no shareholder raised any further questions.

The Chairman (Mr. Thanachai Santichaikul) asked the shareholders' meeting to consider and approve directors' appointments to replace those retiring by rotation.

Meeting resolution: The Meeting considered and approved the appointment of directors to replace those who retiring by rotation consider the appointment of directors to replace those retiring by rotation, details of which were as follows:

- 5.1 Approved the appointment of Mr. Marut Arthakaivalvatee to Chairman of the Board of Directors for another term, with the following voting results:

Shareholders' voting	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	1,930,942,986	99.95
Disapproved	1,000,118	0.05
Total Votes	1,931,943,104	100.00
Abstained	-	-
Invalid	-	-
Total attending votes	1,931,943,104	

- 5.2 Approved the appointment of Mr. Apivut Thongkam to Independent Director, Chairman of the Audit Committee for another term, with the following voting results:

Shareholders' voting	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
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Approved	1,930,912,986	99.95
Disapproved	1,030,118	0.05
Total Votes	1,931,943,104	100.00
Abstained	-	-
Invalid	-	-
Total attending votes	1,931,943,104	

- 5.3 Approved the appointment of Mr. Shine Bunnag to Director, Vice Chairman of the Board of Directors, Chairman of the Executive Committee and Chief Executive Officer for another term, with the following voting results:

Shareholders' voting	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	1,931,912,986	99.998
Disapproved	30,118	0.002
Total Votes	1,931,943,104	100.00
Abstained	-	-
Invalid	-	-
Total attending votes	1,931,943,104	

Remark:

- (1) Resolution in this agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.
- (2) During the consideration of this agenda item, there was one additional shareholder holding 1,000 shares, attending the meeting. Therefore, there were 55 shareholders and proxy holders, holding 1,931,943,104 shares in total, attending the meeting.

The Chairman (Mr. Thanachai Santichaikul) invited the three appointed directors to return to the meeting room.

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

The Meeting Facilitator reported that the 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
Chairman of the board	400,000	Baht/person/year
Chairman of the Audit Committee	400,000	Baht/person/year
Audit Committee	300,000	Baht/person/year
Independent Director	200,000	Baht/person/year
Executive Director	200,000	Baht/person/year
Non-executive director	200, 000	Baht/person/year
Chairman of the Nomination and Remuneration Committee *	20,000	Baht/person/year
Members of the Nomination and Remuneration Committee *	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

In this regard, by the consideration and suggestion of the Nomination and Remuneration Committee, the Board of Directors considered and agreed to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the determination of the remuneration of directors and sub-committees of the company of the year 2020, with details as proposed above.

The Chairman gave shareholders an opportunity to ask questions and express opinions, but no shareholder raised any further questions.

The Chairman requested the shareholders' meeting to approve the remuneration of the Company's directors and sub-committees for the year 2020.

Meeting resolution: The meeting considered and resolved to approve the determination of the remuneration of the Company's directors and sub-committees for the

year 2020 and the authorization to the Nomination and Remuneration Committee as proposed with the following votes.

Shareholders' voting	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting
Approved	1,931,918,986	99.999
Disapproved	24,118	0.001
Abstained	-	-
Total Votes	1,931,943,104	100.00
Invalid	-	-
Total attending votes	1,931,943,104	

Remark: Resolution in this agenda shall be approved by no less than two-thirds (2/3) of the total votes of 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.

The Meeting Facilitator reported that the 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)

Hence, Mrs. Sasithorn Pongadisak will be the certified auditor for the Company's financial statements for the third year.

The details of the person nominated as an auditor for 2020 appear in Enclosure 7 of the meeting invitation letter which the Company had already sent to the shareholders.

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 exceeding 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 5 subsidiaries)	4,480,000 Baht (for the company and 4 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 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)

The Chairman provided shareholders with opportunities to raise questions and express their views. No additional questions were raised by the shareholders.

Meeting resolution: The meeting considered and resolved to approve the appointment of the auditors of the Company and its subsidiaries from KPMG Phoomchai Audit Co., Ltd. for the year 2020 and the determination of the auditors' remuneration for the year 2020, totaling 6 companies as proposed with the following votes:

Shareholders' voting	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and casting their votes
Approved	1,930,899,104	99.95
Disapproved	1,024,000	0.05
Total Votes	1,931,923,104	100.00
Abstained	20,000	-
Invalid	-	-
Total attending votes	1,931,943,104	

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

The Meeting Facilitator reported that 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.	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.

