
Invitation to the 2022 Annual General Meeting of Shareholders



Nation Multimedia Group Plc.

On Friday, April 29 2022 , at 2.00 p.m.

(Convene the meeting through electronic media (E-AGM) only)

Attend in person

Shareholders will be able to register through the system from April 25,2022 at 12.00 p.m. to April 29,2022 at 2.00 p.m.

Attend in proxy (Recommend to grant proxy to Independent Director)

Shareholders shall submit the registration documents to the Company within April 21,2022 via 2 channels as follows :

1. E-mail address to : corporate_secretary@nationgroup.com

2. By post via : Company Secretary

Nation Multimedia Group Plc.

1854, 9th floor Debaratana Rd Bangna-Tai Sub-District , Bangkok 10260

Guidelines to attend the 2022 Annual General Meeting of Shareholders

With concern of the importance of preventive measures for COVID-19 outbreak, which is considered as the dangerous communicable disease, the company would like to ask for the shareholders' kind cooperation to strictly comply with the COVID-19 Preventive Measures in Attached Document 8

**Privacy Policy for the Shareholders' Meeting of
Nation Multimedia Group Public Company Limited**

This Privacy Policy ("Privacy Policy") describes how Nation Multimedia Group Public Company Limited (the "Company") collects, uses and/or discloses your personal data as a shareholder, proxy, custodian or the authorized person to act on behalf of a corporate shareholder for the Company's meeting of the shareholders/securities holders.

1. Personal data collected by the Company

The Company may collect your following personal data from you directly:

- 1) **Personal Data** such as name, last name, sex, nationality, occupation, date of birth, status, photograph, picture, voice recording, signature, identification number, passport number, taxpayer identification number, government official identification number, company registration certificate, business certificate (such as custodian) including information on driving license or information on any other cards issued by government authorities, details regarding shares/securities holding (such as corporate holder, number of share/securities held, share/securities number, category, shareholding ratio), details on proxy (name, address of the proxy, name of the Company's independent director), information regarding voting at the meeting (such as your voting at each agenda whether you agree, disagree or abstain etc.)
- 2) **Contact Information** such as address, phone number, mobile phone number and/or e-mail
- 3) **Financial Information** such as information regarding bank account (such as account name, account number, name of the bank, swift code, account location) and/or information on the relevant contracts such as Share Purchase Agreement
- 4) **Sensitive Information** such as health information (for the purpose of screening and control of communicable or epidemic disease)

The Company will not collect, use and/or disclose sensitive personal data unless the Company has obtained an explicit consent from you or it is legally permissible to do so.

2. Purposes and legal ground which the Company relies on for the collection, use and/or disclosure of your personal data

Apart from obtaining your consent in the case that it is legally required, to collect, use and/or disclose your personal data for the following purposes, the Company may rely on or hold to (1) contractual basis - for entering into an agreement or executing an agreement with you or performing contractual obligations to you; (2) legal obligation basis - for the legal compliance of the Company; (3) basis of lawful benefit of the Company and third parties; (4) basis of protecting or preventing harm against the life, body, or health of a person; and/or (5) public interest basis - for the performance of duty in carrying out a task for the public interest of or the performance of duty in exercising the state's power or other legal grounds as permissible under the law on personal data protection (as the case may be):

- 1) Identity check and verification and proceeding as you requested
- 2) Holding the meeting of shareholders/securities holders and proceeding regarding voting and vote counting at the meeting of shareholders/securities holders
- 3) Preparing the register book of shareholders/securities holders or preparing title documents for holding or transferring, issuing of new share/securities certificate and/or splitting share/securities certificates for the sale and purchase and/or exchange of share/securities
- 4) Dividend payment to the shareholders/securities holders
- 5) Security and maintaining security for the Company's business
- 6) Compliance with rules, regulation and articles of association of the Company, including laws and/or legitimate orders of the courts, regulatory authorities, government agencies, and/or state organizations
- 7) Exercising of rights or protecting the legitimate interest of the Company as necessary, such as auditing and protecting fraud, crime or non-compliance with laws
- 8) Public interest for protecting third parties who are in the premises or places under the Company's supervision
- 9) Protecting or preventing harm against your life, body, health, or properties or those of third parties (as the case may be)

If you cannot provide the personal data as requested by the Company, the Company may not authorize your participation in the meetings held by the Company.

3. Disclosure or transfer of your personal data to third parties

The Company may disclose your personal data to the Company's business partners, securities depository, service providers (such as the company providing services on registration system and vote counting), consultants, law enforcing agencies, courts, state officials, state agencies, and regulatory authorities.

4. Transfer of your personal data to foreign countries

The Company may disclose or transfer your personal data to foreign countries with a personal data protection standard that is higher or lower than that of Thailand. The Company shall proceed per the procedures required by the law.

5. Period of Retention of Personal Data

The Company retains your personal data for as long as it is necessary to fulfil the purposes for which the Company collected it. The Company may retain your personal data longer if it is necessary for the Company's compliance with applicable laws.

6. Your rights as a data subject

Subject to the applicable laws and legal exemptions thereunder, you may have the rights to access to and obtain a copy of your personal data, to request the Company to disclose the acquisition of your personal data without your consent, to transfer, amend, erase, destroy, and anonymize your personal data, including to object and suspend the collection, use and/or disclosure of your personal data in certain cases. The Company may withdraw your consent in the case that the Company is relying on such consent. In addition, if you consider that the Company violates the

provisions of the law on personal data protection, you have the right to lodge a complaint to the relevant authority as prescribed by law.

7. Safety measure

The Company has prepared adequate personal data protection safety measure which includes administrative safety measure, technical safety measure and physical safety measure in relation to the access or control of the access to personal data to maintain the confidentiality, accuracy, and completeness, and readiness for the use of personal data for the purpose of avoidance of loss, access, use, change, amendment or disclosure of personal data without uthority or improperly.

8. Company contact information

Should you have any questions, inquiries, or requests to exercise the rights in relation to your personal data, please kindly contact the Company at

Nation Multimedia Group Plc.

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

Tel.: 0-2338-3289-90

E-mail address : corporate_secretary@nationgroup.com

-Translation-

12 April 2022

Subject : Invitation to the 2022 Annual General Meeting of Shareholders through electronic media (E-AGM)

Attention: Shareholders

- Enclosures:**
1. Copy of the minutes of the 2021 Annual General Meeting of Shareholders
 2. Definition of the Independent Directors
 3. Roles and responsibilities of Audit Committee
 4. Rules and procedures for nomination of directors
 5. Profiles of the persons being nominated as directors in place of those who are retiring due to the rotation
 6. Details the persons being nominated as auditors for the year 2022
 7. Articles of Association of the Company, Chapter 6 : Shareholders' Meeting
 8. Conditions, rules and procedures for attending shareholders' meeting through electronic media (E-AGM)
 9. Brief profiles of independent directors representing as proxies
 10. Information Memorandum on the Disposal of Assets re: the Sale of Ordinary Shares in Nation Broadcasting Corporation Public Company Limited (subsidiary)
 11. Report of the independent financial advisor in relation to the entering into the transaction of the Company which is considered as a disposal of assets (QR Code)
 12. Instructions for using the QR Code (QR Code) for downloading the invitation letter for the 2022 Annual General Meeting of Shareholders
 13. Registration form and the Annual Report 2021 (One Report) in QR Code format
 14. Proxy Form A Form B and Form C

Note: Shareholders can download the Proxy Form A Form B and Form C from the company website www.nationgroup.com

15. Questionnaire form for the 2022 Annual General Meeting of Shareholders

In view of the coronavirus (COVID-19) has not returned to normal, the Company is concerned with the health and safety of all shareholders. Therefore, the 2022 Annual General Meeting of Shareholders will be held in electronic format (E-AGM) under the rules and regulations in the epidemic situation of the viral COVID-19. However, if the shareholders are not convenient to attend the meeting via electronic media, the company recommends that you appoint an independent director as their proxy to attend the meeting on their behalf.

At the Board of Directors' Meeting of Nation Multimedia Group Public Limited Company (the "Company"), No. 2/2022 on March 4, 2022, resolved to call the 2022 Annual General Meeting of Shareholders, on April 29, 2022 at 2.00 p.m. in the form of meeting electronic media (E-AGM) according to The Royal Act on Electronic Conferencing, B.E. 2563. The agenda items to be considered are as follows:

Agenda 1 : To consider and certify minutes of the 2021 Annual General Meeting of Shareholders which was held on April 9, 2021

Facts and reasons: The 2021 Annual General Meeting of Shareholders held on April 9, 2021. The Company has already provided a copy of such report to the Stock Exchange of Thailand. In addition, the Company has published 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 Company's Board of Directors 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 2022 Annual General Meeting of Shareholders for their consideration approving the mentioned minutes.

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

Agenda 2 : To acknowledge the operating results of the Company for the year 2021

Facts and Reasons: The Company summarized its operating results and significant changes occurred in 2021 in the annual report 2021 (One Report), which is delivered to the shareholders in a QR Code form as in Enclosure 13.

The Opinion of the Board of Directors: The Board of Directors resolved to propose to the 2022 Annual General Meeting of Shareholders to acknowledge the Company's operating results in the year 2021.

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

Agenda 3 : To consider and approve the financial statements for the fiscal year ended December 31, 2021

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 and the auditor's audit report together with the annual report of the Board of Directors 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 ended December 31, 2021. The 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. Details were in the 2021 Annual Report (One Report) in the form of QR Code as per Enclosure 13.

The Opinion of the Board of Directors: The Board of Directors resolved to approve and deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the financial statements for the fiscal year ended December 31, 2021 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 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 ended December 31, 2021.

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 2021, the Company's financial statements had a cumulative loss from the consolidated financial statements is 3,476.95 million Baht and from the separate financial statement is 3,262.13 million Baht. Therefore, the Company is unable to pay dividends for its operating results for the year 2021 and cannot allocate its net profit as a legal reserve fund.

The Opinion of the Board of Directors: The Board of Directors considered and approve and deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider the omission of the allocation of net profits as a legal reserve fund and omission of the dividend payment for operating results of 2021 as the Company had 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 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 2022, three directors retired by rotation as follows:

- | | | |
|--------------------------------|----------|--|
| 1. Mr. Chaiyasit Puvapiromquan | Position | Independent Director,
Member of the Audit Committee |
| 2. Mr. Somchai Meesen | Position | Director
Member of the Nomination and
Remuneration Committee
Vice Chairman of Executive Committee |
| 3. Mr. Somboon Muangklam | 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 2022 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 2022 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 5. /

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 December 8, 2021 to February 8, 2022 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 approved and deemed appropriate to propose to the

2022 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. Chaivasit Puvapiromquan | Position | Independent Director,
Member of the Audit Committee |
| 2. Mr. Somchai Meesen | Position | Director
Member of the Nomination and
Remuneration Committee
Vice Chairman of Executive Committee |
| 3. Mr. Somboon Muangklam | 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 6 : To consider and approve the determination of remuneration of the Company's directors and sub-committees for the year 2022

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 2022 Annual General Meeting of Shareholders consider approving the remuneration of the Company's directors and sub-committees for the year 2022 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
	2022 (Proposed year)	2021	
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 : * 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 approved and deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve determining the remuneration of directors and the sub-committee of the Company for the year 2022 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 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 7 : To consider and approve the appointment of the auditors and the determination of audit fee for the year 2022.

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 2022 and proposed to the Board of Directors' meeting. The Board of Directors' Meeting approved to propose to the 2022 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 2022 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 4 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 4 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 2 year but never sign on the Company's financial statements

Details of the person who are nominated as auditors for the year 2022 are available in Enclosure 6.

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 2022 Annual General Meeting of Shareholders consider and approve the determination of the auditors' remuneration of the Company and its subsidiaries for the year 2022 totaling not exceed 3,210,000 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 790,000 baht due to the decreasing of audit fees in subsidiaries, as shown in the auditor's remuneration table as follows:

	Year 2022 (proposed year)	2021
Remuneration for the auditors of the Company and its subsidiaries	not exceed 3,210,000 Baht (for the Company and its 4 subsidiaries)	4,000,000 Baht (for the Company and its 4 subsidiaries and 1 Joint Venture)

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 approved and deemed appropriate to propose to the 2022 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.

Nevertheless, agenda 8 to 9 are relevant to one another. Therefore, the consideration of agenda 8 to 9 shall be conditional to one another. If any agenda as not been approved by the shareholders' meeting, other agenda which were considered and approved shall be canceled and deemed to have not been approved by the shareholders' meeting.

Agenda 8 : To consider and approve the purchase of 85,999,997 ordinary shares of NBC Next Vision Company Limited ("NNV"), or equivalent to 99.99 % of the registered capital of NNV and the lending of money to NNV to repay the loan to NBC in the amount of THB 221,300,000.

Facts and Rational : According to the Board of Directors' meeting No. 2/2022, held on 4 March 2022 has resolved to approve the purchase of 85,999,997¹ ordinary shares of NBC Next Vision Company Limited ("NNV"), or equivalent to 99.99 % of the registered capital of NNV, whereby NNV holds 60,000 shares in Nation Coffee, or equivalent to 60.00 % of the registered capital of Nation Coffee, at the price of THB 2.7875² per share, totaling THB 239,728,315 from Nation Broadcasting Corporation Public Company Limited ("NBC"); and the Company will lend money to NNV to repay NBC in the amount of THB 221,300,000. As a result, total investment in NNV equals THB 461,028,315.

The purchase of NNV's shares above is considered a transaction of asset acquisition of the Company and an asset disposal of NBC which falls under the case that the subsidiary of the Company agrees to enter into the disposal of asset (the "**Sale and Purchase of Ordinary Shares in NNV**") according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rule on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Asset B.E. 2547 (2004) dated 29 October 2004 (as amended) (collectively referred to as "**Notifications on Acquisition or Disposal of Assets**"). The size of the transactions is 35.15 % based on the total value of consideration criterion, which is the highest calculation criterion, based upon the consolidated financial statements for the year ended 31 December 2021 of the Company, audited by the certified public accountant of the Company, and when calculating other acquisition of assets transactions occurring in the past six months prior to the date on which the Board of Directors of the Company resolved to approve the entry into this transaction i.e. 3 transactions as follows:

¹ They are the number of shares held by NBC after the capital increase whereby NNV has a plan to increase the capital according to the conditions precedent of the entry into this transaction. On the date that the Board of Directors of the Company resolved to approve the purchase of NNV's shares on 4 March 2022 (before capital increase of NNV), NBC holds 79,999,997 shares in NNV, or equivalent to 99.99% of the registered capital of NNV before the capital increase.

² This is a share price after the capital increase of NNV whereby the total number of issued and paid-up shares after the capital increase equal 86,000,000 shares. The share price before the capital increase is equivalent to THB 2.9966 considered from the total number of issued and paid-up shares of 80,000,000 shares.

Transactions in the past 6 months	Transaction size (percent (%))
1. Additional investment of NBC in Happy Products and Service Company Limited ("HPS")	0.76
2. The Company incorporated the subsidiary: Khobsanam Company Limited	1.99
3. Nation News ("NN") acquired The People business ("The People")	2.13
Total	4.88

After including the Sale and Purchase of Ordinary Shares in NNV that the highest value calculated equals 35.15%, the total maximum value of the transaction shall be equivalent to 40.04 % as per the total value of consideration criterion, which is considered a transaction in Category 2 under the Notifications on Acquisition or Disposal of Assets, which is higher than 15 % but not exceed 50 %; therefore, the Company has an obligation to disclose information memorandum regarding the transaction to the Stock Exchange of Thailand (the "SET") and circulate the letter to notify the shareholders within 21 days from the date of disclosure to the SET which was already submit on March 28,2022

Moreover, the entry into the Sale and Purchase of Ordinary Shares in NNV is a purchasing or taking a transfer of the business of a private company to be owned by the company under Section 107 (2) (b) of the Public Limited Company Act B.E. 2535 (1992) (as amended) by which the transaction size is not necessary to be calculated and the Company is required to obtain approval from the shareholders' meeting of the Company with the votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

In this regard, the Board of Directors deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the authorization to the Executive Committee and/or the Managing Director and/or any other person assigned by the Executive Committee and/or the Managing Director to negotiate for the achievement of the purchase of NNV's shares transaction and to sign the shares purchase agreements and any other document relating to the purchase of NNV's shares transaction, including the authority to complete any action involved in completing the purchase of NNV's shares transaction.

Opinion of the Board of Directors : The Board of Directors has considered and approved and deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to approve the Company's purchase of 85,999,997 shares of NBC Next Vision Co., Ltd. ("NNV") of 85,999,997 shares or 99.99% of NNV's registered capital and the lending of money to NNV to repay the loan to NBC in the amount of THB 221,300,000 and the authorization to the Executive Committee and/or the Managing Director and/or any other person assigned by the Executive Committee and/or the Managing Director to take any action as mentioned above.

Remark : Resolutions of this agenda must be approved with a vote of at least three-quarters (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

In this regard, Miss Aura-Orn Akrasanee, the shareholder of the Company holding 409,995,000 shares or equivalent to 10.08 percent of all shares in the Company, who is also a director and management of NBC, is considered as having interest in this agenda and shall not be entitled to vote in this agenda.

Agenda 9 : To consider and approve the sale of 691,032,167 ordinary shares of Nation Broadcasting Corporation Public Company Limited (“NBC”), or equivalent to 61.4569 % of the sold shares of NBC.

Facts and Rational: According to the Board of Directors’ meeting No. 2/2022, held on 4 March 2022 has resolved to approve the sale of ordinary shares in NBC in the total amount of 691,032,167 shares or equivalent to 61.4569% of the total number of sold shares of NBC at the price of THB 1.30 per share, initially totalling THB 898,341,817.10 to Mr. Nattapong Seetavorarat and Mr. Boon-aue Chitthanon (the “Purchasers”).

The sale of the ordinary shares in NBC is considered a disposal of asset transaction of the Company (the “**Sale of Ordinary Shares in NBC**”) in accordance with the Notifications on Acquisition or Disposal of Assets, the size of which is equivalent to 90.63% based on the total value of consideration criterion, which is the highest calculation criterion, based upon the consolidated financial statements for the year ended 31 December 2021 of the Company, audited by the certified public accountant of the Company, and when calculating other disposal of assets transactions occurring in the past six months prior to the date on which the Board of Directors of the Company resolved to approve the entry into this transaction i.e. 3 transactions as follows:

Transactions in the past 6 months	Transaction size (percent (%))
1. Company’s disposal of Komchadluek Media Co., Ltd.	1.14
2. NNV waived its rights in the capital increase of Happy Products and Service Co., Ltd.	0.95
3. Krungthep Turakij Media Co., Ltd. sold shares in NAT Business Connect Co., Ltd.	0.20
Total	2.29

After including the Sale of Ordinary Shares in NBC that the highest value equals 90.63 %, the total maximum value of the transaction shall be equivalent to 92.91 % as per the total value of consideration criterion, which is considered a transaction in Category 1 under the Notifications on Acquisition or Disposal of Assets.

Details of the Purchasers

Name and last name	Mr. Nattapong Sitaworrarat
Shareholding in listed companies	Listed company / Numbers of shares / Percent / www.set.or.th One to One Contacts Public Company Limited/ 96,000,000 shares/ or 17.14% (as of 22 November 2021) Trinity Wathana Public Company Limited/ 22,000,000 shares/ or 10.2609% (as of 7 January 2022) Simat Technologies Public Company Limited 56,457,142 shares/ or 8.70% (as of 30 November 2021)
Current position	Being the Chief Executive Officer of Ruambud Company Limited and being a director in the following companies; 1. Paason Factory Company Limited (Operate the business of producing accessories from jewelleries and precious metals) 2. Paabutr Company Limited (Operate the business of accessories retailer) 3. Ruambud Company Limited (Operate the business of accessories retailer)

Name and last name	Mr. Booneua Jitthanom
Shareholding in listed companies	Listed company / Numbers of shares / Percent/ www.set.or.th One to One Contacts Public Company Limited/ 120,679,287 shares or 21.55% (as of 22 November 2021) Wow Factor Public Company Limited/ 390,781,375 shares or 3.20% (as of 16 March 2021) Simat Technologies Public Company Limited/ 11,901,800 shares or 1.84% (as of 30 November 2021)
Current position	Head Executive of Information Technology Service Group, Bank of Ayudhya Public Company Limited

Details of Information Memorandum of the disposal asset of Nation Multimedia Group Public Company Limited appear according to the Enclosure 10 and the Independent Financial Advisor's opinion report on the disposition of assets appears according to the Enclosure 11.

In this regard, the Board of Directors deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the authorization to the Executive Committee and/or the Managing Director and/or any other person assigned by the Executive Committee and/or the Managing Director to negotiate for the achievement of The sale of the ordinary shares in NBC transaction and to sign the shares purchase agreements and any other document relating to the sale

of the ordinary shares in NBC transaction, including the authority to complete any action involved in completing the sale of the ordinary shares in NBC to the Purchasers.

Opinion of the Board of Directors : The Board of Directors has considered and approved and deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to approve the sale of ordinary shares in NBC in the total amount of 691,032,167 shares or equivalent to 61.4569% of the total number of sold shares of NBC at the price of THB 1.30 per share, initially totalling THB 898,341,817.10 to the Purchasers and the authorization to the Executive Committee and/or the Managing Director and/or any other person assigned by the Executive Committee and/or the Managing Director to take any action as mentioned above.

Remark : Resolutions of this agenda must be approved with a vote of at least three-quarters (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

In this regard, Miss Aura-Orn Akrasanee, the shareholder of the Company holding 409,995,000 shares or equivalent to 10.08 percent of all shares in the Company, who is also a director and management of NBC, is considered as having interest in this agenda and shall not be entitled to vote in this agenda.

Agenda 10 : To consider and approve the addition of the objectives of the Company's from 24 items to 25 items and amendment of the Memorandum of Association No. 3 Re: Objectives of the Company from 24 items to 25 items

Facts and Rational: According to the Board of Directors' meeting No. 1/2022, held on 28 February 2022 has resolved to approve the amendment of memorandum of association no. 3 Re: Objectives of the Company from 24 items to 25 items by adding the objectives no. 25 as follows:

Article 25: Conducting the domestic and international traveling and tours business, the service and the arrangement of package tours, sale of the domestic and international air tickets and providing or booking the accommodation both domestically and internationally.

Opinion of the Board of Directors : The Board of Directors has considered and approved and deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to approve the addition of the objectives of the Company's from 24 items to 25 items and amendment of the Memorandum of Association No. 3 Re: Objectives of the Company from 24 items to 25 items.

Remark : Resolutions of this agenda must be approved with a vote of at least three-quarters (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

Agenda 11 : To consider and approve the amendment of the Company's name and the amendment of the Memorandum of Association No. 1 to be in line with the change of the Company's name.

Facts and Rational: According to the Board of Directors' meeting No. 2/2022, held on 4 March 2022 has resolved to approve the amendment of the Company's name and the amendment of the Memorandum of Association No. 1 to be in line with the change of the Company's name as follow;

- Change the company name from the old name to the new one. as follows

	Thai	English
Current	บริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)	Nation Multimedia Group Public Company Limited
New	บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)	Nation Group (Thailand) Public Company Limited

- Amend the Memorandum of Association of the Company No. 1. in order to comply with the change of the Company's name by using the following statement instead:
 "Clause 1. The Company's name is "บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)"
 And its English name is "Nation Group (Thailand) Public Company Limited" ✓

In addition, the Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve that a person authorized by the Board of Directors for registration of the amendment to the Memorandum of Association of the Company at the Department of Business Development, the Ministry of Commerce shall have a power to amend and provide statements to comply with the registrar's order.

Opinion of the Board of Directors : The Board of Directors has considered and approved and deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to approve the amendment of the Company's name and the amendment of the Memorandum of Association No. 1 to be in line with the change of the Company's name.

Remark : Resolutions of this agenda must be approved with a vote of at least three-quarters (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

Agenda 12 : To consider and approve the amendment of the Articles of Association of the Company No. 1, No. 28 and No. 49 in relation to the amendment of the Company's name.

Facts and Rational: According to the Board of Directors' meeting No. 2/2022, held on 4 March 2022 has resolved to approve the amendment to the Article 1, Article 28 and Article 49 of the Articles of Association of the Company as follows;

- (1) To amend Article 1 of the Articles of Association as follows:

From "Article 1. Words used in this articles of association shall have the following meaning unless specifically defined:

"Company" mean Nation Multimedia Group Public Company Limited;

"Registrar" mean registrar according to the law in relation to public company limited;

“Person” mean individual or juristic person”

To “Article 1. Words used in this articles of association shall have the following meaning unless specifically defined:

“Company” mean Nation Group (Thailand) Public Company Limited;

“Registrar” mean registrar according to the law in relation to public company limited;

“Person” mean individual or juristic person”

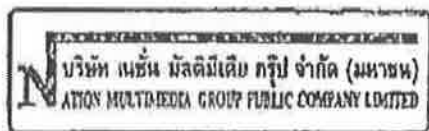
(2) To amend Article 28 of the Articles of Association as follows:

From “Article 28. 2 directors shall co-sign and affix the Company’s seal in order to bind the Company. The board of directors shall have a power to specify or amend the name of the directors who has an authority to sign to bind the Company.”

To “Article 28. 2 directors shall co-sign in order to bind the Company. The board of directors shall have a power to specify or amend the name of the directors who has an authority to sign to bind the Company.”

(3) To amend Article 49 of the Articles of Association as follows:

From “Article 49. The Company’s seal appears as affixed.”



To “Article 49. Cancelled”

In addition, the Board of Directors deemed appropriate to propose to the shareholders’ meeting to consider and approve that a person authorized by the Board of Directors for registration of the amendment to the Articles of Association of the Company at the Department of Business Development, the Ministry of Commerce shall have a power to amend and provide statements to comply with the registrar’s order.

Opinion of the Board of Directors : The Board of Directors has considered and approved and deemed appropriate to propose to the 2022 Annual General Meeting of Shareholders to approve the amendment of the Articles of Association of the Company No. 1, No. 28 and No. 49 in relation to the amendment of the Company’s name.

Remark : Resolutions of this agenda must be approved with a vote of at least three-quarters (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

Agenda 13 : 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 correctively 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.

We would like to invite the shareholders to attend the 2022 Annual General Meeting of Shareholders through electronic media (E-AGM) on the date and time stated above. This meeting will be held via electronic media (E-AGM) only, provided that the shareholder who desire to attend the meeting can register in advance from April 25, 2022 at 12:00 hrs

For appointing a proxy to an independent director of the Company Attending the meeting and voting on behalf of the shareholders can study the information of independent directors for the appointment of proxies. Details as in Enclosure 9 and using the Proxy Form Details are in Enclosure 14. Alternatively, shareholders can download Proxy Form A Form B or Form C from the Company's website at www.nationgroup.com. by choosing to use only one of the specified types together with evidence showing the rights to attend the shareholders' meeting Details are as shown in Enclosure 8. For the convenience of document verification. Shareholders can send the proxy form together with supporting documents to the address specified below by 5:00 PM on April 26, 2022.

Company Secretary
Nation Multimedia Group Public Company Limited
1854, Floor 9th, Debaratana Road, Bangna-Tai Subdistrict,
Bangna District Bangkok 10260

In case that shareholders have questions that require the company to clarification at the 2022 Annual General Meeting of Shareholders, the Company invites shareholders to submit questions in advance of the meeting date. By specifying the question with name, address, telephone number and e-mail address that can be contacted (if any) sent to the company by 5.00 p.m. on April 21, 2022 via the following channels:

- Send it to the company together with the proxy form
- e-mail : corporate_secretary@nationgroup.com

Shareholders can study the meeting through electronic media (E-AGM) and The Company's Articles of Association regarding shareholders' meetings details are as shown in Enclosure 7. This meeting using Electronic Devices (E-AGM) through the system of Digital Access Platform Co., Ltd. (DAP). For any queries, please forward your questions to the Company Secretary Section Tel. 02-338-3289 to 91

Please be informed accordingly.

Sincerely yours,
Nation Multimedia Group Public Company Limited

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

(Translation)
Minutes of the 2021 Annual General Meeting of Shareholders
Nation Multimedia Group Public Company Limited

Date, time, and venue of the Meeting:

The 2021 Annual General Meeting of Shareholders of Nation Multimedia Group Public Company Limited was convened on Friday, April 9, 2021, at 3.30 p.m, at the conference room, 9B Floor, Interlink Tower, Debaratna Road, Bangna-Tai Sub-district, Bangna District, Bangkok 10260.

Prior to the commencement of the meeting, Ms. Supawan Waraporn Tou and Mr. Achawin Suksi (the "Meeting Facilitator") were assigned by the Chairman of the Board to conduct the 2021 Annual General Meeting of Shareholders ("the Meeting") informed the Meeting that at present, the Company's registered paid-up capital is THB 2,156,024,291.86 divided into 4,067,970,362 ordinary shares, at the par value of THB 0.53 per share.

The Meeting Facilitator informed the meeting that at this 2021 Annual General Meeting of Shareholders, 28 shareholders attended the meeting in person, representing 1,496,273 shares, with 30 proxies attending the meeting. The total number of shareholders representing 2,430,839,430 shares, totaling 58 shareholders attending the meeting, holding 2,432,335,703 shares or 59.79 percent of the total issued shares of the Company, 4,067,970,362 shares, constituting a quorum according to the Company's Articles of Association.

Directors in attendance:

- | | | | |
|----|-----------------------|------------------|--|
| 1. | Mr. Marut | Arthakaivalvatee | Chairman of the Board of Directors |
| 2. | Mr. Apivut | Thongkam | Independent Director,
Chairman of the Audit Committee |
| 3. | Mr. Chaiyasit | Puvapiromquan | Independent Director,
Member of the Audit Committee |
| 4. | Mr. Thanachai | Santichaikul | Independent Director,
Member of the Audit Committee,
Chairman of the Nomination and Remuneration Committee |
| 5. | Mr. Somchai | Meesen | Director, Vice Chairman of Executive Committee, Member of the Nomination and Remuneration Committee |
| 6. | Mr. Ka Ming Jacky Lam | | Director, Member of the Nomination and Remuneration Committee |
| 7. | Mr. Jessada | Buranapansri | Director |
| 8. | Mr. Somboon | Muang Klam | Director |

8 Directors of a total 9 directors attended the meeting.

Director absent:

1. Mr. Shine Bunnag Director, Vice Chairman of the Board of Director, and Chief Executive Officer is at risk from the Covid-19 pandemic, therefore requesting self-quarantine for 14 days in order to demonstrate social responsibility.

Executives attending the Meeting

1. Ms. Warangkana Kalayanapradit Assistant Chief Executive Officer
2. Ms. Mathaya Osathanond Senior Vice President - Finance and Company Secretary
3. Ms. Natenapa Pusittanont Senior Vice President - Accounting

Auditors who sign the Financial Statements of the Company and Subsidiaries

Ms. Sasithorn Pongadisak from KPMG Phoomchai Audit Company Limited

Legal Counsel:

Mr. Sittiwate Jewsittipapai from
Hunton Andrews Kurth (Thailand) Company Limited

The Meeting Facilitator clarified the implementation of measures to prevent the spread of coronavirus (COVID-19) for organizing the meeting in accordance with the recommendations of the Department of Disease Control, Ministry of Public Health and practices according to the Company's good corporate governance policy regarding the protection of shareholders' rights fairly and equitably, as follows:

1. With the coronavirus pandemic (COVID-19) situation and with concern for the health of all shareholders attending the meeting, the Company asks for cooperation from all meeting attendees to act in accordance with the steps specified by the Company as follows.
 - 1) All participants must undergo body temperature screening before joining the meeting.
 - 2) Sit at a distance as specified by the company.
 - 3) Always wear a mask.
 - 4) Do not bring food and beverages into the meeting room.
 - 5) If a shareholder has questions on each agenda item, it is requested to write on the question paper with the name and surname whether it is a shareholder who attends the meeting in person or receives a proxy. Then, the paper shall be sent to the officer for the meeting operator (MC) to read the questions. Any shareholder who is inconvenient in writing questions could use the microphone provided by the Company at the back of the meeting room.
2. The Company provided opportunities for the shareholders to propose agenda for the 2021 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 30, 2020 to January 29, 2021.

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

3. The Company provided shareholders with opportunities to send in questions in advance of the 2021 Annual General Meeting of Shareholders via email: investor@nationgroup.com from March 23, 2021 to March 29, 2021 in order to allow time for members of the Board and executives to gather information and prepare information for the Meeting.

There was one shareholder submitting a question in advance, which the management would take to answer the question in Agenda 8 for the consideration of other matters specified for the shareholders to raise doubts about the Company.

4. The Company provided opportunities for shareholders who were unable to attend the meeting to appoint an independent director as their proxy in the Meeting. This year, independent director who was given authorization as proxy was Mr. Apivut Thongkam, Chairman of the Audit Committee, whose brief background is included in Attachment 5, of the invitation letter.
5. The procedures for vote casting at the Company's shareholders' meeting shall be in accordance with the Company's Articles of Association stated in Clause 35 and Clause 36 of Chapter 6 on "Shareholders' Meeting", which were attached to the meeting invitation letter sent to each shareholder in advance.

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."

For the 2021 Annual General Meeting of Shareholders, in voting on each agenda item, if there are no shareholders object or see it or otherwise, it shall be deemed that the meeting has a unanimous resolution approving and certifying the time as the Chairman proposed. However, if there are any agenda items that any shareholder disagrees with or abstains from voting, the shareholders shall be asked to raise their hands for the Company's officers to collect the ballots.

Shareholders who wish to vote to disagree or abstain will vote in the ballot that was distributed to the shareholders while registering before entering the meeting room. They have to mark in the given ballot based on the agenda item and sign on it every time. Then, the staff will collect the ballot cards and count the votes.

In the event as above shall include the event that the shareholders attend the meeting in person and by proxy. The chairman of the meeting will announce to the shareholders on each agenda item. The shareholders have votes equal to the number of shares they hold; hence, one share is equal to one vote. In case the shareholders do not give the ballots to the officers, the Company will count them as part of the approved votes. The mentioned practice applies to every agenda item except for Agenda No. 5: Appointment of Directors to replace Directors who retire by rotation. The meeting will apply

a voting method to elect individual directors. The company will collect every ballot card for transparency and in line with the good corporate governance policy.

6. Voting in the following manner. The voting will be considered void. It is considered as an invalid:

- 1) A ballot is marked with more than one slot
- 2) A ballot is with the intention of conflicting or do not show any intention;
- 3) A ballot has been modified and no signature has been issued.

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.

7. In giving opinions or questions, the shareholders have to be direct and in order to make the meeting efficient and it should not waste time for the public meeting. So, the company reserves the right to take appropriate action.

Preliminary proceedings

Mr. Marut Arthakaivalee, the Chairman of the Board of Directors, acted as the chairman of the meeting ("the Chairman"), said that on March 1, 2021 the Company had submitted the financial statements for year 2020 and March 3, 2021, the Company's securities has resumed trading then the Chairman opened the 2021 Annual General Meeting of Shareholders.

The Chairman assigned the Meeting Facilitator to conduct the meeting in accordance with the following agendas.

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

The Chairman assigned the Meeting Facilitator to present details to the Meeting.

The Meeting Facilitator notified the meeting that the 2020 Annual General Meeting of Shareholders held on September 9, 2020, and had prepared the said minutes of such meeting, completely correct and completed within the time prescribed by the law. It was also delivered to the Stock Exchange of Thailand ("SET") in due course. In addition, the Company has published the minutes of the meeting through the Company's website at www.nationgroup.com in order for the shareholders to acknowledge the minutes of the meeting and be able to verify its accuracy within a reasonable time. However, there is no objection or amendment and whatsoever. A copy of the minutes the 2020 Annual General Meeting of Shareholders in Enclosure 1 of the invitation letters to the meeting has been delivered to all shareholders.

In this regard, the Board of Directors having considered and viewed that the Minutes of the 2020 Annual General Meeting of Shareholders was recorded correctly, truthfully and completely. It was therefore deemed appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the said minutes.

The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

The Chairman therefore asked the shareholders' meeting to certify minutes of the 2020 Annual General Meeting of Shareholders which was held on September 9, 2020

Meeting resolution: The Meeting certified the minutes of the 2020 Annual General Meeting of Shareholders which was held on September 9, 2020 by the majority votes of the shareholders attending the meeting and casting their votes 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	2,451,195,103	99.96
Disapproved	955,000	0.04
Total Votes	2,452,150,103	100.00
Abstained	300	-
Invalid	-	-
Total attending votes	2,452,150,403	

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 19,814,700 shares, attending the meeting. Therefore, there were 59 shareholders and proxy holders, holding 2,452,150,403 shares in total, attending the meeting

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

The Chairman assigned the Meeting Facilitator to present details.

The Meeting Facilitator notified the meeting that the Company summarized its operating results and significant changes occurred in 2020, as details appeared in the 2020 Annual Report, which is delivered to the shareholders in a QR Code format as in Enclosure 10 of the invitation letter to the meeting at the company. In addition, the shareholders can learn more details from the MD&A report or the Management Discussion and Analysis that explained the operating results in detail in the annual disclosure report or the 56-1 form shown on the Company's website, as well as the website of the SET.

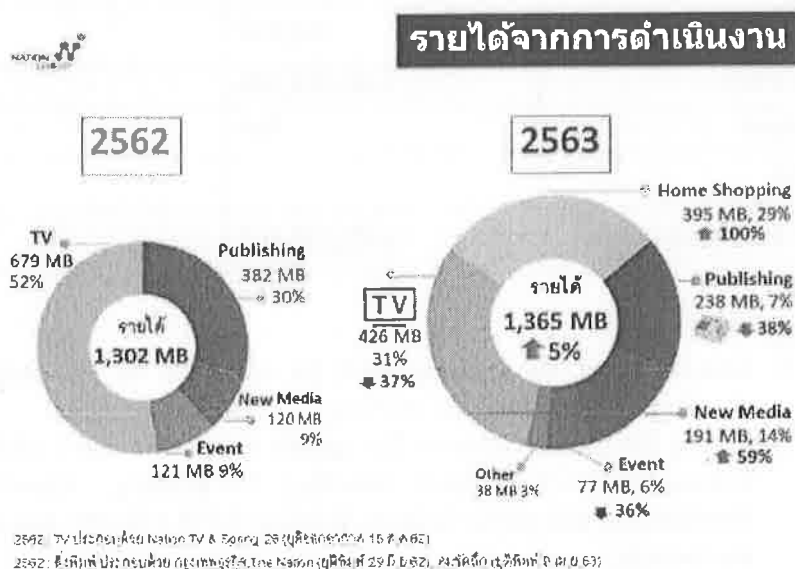
For actions in anti-corruption, the Company realizes the importance of conducting business with honesty and transparency by adhering to the principles of the Anti-Corruption Policy and Manual.

The Company realizes the importance of anti-corruption; therefore, it has expressed its intention and has been certified as a member of the Private Sector Collective Action Coalition Against Corruption (CAC) since 2017.

On September 30, 2020, the Thai Private Sector Anti-Corruption Coalition (CAC) endorsed the renewal of membership for the company for another 3 years until September 30, 2023. Demonstrating the commitment and confirmation, the Company realizes and gives importance to the establishment of an anti-corruption system that has been implemented continuously.

The Chairman invited Mrs. Warangkana Kalayanapradit, Assistant to Chief Executive Officer, to report to the shareholders to acknowledge the Company's performance report for 2020 and business plan for the year 2021.

Mrs. Warangkana Kalayanapradit, Assistant to Chief Executive Officer, as the person in charge of accounting and finance operations of the Company, reported that to understand the revenue structure of the Group in 2020, the Company would like to present and compare the revenue structure of the year 2019 with that of the year 2020 as follows.



Total revenue according to the consolidated financial statements for the year 2019 was 1,302 million Baht. The main revenue structure of the Group consisted of revenue from the digital TV business, revenue from the printing business, and revenue from the New Media and event businesses, which accounted for 52 percent, 30 percent, 9 percent, and 9 percent of total income, respectively. In 2019, there are significant changes, including:

1. The Company's subsidiary, Nation Digital Content Co., Ltd., has returned the digital TV license on Spring 26 (formerly NOW 26) in August 2019, and after that, Nation Digital Content Co., Ltd has shifted into providing information services through digital media. The return of the license resulted in a drop in revenue from digital TV businesses in 2020.
2. The Company changed the content presentation platform of The Nation newspaper from print media to full online format on June 29, 2019, resulting in a decrease in the revenue from the publishing business in 2020.

As for the revenue structure, according to the consolidated financial statements of the Company in 2020, the total income was 1,365 million Baht, an increase of 5% compared to the year 2019 due to the Group's new business revenue. It was adjusted according to the policy and strategy laid out for the online and business-to-customer (B2C) businesses. However, by the beginning of 2020, all businesses were affected by the COVID-19 pandemic. As a result, it reduced the revenue from the publishing business, summarizing the revenue structure for 2020 as follows:

- Revenue from the TV business is 426 million Baht, a 37 percent decrease compared to 2019.
- Revenue from home shopping, a new source of income generated in 2020 from an indirect subsidiary, NBC Next Vision Co., Ltd. (NNV), a subsidiary of NBC, has invested in Happy Products & Service Co., Ltd. (HAPPY) in January 2020, the Group began to earn this income equal to 395 million Baht or 29 percent of the total revenue in 2020.
- The printing business revenue was 238 million Baht, a 38% decrease compared to the year 2019 due to the impact of COVID-19, causing the Company to reduce the size of the organization and restructure the printing media. In addition, discontinuing printing of the "Kom Chad Luek" newspaper from April 9, 2020, and changing the platform to entirely online result in a decrease in the revenue from the publishing business to 7 percent of the total revenue of 2020.
- Revenue from the new media business was 191 million Baht, an increase of 71 million Baht, or an increase of 59 percent from 2019, accounting for 14 percent of total revenue. It results from the platform adjustment of "The Nation" and "Kom Chad Luek" newspapers and an increase in revenue from all online media platforms and brands.
- Event income in 2020 decreased to 77 million Baht, a decrease of 44 million Baht or 36 percent from 2019, which was 121 million Baht due to the COVID-19 situation. Therefore, it resulted in the Group being unable to organize activities as planned.

The operating results in 2020 were as follows:



The Group's total income was 1,365 million Baht, an increase of 5 percent compared to the year 2019 at 1,302 million Baht, while the expense in 2020 was 1,513 million Baht, a 17 percent decrease compared to the year 2019 at 1,815 million Baht. The Company has operating losses before extra items totaling 148 million Baht, which has a decrease in loss from the year 2019 with the loss before extra items at 513 million Baht. But when including extra items, such as income differences from the return of the digital TV channel license of Spring 26 amounted to 331 million Baht. The profit from the disposal of investment of Nation International Edutainment Public Company Limited or NINE was in the amount of 180 million Baht, resulting in a net loss of 2 million Baht in 2019.



งบแสดงฐานะการเงินรวม

หน่วย : ล้านบาท

	2563	2562
สินทรัพย์รวม	1,554	1,349
สินทรัพย์หมุนเวียน	460	404
สินทรัพย์ไม่หมุนเวียน	1,094	945
หนี้สินรวม	1,226	979
หนี้สินหมุนเวียน	1,016	743
หนี้สินไม่หมุนเวียน	210	236
ส่วนของผู้ถือหุ้น	328	370
ส่วนของผู้ถือหุ้น - ส่วนของบริษัทใหญ่	106	241
ส่วนได้เสียที่ไม่มีอำนาจควบคุม	222	129

For the consolidated financial statements for the year ended December 31, 2020, the Group had total assets of 1,554 million Baht, increasing 205 million Baht from 2019 at 1,349 million Baht. Since, as a subsidiary, Nation Broadcasting Corporation Public Company Limited or (NBC) received cash from a capital increase in 2020. Non-current assets increased from the list of rights-of-use assets as a result of the change to Thai Financial Reporting Standards No. 16 regarding lease agreement effective from January 1, 2020. As a result, the Company had to record such rights-of-use assets in the financial statements over the term of the agreement and, at the same time, to record the lease liabilities as well.