Current Article	Amended Article
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 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>	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 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 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

The Chairman provided shareholders with opportunities to raise questions and express their views. No additional questions were raised by the shareholders.

The Chairman asked the Meeting to consider and approve the amendment to Article 23 of the Articles of Association with respect to the Board of Directors' meeting.

Meeting resolution: The Meeting considered and approved the amendment to Article 23 of the Articles of Association with respect to the Board of Directors' meeting with the following voting results.

Shareholders' voting	Number of votes (1 share = 1 vote)	Percentage of total number of votes of the shareholders attending the meeting and entitled to votes
Approved	1,931,923,104	99.999
Disapproved	-	-
Abstained	20,000	0.001
Total Votes	1,931,943,104	100.00
Invalid	-	-
Total attending votes	1,931,943,104	

Remark: Resolution in this agenda shall be approved by no less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

Agenda Item 9: Consider other matters (if any)

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

Mr. Vitoon Naluang, a shareholder attending the meeting in person, suggested that since he has followed the news of the Company's media channel, the Company's media should present the news impartially and ethically. It should not be exclusively beneficial for any party. He asked the Company's news channel to open opportunities to listen to the opinions of the new generation as well.

Mr. Shine Bunnag, Chief Executive Officer, thanked the shareholder for his suggestions and would communicate to the executives of the news channel for further acknowledgment.

However, the Company has always used caution in presenting news and adheres to news ethics. The news editor's work is independent in considering the presentation of the news in a factual and practical framework. The Company adheres to the practice that if the media is to mirror society, its media must be ready to reflect itself as well.

The Chairman gave the shareholders an opportunity to ask and express further opinions, but no shareholder raised any further questions.

Mr. Marut the Chairman expressed his appreciation to all shareholders, proxies and others for their attendance at the meeting, and declared the meeting adjourned at 15.57 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. Saowaluck 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 2021, 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 30, 2020, to January 29, 2021, 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

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.

In this regard, the definition of independent director of the Company is equivalent to the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

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. Apivut Thongkam

Position : Independent Director and Chairman of the Audit Committee

Age : 59 Years

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

Education Qualification:

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

Training Course (s):

Thai Institute of Directors Association (IOD)

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

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 “Thammasat for Society” Class 7
- Diploma in Executive Course “Senior Executives of Thammasat Golf Course for Society” Class 2

National Defense College National Defense Studies Institute

- Diploma of Advance Security Management Program, Class 6
- Diploma, National Defense College of the State-Private Sector, Class 24, Academic Year 2011-2012 (WorPorOr. Class 54 and PorRorOr. Class 24)



Ministry of Justice

- Training in techniques of negotiation, dispute settlement and crisis resolution, Class 1

Dharmniti Seminar and Training Co., Ltd.

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

Denpasar, Indonesia

- Certificate of training on the new technology and enforcement of copyright laws

Lead Business Institute of Cornell University

- Diploma of Global Business Leaders and Lead Business Institute of Cornell University Class (2016)

Experience

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

Thai Consumer Distribution Center Co., Ltd.**No. of Shares Held as at March 16, 2021**

- 1,000 Shares

Relationship Characteristics

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

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

Listed Company		Non Listed Company		Rival incorporation	
No.	Type of Director	No.	Type of Director	No.	Type of Director
1	- Independent Director and Chairman of the Audit Committee Eternal Energy Plc.	1	- Director Thai Consumer Distribution Center Co., Ltd.	-	-

Having a special interest in the agenda

: -None-

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

Name : Mr. Thanachai Santichaikul

Position : Independent Director, Member of the Audit Committee
and Chairman of the Nomination and Remuneration Committee

Age : 67 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

Capital Market Academy

- Capital Market Academy Leadership Program (CMA) Class 1/2005

KPMG Phoomchai Audit Ltd.

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

Experience

Position held in other listed companies

Dec 24, 2018 - Present	Chairman of the Nomination and Remuneration Committee Nation Multimedia Group Plc.
Nov 1, 2018 - Present	Member of the Audit Committee Nation Multimedia Group Plc.
Oct 31, 2018 – Present	Independent Director Nation Multimedia Group Plc.
June, 2018 - Present	Managing Director Salee Printing Plc.

May, 2018 - Present	Director Salee Printing Plc.
2013 - Present	Independent Director and Audit Committee Eastern Polymer Group Plc.
2013 - Present	Independent Director and Audit Committee M Pictures Entertainment Plc.