The group had total liabilities of 1,226 million Baht, increasing 247 million Baht from 2019 to 979 million Baht. It was due to an increase in short-term loan items and an increase in lease liabilities in accordance with the new accounting standard.

NMG Group strategies and business plans for the year 2021



Mrs. Warangkana Kalayanapradit, Assistant to Chief Executive Officer, reported to the Meeting of the corporate strategies and business plans in 2021 that the businesses of the companies under "Nation Group" have been the platform to provide content as the strength of the Company from the past to the present. The Group always holds that "Content is King" and determines its strategic policy to use its brand and adopts the Content and Community to be a strategy for many years until the present. However, the change in technological innovation caused consumer behavior to change. As a result, the Group has changed its strategies from relying on traditional print media or digital TV to be modified or transformed into the digital world. The Group focuses on building new platforms, not just a website, but entering into all platforms, including Facebook, YouTube, Line, IG, Twitter, and Tik Tok, as a new application.

In addition, the Group has the policy to adjust the technology infrastructure that will support the Group's online business sustainable growth. The Group would focus on Big Data and get into the B2C businesses, started in early 2020, which was the home shopping business under the name Happy Shopping and travel business, as one of the B2C businesses. But at present, the existing shareholders requested to buy back the tour business to operate by themselves, so only Happy Shopping remains with the Group.

However, the Group has put in place a strategy to focus on serving the Company's shareholders, customers, and patrons by providing call center services, both voice, and non-voice. The new business that the Group has jointly invested with a subsidiary is a coffee shop business under the name Nation Siam Coffee, which was expected to open its first store in April 2021 at the Nation office building, 1st floor. This shop will be a model as a business study that needs to be learned comprehensively for the Group to expand its branches in the future. In the first year, the management plans that ten coffee shops will be opened to serve as a hub for connecting services and keeping in touch with all customers and stakeholders of the Group in the future. It is in accordance with the strategic plan that the Company and the Group will move forward.

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The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

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

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

The Chairman assigned the Meeting Facilitator to present the details of this agenda to the Meeting.

The Meeting Facilitator informed the meeting that 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 had prepared the separate financial statements and the consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2020 which had been audited by the certified public accountant of the Company, reviewed by the Audit Committee, and approved by the Board of Directors' meeting that they were accurate according to the financial reporting standards, as detailed in the 2020 Annual Report, which the Company had already delivered to the shareholders in the form of QR Code in Attached Document No.10 of the invitation letters to the meeting has been delivered to all shareholders.

The Board of Directors considered and deemed it appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the financial statements for the accounting period ended December 31, 2020.

The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

The Chairman asked the Meeting to consider and approve the Company's financial statements for fiscal the year ended December 31, 2020.

Meeting resolution: The Meeting approved the Company's financial statements for the fiscal year ended December 31, 2020, by the majority votes of the shareholders attending the meeting and casting their votes 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	2,451,195,103	99.96
Disapproved	955,300	0.04
Total Votes	2,452,151,403	100.00
Abstained	-	-
Invalid	-	-
Total attending votes	2,452,151,403	

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 shareholder, holding 1,000 shares, attending the meeting¹. Therefore, there were 60 shareholders and proxy holders, holding 2,452,151,403 shares in total, attending the meeting.

Agenda 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 ended December 31, 2020.**

The Chairman assigned the Meeting Facilitator to present the details of this agenda to the Meeting.

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 percent 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 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.

The Chairman provided shareholders with opportunities to raise questions

Mrs. Warunee Thippayachai, a shareholder attending the meeting in person, inquired about the solution to the company's accumulated loss that has been losing consecutively for 5-6 years. At present, the accumulated loss is more than 3 billion baht. She would like to know when the shareholders would receive dividends.

Mr. Somchai Meesen, Vice Chairman of Executive Committee, informed the meeting that apart from the question of Mrs. Warunee Thippayachai above, there was another shareholder who sent questions about the plan to resolve the Company's accumulated loss as well. Therefore, the meeting facilitator was requested to read the question of the said shareholder as it is the same matter.

The Meeting Facilitator read the question of Mr. Sathaporn Phangnirand, the self-registered shareholder, about how the management and the Board of Directors planned to manage the accumulated loss.

Mr. Somchai Meesen, Vice Chairman of Executive Committee, explained that the Board of Directors and all executives are sympathetic and aware that shareholders who have bought shares of the Company and co-founded the Company hope for a return in the form of dividend. It is normal for every company. However, he informed the shareholders that the current Board of Directors and the management team took over the management from the former management, causing the Company to have accumulated losses for many years. During the past three years that the current committee members have taken over and some have recently held positions, they have tried to manage the losses and a considerable amount of debt. As of the end of 2017, the Company had total liabilities of approximately 3,935 million Baht. Within three years that the current Board of Directors and management have taken over, the debt burden has been dramatically reduced by approximately 2,700 million Baht, with the remaining liabilities of 1,226 million Baht.

As for the correction of a Company's accumulated loss, there is a financial model that most companies would consider namely capital reduction and capital increase, in order to enable the Company to pay dividends in the future. The Company's directors are well aware that capital reduction and the capital increase would have an impact on the shareholders. However, especially for minor shareholders, such impacts must be carefully considered and must not be too disturbing to them.

Therefore, the Company's directors and executive directors have to try to earn income from their operations. Also, they have a policy for each business line that tries to manage their business under the operating results so that they do not affect the cash flow without the need for external borrowing. Therefore, the Company would like to ask the shareholders to understand the current Company's directors and management that they have tried to manage by earning more income. But when acquiring it, it must be used to pay off the debt arising from the past that the former management created. Thus, to solve accumulated loss, the Company may need to consult with the major shareholders to seek solutions jointly. However, due to the current economic downturn and the COVID-19 pandemic, businesses in every industry, including all shareholders, have been affected. Hence, it has an impact on the performance of the companies in the Group as well. Therefore, initially, it was expected that the Company should have more income from operations and activities.

Nonetheless, the management would like to have more time to consider a plan for amending the retained loss of the Company to have the least impact on its shareholders.

Mrs. Warunee Thippayachai, a shareholder attending the meeting in person, asked the following questions:

1. As she knew that a subsidiary of the Company had bought a hotel business which is not the main business of the Group; therefore, she would like to know the reason for this acquisition despite the liability of approximately 1,200 million Baht.
2. She asked the Company to report on the disposal of the assets in the past of group of companies that had been sold and for the appraisal price and the disposed price. It is noted that the price sold may be lower than the market price.

Mr. Somchai Meesen, Vice Chairman of the Executive Committee, clarified as follows:

1. The Company and its subsidiaries did not purchase any hotel business as the shareholder inquired.
2. In the case of selling assets in the past, the Company has reported information and details of the disposal of assets to the Stock Exchange of Thailand for the shareholders to know every time. Therefore, the selling price of the assets was fair, not too high, and not too low. In addition, although the disposal of such assets is unable to pay all debts, it causes a significant reduction in the Company's liability, as the Meeting had been informed already.

No shareholder asked any questions or comments.

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 from the operating results for the year 2020 ended December 31, 2020.

Meeting resolution: The Meeting approved 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, with the majority votes of the shareholders attending the meeting and casting their votes 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	2,451,195,103	99.96
Disapproved	955,300	0.04
Total Votes	2,452,151,403	100.00
Abstained	-	-
Invalid	-	-
Total attending votes	2,452,151,403	

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

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

The Chairman assigned the Meeting Facilitator to present the details of this agenda to the Meeting

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.

Currently, the company is a total of 9 directors. In the 2021 Annual General Meeting of Shareholders, there are 3 directors who retire by rotation as follows;

1. Mr. Thanachai Santichaikul

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

Holding the position until now for about 2 years and 2 months with experience knowledge and expertise in finance and accounting.

2. Mr. Ka Ming Jacky Lam

Position: Director, Member of the Nomination and Remuneration Committee

Holding the position until now for about 2 years and 2 months with experience, knowledge in business administration.

3. Mr. Jessada Buranapansri

Position: Director

Holding the position until now for about 4 months with experience, knowledge in business administration and finance.

In addition, the Company provides an opportunity for shareholders to nominate persons to be director through the Company's website during November 30, 2020 to January 29, 2021. There is no shareholder nominating any person to be considered as the Company's director.

The Board of Directors, by the consideration and suggestion of The Nomination and Remuneration Committee which 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 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, they shall remain in office for a consecutive period of not more than nine years in accordance with the principles of good corporate governance.

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.

Therefore, it is deemed appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the re-election of directors who had to retire by rotation to serve as directors and sub-committees for another term.

The Chairman informed the meeting that in this agenda item, Mr. Thanachai Santichaikul, Mr. Ka Ming Jacky Lam and Mr. Jessada Buranapansri are directors who completed their term and were considered stakeholders of this item. The three directors therefore temporarily left the meeting room during the consideration of voting on this agenda to ensure transparency.

The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

The Chairman, therefore, requested the shareholders' meeting to consider and vote to approve the appointment of 3 directors who had to retire by rotation to return to serve as directors of the Company for another term. In order to be transparent and in line with the good corporate governance policy, the Company asked the shareholders' meeting to consider voting for each director individually and collect all ballots, in case that the shareholders did not hand out ballots to the staff, which would be counted as part of the vote to agree.

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

- 5.1 Approved the appointment of Mr. Thanachai Santichaikul to resume his position as an Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee for another term by the majority votes of the shareholders attending the meeting and casting their votes 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	2,450,176,103	99.96
Disapproved	955,000	0.04
Total Votes	2,451,131,103	100.00
Abstained	1,020,300	-
Invalid	-	-
Total attending votes	2,452,151,403	

- 5.2 Approved the appointment of Mr. Ka Ming Jacky Lam to resume his position as a Director and Member of the Nomination and Remuneration Committee for another term by the majority votes of the shareholders attending the meeting and casting their votes 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	2,450,176,103	99.96
Disapproved	955,000	0.04
Total Votes	2,451,131,103	100.00
Abstained	1,020,300	-
Invalid	-	-
Total attending votes	2,452,151,403	

5.3 Approved the appointment of Mr. Jessada Buranapansri to resume his position as a Director for another term by the majority votes of the shareholders attending the meeting and casting their votes 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	2,450,176,103	99.96
Disapproved	955,000	0.04
Total Votes	2,451,131,103	100.00
Abstained	1,020,300	-
Invalid	-	-
Total attending votes	2,452,151,403	

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

The Chairman invited the three directors who completed the terms to leave the meeting room temporarily to return to the meeting room.

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

The Chairman assigned the Meeting Facilitator to present the details of this agenda to the Meeting.

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 company has a policy that the Nomination and Remuneration Committee (NRC) of the Company is responsible for screening and selecting the directors and considering the directors' remuneration, which the NRC has considered the directors' remuneration with the particular criteria for screening appropriateness of various factors by comparing the same industry and the average compensation according to similar business sizes along with the business expansion.

The NRC had deliberately considered and determined the directors' and sub-committees' remuneration for the year 2021 in the amount of 2,400,000 Baht, which is the same amount as in the previous year and will be paid by quarterly (excluding the meeting allowance of the Nomination and Remuneration Committee, which will be determined in each time), as follows:

Position	Remuneration Rate	Unit
Chairman of the board of Directors	400,000	Baht / year
Chairman of the Audit Committee	400,000	Baht / year
Member of The Audit Committee (2 persons)	300,000	Baht/person/year
Independent Director	200,000	Baht / year
Non-executive director (3 persons)	200, 000	Baht/person/year
Executive Director (2 persons)	200,000	Baht/person/year

For the remuneration of the Nomination and Remuneration Committee for the year 2021, the Company proposed the meeting to be paid allowances per time at the same rate as in 2020 as follows.

Position: Chairman of the Nomination and Remuneration Committee 20,000 Baht per time

Position: Member of Nomination and Remuneration Committee for 2 persons each 10,000 Baht per time

The Board of Directors by the consideration and suggestion of the Nomination Remuneration Committee considered and deemed it appropriate to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the remuneration of the directors and sub-committees for the year 2021 with details as proposed above.

The Chairman provided the opportunity to shareholders to ask questions and make comments.

No shareholder asked any question or comment.

The Chairman requested the shareholders' meeting to approve the remuneration of the Company's directors and sub-committees for the year 2021.

Meeting resolution: The Meeting approved the determination of the remuneration of the Company's directors and sub-committees for the year 2021, as proposed by no less than two-thirds (2/3) of the total votes of the shareholders attending the meeting.

Shareholders' voting	Number of votes (1 share = 1 vote)	Percentage of total votes of the shareholders attending the meeting and had the right to vote
Approved	2,451,431,103	99.97
Disapproved	700,300	0.03
Abstained	20,000	
Total Votes	2,452,151,403	100.00
Invalid		
Total attending votes	2,452,151,403	

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

The Chairman assigned the Meeting Facilitator to present the details of this agenda to the Meeting.

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 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 CPA Registration 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 CPA Registration 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 CPA Registration No. 5565 (being the Company's auditor for 1 year

Hence, Mrs. Sasithorn Pongadisak will be the certified auditor for the Company's financial statements for the fourth year. The details of the person nominated as an auditor for 2021 appear in Enclosure 7 of the meeting invitation letter which the Company had already sent to the shareholders.

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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. There are no auditors above, who perform their duties for more than seven years.

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.

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 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 (proposed year)	2020
Remuneration for the auditors of the Company and its subsidiaries	not exceed 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 with in the previous year.

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 below. The determination of the remuneration of the Company's auditors and its subsidiaries for the year 2021 shall be in the total amount not exceeding 4,000,000 Baht with the details proposed above.

The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

Mrs. Warunee Thippayachai, a shareholder attending the meeting in person, asked if the audit fee for the year 2021 was too high or not. She proposed that the Company should open bidding to hire an auditor who is likely to receive fair and not too high compensation, with a period of 3 years of the audit. In this regard, I would like to know why the Company would continue to use the auditor service from KPMG Phoomchai Audit Company Limited. Since in the 2020 Annual General Meeting, there was a shareholder proposing to change the new auditor due to unrealistic accrued income for the years 2015-2016.

In addition, she would like to know the progress of the lawsuit that the Company proceeded with and what the progress was.

Mr. Somchai Meesen, Executive Vice President, clarified as follows:

1. In the case of audit fees, the Board of Directors and the management are of the opinion that the audit fee for the year 2021 of 4,000,000 Baht is not too high due to a decrease from 2020 at the amount of 540,000 Baht from the restructuring of the Company's subsidiaries. For advice on recruiting auditors by the auction opening method, the management requested for consideration.
2. The Company continues to appoint KPMG Phoomchai Audit Co., Ltd. to be the auditor for 2021 because KPMG has investigated the accrued income cases that are not true. It is to ensure continuity and to be aware of issues that need to be careful.

For the progress of the case regarding unrealistic accrued income, it can be summarized as follows:

1. For the civil case against the former director/management company against unreal accrued income in February In 2019, the company filed a lawsuit against three former directors/executives, namely, Mr. Sermsin Samalapa, the first defendant, Ms. Duangkamol Chotana, the second defendant, and Mr Supot Piensiri, the third defendant. The three defendants jointly recorded the accounts that were contrary to the accounting standards and the law. As a result, it caused the Company to be damaged by demanding that the three defendants together pay damages of 63.36 million Baht plus interest at the rate of 7.5 percent per annum on the principal amount by counting from the date of filing until the Company receives all indemnities.

On December 18, 2020, the Court of First Instance issued a judgment dismissing the case on the first defendant. It convicted the second defendant and the third defendant of paying compensation of 36.53 million Baht with 7.5 percent interest per annum from the filing date until the date the company will receive compensation in full. The second defendant and the third defendant had appealed against the judgment of the First Instance Court.

The Company assigned a legal advisor to exercise the right to appeal the judgment of the Court of First Instance on April 8, 2021, by requesting the Appeal Court to judge the first defendant jointly liable with the second defendant and the third defendant in compensation for the Company. The Company disputed its judgment in determining the damages from the Court of First Instance for the damages totaling 36.53 million Baht. But the Company had requested at the end of the lawsuit, amounting to 63.36 million Baht. So, the Appeal Court is currently considering the case.

2. For the labor case that the former executives have accused the company of terminating the employment unfairly, this case is due to the termination of the Company, Mr. Supoth Piensiri, former senior vice president of the Company's accounting department. The company detected that the accrued income was not actual and did not comply with the accounting principles. Later in September 2018, Mr. Supoth filed a lawsuit against the Company to the Central Labor Court, claiming that the Company had unfairly terminated and claimed damages amounting to 47.82 million Baht.

On April 30, 2019, the Central Court sentenced the plaintiff to dismiss the complaint. The company did not terminate the employment unlawfully and unfairly. It is not required to pay legal

compensation due to the plaintiff's deficiency of his duties and violation of the work regulations or the employer's regulations. Later, on February 17, 2020, the plaintiff appealed to the Court of Appeal for Specialized Cases. The judge rejected the plaintiff's appeal for consideration, and the plaintiff further filed an appeal for the petition to the Supreme Court. However, on February 8, 2021, the Supreme Court ruled against the petition and, on February 10, 2021, issued a letter certifying that the case was finally terminated.

3. For criminal prosecution against former directors/executives regarding unreal accrued income, the Company filed a letter to the Securities and Exchange Commission ("Office of the Securities and Exchange Commission: SEC") from October 2018. It requested SEC to undertake an audit and legal action against relevant persons in case of recording unrealized income in the Company's 2015-2016 financial statements.

The SEC examined the documents and invited relevant persons to inquire about more facts. In 2019, the Office of the SEC suspended the auditor's approval who signed the Company's financial statements from being an auditor in the capital market for a period of 2 years.

Currently, the SEC is in the process of further investigation to accuse other persons involved in such a cases.

No shareholder asked any question or comment.

The Chairman requested the shareholders' meeting to approve the appointment of the auditors and the determination of audit fee for the year 2021.

Meeting resolution: The Meeting approved the appointment of the auditors of the Company and its subsidiaries from KPMG Phoomchai Audit Co., Ltd. for the year 2021. Any one of the auditors proposed above shall audit and express an opinion on the financial statements of the Company and its subsidiaries. The remuneration of the auditors determined for the year 2021 of the Company and its four subsidiaries and one joint venture is 4,000,000 Baht. The majority of votes of the shareholders who attended the meeting and casting their votes 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	2,450,431,103	99.97
Disapproved	700,300	0.30
Total Votes	2,451,131,403	100.00
Abstained	1,020,000	-
Invalid	-	-
Total attending votes	2,452,151,403	

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

Agenda 8: Any other matters (if any)

The Chairman assigned the Meeting Facilitator to present the details of this agenda to the Meeting.

The Meeting Facilitator informed the Meeting that the Board of Directors sets this agenda item in order for the shareholders to raise questions about the Company.

In this regard, the Company provided an opportunity for shareholders to submit questions in advance for the 2021 Annual General Meeting of Shareholders via email: investor@nationgroup.com from March 23, 2021, to March 29, 2021. There was one shareholder, Mr. Tatthep Phienphasuk, who sent the question that regarding the Extraordinary General Meeting of Shareholders No.2/2018 on Tuesday, June 19, 2018. He inquired the Company about the remedy for shareholders affected by their inability to trade the NMG-W3 until their expiration due to the company's securities being marked SP. At that time, Mr. Marut Arthakaivalvate, Chairman of the Board, informed the meeting that he would find a solution. Therefore, Mr. Tatthep wanted to ask if there would be any remedial measures and whether there would be a guideline or compensation for the shareholders or not. If there was a remedy or compensation to the shareholders, and when the action would be taken.

Mr. Marut Athakaivalvatee, Chairman of the Board, clarified that according to the company allocated 5-year NMG-W3 to shareholders in 2013, the first exercise date was on December 15, 2013, and expired on August 20, 2018. From March 2, 2018, to March 2, 2021, the Company's securities were marked with SP, making the NMG-W3 unable to be traded until the expiration.

The Company will try to find remedial measures in the future. As a result of the year 2020 COVID-19 impact and together with the economic recession, experienced a severe impact on both the public and business sectors in all industries. The Company was also affected and needed to scale its businesses accordingly. For example, it terminated the production of Kom Chad Luek newspaper in April 2020 by switching to online media instead. The Company plans to expand the business of the Group to reach more customers (B2C), as well as to control costs and reduce expenses continuously in order to increase the business potential of the Group. The company expects that in this year 2021, the Company will be able to operate its business fully and discuss with the board to consider the possibility of remedies.

Mr. Vitoon Naluan, the self-attending shareholder, suggested that the civil case that the Company prosecuted the three former executives, and the Court of First Instance made a judgment as Mr. Somchai Meesen informed the Meeting. He agreed that the Company appealed the judgment, especially the appeal of the first defendant to be jointly liable for damages.

In addition, he inquired about the Company's coffee shop business as it would need investment. So, he wondered how the Company could meet the market demand and compete with other big coffee brands to acquire customers. Particularly, during the situations where the COVID-19 pandemic surged back again, he asked from where the sources of funds were obtained as the company still has accumulated losses of more than 3,500 million Baht

Mr. Somchai Meesen, Vice Chairman of the Executive Committee, thanked Mr. Vitoon Naluan for his concerns and comments about the appeal of the lawsuit

For the coffee business, it is a joint investment between the Company and a subsidiary of Nation Broadcasting Corporation Public Company Limited (NBC) for 10 million Baht. It is expected to start with the first branch under the office building rented by Nation Group as a model shop for learning about coffee business management. It is also a benefit that the Company gives the employees who can buy coffee at an affordable price and provides services to those who contact the company. However, if the COVID-19 situation is resolved, the company will consider expanding the coffee shop business to other locations. In addition, doing a coffee shop business will be a business that the Company, and its subsidiaries expand into a B2C business by selling products of the Group. Also, it is an outlet that the audiences of the Nation group can purchase products and services from the store through online channels. However, the management will continue to take the observations of the shareholders for the best improvement.

Mrs. Warunee Thippayachai, a shareholder attending the meeting in person, inquired about the educational background and expertise of Mr. Ka Ming Jacky Lam, the Company's director. She proposed to recruit persons with expertise in social media.

Mr. Ka Ming Jacky Lam clarified that he was a graduate from Hong Kong and had already been appointed as a director of Nation International. Edutainment Public Company Limited (NINE).

Mr. Marut Athakaivalvatee further clarified that Mr. Ka Ming Jacky Lam graduated from Hong Kong and is a person who has worked in Thailand for more than 30 years and has a wide understanding of various businesses. The Company, therefore, has invited him to help advise and share work experiences. In addition, throughout the period that Mr. Ka Ming Jacky Lam took over as a director and member of the Nomination and Remuneration Committee of the Company, he has consistently performed well in his duties.

No shareholder asked any question.

Mr. Marut Athakaivalvatee thanked the shareholders, proxies, and all attendees who attended the meeting today. He wishes all shareholders to Stay safe from COVID by keeping their distance, wear a surgical mask, and wash their hands with alcohol gel at all times. He declared the meeting adjourned at 17.00 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

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.

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.

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 2022, 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 December 8, 2021, to February 8, 2022, 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.

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

Name : Mr. Chaiyasit Puvapiromquan

Position : Independent Director , Member of the Audit Committee

Age : 80 Years

Address : 1059 Soi On Nut 46, Suan Luang Subdistrict, Suan Luang District,
Bangkok 10250



Education Qualification:

- Master of Political Science, Sukhothai Thammathirat Open University
- Bachelor of Science Physics, Srinakarinwirot University

Training Course (s):

Thai Institute of Directors Association (IOD)

- Directors Accreditation Program (DAP) 2015

King Prajadhipok's Institute

- Advanced Certificate Course in Management of Public Economics

Experience

Position held in listed companies

September 28, 2017 – Present

Independent Director and Audit Committee
Nation Multimedia Group Plc.

2011- Present

Director
Master Ad Plc.

Director of other non - listed company

2012 - Present

Audit and Evaluation Committee
Bansomdejchaopraya Rajabhat University

No. of Shares Held as at March 22, 2022

: -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 2021

Holding the post of the Company's Director	The Meeting Attendance in 2021		
As of December 31, 2021	Board of Directors	Audit Committee	Annual General Meeting
4 Years 3 months (Appointed as a director since September 28 , 2017)	5/5	5/5	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
1	- Director Master Ad Plc.	1	- Audit and Evaluation Committee Bansomdejchaopraya Rajabhat University	-	-

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

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

Name : Mr. Somchai Meesen

Position : Director, Member of Nomination and Remuneration Committee,
and Vice Chairman of the Executive Committee

Age : 54 years

Address : 2552/149 Ideo Mobi Sukhumvit 66, Sukhumvit Road, North Bangna,
Bangna, Bangkok 10260



Education Qualification:

- Master of Political Science (Politics), Thammasart University
- Bachelor of Arts (History), Chiang Mai University

Training Course (s):

Thai Institute of Directors Association (Thai-IOD)

- Director Accreditation Program (DAP) Class 161/2019

Experience:

Position held in listed companies

June 26, 2020 - Present	Nomination and Remuneration Committee Nation Multimedia Group Plc.
March 24, 2020 - Present	Vice Chairman of the Executive Committee Nation Multimedia Group Plc.
July 4, 2018 - Present	Chairman of the Nation Foundation Nation Foundation
January 3, 2018 - Present	Director and Executive Committee Nation Multimedia Group Plc.
April 1, 2020 - Present	Independent Director Global Power Synergy Pcl.

Position held in other non- listed companies

June 15, 2019 - Present	Director Nation Digital Content Co., Ltd.
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No. of Shares Held as at March 22, 2022

-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	- Yes -
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 2021

Holding the post of the Company's Director	The Meeting Attendance in 2021		
As of December 31, 2021	Board of Directors	Nomination and Remuneration	Annual General Meeting
4 Year (Appointed as a director since January 3 , 2018)	5/5	1/1	1/1

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

Listed Company		Non Listed Company		Rival incorporation	
No.	Type of Director	No.	Type of Director	No.	Type of Director
1	- Independent Director Global Power Synergy Plc.	1	- Director Nation Digital Content Co., Ltd.	-	-

Type of Nominated Director: Director and Member of the Nomination and Remuneration Committee and Vice Chairman of the Executive Committee

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

Name : Mr. Somboon Muangklam

Position: Director

Age : 70 years

Address: 104/12 Moo 9 , Bang Kruai Subdistrict, Bang Kruai District, Nonthaburi

Education Qualification:

- Thai Bar Association, Institute of Legal Education of the Thai Bar Association
- Bachelor of Laws, Ramkhamhaeng University

Training Course (s):

-None-

Experience:

Position held in listed companies

October 29,2020 - Present	Director Nation Broadcasting Corporation Pcl.
August 19,2020- Present	Director Nation Multimedia Group Pcl.
April 23, 2018 – Present	Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee Forth Corporation Plc.

Position held in other non- listed companies ไม่ตรง

2017 – Present	Advisor Thailand professional qualification institute (Public Organization)
2014 – Present	Bangkok Metropolitan Members Bangkok Metropolitan Council
2009 – Present	Honorary Director The Institute for the Promotion of Teaching Science and Technology (IPST)

No. of Shares Held as at March 22, 2022

:-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	-Yes-
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 2021

Holding the post of the Company's Director	The Meeting Attendance in 2021	
As of December 31, 2021	Board of Directors	Annual General Meeting
1 Year 4 months (Appointed as a director since August 19, 2020)	5/5	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
2	- Independent Director - Chairman of the Audit Committee - Chairman of the Nomination and Remuneration Committee Forth Corporation Plc. - Director Nation Broadcasting Corporation Plc.	3	- Bangkok Metropolitan Members Bangkok Metropolitan Council - Honorary Director The Institute for the Promotion of Teaching Science and Technology (IPST) - Advisor Thailand professional qualification Institute (Public Organization)	-	-

Type of Nominated Director: Director

Brief profiles of the persons being nominated as auditor for the year 2022

2021	2022 (Proposed 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 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	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 five years Compensation of the auditor for the Company, 4 subsidiaries, totaling 5 companies (excluding NBC), amounting to 3,210,000 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 2022

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 be responsible for the expenses incurred from the holding the meeting and provide the facilities as appropriate.

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

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

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

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

32 Shareholders may authorize the other parties to attend the meeting and vote in the shareholders' meeting on their behalf by making a written statement in accordance with the

requirements by the applicable laws. The authorized persons shall submit the letter to the chairman of the meeting or the person authorized by the chairman at the venue of the meeting before the authorized persons attend the meeting.

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

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

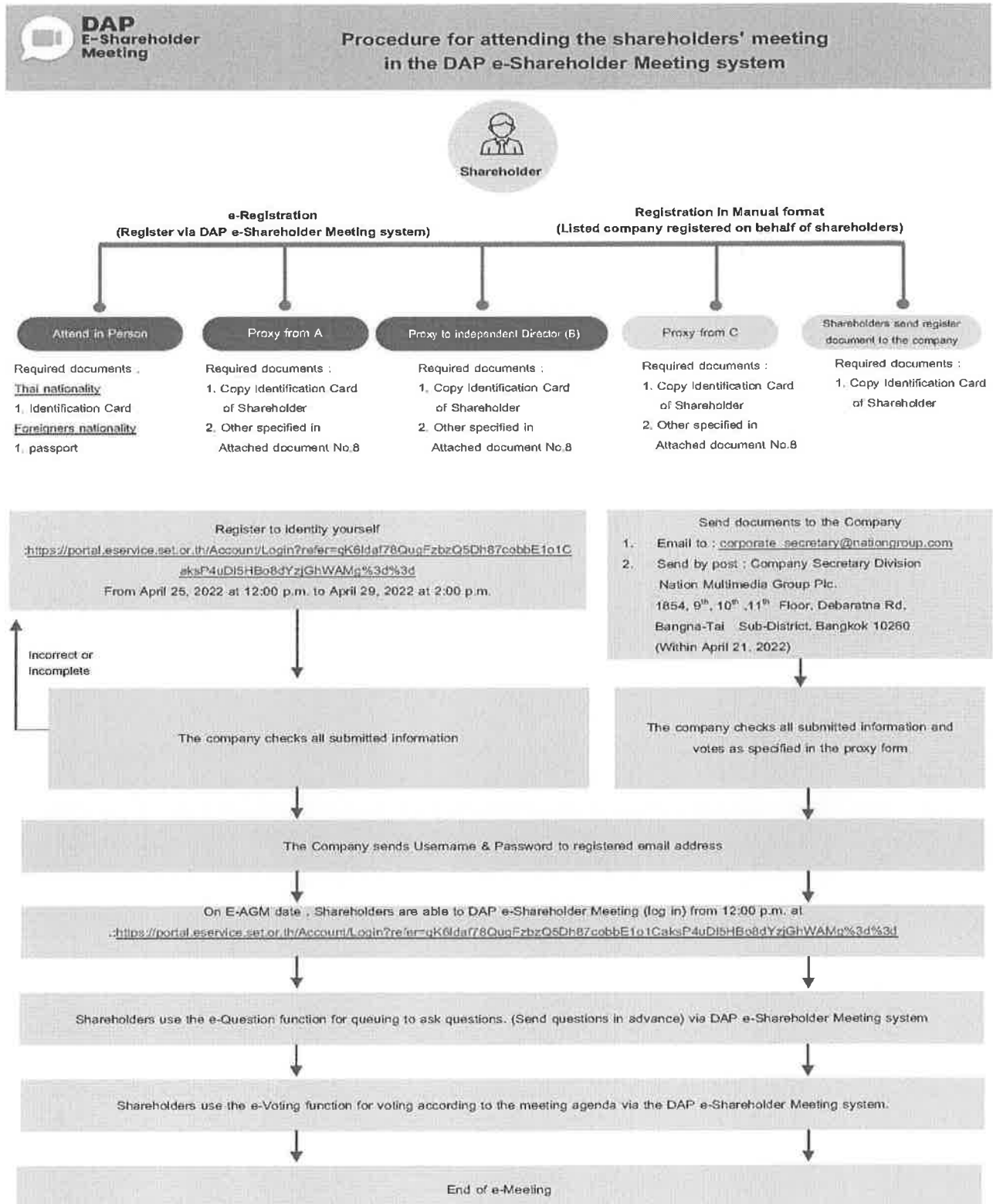
34 Chairman of the Board shall be the chairman of the meeting. In case where the Chairman of the Board of Directors is absent from the meeting or unable to perform his/her duty, the vice chairman will assume the chairmanship. If the vice chairman is not available or unable to perform this duty, the shareholders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

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

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

Conditions, Rules and Procedures to Attend the Meeting

As the 2022 Annual General Meeting of Shareholders is a meeting through electronic media (E-AGM) via the DAP e-Shareholder Meeting system only. The company would like to inform the guidelines for attending the meeting through electronic media as follows.



1. Shareholders who do not wish to attend the Meeting by Teleconference using Electronic devices (E-AGM)

1.1 Shareholders who attend the meeting in person :

- Individual Shareholder who has Thai nationality shall present citizen identification card or civil servant identification card;
- Individual shareholder who has foreign nationality shall present identification card or passport or document used in lieu of passport;
- In case of change of first name or surname, evidence verifying such change shall be presented.

(1) Shareholders must register

<https://portal.eservice.set.or.th/Account/Login?refer=qK6ldaf78QugFzbzQ5Dh87cobbE1o1CaksP4uDI5HBo8dYzjGhWAMg%3d%3d>

Or QR Code



(2) In the event that shareholders cannot register, please send the above documents to Email:

corporate_secretary@nationgroup.com within April 21, 2022

1.2 Proxy :

- The shareholder using proxy may grant the power to the proxy for all of the shares and may not grant only a portion of the shares.
- The proxy shall deposit the proxy instrument at the registration desk. The proxy instrument shall be duly completed and signed. Any change or deletion of important content must be affixed with signature of the shareholder. The proxy instrument shall be affixed with Baht 20 stamp duty.

In addition, the Company will facilitate in affixing the stamp duty when the shareholder require for registering to attend the meeting.

- Documents required from the proxy : a photocopy of citizen identification card or civil servant identification card of the proxy, certified true copy by the proxy.
- Documents required for appointment of proxy:
- If individual shareholder has Thai nationality : a photocopy of citizen identification card or civil servant identification card of the shareholder, certified true copy by the shareholder.
- If individual shareholder has foreign nationality : a photocopy of foreigner's certificate or passport or another document which is used in lieu of passport of the shareholder, certified true copy by the shareholder.

- If the shareholder is a juristic person:

- Thai Juristic person: a copy of Affidavit issued not exceeding 6 months by Department of Business Development, Ministry of Commerce, certified true copy by the authorized director(s) of such juristic person, a photocopy of citizen identification card of the authorized representative(s), certified true copy by the authorized representative(s).
- Foreign Juristic person: a copy of Affidavit issued by the relevant authority in the country where the juristic person is established, certified true copy by authorized representatives. If the documents are made in a foreign country, the certification of signature by a notary public or an office or a person authorized to certify signatures as generally accepted is required.

- If fingerprint is affixed in lieu of signature, fingerprint of left thumb shall be affixed together with the phrase "fingerprint of left thumb of" Two witnesses shall sign and certify genuine fingerprint of such shareholder. Fingerprint shall be affixed before the witnesses. Certified true and correct copy of citizen identification card or civil servant identification card of the witnesses shall also be attached.

1.3 A shareholder deceases : An estate administrator shall be present in the Meeting in person or appoint a proxy. A Court's order appointing estate administrator certified by the competent officer and issued not exceeding 6 months before the date of the Meeting shall be presented.

1.4 A shareholder is a minor : Parents or lawful guardian of the shareholder shall be present in the Meeting in person or appoint a proxy. A copy of Household Registration of the minor shareholder shall also be presented.

1.5 A shareholder is an incompetent or quasi-incompetent : A guardian or custodian of the shareholder shall be present in the Meeting in person or appoint a proxy. A Court's order appointing guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of Meeting shall be presented.

Send Email : corporate_secretary@nationgroup.com within April 21,2022. The Company requires you to also send the original documents to:

Company Secretary Division

Nation Multimedia Group Plc.

1854 Debaratna Rd, Bangna-Tai Sub-District,Bangkok 10260

2. Shareholders and proxies who wish to attend the meeting by Teleconference using Electronic Devices (E-AGM)

Shareholders who do not wish to attend the Meeting by Teleconference using Electronic devices (E-AGM). For those shareholders who are unable to attend the Meeting in the form of Teleconference using Electronic devices (E-AGM) themselves, the Company recommends the shareholders appoint an **independent director as their proxy to attend the meeting in person**. (Details of the Proxy Forms A, B and C appear in the invitation letter) can select only one Attached Document No.14

Shareholder may appoint an independent director of the company to be the proxy Mr. Apivut Thongkam, Independent Director and Chairman of the Audit Committee

Sending questions in advance

Shareholders are able to send relevant questions in advance, in accordance with each agenda in Attached Document No.15 within April 21, 2022., The Company will collect relevant questions in each agenda and record in the minutes after the meeting is completed. Send the above documents to Email: corporate_secretary@nationgroup.com

Shareholders or proxies who attend the meeting can also ask the the question related to the meeting agenda

Meeting Registration

Shareholders or proxies can download the manual and operation video on the website :

https://www.nationgroup.com/attachfile/nmg_gr_agm_2565_en.pdf

Or QR Code



Ground Rules for the Meeting

In compliance with the good governance principles regarding the annual general meeting of shareholders, the Company would like to inform shareholders of the following rules.

1. The Company provides video recordings of this meeting.
2. The meeting documents for the 2022 Annual General Meeting of Shareholders was posted on the company website on April 12,2022 and was informed the SET.
3. The Company had provided an opportunity for the shareholders to nominate persons in consideration of appointment of director of the Company through the Company's website since December 8, 2021 to February 8, 2022; however, there were no shareholders nominating any additional person to be considered as the Company's director.

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Procedures for Vote Counting and Voting Results Report of the 2022 Annual General Meeting of Shareholders by Teleconference using Electronic Devices (E-AGM).

Voting Process

1. The chairman of the meeting shall propose the shareholders to cast their votes for each agenda.
2. A voting in each agenda shall be made openly. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. The allocation of voting is not allowed (except voting of the Custodian).
3. Only shareholders wishing to cast their votes as disapproval or abstention shall be required to indicate a mark in the disapproval or abstention section on the ballot program and will announce the voting results to the Meeting.
4. Any shareholder who did not cast their votes on the ballot or failed to submit their ballot paper would be assumed to have approved the agenda item as proposed by the Chairman.

Procedures for Vote Counting

1. The method of voting shall be based on one share one vote and the majority of votes shall be deemed as a resolution except as stated otherwise by law, In the event of an equality of votes, the Chairman shall be entitled to a second or casting vote.
2. For vote counting on each agenda item, disapproval and/or abstention votes shall be deducted from the total number of votes cast by the shareholders present at the Meeting. The remainder of the votes will be counted as votes of approval. The number of votes cast by the proxy in the Proxy Form has already been included, which were recorded at the time of registration.
3. The voting results will be announced as votes of approval, disapproval, abstention. In each agenda item, the quorum will be based on the latest number of shares held by attendants present at the Meeting.
4. A voting ballot is considered invalid when shareholders or proxies do not clearly express their intention on the electronics ballots, such as there are more than one marked box on the electronics ballots or there are split votes (except for the case of custodian).

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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 : 60 Years
Address : 27 Soi Inthamara 37, Din Daeng Subdistrict, Din Daeng District,
Bangkok, 10400



Education Qualification:

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

Training Course (s):

Thai Institute of Directors Association (IOD)

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

Digital Transformation for CEO

- Digital Transformation for CEO Class 1/2019

World Intellectual Property Organization, Switzerland

- Diploma in Intellectual Property

Criminal Justice School, Michigan

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

Thammasat Association under the Royal Patronage

- Executive Diploma Program “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	Director and Executive Director Aqua corporation Plc.
Present	Director Thai Consumer Distribution Center Co., Ltd.

No. of Shares Held as at March 22, 2022

- 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	- Director - Executive Director Aqua corporation Plc.	1	- Director Thai Consumer Distribution Center Co., Ltd.	-	-

Having a special interest in the agenda

: -None-

Mo

-Translation-

Information Memorandum on the Acquisition and Disposal of Assets (Schedule 1) of
Nation Multimedia Group Public Company Limited

The Board of Directors' meeting No. 2/2022 of Nation Multimedia Group Public Company Limited (the "Company") resolved to approve the Company's entry into the acquisition and disposal of asset transactions as follows:

1. The Company will purchase 85,999,997¹ ordinary shares of NBC Next Vision Company Limited ("NNV"), or equivalent to 99.99 % of the registered capital of NNV, whereby NNV holds 60,000 shares in Nation Coffee, or equivalent to 60.00 % of the registered capital of Nation Coffee, at the price of THB 2.7875² per share, totalling THB 239,728,315 from Nation Broadcasting Corporation Public Company Limited ("NBC"); and the Company will lend money to NNV to repay NBC in the amount of THB 221,300,000. As a result, total investment in NNV equals THB 461,028,315; and
2. The Company will sell the ordinary shares in NBC in the total amount of 691,032,167 shares or equivalent to 61.4569% of the total number of sold shares of NBC at the price of THB 1.30 per share, initially totalling THB 898,341,817.10 to Mr. Nattapong Seetavorarat and Mr. Boon-ae Chitthanon (the "Purchasers"). Whereby the Company will sell ordinary shares in NBC to the Purchasers after the Company invests in the ordinary shares of NNV. However, the purchase of NNV's shares and the sale of NBC's ordinary shares will happen in the same day and they are deemed the condition to one another. Therefore, in case where the purchase of NNV shares is not completed from the causes such as the shareholders' meeting of NBC does not approve the sale of NNV shares even though the shareholders' meeting of the Company approves the sales of NBC ordinary shares, or in case where the sale of NBC shares cannot be completed as the shareholders' meeting of the Company does not approve the sales of NBC shares to the Purchasers even though the shareholders' meeting of NBC approves the sale of NNV shares to the Company, the two transactions will not happen, according to the

¹ They are the number of shares held by NBC after the capital increase whereby NNV has a plan to increase the capital according to the conditions precedent of the entry into this transaction. On the date that the Board of Directors of the Company resolved to approve the purchase of NNV's shares on 4 March 2022 (before capital increase of NNV), NBC holds 79,999,997 shares in NNV, or equivalent to 99.99% of the registered capital of NNV before the capital increase.

² This is a share price after the capital increase of NNV whereby the total number of issued and paid-up shares after the capital increase equal 86,000,000 shares. The share price before the capital increase is equivalent to THB 2.9966 considered from the total number of issued and paid-up shares of 80,000,000 shares.

Memorandum of Understanding between the Company and the Purchasers dated 4 March 2022 and this clause will be further specified in the relevant share purchase agreements.

The purchase of NNV's shares above is considered a transaction of asset acquisition of the Company and an asset disposal of NBC which falls under the case that the subsidiary of the Company agrees to enter into the disposal of asset (the "Sale and Purchase of Ordinary Shares in NNV") according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 (2008) Re: Rule on Entering into Material Transactions Deemed as Acquisition or Disposal of Asset dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Asset B.E. 2547 (2004) dated 29 October 2004 (as amended) (collectively referred to as "Notifications on Acquisition or Disposal of Assets"). The size of the transactions is 35.15 % based on the total value of consideration criterion, which is the highest calculation criterion, based upon the consolidated financial statements for the year ended 31 December 2021 of the Company, audited by the certified public accountant of the Company, and when calculating other acquisition of assets transactions occurring in the past six months prior to the date on which the Board of Directors of the Company resolved to approve the entry into this transaction i.e. 3 transactions as follows:

Transactions in the past 6 months	Transaction size (percent (%))
1. Additional investment of NBC in Happy Products and Service Company Limited ("HPS")	0.76
2. The Company incorporated the subsidiary: Khobsanam Company Limited	1.99
3. Nation News ("NN") acquired The People business ("The People")	2.13
Total	4.88

After including the Sale and Purchase of Ordinary Shares in NNV that the highest value calculated equals THB 35.15, the total maximum value of the transaction shall be equivalent to 40.04 % as per the total value of consideration criterion, which is considered a transaction in Category 2 under the Notifications on Acquisition or Disposal of Assets.