Director of other non - listed company

2018 - Present	Chairman and Independent Director A I M Real Estate Management Co., Ltd.
2016 - Present	Chairman and Independent Director A I M REIT Management Co., Ltd.
2016 - Present	Chairman of the Board of Directors Siam Syndicate Technology Co., Ltd.

No. of Shares Held as at March 16, 2021

: -None-

Relationship Characteristics

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

Information holding the post of the Company's Director and Meeting Attendance in 2020

Holding the post of the Company's Director	The Meeting Attendance in 2020			
As of December 31, 2020	Board of Directors	Audit Committee	Nomination and Remuneration	Annual General Meeting
2 Year 2 Months (Appointed as a director since October 31, 2018)	10/10	3/3	3/3	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.	Type of Director	No.	Type of Director
3	- Managing Director - Director Salee Printing Plc. - Independent Director and Audit Committee Eastern Polymer Group Plc. - Independent Director and Audit Committee M Pictures Entertainment Plc.	3	- Chairman and Independent Director A I M Real Estate Management Co., Ltd. - Chairman and Independent Director AIM REIT Management Co., Ltd. - Chairman of the Board of Directors Siam Syndicate Technology Co., Ltd.	-	-

Type of Nominated Director: Independent Director
Member of the Audit Committee and
Chairman of the Nomination and Remuneration Committee

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

Name : Mr. Ka Ming Jacky Lam

Position : Director and Member of the Nomination and Remuneration Committee

Age : 62 years

Address: Room 10/39, Baan Sirisathorn Condominium, 10 Yennakart Road, Thungmahamek, Sathorn, Bangkok 10120

Education Qualification:

The SKH Kai Hau Secondary School in Hong Kong

Training Course (s):

-None-

Experience:

Position held in other listed companies

Dec 24, 2018 - Present	Member of the Nomination and Remuneration Committee Nation Multimedia Group Plc.
Oct 31, 2018 - Present	Director Nation Multimedia Group Plc.

Position held in other non- listed companies

-None-

No. of Shares Held as at March 16, 2021

-None-

Relationship Characteristics

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



Information holding the post of the Company's Director and Meeting Attendance in 2020

Holding the post of the Company's Director	The Meeting Attendance in 2020		
As of December 31, 2020	Board of Directors	Nomination and Remuneration	Annual General Meeting
2 Years 2 Months (Appointed as a director since October 31 , 2018)	10/10	3/3	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.	Type of Director	No.	Type of Director
-	-	-	-	-	-

Type of Nominated Director: Director and Member of the Nomination and Remuneration Committee

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

Name : Mr.Jessada Buranapansri

Position : Director

Age : 44 years

Address: 19/30 Soi Vibhavadi Rangsit 17, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900



Education Qualification:

- Master of Financial Management
University Of Colorado at Boulder, USA
- Bachelor of Business Administration Finance Major
Assumption University (ABAC)

Training Course (s):

-None-

Experience:

Position held in other listed companies

Aug 19, 2020 - Present	Director Nation Multimedia Group Plc.
Present	Investment advisor (Private Wealth) Asia Plus Securities Group Holding Plc.
Oct 29, 2020 - Present	Director Nation Broadcasting Corporation Plc.
2011 - 2013	Investor Relations Manager TMB Bank Public Co., Ltd.

No. of Shares Held as at March 16, 2021

: -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-

Information holding the post of the Company's Director and Meeting Attendance in 2020

Holding the post of the Company's Director	The Meeting Attendance in 2020*	
As of December 31, 2020	Board of Directors	Annual General Meeting
4 Months (Appointed as a director since August 19, 2020)	2/2	1/1

* Number of meeting attendance since the date of taking office as a director

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.	Type of Director	No.	Type of Director
2	- Investment advisor (Private Wealth) Asia Plus Securities Group Holding Plc. - Director Nation Broadcasting Corporation Plc.	-	-	-	-