As a result, the Company is required to comply with the Notifications on Acquisition or Disposal of Assets and perform the duties as follows:

- 1) disclose the information memorandum regarding this transaction as per the Schedule (1) of the Notifications on Acquisition or Disposal of Assets to the Stock Exchange of Thailand (the "SET")
- 2) circulate the letter to notify the shareholders within 21 days from the date of disclosure to the SET whereby the letter to notify the shareholders must comprise the information at least according to Schedule (2) 1, 2, 3, 5 (3), 7 and 8 annexed to the Notifications on Acquisition or Disposal of Assets.
- 3) Moreover, the entry into the Sale and Purchase of Ordinary Shares in NNV is a purchasing or taking a transfer of the business of a private company to be owned by the company under Section 107 (2) (b) of the Public Limited Company Act B.E. 2535 (1992) (as amended) by which the transaction size is not necessary to be calculated and the Company is required to obtain approval from the shareholders' meeting of the Company with the votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

Furthermore, the sale of ordinary shares in NBC is considered a disposal of asset transaction of the Company (the "Sale of Ordinary Shares in NBC") in accordance with the Notifications on Acquisition or Disposal of Assets, the size of which is equivalent to 90.63% based on the total value of consideration criterion, which is the highest calculation criterion, based upon the consolidated financial statements for the year ended 31 December 2021 of the Company, audited by the certified public accountant of the Company, and when calculating other disposal of assets transactions occurring in the past six months prior to the date on which the Board of Directors of the Company resolved to approve the entry into this transaction i.e. 3 transactions as follows:

Transactions in the past 6 months	Transaction size (percent (%))
1. Company's disposal of Komchadluek Media Co., Ltd.	1.14
2. NNV waived its rights in the capital increase of Happy Products and Service Co., Ltd.	0.95
3. Krungthep Turakij Media Co., Ltd. sold shares in NAT Business Connect Co., Ltd.	0.20
Total	2.29

After including the Sale of Ordinary Shares in NBC that the highest value equals 90.63 %, the total maximum value of the transaction shall be equivalent to 92.91 % as per the total value of consideration criterion, which is considered a transaction in Category 1 under the Notifications on Acquisition or Disposal of Assets.

As a result, the Company is required to comply with the Notifications on Acquisition or Disposal of Assets and perform the duties as follows:

- 1) disclose the information memorandum regarding this transaction as per the Schedule (1) of the Notifications on Acquisition or Disposal of Assets to the SET
- 2) appoint the independent financial advisor to perform relevant duties, including providing the opinion as stipulated in the Notifications on Acquisition or Disposal of Assets by submitting the report of the independent financial advisor's opinion to the shareholders for their consideration, along with submitting the invitation to the meeting of the shareholders.
- 3) arrange the shareholders' meeting to seek an approval for the entry into the transaction and obtain the approval with the votes of not less than three-fourths (3/4) of total votes of shareholders attending the meeting and entitled to votes, excluding the votes of shareholders having vested interest.

In this regard, the Sale and Purchase of Ordinary Shares in NNV and the Sale of Ordinary Shares in NBC are not considered connected transactions of the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated 19 November 2003 (as amended) ("Notifications on Connected Transactions").

Therefore, the Company hereby notifies the details of the Sale and Purchase of Ordinary Shares in NNV and the Sale of Ordinary Shares in NBC according to the Notifications on Acquisition or Disposal of Assets as follows:

1. Date/ Month/ Year on which the transaction occurs

1.1 Sale and Purchase of Ordinary Shares in NNV

After the Company Board of Directors' meeting and the 2022 Annual Shareholders General Meeting of the Company and NBC, to be held on 29 April 2022, resolve to approve the Company and NBC to enter into the Sale and Purchase of Ordinary Shares in NNV,

including after the conditions precedent that may be specified in the Sale and Purchase of Shares Agreement and the other relevant agreements are satisfied. It is estimated that the transaction will be completed within July 2022.

1.2 Sale of Ordinary Shares in NBC

After the Company Board of Directors' meeting and the 2022 Annual Shareholders General Meeting of the Company, to be held on 29 April 2022, resolve to approve the Company to enter into the Sale of Ordinary Shares in NBC, including after the conditions precedent that may be specified in the Sale and Purchase of Shares Agreement and the other relevant agreements are satisfied. It is estimated that the transaction will be completed within July 2022.

2. Related parties and their relationships with the listed company

2.1 Sale and Purchase of Ordinary Shares in NNV

Seller : NBC, which is a subsidiary of the Company whereby the Company holds voting right shares in NBC equivalent to 71.45% of the total number of sold shares of NBC.

Purchaser : The Company

2.2 Sale of Ordinary Shares in NBC

Seller : The Company

Purchasers : Mr. Nattapong Seetavorarat and Mr. Boon-aue Chitthanon , who are not connected persons of the Company under the Notifications on Connected Transactions.

As the Purchasers will become the major shareholder of NBC by purchasing the ordinary shares of NBC from the Company in the amount of 691,032,167 shares or equivalent to 61.4569% of the total number of sold shares of NBC, the Purchasers are required to make a tender offer for all securities of NBC whereby the Purchasers are required to report the total number of held shares as per Form 246-2 to the SEC within the business day after the date that the Purchasers receive the transfer of NBC's ordinary shares and the Purchasers are under obligation to submit the tender offer according to Form 247-4 to the SEC within 7 business days from the date that Form 246-2 shall be submitted.

3. General characteristic of the transaction and assets, and type and size of the transaction

3.1 General characteristic of the transaction

3.1.1 Sale and Purchase of Ordinary Shares in NNV

The Company will purchase 85,999,997³ ordinary shares in NNV, with a par value of THB 10.00 per share, or equivalent to 99.99 % of the total number of sold shares of NNV from NBC at the purchase price of THB 2.7875⁴ per share and totalling the share purchase of THB 239,728,315 and the Company will lend money to NNV to repay NBC in the amount of THB 221,300,000. As a result, total investment in NNV equals THB 461,028,315.

The details of which are as follows:

Details of the Purchase of NNV's Shares from NBC : The Company will purchase all of the ordinary shares in NNV in total of 85,999,997³ shares from NBC and will specify 2 natural person shareholders in NNV to sell ordinary shares in NNV held by them in the number of 2 shares and 1 share, respectively, totalling 3 shares to 2 persons determined by the Company.

Value of the transaction : Value of the purchase of shares in NNV, in the number of 85,999,997³ shares, equals THB 239,728,315 whereby the share purchase price is THB 2.7875⁴ per share and the Company will lend money to NNV to repay NBC in the amount of THB 221,300,000. As a result, total investment in NNV equals THB 461,028,315.

Completion Date : Within July 2022

Key conditions precedent (Key conditions precedent are key conditions of the agreement. If such : 1. The Company and NBC obtain approvals from the Board of Directors' Meeting and the shareholders' meeting of the Company and NBC for the entry into the Sale and Purchase of Ordinary Shares in NNV.

³ They are the number of shares held by NBC after the capital increase whereby NNV has a plan to increase the capital according to the conditions precedent of the entry into this transaction. On the date that the Board of Directors of the Company resolved to approve the purchase of NNV's shares on 4 March 2022 (before capital increase of NNV), NBC holds 79,999,997 shares in NNV, or equivalent to 99.99% of the registered capital of NNV before the capital increase.

⁴ This is a share price after the capital increase of NNV whereby the total number of issued and paid-up shares after the capital increase equal 86,000,000 shares. The share price before the capital increase is equivalent to THB 2.9966 considered from the total number of issued and paid-up shares of 80,000,000 shares.

condition is not satisfied within the specified date, the sale and purchase of shares shall not be completed. In other words, there will be no further share transfer and payment and the parties agree to terminate the agreement.)

2. The Company has been approved by the meeting of the Board of Directors and the Shareholders' Meeting for the sale and purchaser of ordinary shares in its subsidiaries.
3. The Company has been approved by the meeting of Board of Directors and the Shareholders' Meeting of the Company for the sale of 691,032,167 ordinary shares of NBC, with the value of the sale of ordinary shares in NBC of THB 898,341,817.10, at a sale price of THB 1.30 per share.
4. NBC will invest in the newly issued ordinary shares of NNV in the total number of 6,000,000 shares, with a par value of THB 10.00 per share, totalling THB 60,000,000.00 by converting debt from overdue trade receivables of NNV (currently, NBC sets allowance for doubtful accounts for the whole amount) in total of THB 59,707,877.08 to such newly issued ordinary shares.
5. NBC agrees to purchase the Call Center business from Nation News Co., Ltd. ("NN"). Currently, it is a business unit operated under NN of which total asset value calculated equals THB 40,000,000.

3.1.2 Sale of Ordinary Shares in NBC

The Company will sell 691,032,167 ordinary shares in NBC, or equivalent to 61.4569% of the total number of sold shares of NBC at the purchase price of THB 1.30 per share, or initially totalling THB 898,341,817.10 to the Purchasers with the details as follows:

Details of the Sale of Ordinary Shares in NBC	: The Company will sell 691,032,167 ordinary shares, or equivalent to 61.4569% of the total number of sold shares of NBC at the purchase price of THB 1.30 per share, or initially totalling THB 898,341,817.10 to the Purchasers
Details of the Purchasers	: Mr. Nattapong Seetavorarat purchases ordinary shares in NBC in the amount of not more than 60 percent and; Mr. Boon-aue Chitthanon purchases ordinary shares in NBC in the amount of not more than 60 percent.
Value of the Transaction	: Value of the Sale of Ordinary Shares in NBC equals THB 898,341,817.10 whereby the share purchase price THB 1.30 per share

Completion Date	: Within July 2022
Key conditions precedent (Key conditions precedent are key conditions of the agreement. If such condition is not satisfied within the specified date, the sale and purchase of shares shall not be completed. In other words, there will be no further share transfer and payment and the parties agree to terminate the agreement.)	: 1. The Company obtains approval from the Board of Directors' Meeting and the shareholders' meeting of the Company for entering into the Sale of Ordinary Shares in NBC 2. There is no any situation or action occurring or made happen or there is a probable ground to expect that such situation or action would occur, which may have a material adverse effect on the company or obstruct the transaction as specified in the relevant memorandum of agreement and share purchase agreement. 3. The Company, the Purchasers and/or NBC obtain the permission, approval or consent from controlling agency and any other government agency, any person according to any law, contract or agreement having binding effect on the seller, the purchasers and/ or the company so that the parties can enter into the relevant share purchase agreement (if necessary). 4. The Company successfully undertakes and completes the business restructuring of NBC. NBC has undertaken a business restructuring as detailed in Clause 3.2 "Restructuring of the Company group before entering into the Sale and Purchase of Ordinary Shares in NNV and the Sale of Ordinary Shares in NBC". Ultimately, NBC will purchase the call centre business from NN and will be a shareholder holding 99.99 percent of shares in NN and a shareholder holding 50.00 percent of shares in HPS and the completed the sale of 99.99 percent of shares in NNV to the Company. 5. The Purchasers conduct the due diligence on NBC's business and its result satisfies the Purchasers. 6. Other conditions precedent according to normal course of agreement in similar manner. 7. Other conditions precedent which will be further agreed upon between the seller and the Purchasers.

In this regard, since the Purchasers are conducting due diligence of NBC, other conditions precedent according to normal course of agreement in similar manner in Clause 6 and other condition precedents which will be further agreed upon between the seller and the Purchasers in Clause 7 are still under consideration and negotiation. Such conditions precedent will be further specified in the share purchase agreement. In this regard, such conditions shall not be contrary to or against the objectives of the entering into this transaction or significantly materially alter the benefits of the Company from this transaction in a way that is detrimental to the Company. The Board of Directors or the assigned person shall have the power to negotiate with the other party by taking into consideration of the interests of the Company as priority. In the event that the conditions of the transaction is contrary to or against the objectives of the entering into this transaction or significantly materially alter the benefits of the Company from this transaction in a way that is detrimental to the Company, the Company shall present the matter to the Shareholders' Meeting for reconsideration.

Key undertaking

As the Purchasers will become the major shareholder of NBC by purchasing the ordinary shares of NBC from the Company in the amount equivalent to 61.4569% of the total number of sold shares of NBC, the Purchasers are required to make a tender offer for all securities of NBC whereby the Purchasers are required to report the total number of held shares as per Form 246-2 to the SEC within the business day after the date that the Purchasers receive the transfer of NBC's ordinary shares and the Purchasers are under obligation to submit the tender offer according to Form 247-4 to the SEC within 7 business days from the date that Form 246-2 shall be submitted.

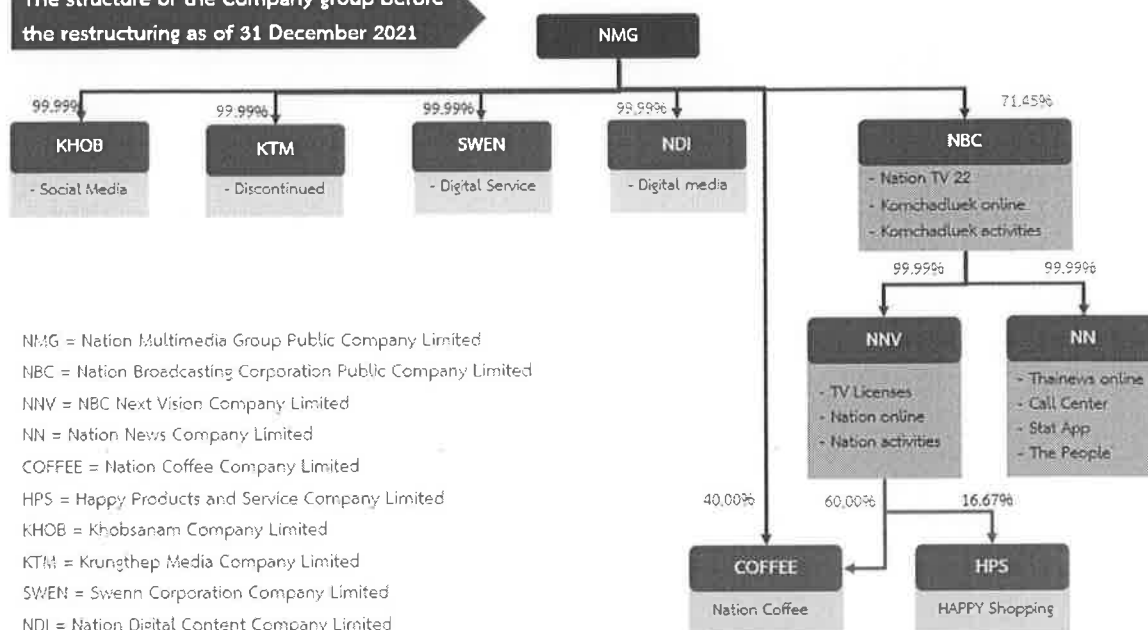
Details of the Purchasers

Name and last name	Mr. Nattapong Sitaworrrarat
Age	52 year-old
Address	11 Ari Samphan 4 Alley, Phahonyothin Road, Samsen Nai Sub-district, Phaya Thai District, Bangkok 10400
Shareholding in listed companies	Listed company / Numbers of shares / Percent / www.set.or.th One to One Contacts Public Company Limited/ 96,000,000 shares/ or 17.14% (as of 22 November 2021) Trinity Watthana Public Company Limited/ 22,000,000 shares/ or 10.26% (as of 7 January 2022) Simat Technologies Public Company Limited 56,457,142 shares/ or 8.70% (as of 30 November 2021)
Academic background	- Master of Public Administration, Thammasat University - Master of Business Administration, Assumption University - Bachelor of Economics, Northeastern University, USA
Current position	Being the Chief Executive Officer of Ruambud Company Limited And being a director in the following companies; 1. Paason Factory Company Limited (Operate the business of producing accessories from jewelleries and precious metals) 2. Paabutr Company Limited (Operate the business of accessories retailer) 3. Ruambud Company Limited (Operate the business of accessories retailer)
Criminal record with imprisonment sentence by a final judgement of the court in the past 5 years	- none -
Pending legal dispute in the case which may affect the financial position or performance of the tender offeror and the case which may have a material effect on the business operation of the tender offeror	- none -

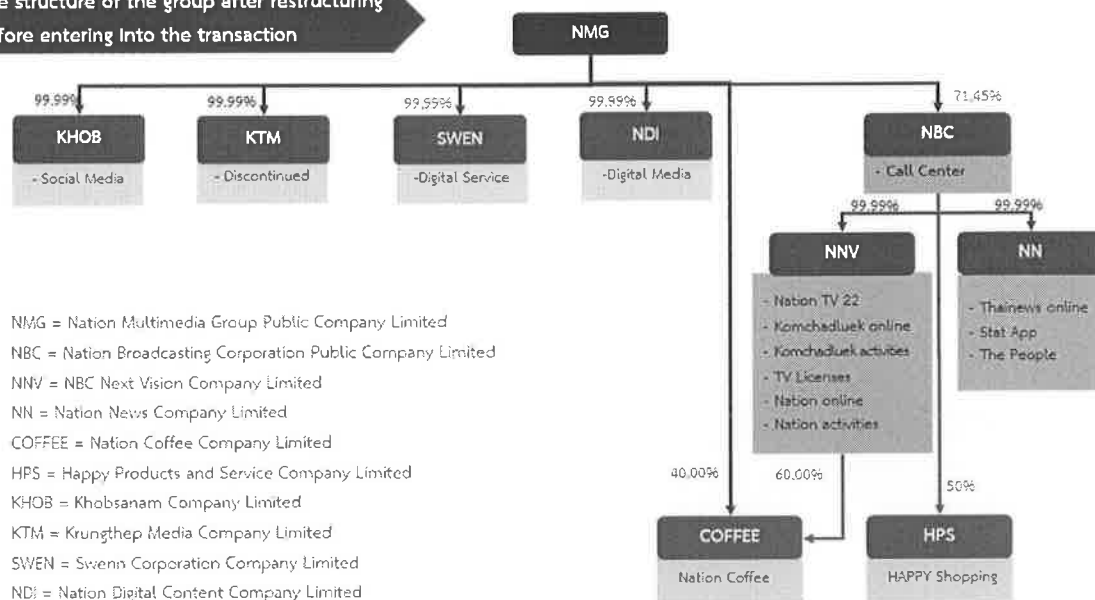
Name and last name	Mr. Booneua Jitthanom
Age	51 year-old
Address	No. 32/124 Moo 7, Kanchanaphisek Road, Bang Muang Sub-district, Bang Yai District, Nonthaburi 11140
Shareholding in listed companies	Listed company / Numbers of shares / Percent/ www.set.or.th One to One Contacts Public Company Limited/ 120,679,287 shares or 21.55% (as of 22 November 2021) Wow Factor Public Company Limited/ 390,781,375 shares or 3.20% (as of 16 March 2021) Simat Technologies Public Company Limited/ 11,901,800 shares or 1.84% (as of 30 November 2021)
Academic background	- Master of Business Administration (MBA), Kasetsart University - Bachelor of Engineering in Electrical-Computer Engineering, Siam University
Current position	Head Executive of Information Technology Service Group, Bank of Ayudhya Public Company Limited
Criminal record with imprisonment sentence by a final judgement of the court in the past 5 years	
- none -	
Pending legal dispute in the case which may affect the financial position or performance of the tender offeror and the case which may have a material effect on the business operation of the tender offeror	
- none -	

3.2 Restructuring of the Company group before entering into the Sale and Purchase of Ordinary Shares in NNV and the Sale of Ordinary Shares in NBC

The structure of the Company group before the restructuring as of 31 December 2021



The structure of the group after restructuring before entering into the transaction



Transaction	Parties	Details of the Restructure Transaction
1. NNV purchases shares in HPS	Purchaser: NNV Seller: Ms. Duangkamol Kiattisukkasem	NNV purchased 1.00 million shares of HPS from existing shareholder, or equivalent to 33.33% of the registered capital of HPS at the price of THB 10.00 million. As a result, NNV holds shares in HPS

		equivalent to 50.00% of the registered capital of HPS. The transfer of such shares took place on 1 March 2022.
2. NNV sells HPS shares	Purchaser: NBC Seller: NNV	NNV sold all shares in HPS held by NNV to NBC, or equivalent to 50.00% of the registered capital of HPS at the price of THB 25.00 million. As a result, HPS becomes a subsidiary of NBC. The transfer of such shares took place on 2 March 2022.
3. NNV purchases Komchadluek business unit	Purchaser: NNV Seller: NBC	NNV purchased Komchadluek business and relevant operating assets from NBC in the amount of THB 70.00 million, which is the value from the fair value appraisal. The transfer of such business took place on 2 March 2022.
4. NNV purchases Nation TV assets	Purchaser: NNV Seller: NBC	NNV purchased operating assets relating to digital television (Nation TV 22) according to the book value of THB 105,955,682 and received the transfer of employees, including employees' benefit of THB 45,771,351 and the assets were transferred on 1 March 2022.
5. NBC purchases assets of Call Center	Purchaser: NBC Seller: NN	NBC purchased operating assets relating to the call center currently operated under NN at the price based on the fair value appraisal of THB 40.00 million. The assets were transferred on 1 March 2022.
6. NNV increases the registered capital	Undertaken by: NNV	NNV increased the paid-up registered capital from THB 800.00 million to THB 860.00 million by converting debt from NNV's debtor indebted to NBC into equity of THB 60.00 million on 30 March 2022.

3.3 Type and size of the transaction

3.3.1 Sale and Purchase of Ordinary Shares in NNV

The Sale and Purchase of Ordinary Shares in NNV is considered a transaction of asset acquisition under the Notifications on Acquisition or Disposal of Assets. When calculating the size of the transaction based on the consolidated financial statements for the year ended 31 December 2021 of the Company, audited by the certified public accountant of the Company, the details of the calculation are as follows:

By applying each basis, the calculations of the transaction size are as follows:

Calculation Criteria	Calculation Formula	Transaction Value
1. Net Tangible Assets (NTA)	$\frac{(\text{NTA of NNV} \times \text{Buying ratio}) \times 100}{\text{NTA of NMG}}$	$\frac{\text{THB 159.35 million} \times 99.99\% \times 100}{\text{THB (287.64) million}} = 55.39\%$
2. Net operating profits	$\frac{(\text{Profit}^1 \text{ of NNV} \times \text{Buying ratio}) \times 100}{\text{Profit}^1 \text{ of NMG}}$	$\frac{\text{THB (7.23) million} \times 99.99\% \times 100}{\text{THB (166.23) million}} = 4.35\%$
3. Total value of consideration	$\frac{\text{Value of the acquired transaction} \times 100}{\text{Total assets of NMG}}$	$\frac{\text{THB 461.03 million}^3 \times 100}{\text{THB 1,311.43 million}} = 35.15\%$
4. Value of equity shares issued for the payment of assets	No issuance of new shares	
Highest Calculation Criterion	Total value of consideration	35.15%

1/ Net operating profits

2/ NMG and NNV have operating losses therefore it is unable to calculate the transaction size

3/ Total value of the purchase of shares in NNV equals THB 239,728,315 and the Company will lend money to NNV to repay debt in the amount of THB 221,300,000 to NBC. Therefore, total investment in NNV is THB 461,028,315.

From the calculation of transaction value above, the maximum value of the transaction equals 35.15% based on total value of consideration criterion, which is the highest calculation criterion on the consolidated financial statements for the year ended 31 December 2021 of the Company, audited by the certified public accountant of the Company, and when calculating other acquisition of assets transactions occurring in the past six months prior to the date on which the Board of Directors of the Company resolved to approve the Sale and Purchase of Ordinary Shares in NNV i.e. 3 transactions as follows:

Transactions in the past 6 months	Transaction size (percent (%))
1. Additional investment from NBC in Happy Products and Service Company Limited ("HPS")	0.76
2. The Company incorporated the subsidiary: Khobsanam Company Limited	1.99
3. Nation News ("NN") acquired The People business ("The People")	2.13
Total	4.88

After including such transactions, the total maximum value of the transaction shall be 40.04 % based on the total value of consideration criterion, which is considered a transaction in Category 2 under the Notifications on Acquisition or Disposal of Assets. As a result, the Company is required to comply with the Notifications on Acquisition or Disposal of Assets and perform the duties as follows:

- 1) disclose the information memorandum regarding this transaction as per the Schedule (1) of the Notifications on Acquisition or Disposal of Assets to the SET.
- 2) circulate the letter to notify the shareholders within 21 days from the date of disclosure to the SET whereby the letter to notify the shareholders must comprise the information at least according to Schedule (2) 1, 2, 3, 5 (3), 7 and 8 annexed to the Notifications on Acquisition or Disposal of Assets.
- 3) Moreover, the entry into the Sale and Purchase of Ordinary Shares in NNV is a purchasing or taking a transfer of the business of a private company to be owned by the company under Section 107 (2) (b) of the Public Limited Company Act B.E. 2535 (1992) (as amended) by which the transaction size is not necessary to be calculated and the Company is required to obtain approval from the shareholders' meeting of the Company with the votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

3.3.2 Sale of Ordinary Shares in NBC

The Sale of Ordinary Shares in NBC is considered a transaction of asset disposal under the Notifications on Acquisition or Disposal of Assets. When calculating the size of the transaction based on the consolidated financial statements for the year ended 31 December 2021 of the Company, audited by the certified public accountant of the Company, the details of the calculation are as follows:

By applying each basis, the calculations of the transaction size are as follows:

Calculation Criteria	Calculation Formula	Transaction Value
1. Net Tangible Assets (NTA)	$\frac{(\text{NTA of NBC} \times \text{Selling ratio}) \times 100}{\text{NTA of NMG}}$	$\text{THB } 360.07 \text{ million} \times 61.4569\% \times 100 = -76.93\%$ THB (287.64) million
2. Net operating profits	$\frac{(\text{Profits}^{1/} \text{ of NBC} \times \text{Selling ratio}) \times 100}{\text{Profits}^{1/} \text{ of NMG}}$	$\text{THB } (151.99) \text{ million} \times 61.4569\% \times 100^{2/}$ THB (166.23) million

Calculation Criteria	Calculation Formula	Transaction Value
3. Total value of consideration	$\frac{\text{Value of the disposed transaction} \times 100}{\text{Total assets of NMG}}$	$\frac{\text{THB 1,188.58 million}^{3/}}{\text{THB 1,311.43 million}} \times 100 = 90.63\%$
4. Value of equity shares issued for the payment of assets	No issuance of new shares	
Highest Calculation Criterion	Total value of consideration	90.63%

1/ Net operating profits

2/ NMG and NBC have operating losses therefore it is unable to calculate the transaction size

3/ Total value of the asset disposal transaction is calculated from the market value of NBC shares which is the weight average price for 7 days before the Board of Directors has this resolution which is THB 1.72 per share. After multiplying with the number of sold NBC's shares of 691,032,167 shares, the disposal value equals THB 1,188.58 million.

From the calculation of transaction value above, the maximum value of the transaction equals 90.63% based on total value of consideration criterion, which is the highest calculation criterion based on the consolidated financial statements for the year ended 31 December 2021 of the Company, audited by the certified public accountant of the Company, and when calculating other disposal of assets transactions occurring in the past six months prior to the date on which the Board of Directors of the Company resolved to approve the Sale of Ordinary Shares in NBC i.e. 3 transactions as follows:

Transactions in the past 6 months	Transaction size (percent (%))
1. Company's disposal of Komchadluek Media Co., Ltd.	1.14
2. NNV waived its rights in the capital increase of Happy Products and Service Co., Ltd.	0.95
3. Krungthep Turakij Media Co., Ltd. sold shares in NAT Business Connect Co., Ltd.	0.20
Total	2.29

After including such transactions, the total maximum value of the transaction shall be 92.91 % based on the total value of consideration criterion, which is considered a transaction in Category 1 under the Notifications on Acquisition or Disposal of Assets. As a result, the Company is required to comply with the Notifications on Acquisition or Disposal of Assets and perform the duties as follows:

- 1) disclose the information memorandum regarding this transaction as per the Schedule (1) of the Notifications on Acquisition or Disposal of Assets to the SET.
- 2) appoint the independent financial advisor to perform relevant duties, including providing the opinion as stipulated in the Notifications on Acquisition or Disposal of Assets by submitting the report of the independent financial advisor's opinion to the shareholders for their consideration, along with submitting the invitation to the meeting of the shareholders.
- 3) arrange the shareholders' meeting to seek an approval for the entry into the transaction and obtain the approval with the votes of not less than three-fourths of total votes of shareholders attending the meeting and entitled to votes, excluding the votes of shareholders having vested interest.

4. Details of the acquired assets

4.1 General information of NNV

Company name	: NBC Next Vision Company Limited
Date of incorporation	: 30 November 2012
Corporate registration no.	: 0105555177371
Registered capital	: THB 800,000,000
Directors	: 1. Mr. Shine Bunnag 2. Mr. Supawat Sanguanngam 3. Mr. Somkiet Boonsiri 4. Mrs. Warangkana Kalayanapradit
Authorised signatories	: Two directors jointly sign together with the company's seal affixed.
Number of shares	80,000,000 shares, all of which are full paid-up ordinary shares
Par value	THB 10.00 per share
Encumbrance in relation to acquired asset	: None

List of Shareholders as of 9 April 2021

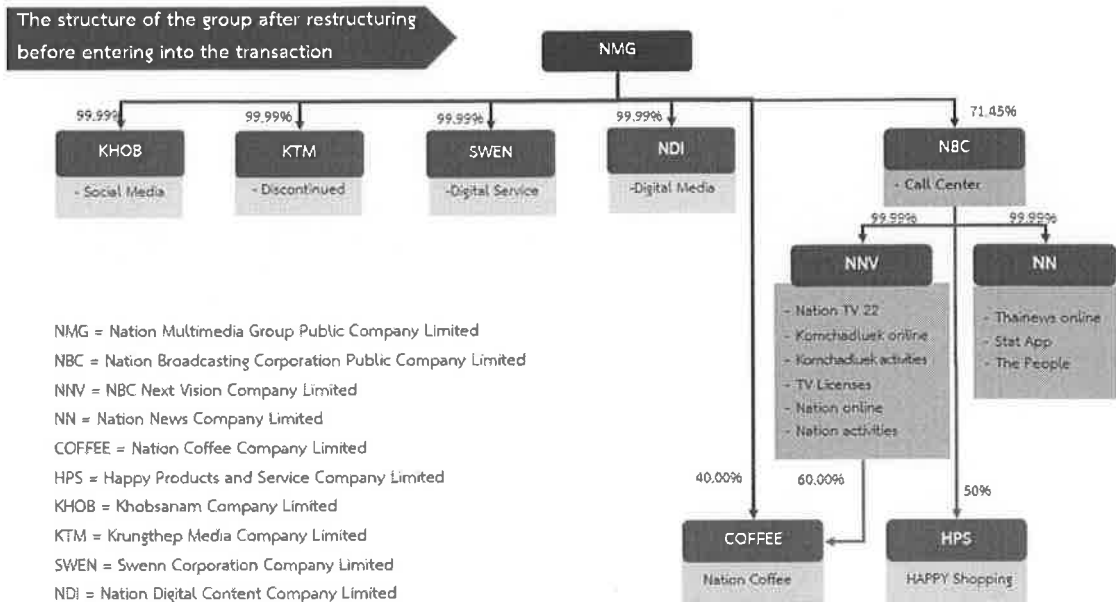
No.	List of Shareholders	Shareholding Number (Share(s))	Shareholding Proportion (percent)
1.	Nation Broadcasting Corporation Public Co., Ltd.	79,999,997	100.00
2.	Ms. Mathaya Osathanond	1	0.00
3.	Mr. Supawat Sanguanngam	2	0.00
	Total	80,000,000	100.00

Nature of NNV business

NNV produces television programs and provides advertising service via television. On 27 December 2013, NNV won the radio frequency and digital television licence auction in the category of standard definition (SD) news channel under channel "Nation TV 22" which presents news programs and aims to emphasise the identity of the channel and production of news and knowledge programs. NNV uses the resources for the production of television program, such as news information, news photos and news personnel team quality to further and expand business to relevant business of organising activities and transmitted via diverse platforms.

New form of media business

By further the use of social media contents in diverse forms to be used for the creation for participation of the audiences via television and website, to be the pioneer and initiator of the use of twitter, Facebook and hashtag by specifying the topics that are in the interest of the audiences and invites the audiences to give their comments via social media in diverse forms in the business of "Nation Online".



Financial information of NNV

(Unit: THB million)	2019	%	2022	%	2021 ^{1/}	%
Cash and cash equivalents	1.57	0.40	3.73	1.04	1.29	0.41
Trade and other receivables	3.99	1.01	2.08	0.58	9.31	2.96
Accrued income	14.76	3.73	0.97	0.27	3.67	1.17
Undue input VAT	1.99	0.50	0.49	0.14	0.12	0.36
Other current assets	9.09	2.29	9.01	2.52	9.88	3.14
Total current assets	31.40	7.93	16.28	4.56	25.27	8.04
Investment in subsidiaries	-	-	15.00	4.20	1.50	0.48
Leasehold improvements and equipment	-	-	0.66	0.19	2.73	0.87
Intangible assets	2.24	0.57	2.02	0.57	1.88	0.60
Digital television licence	337.17	85.16	300.91	84.25	264.74	84.26
Withholding tax deducted at source	23.05	5.82	20.22	5.66	16.00	5.09
Other non-current assets	2.06	0.52	2.06	0.58	2.06	0.66
Total non-current assets	364.53	92.07	340.87	95.44	288.91	91.96
Total assets	395.93	100.00	357.15	100.00	314.18	100.00
Trade and other payables	128.06	32.35	87.11	24.39	64.03	20.38
Current portion of digital television licence payable	49.90	12.60	49.90	13.97	0.00	0.00
Accrued expense	9.76	2.47	9.28	2.60	4.48	1.43
Short-term loan from parent company	50.00	12.63	40.65	11.38	81.60	25.97
Pending output VAT	0.17	0.04	0.10	0.03	0.65	0.21

(Unit: THB million)	2019	%	2022	%	2021 ^{1/}	%
Other current liabilities	-	-	0.07	0.02	0.33	0.11
Total current liabilities	237.90	60.09	187.11	52.39	151.09	48.09
Accrued digital television licence fee	-	-	-	-	-	-
Non-current provisions for employee benefit	0.47	0.12	1.58	0.44	1.86	0.59
Total non- current liabilities	0.47	0.12	1.58	0.44	1.86	0.59
Total liabilities	238.37	60.21	188.69	52.83	152.95	48.68
Issued and paid-up share capital	800.00	202.06	800.00	224.00	800.00	254.63
Deficit	(642.44)	(162.26)	(631.54)	(176.83)	(638.77)	(203.31)
Total equity (Deficit in excess of equity)	157.56	39.79	168.46	47.17	161.23	51.32
Total liabilities and equity	395.93	100.00	357.15	100.00	314.18	100.00

Note: ^{1/} Internal financial statements prepared by the management

(Unit: THB million)	2019	%	2022	%	2021 ^{1/}	%
Revenue from rendering of services	79.20	71.21	80.73	67.08	106.12	71.16
Other incomes	32.02	28.79	39.61	32.92	43.00	28.84
Total revenue	111.22	100.00	120.34	100.00	149.12	100.00
Costs of rendering of services	98.28	88.37	101.51	84.35	130.60	87.58
Selling expense and Administrative expenses	10.03	9.02	1.30	1.08	20.05	13.45
(Reversal of) expected credit losses from value decrease of the digital service licence	(486.70)	(437.60)	-	-	-	-
Total expenses	(378.39)	(340.22)	102.81	85.43	150.65	101.03
Profit (loss) from operating activities	489.61	440.22	17.53	14.57	(1.53)	(1.03)
Finance costs	(6.75)	(6.07)	(6.63)	(5.51)	(5.70)	(3.82)
Profit (loss) before tax	482.86	434.15	10.90	9.06	(7.23)	(4.85)
Expenses (revenue) before tax	-	-	-	-	-	-
Profit (loss) for the year	482.86	434.15	10.90	9.06	(7.23)	(4.85)

Note: ^{1/} Internal financial statements prepared by the management

4.2 General information of NBC

Company name	: Nation Broadcasting Corporation Public Company Limited
Date of incorporation	: 4 May 2009
Corporate registration no.	: 0107552000103
Registered capital	: THB 1,124,417,300
Paid-up registered capital	: THB 1,124,417,300
Paid-up ordinary shares	: 1,124,417,300 shares

Par value	: THB 1.00 per share
Directors	: Mr. Shine Bunnag Chairman of the Board of Directors and Chairman of Executive Committee
	Mr. Supawat Sanguanngam Managing Director/ Director
	Miss Auraorn Akrasanee Director
	Mrs. Warangkana Kalayanapradit Director
	Mr. Jessada Buranapansri Director
	Mr. Somboon Muangklam Director
	Miss Piyada Punnakitikasem Director
	Gen. Watanachai Chaimuanwong Director
	Mr. Sutee Phongpaiboon Chairman of the Audit Committee/ Independent Director
	Mr. Charlie Dithaluksana Independent Director
	Mr. Chaiwat Atsawintarangkun Member of the Audit Committee/ Independent Director
	Miss Narissara Srisunt Member of the Audit Committee/ Independent Director
	Mr. Stanley Chun Wang Independent Director
Authorised signatories	: Two directors from three directors i.e., Mr. Shine Bunnag, Mrs. Warangkana Kalayanapradit and Mr. Supawat Sanguanngam. jointly sign together with the company's seal affixed.
Encumbrance in relation to acquired asset	: None

List of NBC shareholders as of 2 March 2022

No.	List of Shareholders	Shareholding Number (Share(s))	Shareholding Proportion (percent)
1.	Nation Multimedia Group Public Co., Ltd.	803,361,455	71.45
2.	Mr. Pakorn Mongkoltada	32,565,256	2.90
3.	Mr. Sombat Panichewa	27,301,800	2.43
4.	Miss Aura-orn Akrasanee	25,760,000	2.29
5.	Miss Kanjanaras Wongpan	21,317,000	1.90
6.	Thai NVDR Co., Ltd.	20,652,198	1.84
7.	Green Siam Co., Ltd.	15,000,000	1.33
8.	Miss Nawaporn Rattanachaikanon	13,800,000	1.23
9.	Mr. Supachai Jirapochporn	9,300,000	0.83
10.	Mr. Poompat Charoenwuttikit	6,000,000	0.53

Nature of NBC Business

- Television media business which is currently operating under the subsidiary i.e. NBC Next Vision Company Limited

NBC is the producer and moderator of television program in the category of news and knowledge broadcast via diverse platforms in order to reach broad target groups. It started the first broadcast on 1 June 2000 via Channel 8 of UBC television station with news program 'Nation Tun Sathanakarn' which was the first mainly news-related program in Thailand.

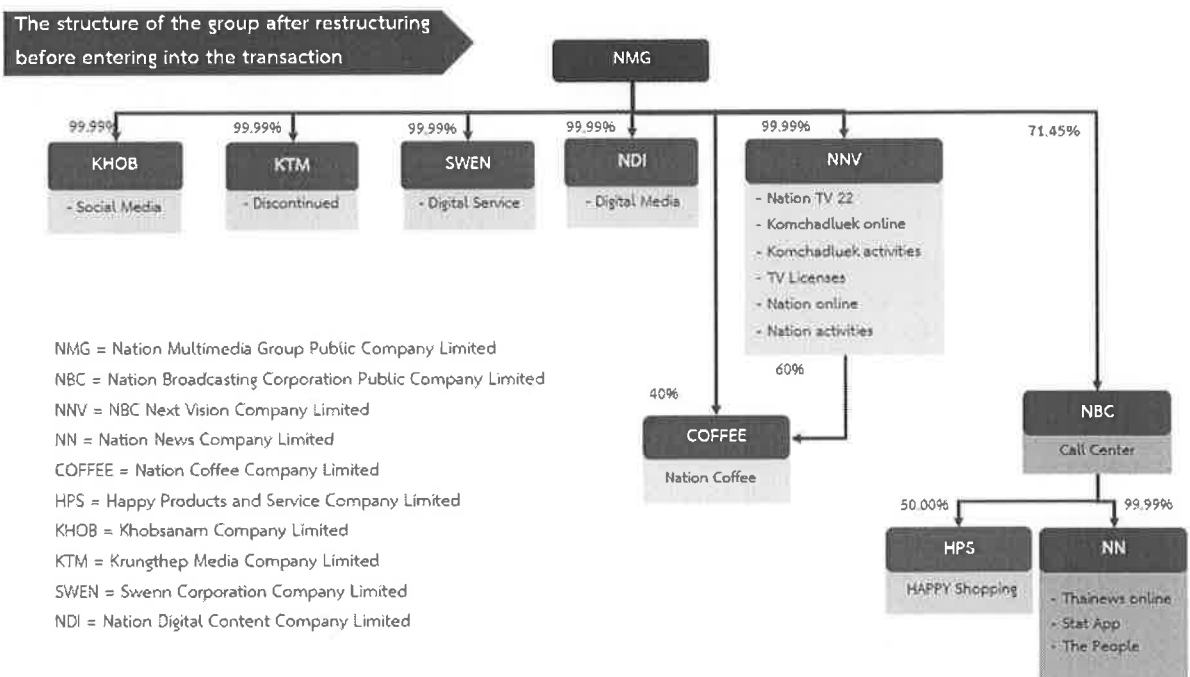
On 1 May 2003, Nation Channel broadcast via satellite signal at Thai Television (TTV) Channel 1 through MMDS system. Nation TV transmitted signal via Thaicom 5 Satellite in C-Band system and Ku-Band system to those who have satellite dishes residing in Thailand and Asia region so that they were able to watch free broadcast via Channel 22 without having to pay any fee.

On 27 December 2013, NBC Next Vision Company Limited, the subsidiary of the Company, won the auction for digital television in the category of standard-definition (SD) news channel under channel "Nation TV 22" which presents news programs and aims to emphasise the identity of the channel and production of news and knowledge programs further from the joint production of programs with free TV channel. NNV uses the resources for the production of television program, such as news information, news photos and news personnel team quality to further and expand business to relevant business of organising activities.

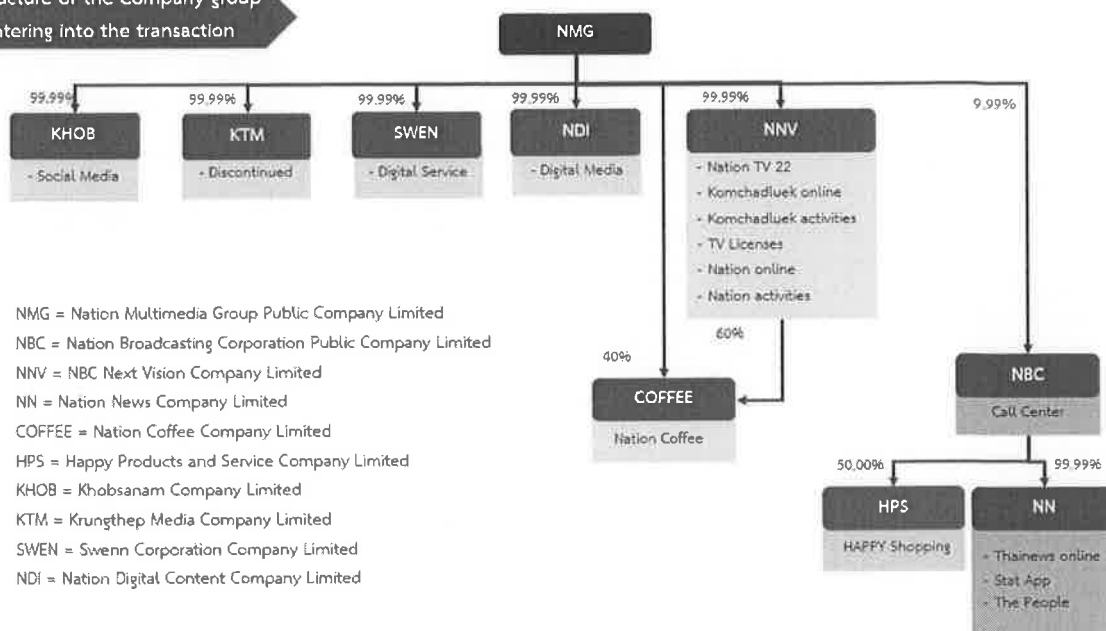
Komchadluek Business

Komchadluek produces contents for distribution, digital news platform and social media ixonsisting news social media website, Facebook, fanpage and website, organising activities that are well known and catching wide public interests under the trademark "Komchadluek" such as Komchadluek Award, and Komchadluek Sky Run Mini-marathon.