Type of Nominated Director: Director

Brief profiles of the persons being nominated as auditor for the year 2021

2020	2021 (Proposal Year)
KPMG Phoomchai Audit Ltd.	KPMG Phoomchai Audit Ltd.
1. Mrs.Sasithorn Pongadisak CPA Registration No. 8802 2. Ms.Marisa Tharathornbunpakul CPA Registration No. 5752 3. Miss.Pronthip Rimdusit CPA Registration No. 5565 Ms.Sasithorn Pongadisak is the certified public accountant who affixed her signature to certify the Company's financial statement for three years Compensation of the auditor for the Company and 5 subsidiaries, totaling 6 companies 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	1. Mrs.Sasithorn Pongadisak CPA Registration No. 8802 2. Ms.Marisa Tharathornbunpakul CPA Registration No. 5752 3. Miss.Pronthip Rimdusit CPA Registration No. 5565 Ms.Sasithorn Pongadisak the certified public accountant who affixed her signature to certify the Company's financial statement for four years Compensation of the auditor for the Company, 4 subsidiaries and 1 joint venture entity, totaling 6 companies (excluding NBC), amounting to 4,000,000 baht (the audit fee for the company is 2,700,000 baht) As for other service charges, the Company and its subsidiary entity shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year

Details about the persons being nominated as auditors for the year 2021

General Information

Name-Surname : Mrs. Sasithorn Pongadisak

Nationality : Thai

Work Place : KPMG Phoomchai Audit Ltd.

Period of employment : 20 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 who is foreign investor**

- 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 14.30 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.

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
Preferred share _____ shares and have the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้

Hereby appoint

☐ 1. ชื่อ นายอภิวุฒิ ทองคำ กรรมการอิสระ อายุ 59 ปี อยู่บ้านเลขที่ 27 ซ.อินทามระ 37
Name Mr. Apivut Thongkam, Independent Director Age 59 years, residing at 27 Soi Inthamara 37
ถนน - ตำบล/แขวง ดินแดง อำเภอ/เขต ดินแดง
Road Sub-District Din Daeng District Din Daeng
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ หรือ
Province Bangkok Postal Code or

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Sub-District District
จังหวัด รหัสไปรษณีย์
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
สามัญผู้ถือหุ้นประจำปี 2564 ของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) ในวันที่ 9 เมษายน 2564 เวลา 15.30 น. ณ
ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงค์ (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 2021 Annual General Meeting of
Shareholders of Nation Multimedia Group Public Company Limited on 9 April 2021 at 3.30 p.m. at the Conference
Room, 9B Floor, Interlink Tower (Nation Tower), Debaratna Road, Bangna-Tai Sub-district, Bangna District, Bangkok
10260 or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนี้ 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

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถ
แบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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
Preferred share shares and have the right to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีประวัติตามเอกสารแนบ)

Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy holder.

The profile of the Independent director is attached for information)

☐ 1. ชื่อ นายอภิวุฒิ ทองคำ อายุ 59 ปี อยู่บ้านเลขที่ 27 ซ.อินทามระ 37
Name Mr. Apivut Thongkam Age 59 years , residing at 27 Soi Inthamara 37
ถนน - ตำบล/แขวง ดินแดง อำเภอ/เขต ดินแดง
Road Sub-District Din Daeng District Din Daeng
จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10400
Province Bangkok Postal Code 10400 or

☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ Age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District _____ District _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันที่ 9 เมษายน 2564 เวลา 15.30 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิ้งค์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone to be above shall be my/our proxy holder to attend and vote on my/our behalf at the 2021 Annual General Meeting of Shareholders on 9 April 2021 at 3.30 p.m. at the Conference Room, 9B Floor, Interlink Tower (Nation Tower), Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

- (4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้.-

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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ซึ่งประชุมเมื่อวันที่ 9 กันยายน 2563

Agenda 1 To consider and certify minutes of the 2020 Annual General Meeting of Shareholders which was held on September 9, 2020

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปี 2563

Agenda 2 To acknowledge the operating results of the Company for the year 2020

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2563 สิ้นสุด ณ วันที่ 31 ธันวาคม 2563

Agenda 3 To consider and approve the financial statements for the fiscal year 2020 ended December 31, 2020

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณานุมัติงดการจ่ายกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผลสำหรับการดำเนินงานประจำปี 2563 สิ้นสุด ณ วันที่ 31 ธันวาคม 2563

Agenda 4 To consider and approve the omission of the allocation of net profit as legal reserve and the omission of the dividend payment from the operating results for the year 2020 ended

December 31, 2020

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด _____ เลียง

Approve the election of the entire Board of Directors,

☐ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้

Approve the election of the individual directors as follows:

5.1 ชื่อกรรมการ : นายชนะชัย สันติชัยกุล

Name of Director : Mr. Thanachai Santichaikul

☐ เห็นด้วย	☐ ไม่เห็นด้วย	☐ จดออกเสียง
Approve	Disapprove	Abstain

5.2 ชื่อกรรมการ : Mr. Ka Ming Jacky Lam

Name of Director :

☐ เห็นด้วย	☐ ไม่เห็นด้วย	☐ จดออกเสียง
Approve	Disapprove	Abstain

5.3 ชื่อกรรมการ : นายเจษฎา บุณพันธุศรี

Name of Director : Mr. Jessada Buranapansri

☐ เห็นด้วย	☐ ไม่เห็นด้วย	☐ จดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อยประจำปี 2564

Agenda 6 To consider and approve the determination of the remuneration of the Company's directors and the sub-committees for the year 2021

☐ เห็นด้วย	☐ ไม่เห็นด้วย	☐ จดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2564

Agenda 7 To consider and approve the appointment of the auditors and the determination of audit fee for the year 2021

☐ เห็นด้วย	☐ ไม่เห็นด้วย	☐ จดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Consider other matters (if any)

☐ เห็นด้วย	☐ ไม่เห็นด้วย	☐ จดออกเสียง
Approve	Disapprove	Abstain

- (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 หรือในกรณีที่ที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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. For agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
3. In case where the agenda exceeds those specified above, additional details may be specified in the Attachment to Proxy Form B. provided.

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 2564 ในวันที่ 9 เมษายน 2564 เวลา 15.30 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงก์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

At the 2021 Annual General Meeting of Shareholders on 9 April 2021 at 3.30 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.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กักสโตเดียน (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

นายธนัชชัย สันติชัยกุล Mr. Thanachai Santichaikul

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9. ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2564)

(Details of members of the Independent Directors of the Company are specified in Enclosure 9. of the Notice of the General Meeting of Shareholders 2021)

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.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันที่ 9 เมษายน 2563 เวลา 15.30 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงก์ (อาคารเนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2021 Annual General Meeting of Shareholders on April 9, 2021 at 3.30 p.m. 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ซึ่งประชุมเมื่อวันที่ 9 กันยายน 2563

Agenda 1 To consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders which was held on September 9, 2020

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

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปี 2563

Agenda 2 To acknowledge the operating results of the Company for the year 2020

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2563 สิ้นสุด ณ วันที่ 31 ธันวาคม 2563

Agenda 3 To consider and approve the financial statements for the fiscal year 2020 ended December 31, 2020.

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

วาระที่ 4 พิจารณานุมัติงบการจัดสรรกำไรไว้เป็นทุนสำรองตามกฎหมาย และจัดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2563 สิ้นสุด ณ วันที่ 31 ธันวาคม 2563

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 2020 ended December 31, 2020.

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

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด _____ เสียง

Approve the election of the entire Board of Directors,

☐ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้

Approve the election of the individual directors as follows:

5.1 ชื่อกรรมการ : นายธนะชัย สันติชัยกุล

Name of Director : Mr. Thanachai Santichaikul

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

5.2 ชื่อกรรมการ : Mr. Ka Ming Jacky Lam

Name of Director : Mr. Ka Ming Jacky Lam

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

5.3 ชื่อกรรมการ : นายเจษฎา บุรณพันธ์ศรี

Name of Director : Mr. Jessada Buranapansri

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

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อยของบริษัทฯ ประจำปี 2564

Agenda 6 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2021

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

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนของผู้สอบบัญชี ประจำปี 2564

Agenda 7 To consider and approve the appointment of the auditors and the determination of audit fee for the year 2021

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

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Consider other matters (if any)

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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 ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กิสโตเดียน (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) หนังสือมอบอำนาจจากผู้ถือหุ้นให้กิสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

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

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจกิสโตเดียน (Custodian)

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

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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 2564 ในวันที่ 9 เมษายน 2564 เวลา 15.30 น. ณ ห้องประชุม ชั้น 9 ห้องประชุม B อาคารอินเตอร์ลิงก์ (อาคาร เนชั่นทาวเวอร์เดิม) ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the 2021 Annual General Meeting of Shareholders on April 9, 2021 at 3.30 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	Disapprove	Abstain
Votes	Votes	Votes

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve	Disapprove	Abstain
Votes	Votes	Votes

☐ วาระที่ _____ เรื่อง _____

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Re:

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Approve	Disapprove	Abstain
Votes	Votes	Votes