The meeting of the Board of Directors on 11 November 2021 approved the business restructure by transferring the operation of business of Nation TV Channel 22 and Nation Online to NBC Next Vision Company Limited, the license holder, effective from 1 January 2022 onwards.



The structure of the Company group
after entering into the transaction



Financial information of NBC

(Unit: THB million)	2019	%	2020	%	2021	%
Cash and cash equivalents	26.74	3.87	164.48	15.70	17.66	1.86
Trade and other receivables	99.94	14.46	90.79	8.67	94.11	9.90
Accrued income	34.96	5.06	14.49	1.38	32.66	3.43
Inventories	0.01	0.00	22.15	2.11	0.20	0.02
Undue input VAT	5.32	0.77	2.72	0.26	3.28	0.34
Investment in equity instruments in related business	-	-	-	-	51.75	5.44
Other current assets	10.89	1.58	12.03	1.15	13.33	1.40
Total current assets	177.86	25.73	306.65	29.27	212.98	22.40
Advance payment for business acquisition	-	-	164.40	15.69	-	-
Real estate for investment	7.06	1.02	-	-	-	-
Leasehold improvements and equipment	97.27	14.07	140.31	13.39	112.42	11.82
Right-of-use assets	-	-	44.71	4.27	26.54	2.79
Intangible assets	11.58	1.68	11.29	1.08	59.27	6.23
Digital television licence	337.17	48.79	300.91	28.73	264.74	27.84
Good will	-	-	8.37	0.80	197.32	20.75
Withholding tax deducted at source	58.01	8.39	67.08	6.40	75.29	7.92
Other non-current assets	2.18	0.32	3.83	0.37	2.39	0.25
Total non-current assets	513.27	74.27	740.89	70.73	737.97	77.60
Total assets	691.13	100.00	1047.54	100.00	950.96	100.00

(Unit: THB million)	2019	%	2020	%	2021	%
Trade and other payables	31.89	4.61	84.04	8.02	46.12	4.85
Short-term loan	-	-	-	-	-	-
Account payable for purchase of assets	18.04	2.61	0.11	0.01	-	-
Deferred incomes	2.86	0.41	3.43	0.33	6.43	0.68
Current portion of digital television licence payable	49.90	7.22	49.90	4.76	-	-
Current portion of long-term loan from financial institution	17.40	2.52	13.05	1.25	47.60	5.01
Current portion of lease liabilities	-	-	13.38	1.28	11.91	1.25
Accrued expense	-	-	-	-	25.25	2.66
Short-term loan from individuals	-	-	-	-	13.00	1.37
Other current provisions	55.58	8.04	48.69	4.65	-	-
Pending output VAT	12.79	1.85	9.16	0.87	6.85	0.72
Other current liabilities	1.63	0.24	10.35	0.99	2.94	0.31
Total current liabilities	190.09	27.50	232.11	22.16	160.11	16.84
Accrued digital television licence fee	-	-	-	-	-	-
Long-term loan from financial institution	27.60	3.99	27.60	2.63	-	-
Long-term loan from related party	-	-	-	-	112.50	11.83
Lease liabilities	-	-	25.78	2.46	11.57	1.22
Non-current provisions for employee benefit	41.55	6.01	45.24	4.32	49.82	5.24
Total non-current liabilities	69.15	10.01	98.62	9.41	173.89	18.29
Total liabilities	259.24	37.51	330.72	31.57	334.00	35.12
Issued and paid-up share capital	535.44	77.47	1,124.42	107.34	1,124.42	118.24
Share premium on ordinary shares	824.43	119.29	547.61	52.28	547.61	57.57
Retained earnings (Deficit)						
Appropriated- Legal reserve	24.10	3.49	24.10	2.30	24.10	2.53
Deficit	(952.08)	(137.76)	(905.69)	(86.46)	(1,009.47)	(106.15)
Difference from business combination under common control	-	-	(70.00)	(6.68)	(70.00)	(7.36)
Equity attributable to owners of the parent	431.88	62.49	720.44	68.77	616.66	64.85
Non-controlling interests	0.00	0.00	(3.61)	(0.35)	0.30	0.03
Total equity	431.88	62.49	716.82	68.43	616.96	64.88
Total liabilities and equity	691.13	100.00	1047.54	100.00	950.96	100.00

(Unit: THB million)	2019	%	2020	%	2021	%
Revenue from sale of goods and rendering of services	457.06	92.74	857.61	94.08	394.87	79.24
Proceeds from investment in subsidiary of non-controlling interest	-	-	-	-	13.93	2.80
Proceeds from fair value adjustment	-	-	-	-	21.82	4.38
Other income	35.76	7.26	53.92	5.92	67.70	13.59
Total revenues	492.82	100.00	911.53	100.00	498.323	100.00
Costs of sales of goods and rendering of services	401.84	81.54	668.85	73.38	471.03	94.52
Selling expenses	34.19	6.94	77.09	8.46	30.68	6.16
Administrative expenses	99.55	20.20	170.29	18.68	130.96	26.28
Reversal of (loss from asset depreciation)	(457.07)	(92.74)	(45.47)	(4.99)	-	-
Reversal of (expected credit losses)	-	-	-	-	(59.68)	(11.98)
Total expenses	78.51	15.93	870.76	95.53	572.98	114.98
Profit (loss) from operating activities	414.31	84.07	40.77	4.47	(74.66)	(14.98)
Finance costs	(9.06)	(1.84)	(8.64)	(0.95)	(11.13)	(2.23)
Profit (loss) before income tax	405.25	82.23	32.13	3.53	(85.79)	(17.22)
Income tax expense (revenue)	-	-	-	-	-	-
Profit (loss) for the year	405.25	82.23	32.13	3.53	(85.79)	(17.22)

5. Total value of consideration, value of acquired assets, criteria used to determine total value of consideration and payment condition

5.1 Total value of consideration, value of acquired assets and payment condition

5.1.1 Sale and Purchase of Ordinary Shares in NNV

NMG will purchase 85,999,997⁵ ordinary shares in NNV, with a par value of THB 10.00 per share, or equivalent to 99.99 % of the total number of sold shares of NNV from NBC at the

⁵ They are the number of shares held by NBC after the capital increase whereby NNV has a plan to increase the capital according to the conditions precedent of the entry into this transaction. On the date that the Board of Directors of the Company resolved to approve the purchase of NNV's shares on 4 March 2022 (before capital increase of NNV), NBC holds 79,999,997 shares in NNV, or equivalent to 99.99% of the registered capital of NNV before the capital increase.

purchase price of THB 2.7875⁶ per share and totalling the share purchase of THB 239,728,315; and the Company will lend money to NNV to repay NBC in the amount of THB 221,300,000. As a result, total investment in NNV equals THB 461,028,315.

5.1.2 Sale of Ordinary Share in NBC

The Company will sell 691,032,167 ordinary shares in NBC, or equivalent to 61.4569% of the total number of sold shares of NBC at the purchase price of THB 1.30 per share, or initially totalling THB 898,341,817.10 to the Purchasers.

5.1.3 Payment condition of the Sale and Purchase of Ordinary Shares in NNV

The Company will make a payment for the ordinary shares in NNV to NBC wholly in cash after the Company invests in the ordinary shares in NNV and receives the cash from the Sale of Ordinary Shares in NBC, which is expected to complete within July 2022. Therefore, the Company is required to receive the payment specified in Clause 5.1.4 before paying the price of ordinary shares in NNV to NBC. Nevertheless, in case where the Sale of Ordinary Shares in NBC is not completed, the Company will transfer ordinary shares in NNV back to NBC.

5.1.4 Payment condition of the Sale of Ordinary Shares in NBC

The Purchasers agree to make a payment for the ordinary shares in NBC to the Company whereby 1) the Purchasers will pay for not exceeding 30.00% of the sale value on the date of agreement in cash on the share purchase agreement signing date and 2) the Purchasers will pay the remaining amount from clause 1) in cash on the share transfer date, which is expected to completed within July 2022.

5.2 Criteria used to determine the total value of the transaction

5.2.1 Sale and Purchase of Ordinary Shares in NNV

The determination of the consideration is from the negotiation and the agreement between the Company and the seller including the consideration of the fair value of NNV after the restructure of NBC which is evaluated by the financial advisor, Siam Alpha Capital Co., Ltd. by discounted cash flow method by relying on the net cash flow in the future of the business

⁶ This is a share price after the capital increase of NNV whereby the total number of issued and paid-up shares after the capital increase equal 86,000,000 shares. The share price before the capital increase is equivalent to THB 2.9966 considered from the total number of issued and paid-up shares of 80,000,000 shares.

that will receive from 3 business units i.e. business unit under "Komchadluek" brand, online media business unit under "Nation Online" brand and TV Chanel 22 business unit brand and the valuation of shares in Nation Coffee Company Limited, which are held by NNV in the amount of 60 % of the registered capital of Nation Coffee Company Limited by the use of book value as of 31 December 2021, the value of shares held by NNV is equal to THB 0.45 million.

In this regard, the total value valued by discounted cash flow of the 3 business units of NNV equals THB 439.02 – 477.16 million, the main assumptions of the cash flow of the 3 business units can be summarized below:

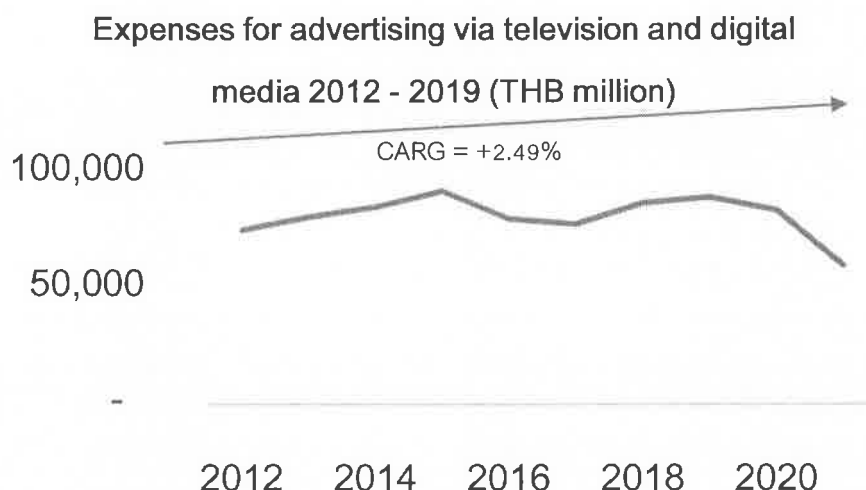
5.2.1.1 Assumption in relation to revenues

Assumption in relation to revenues of business unit under "Komchadluek" brand							Unit: THB million
Items	2020	2021	2022	2023	2024	2025	2026
Revenue from Facebook / YouTube / Google and Line advertisement	8.98	11.59	13.80	14.14	14.50	14.86	15.23
Revenue from Ads network advertisement	5.03	4.60	10.81	11.08	11.36	11.64	11.93
Revenue from Direct Sale advertisement	8.94	6.52	19.47	19.96	20.45	20.96	21.49
Revenue from activities		6.78	12.00	12.00	12.00	12.00	12.00
Affiliate Revenue		0.21	0.45	0.45	0.45	0.45	0.45

Assumption in relation to revenues of business unit under "Nation Online" brand							Unit: THB million
Items	2020	2021	2022	2023	2024	2025	2026
Revenue from Facebook / YouTube / Google and Line advertisement	14.22	18.45	44.84	45.96	47.10	48.28	49.48
Revenue from Ads network advertisement	6.12	1.85	3.30	3.38	3.46	3.55	3.64
Revenue from Direct Sale	8.77	5.50	20.00	20.50	21.01	21.53	22.07

advertisement							
Revenue from activities			15.00	15.00	15.00	15.00	15.00
Affiliate Revenue	0.34	0.88	0.62	0.62	0.62	0.62	0.62

- The assumption for the revenue from advertisement source for the year 2022 is relied on the actual revenue in 2021 and the plan for business development and increase the revenues via advertising channels of the Company, together with the 2022 plan for business development and increase the revenues of the Company, as the Company has a plan to restructure the presentation of news and important events and write contents to be in line with searching demand (Search Engine Optimization). The growth rate at given at 2.49 % in accordance with the averaged growth rate of TV and digital media advertise expenses from 2012 – 2019 from Digital Advertising Association (Thailand).



(Source: Digital Advertising Association (Thailand))

- The assumption for the revenue from activities source in the year 2022 is relied on the actual revenue in 2021 from activities such as Komchadluek Award and Sky Run, etc. together with the plans for additional activities specified by the company such as Thailand NEXT DECADE, Crowed TALK Thailand, Social Safe, etc.

Assumption in relation to revenues under "Nation TV" brand					Unit: THB million
Items	2020	2021	2022	2023	2024
Revenue from advertisement	294.84	116.46	159.99	191.98	201.58
Revenue from air time rent	120.88	36.26	10.99	10.99	10.99

Revenue from activities	30.20	17.19	43.13	56.06	58.87
Revenue from out of home media	31.94	10.09	14.80	15.39	16.01
Other revenues	16.99	19.67	17.01	17.01	17.00
Items	2025	2026	2027	2028	2029
Revenue from advertisement	211.66	222.24	233.36	245.03	85.76
Revenue from air time rent	10.99	10.99	10.99	10.99	3.66
Revenue from activities	61.81	64.90	68.14	71.55	25.04
Revenue from out of home media	16.65	17.31	18.01	18.73	6.49
Other revenues	17.01	17.01	17.01	17.01	17.01

- The assumption for the business unit under "Nation TV" brand is specified the period until the year 2029 based on the license to operate business.
 - The assumption for the revenue from advertisement source for the year 2022 – 2023 is relied on the actual revenue in 2021 and the plan for business development and increase the revenues of the company from the increase of content number on online network to increase the user number, which is in line of the change of audiences, and the work in partnership with Thansettakij, Krungthep Turakij etc., including the sale of live broadcast and production work. The growth rate is given at 5.00 % in accordance with the averaged growth rate of online media advertise expenses in 2021 and the opinion of the financial advisor on a conservative basis since such growth rate is similar to the projection of the Media Agency Association of Thailand: MAAT) which the MAAT projects that the advertisement market will grow by 2.1 – 5%. (Source: www.workpointtoday.com)
 - The assumption of the revenue from renting source is relied on the actual revenue in 2021.
 - The assumption for the revenue from activities in 2022 is relied on the additional activity plans (On ground Event) as specified by the company such as Nation Dinner Talk, Nation Golf, Nation Bike including World tournament tour.
- 5.2.1.2 Assumption in relation to costs
- Assumption in relation to costs and expenses is divided into variable cost relying on proportion between cost and revenue and fixed cost relying on 2021. The growth rate of 1.70 % is given in accordance with the inflation for the year 2022

from the summary of the estimation of business and inflation in the money policy report in December 2021 of the Bank of Thailand.

5.2.1.3 Assumption in relation to discount rate

The discount rate is equal to 7.97 – 9.25 %

5.2.2 Sale of Ordinary Shares in NBC

The determination of the value of consideration is from the negotiation and agreement between the Company and the buyer including considering from the market value of NBC's shares in the SET and the fair value of NBC after business restructuring of NBC valued by Siam Alpha Capital Company Limited, the financial advisor by sum of part method. NNV is considered from the consideration that NBC will receive from the sale and purchase of NNV. The value of Nation News Company Limited and Happy Products and Service Company Limited valued by discounted cash flow method is THB 707.38 – 748.10 million. If such value, the value of the Sale of Ordinary Shares in NNV of THB 239.73 million and the proceeds of loan which will be repaid from NNV of THB 221.30 million are added together, the total evaluated value will equal THB 1,168.41 – 1,209.13 million, Therefore, the evaluated value of the sale of 691,032,167 ordinary shares of the Company in NBC, or equivalent to 61.4569 % of the total number of sold shares of NBC, will equal THB 718.06 – 743.09 million. Whereby the source of main assumptions for cash flow can be summarised as followed

5.2.2.1 Assumption in relation to revenues

Assumption in relation to revenues of NN							Unit: THB million
Items	2020	2021	2022	2023	2024	2025	2026
Revenue from Facebook / YouTube / Google and Line advertisement	6.18	12.73	24.87	25.49	26.12	26.77	27.44
Revenue from Ads network advertisement	20.11	4.87	6.13	6.28	6.43	6.60	6.76
Revenue from Direct Sale advertisement	4.33	4.48	43.98	45.08	46.20	47.35	48.53
Revenue from activities			8.50	8.50	8.50	8.50	8.50
Affiliate Revenue	3.18	4.18	0.42	0.43	0.44	0.45	0.46
Revenue from Call center	32.79	20.53	19.38	19.86	20.36	20.86	21.38
Revenue from Application	6.84	14.68	9.67	9.96	10.26	10.57	10.89

- The assumption for the revenue from advertisement source for the year 2022 is relied on the actual revenue in 2021 and the plan for business development and increase the revenues of the company. The growth rate is given at 2.49 % in accordance with the averaged growth rate of TV and digital media advertise expenses from 2012 – 2019 from Digital Advertising Association (Thailand).
- The assumption for the revenue from activities is relied on the actual revenue in 2021 from activities and additional plan for activities as specified by the company.
- The assumption for the revenue from Call center 2022 is relied on the actual revenue in 2021 and the plan for business development and increase the revenues of the company. The growth rate is given at 2.49 %.
- The assumption for the revenue from Application in the year 2022 is relied on the actual revenue in 2021 and the plan for business development and increase the revenues of the company. The growth rate is given at 3 % relying on the expected growth rate of the value of expenses in relation to communication services in Thailand for the year 2022.

Assumption in relation to revenues of Happy Products and Service Company Limited							Unit: THB million
Items	2020	2021	2022	2023	2024	2025	2026
Revenue from sales of goods	369.12	223.42	321.92	336.40	351.54	367.36	383.89
Revenue from transportation fee	21.82	7.60	10.95	15.14	15.82	16.53	17.28

- The assumption for the revenue from sales and goods and revenues from transportation fees for the year 2022 are relied on the actual revenue in 2021 and the plan for business development and increase the revenues of the company. The growth rate is given at 4.50 % in accordance with the expected averaged growth rate for the year 2021 – 2024 for the goods for health from Euromonitor, November 2020.

5.2.2.2 Assumption in relation to costs

- Assumption in relation to costs and expenses is divided into variable cost relying on proportion between cost and revenue and fixed cost relying on 2021. The growth rate of 1.70 % is given in accordance with the inflation for the year 2022

from the summary of the estimation of business and inflation in the money policy report in December 2021 of the Bank of Thailand.

5.2.2.3 Assumption in relation to discount rate

The discount rate is equal to 7.08 - 8.97 % for Nation News Company Limited and the discount rate of 8.00 – 9.00 % for Happy Products and Services Company Limited.

At the same time, the Company considered the market price of the NBC's shares in the SET which the weighted average price during the 6 month period are summarised as below:

Time	7 business days	15 business days	1 month	3 months	6 months
Weighted average price (THB per share)	1.72	1.67	1.65	1.42	1.31
Higher than offering price (percentage)	24.42	22.15	21.21	8.45	0.76

From the comparison of the ordinary share market price, the market price is approximately THB 1.31 - 1.72 per share or THB 905.25 – 1,188.58 million for the value of the Sale of Ordinary Shares in NBC of 691,032,167 shares, or equivalent to 61.4569% of the total number of sold shares of NBC, from past information, it can be seen that the share price of NBC rises inconsistently with the operation result, business growth projection of NBC and the restructuring of the Company group which will be undertaken prior to the sale of NBC's shares. As such, the view is that the fair value evaluation of NBC ordinary shares with the comparison of ordinary share market price method is not a suitable method for valuating the value of NBC. The Company thus negotiates with the Purchasers with such offering price.

6. Expected benefits to the Company from the transaction

6.1 Sale and Purchase of Ordinary Shares in NNV

- Structure of the company group becomes clearer and more flexible in terms of management and administration, which is in line with business plan under "One Nation" policy.
- There will be cooperation in the company group which enables resource sharing for the best interest of the Company and NNV (synergy) such as the sharing of field working team, media production team, editing team in which each media shall be able to adapt the content for presentation as appropriate to its own audience, including the ability to build audience information data base to be bigger from the sharing of data management system. Such information is expected by the Company to be use to analyse and process the audience visiting in order to select the contents to be appropriate to the audiences of each channel and to create value added from such information in the future.
- The Company will have the opportunity to obtain profit from the business of NNV after the merging of business with the Company.

6.2 Sale of Ordinary Shares in NBC

- The Company will receive proceeds from the sale of NBC shares and the Company will have an opportunity to release the Company's loan obligations from financial institutions and reduce the loan interest. Based on the statement of financial position as of 31 December 2021, the short-term loans from financial institutions of the Company are THB 192.90 million. Nonetheless, the release of loan obligations from financial institutions depends on the remaining cash flow of the Company after selling the ordinary shares in NBC, the restructuring of the Company group, future investment, and the allocation of working capital.
- The Company will have better fund structure from the benefits from the sale of the shares in NBC, resulting in the equity (equity attributable to the parent) becomes higher.
- The Company is able to utilise proceeds from the sale of NBC shares to enter into the purchase of ordinary shares in NNV, causing structure of the company group

becomes clearer and more flexible in terms of management and administration, which is in line with business plan under "One Nation" policy.