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

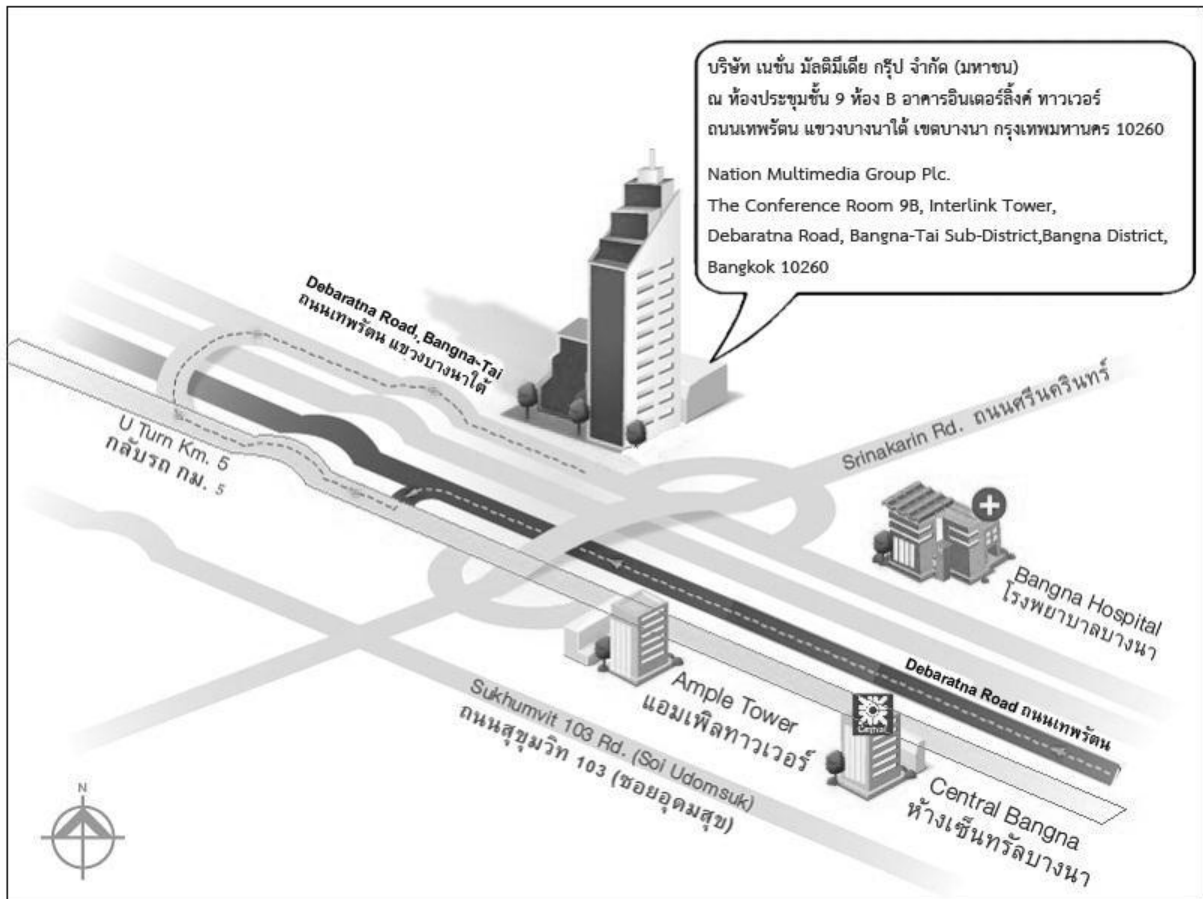
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

**Map of the venue of
The 2021 Annual General Meeting of Shareholders
Nation Multimedia Group Public Co., Ltd.**



Guidelines for preventing the spread of coronavirus disease 2019 (COVID-19)
at the shareholders' meeting

Due to the current situation of the coronavirus infection (COVID-19) epidemic and the Company still has to conduct the Company's Annual General Meeting (“**Meeting**” or “**Meeting**”) to be In accordance with the applicable law under such circumstances And with concern for the health of all shareholders and to provide advice on the prevention and control of COVID-19 (COVID-19) for organizing meetings, seminars or other similar activities. Set by the Department of Disease Control Ministry of Public Health and guidelines for organizing the annual general meeting of shareholders of listed companies under the epidemic situation of coronavirus infection 2019 (COVID-19).

The Company would like to inform all shareholders about the guideline for preventing the spread of coronavirus disease 2019 (COVID-19) in the shareholders' meeting of the Company as follows:

Since the meeting will be a combination of a large group, which is a risk factor for the spread of Coronavirus 2019 (COVID-19). Considering the guidelines for appointing independent directors instead of attending the meeting by themselves, the Company has provided opportunities for shareholders to submit questions on the agenda or other matters to the Company.

In the event that the shareholders wish to attend the meeting in person, the Company would like to inform the Company's procedures. And preparation of the shareholders to prevent the spread of coronavirus disease 2019 (COVID-19) at the shareholders' meeting of the Company as follows:

- 1) In order to comply with the preventive measures under the Bangkok Metropolitan Administration regarding temporary closure of premises (No. 18) dated January 30, 2021, effective from February 1, 2021 onwards, shareholders or proxies Participants in meetings will be seated with a distance of at least 1.5 m between them, with a limit of 100 participants.
Shareholders or proxies who arrive at the meeting place first will have the right to attend the meeting first. In the event that there are full number of shareholders or proxies attending the meeting, the Company reserves the right to manage as appropriate to avoid congestion at the meeting place. And to comply with governmental requirements including preventive measures as prescribed by the government.
In this regard, the subsequent shareholders or proxies are unable to attend additional meetings, however, the shareholders can also authorize independent directors to attend and vote on their behalf or submit questions.
- 2) The company will have a temperature screening and measurement point for all attendees before entering the shareholders' meeting room. With the following symptoms, the Company reserves the right to separate shareholders from

attending the meeting in the area where the Company provided especially for shareholders who may have a suspicion. Either one of the following symptoms is considered suspicious.¹

2.1) Having a fever (body temperature 37.5 degrees Celsius or more)

2.2) Cough, sore throat, shortness of breath or symptoms related to the respiratory system.

2.3) People who travel to or from highest and strict regulated area² within 14 days prior to the shareholders' meeting of the Company

3) To reduce the risk of epidemic outbreak In case shareholders have questions or suggestions, the Company has prepared a paper and pen for shareholders to write questions and send them to the Company's officers at the meeting date.

3.1) Submit in advance to Nation Multimedia Group Public Company Limited

Company Secretary Section 1854, 9th Floor, Tebprarat Road, Bangna Tai Subdistrict, Bangna District, Bangkok 10260 Tel: 02-338-3333 and / or

3.2) Submit in advance to email: investor@nationgroup.co.th

3.3) Submit to company officers to deliver questions to the Chairman of the Board

4) The Company will provide a hand washing service with soap, alcohol gel or disinfectant that is sufficient for shareholders. Shareholders are requested to wash their hands with soapy water, alcohol gel or disinfectant. Before and after attending the meeting.

5) Throughout the period of the meeting, the Company would like to ask for cooperation from shareholders, either the shareholders who have been screened or the shareholders who have passed the screening, follow the instructions as follows:

- Please wear a medical mask or cloth mask at all times.
- Keep a social distance of at least 1 meter with other people.
- Please wash your hands frequently with soap, alcohol gel or disinfectant.
- Avoid touching the face area (eyes, nose and mouth) with unwashed hands.
- Avoid sharing things with others.
- If you have fever, cough, runny nose, sore throat, shortness of breath. Shareholders are requested to leave the meeting room or contact the Company's staff. By the company's staff we reserve the right to send shareholders back to the home, accommodation or hospital as the case may be.

In this regard, if the situation of the spread of the novel coronavirus 2019 (COVID-19) or related laws changes, the company reserves the right to amend the guidelines to prevent the

¹ According to the announcement of the Ministry of Public Health on the names and important symptoms of dangerous communicable diseases (No.3) B.E.

² Highest and Strict Regulated Area means a province or an area that meets requirements Issued in accordance with Section 9 of the Emergency Decree on Public Administration in Emergency Situations, B.E. 2548 (No. 18), including any area or province as specified by the Coronavirus Disease Epidemic Situation Management Center 2019 and other announcements. Any Which is effective before or on the date of the meeting

spread of COVID-19. (COVID-19) at the shareholders' meeting of the Company According to the epidemic situation or relevant laws as of the date of the meeting.

The company would like to thank all shareholders very much and sincerely hope to receive cooperation from all of you very well. For good health of all shareholders.



Nation Multimedia Group Plc.

1854 9th, 10th, 11th Floor, Debaratna Rd, Bangna-Tai Sub-District, Bangkok 10260

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