- The Company is able to reduce costs arising from the management of a subsidiary which is a listed company.

7. Source of fund

For the Sale and Purchase of Ordinary Shares in NNV, the Company will utilize the proceeds obtained from selling the ordinary shares of NBC. The Company will further utilise the remaining proceeds from the sale of NBC for the investment in relevant business or the business that is in line with the business plan of NMG to become a media service provider with various contents in every platform. In this regard, the future investment of the Company will be undertaken in accordance with the Notifications on Acquisition or Disposal of Assets, the Notifications on Connected Transactions and other relevant regulations.

8. Conditions on entering into the transaction

8.1 Sale and Purchase of Ordinary Shares in NNV

The Company is required to comply with the Notifications on Acquisition or Disposal of Assets and perform the duties as follows:

- 1) disclose the information memorandum regarding this transaction as per the Schedule (1) of the Notifications on Acquisition or Disposal of Assets to the SET.
- 2) circulate the letter to notify the shareholders within 21 days from the date of disclosure to the SET whereby the letter to notify the shareholders must comprise the information at least according to Schedule (2) 1, 2, 3, 5 (3), 7 and 8 annexed to the Notifications on Acquisition or Disposal of Assets.
- 3) Moreover, the entry into the Sale and Purchase of Ordinary Shares in NNV is a purchasing or taking a transfer of the business of a private company to be owned by the company under Section 107 (2) (b) of the Public Limited Company Act B.E. 2535 (1992) (as amended) by which the transaction size is not necessary to be calculated and the Company is required to obtain approval from the shareholders' meeting of the Company with the votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and entitled to vote, excluding the votes of shareholders having vested interest.

8.2 Sale of Ordinary Shares in NBC

The Company is required to comply with the Notifications on Acquisition or Disposal of Assets and perform the duties as follows:

- 1) disclose the information memorandum regarding this transaction as per the Schedule (1) of the Notifications on Acquisition or Disposal of Assets to the Stock Exchange of Thailand
- 2) appoint the independent financial advisor to perform relevant duties, including providing the opinion as stipulated in the Notifications on Acquisition or Disposal of Assets by submitting the report of the independent financial advisor's opinion to the shareholders for their consideration, along with submitting the invitation to the meeting of the shareholders.
- 3) arrange the shareholders' meeting to seek an approval for the entry into the transaction and obtain the approval with the votes of not less than three-fourths (3/4) of total votes of shareholders attending the meeting and entitled to votes, excluding the votes of shareholders having vested interest.

Besides, as the Purchasers will become the major shareholder of NBC by purchasing the ordinary shares of NBC from the Company in the amount of 691,032,167 shares or equivalent to 61.4569% of the total number of sold shares of NBC, the Purchasers are required to make a tender offer for all securities of NBC whereby the Purchasers are required to report the total number of held shares as per Form 246-2 to the SEC within the business day after the date that the Purchasers receive the transfer of NBC's ordinary shares and the Purchasers are under obligation to submit the tender offer according to Form 247-4 to the SEC within 7 business days from the date that Form 246-2 shall be submitted.

In this regard, the Company will execute the share purchase agreement and/or any other relevant agreements after the 2022 Annual Shareholders General Meeting of the Company, to be held on 29 April 2022 resolves to approve the entry into the Sale and Purchase of Ordinary Shares in NNV and the Sale of Ordinary Shares in NBC and after the condition precedents specified in the shares purchase agreement and the other relevant agreements are satisfied. It is estimated that the transaction will be completed within July 2022.

9. Opinions of the Board of Directors concerning the entry into the transaction

The Board of Directors' Meeting of the Company No. 2/2022 resolves to approve the entry into the Sale and Purchase of Ordinary Shares in NNV and the Sale of Ordinary Shares in NBC and is of the view that;

- The Sale and Purchase of Ordinary Shares of NNV will be beneficial to the Company as the Company has an adaptation plan to keep up with the communication technology and consumers' behaviour. Therefore, it is necessary for the Company to restructure the company

group and organisation. The investment in NNV, which will make NNV become the subsidiary of the Company, will make the structure of the company group clearer, increase the management efficiency and lead to the unity in overall organisation steering. This is in line with the business plan under "One Nation" Policy.

- The Sale of Ordinary Shares in NBC will be beneficial to the Company as the Company is able to utilise proceed obtained from the Sale of Ordinary Shares in NBC to increase the liquidity of the Company, strengthen the fund structure of the Company and further business according to the Company's business plan as well as create the flexibility from managing only one listed company. This is in line with the business plan under "One Nation" Policy.

10. Opinions of the Company's Audit Committee and/or directors which are different from the opinions of the Board of Directors under Clause 9.

-none-

The Board of Directors of the Company certifies that the information contained in this Information Memorandum is true, complete and accurate in all respects, and will not cause misunderstanding to other people or no material information that should be clarified is missed.

Please be informed accordingly.

Sincerely yours,

Mrs. Warangkana Kalayanapradit
Assistant to Chief Executive Officer

-Translation-

Information Memorandum on the Disposal of Assets (Schedule (2))

of Nation Multimedia Group Public Company Limited (the "Company")

RE: The Sale of Ordinary Shares in Nation Broadcasting Corporation Public Company Limited ("NBC")

1. Information Memorandum Disclosed according to Schedule (1)

Please consider the Information Memorandum on the Disposal of Assets (Schedule (1)) in (Enclosure 10) of the Invitation to 2022 Annual General Meeting of Shareholders of the Company.

2. Responsibility of the Company's directors for information in the documents submitted to the shareholders

The Board of Directors of the Company will be responsible for the information contained in this Information Memorandum. In this regard, the authorized directors of the Company have carefully reviewed the information in this Information Memorandum and hereby certify that there is no false statement, no material fact which is necessary to be or to be specified in this Information Memorandum is omitted and there is no statement which will cause other people to misunderstand.

3. Report of the independent expert and qualifications of independent expert

3.1 Asset price appraiser

-none-

3.2 Independent financial advisor

The Company appoints Avantgarde Capital Company Limited as independent financial advisor to prepare and provide opinion on the reasonableness and fairness of relevant price and conditions, including the opinion on the resolution of shareholders and supporting reasons relating to the entry into the transaction of the Company, which is considered a disposal of asset, to propose the shareholders of the Company.

In this regard, the independent financial advisor does not hold share in the Company and has no relationship with the Company. The independent financial advisor agrees to publish the report of the independent financial advisor dated April 11, 2022 (The report of the independent financial advisor is detailed in Enclosure 12 of the Invitation to 2022 Annual General Meeting of Shareholders of the Company).

4. Information of all liabilities of the Company at present and contingent liabilities

4.1 Total value of issued debt instruments and unissued debt instruments according to the shareholders' meeting which authorized the Board of Directors to consider issuing such debt instruments as deemed appropriate

-None-

4.2 Total term loans of the Company and subsidiaries and assets used as collateral

Type of loan	Amount (THB Million)	Collateral
Bank overdrafts and short-term loans from financial institutions	192.89	Investment in subsidiaries
Short-term loans from non-related parties	50.69	Investment in subsidiaries
Long-term loans from financial institutions	67.60	Investment in subsidiaries
Long-term loans from individuals	402.50	-none-
Total	713.68	

4.3 Total other liabilities of the Company and subsidiaries and assets used as collateral

Types of assets	Amount (THB Million)	Collateral
Trade accounts payable and other current payables	88.44	-none-
Assets payable	5.86	-none-
Deferred income	9.08	-none-

Types of assets	Amount (THB Million)	Collateral
Unearned income	63.50	-none-
Accrued expenses	50.06	-none-
Liabilities from lease agreements	23.47	-none-
Undue output VAT	14.62	-none-
Other current liabilities	12.32	-none-
Deferred tax	9.74	-none-
Non-current provisions of employee benefit	122.98	-none-
Other non-current liabilities	0.25	-none-
Total	400.32	

4.4 Contingent liabilities of the Company and subsidiaries as of 31 December 2021

Details	Amount (THB Million)
Short-term lease obligations	0.82
Low value asset lease obligations	5.06
Obligations under service agreements	55.13
Bank guarantee	15.35
Total	61.01

5. Summary of key information of the Company

5.1 Information in relation to the nature of business of the Company, the Company's Subsidiaries, and the Company's Associates

5.1.1 Characteristics of business operation

Characteristics of the business of the Company group consist of 5 business units as follows:

1. Publishing

- Krunghthep Turakij Newspaper

Krunghthep Turakij is a daily business newspaper which has been entrusted by the public continuously for 35 years from the establishment on 6 October 1987. Even in the situation of "Digital Disruption" has sent the

overall publishing industry into recession, Krungthep Turakij has been able to maintain its strong position in the media industry by continuing to present news and information that meets high standards of quality and reliability, with deep insights and a diversity of content. The income is gained through the sales of printing materials and advertising media, together with holding special events and seminars to build the relationship and good experiences to the readers, which contributes to the increase of reader base that read news from Nation Group via every platform.

In 2022, Krungthep Turakij reinforced its leading position as a business daily, with news content covering all aspects of business and the economy. Content has also been expanded to satisfy the needs of readers in the modern era with sections on entertainment, music, society, the environment and emerging technologies, which responds to current interests and lifestyles. The contents are also extended more to Online Platform to meet the changed behaviors of the consumers.

At the same time, Krungthep Turakij focuses on its participatory role as an "intermediary," to bring the business and social sectors together in order to foster sustainable growth. The newspaper jointly organizes activities such as seminars, training courses and social activities in conjunction with the other Nation Group's media platforms in order to effectively reach and respond to consumers' needs in the digital age.

- www.bangkokbiznews.com

Business news website of "Krungthep Turakij" which is in the top popularity spot of the country is a news and media website in top 5 popularity in 2021 (information from Similar Web, December 2021). The website focuses on the presentation of news in business circle, economy, finances and the movement of gold price, oil price, currency exchange rates and now adding the movement information of digital asset market by selecting the data of interesting digital currencies which are in line with the interest of the investors to present. This website can also thoroughly and continually advertise the seminars of the organisations in the Company group.

- i-Newspaper

Online Krungthep Turakij newspaper of "i-Newspaper" presented through 'inews.bangkokbiznews.com' website takes the readers to access the news and information through the communication devices that are in line with the lifestyle of consumers in 5G era. The readers can follow the news of 'Krungthep Turakij' through mobile phones, tablets, iPad and desktop swiftly everywhere with fresh and up to date news which is able to update all events.

The outstanding features of i-Newspaper is that its content is the same as that in Krungthep Turakij newspaper but it is more special as readers can read the past news with more photos. There are also audio books, interactive stock index and videos. The readers can download full version of online newspaper in PDF file along with connecting to latest news from bangkokbiznews.com with only one click.

- **Line News**

Line News is the channel to reach online Krungthep Turakij readers via Line News application which the readers subscribe to receive free Krungthep Turakij news via smartphones and tablets by QR code scanning then the readers can further click the link to read detailed news on Krungthep Turakij website.

Number of Line News subscribers of Krungthep Turakij as of March 2022 are 177 thousand persons.

From 35 year- experience, "Krungthep Turakij" has accumulated strong news information which marches Krungthep Turakij to become a full business experience provider. Krungthep Turakij also has various media platforms, and it can stand as the top-ranked daily business newspaper in the country as a result. Krungthep Turakij also helps building the learning society, reaches the consumers and truly becomes the media of the society.

2. Television broadcasting business unit

This unit is operated by Nation Broadcasting Corporation Public Company Limited or NBC. NBC is the producer and provider of news and knowledge television programs with various broadcasting platforms in order to reach broader target group. The indirect subsidiary of the Company, i.e. NBC Next Vision Company Limited, which is a subsidiary of NBC, is an owner of Digital TV broadcasting license "Nation TV 22" channel which presents and produces news and content programs via Digital TV and all online media platforms.

3. Event Marketing or Marketing Activity

Organizing events or activities is another business segment of Nation Group, which relies upon the news potential of all media in the group. Event organizing adds another role for the media to act as an "intermediary" in interconnecting various sectors, which can lead to the sustainable growth of Thai society by enhancing a knowledge and understanding of new issues that may have an impact on the economy, business, society, politics, culture and health, and by expanding the results through the media in various platforms of Nation Group.

In 2021, even though the new coronavirus disease (COVID-19) has spread since 2020, Nation Group has changed the organizing format of event to be in a visual format.

4. New digital platform

The new media platform is operated by the Group and it adjusted the strategy to enhance revenue generation channels in replace of the traditional mainstream media through digital media. As being a leading content provider, Nation Group focuses on presenting news contents on all platforms including applications operating under the subsidiaries.

5.2 Summary of financial statements of the past three years and the current year until the latest quarter with description and analysis of financial position and operation results in the past year and the current year until the latest quarter, as well as risk factors which may affect the profit of the Company

5.2.1 Statements of financial position

Consolidated statements of financial position (unit: THB million)	2019	2020	2021
Assets			
<i>Current assets</i>			
Cash and cash equivalents	48.29	184.89	29.77
Trade accounts receivable and other current receivables	210.88	148.98	185.92
Accrued income	59.10	35.95	60.30
Inventories	0.44	22.37	0.20
Other current assets	85.46	68.51	76.42
Total Current assets	404.17	460.70	352.61
<i>Non-current assets</i>			
Restricted deposits	1.30	1.35	1.40
Investments in associates and joint ventures	21.09	3.49	-
Long-term investments in other companies	2.26	2.26	2.26
Advance payment for business acquisition	-	164.40	-
Investment properties	28.29	17.33	18.88
Property, plant and equipment	175.52	222.62	208.10
Right-of- use asset	-	45.75	26.54
Intangible assets	20.53	22.25	78.18
Digital television licenses	337.17	300.91	264.74
Goodwill	-	21.69	210.65
Other non-current assets	358.73	291.66	148.07
Total non-current assets	944.89	1,093.71	958.82
Total assets	1,349.06	1,554.41	1,311.43

Consolidated statements of financial position (unit: THB million)	2019	2020	2021
Liabilities and equity			
<i>Current liabilities</i>			
Bank overdrafts and short-term loans from financial institutions	191.12	193.46	192.89
Trade accounts payable and other payables	179.21	189.07	166.89
Current portion of television licenses payable	49.90	49.90	-
Current portion of long-term loans from financial institutions	17.40	33.05	47.60
Current portion of liabilities from lease agreement	-	14.01	11.91
Short-term loans	30.00	298.00	50.68
Other current liabilities	275.38	238.66	77.00
Total current liabilities	743.01	1,016.15	546.97
<i>Non-current liabilities</i>			
Long-term loan from financial institutions	27.60	27.60	20.00
Long-term loan from individuals	-	-	402.50
Liabilities from lease agreements	-	26.22	11.57
Deferred tax liabilities	6.39	6.39	9.74
Non-current provisions of employee benefit	158.84	110.98	122.98
Other non-current liabilities	43.07	39.10	0.24
Total non-current liabilities	235.90	210.29	567.03
Total liabilities	978.91	1,226.44	1,114.00
Shareholders' equity			
Registered capital	2,663.57	2,663.57	2,663.57
Issued and paid-up capital	2,156.02	2,156.02	2,156.02
Premium on ordinary shares	1,169.75	1,169.75	1,169.75
Share premium on ordinary shares of subsidiaries	80.72	80.72	80.72
Appropriated – legal reserve	32.70	32.70	32.70
Retained earnings (deficit)	(3,224.09)	(3,358.87)	(3,476.94)
Other components of equity	25.55	25.55	38.94
Equity attributable to owners of the parent	240.65	105.87	1.19
Non-controlling interests	129.50	222.10	196.24
Total shareholders' equity	370.15	327.97	197.43
Total liabilities and equity	1,349.06	1,554.41	1,311.43

5.2.2 Consolidated statement of comprehensive income

Consolidated statement of comprehensive income(unit: THB million)	2019	2020	2021
Income			
Revenue from sale of goods and rendering of services	1,198.94	957.25	702.58
Excess of compensation from returning digital TV license	331.35	-	-
Gain from selling investment in associate and indirect subsidiary	180.36	2.23	13.93
Other income	102.23	96.41	106.10
Total revenues	1,812.88	1,055.89	822.61
Cost and expense			
Costs of sales of goods and rendering of services	1,037.02	716.96	631.29
Selling expenses	206.10	134.27	97.32
Administrative expenses	416.29	300.59	182.89
Reversal of (loss from asset depreciation)	43.63	(3.50)	(3.82)
Total expenses	1,703.04	1,148.32	907.68
Profit (loss) from operating activities	109.84	(92.43)	(85.07)
Finance costs	(82.38)	(31.04)	(43.30)
Portion of loss from investments in associates and joint ventures	(31.22)	(3.96)	(0.50)
Profit (loss) before income tax	(3.76)	(127.43)	(128.87)
Income (expense) tax revenue	1.66	-	-
Profit (loss) for the year from continuing operations	(2.10)	(127.43)	(128.87)
Discontinued operation			
Loss from discontinued operation – net after tax	-	(20.50)	(37.36)
Profit (loss) for the year	(2.10)	(147.93)	(166.23)

5.2.3 Consolidated statement of cashflow

Consolidated statement of cashflow (unit: THB million)	2019	2020	2021
Net cashflow received from (spent for) operating activities	(340.86)	55.93	(77.35)
Net cashflow received from (spent for) investing activities	1,148.90	(242.64)	(114.83)
Net cashflow received from (spent for) financing activities	(928.64)	323.31	38.53
Net increase (decrease) in cash and cash equivalents	(120.60)	136.60	(153.65)
cash and cash equivalents as of 1 January	168.89	48.29	184.89
Impact from discontinued operation	-	-	(1.47)
Cash and cash equivalents as of 31 December	48.29	184.89	29.77

5.2.4 Operation overview

Income

Main income sources of the Company and subsidiaries are the service of advertisement and news, television advertisement, new media platform advertisement and newspaper sale, which are equivalent to 66.13%, 93.00% and 85.41% of total revenues, respectively. From 2019 to 2021, total revenues of the Company and subsidiaries are THB 1,812.88 million, THB 1,055.89 million and THB 822.61 million, respectively.

In 2020, the revenues of the Company and subsidiaries decreased by THB 756.99 million, or equivalent to 41.76% in comparison with 2019. Although the revenues from advertisement decreased as the subsidiary returned the digital television license channel 26 and the revenue from publishing reduced from the change of consumers' behaviors which resulted in the discontinuation of "The Nation" newspaper printing and the impact of COVID-19 which caused the Company and subsidiary to discontinue "KomChadLuek" newspaper printing, the income from product sale and tour guide increased from the product distribution business via digital television media and online media, and tour guide business of indirect subsidiary company.

In 2021, the revenues of the Company and subsidiaries decreased by 24.36% in comparison with the same period of the year before due to continuous spread of COVID-19 and government policies which made the Company and subsidiaries unable to organize activities and events according to plan. As a result, the income from advertisement, event organizing, and printing sales decreased. In addition, consumer behavior in the digital age has also changed. As a result, most people are less interested in reading newspapers. Therefore, the company group has to adjust the news and program presenting format in any media to increase the advertising income, develop the staffs to have comprehensive working skills in order to increase the revenue through other media platforms to increase the capacity to meet the consumers' needs, and use the advantages of operating publishing business to further to television programs, new media platform and event marketing etc.

Costs of sale of goods and rendering of services

Main costs of sale of goods and rendering of services of the Company and subsidiaries are the cost of printing media, the cost of television advertisement and the cost of new advertising media. During 2019 – 2021, the Company and subsidiaries' costs of sales and rendering of services are THB 1,037.02 million, THB 716.96 million and THB 631.28 million, respectively, or equivalent to 57.20%, 67.90% and 76.74% of total revenues, respectively.

In 2020, the costs of sale and rendering of services of the Company and subsidiaries decreased by THB 320.06 million, or equivalent to 30.86% compared to 2019 from the costs of sales and services of newspaper business and channel 26 digital TV of which the license was returned and the business was

discontinued. Furthermore, the operating procedures were readjusted in order to reduce and control costs of the Company and subsidiaries to be in line with current situation.

In 2021, the cost of rendering of services of the Company and subsidiaries reduced by THB 85.68 million or equivalent to 11.95% in comparison with the same period of the year before according to the decrease in sale volumes.

Administrative expense

Main administrative expense is the employee expense. From 2019 – 2021, the administrative expense of the Company and subsidiaries are THB 416.29 million, THB 300.59 million and THB 182.89 million, respectively, or equivalent to 22.96%, 28.47% and 22.33%, respectively.

In 2020, the administrative expense of the Company and subsidiaries decreased by THB 115.70 million, or equivalent to 27.79% compared to 2019 from readjusting operation procedures, reducing and controlling expenses to be in line with current situation, and from the rental and service fee as the Company relocated its office in April 2020 where the rental and service fees reduced by THB 22.00 million, and from the employee expenses in the amount of THB 20.00 million. In this regard, the Company and subsidiaries recorded the reversal of allowance for doubtful accounts for THB 3.50 million.

In 2021, the administrative expense of the Company and subsidiaries decreased by THB 117.70 million, or equivalent to 39.16% in comparison with the same period of the year before because of continuous expense control. In this regard, the indirect subsidiary had the discontinued operation in the amount of THB 37.36 million, or equivalent to 6.36% of total revenues as Happy Products and Services Company Limited, an indirect subsidiary of the Company, resolved to approve the capital increase to offer newly issued shares to existing shareholders but NBC Next Vision Company Limited, a subsidiary of the Company, waived its right. Therefore, the shareholding proportion in the indirect subsidiary decreased from 50% to 16.67% and the Company and the subsidiary lost the controlling power in such indirect subsidiary as a result.

Net profit (loss)

From 2019 – 2021, the net profit (loss) of the Company and subsidiaries are THB (2.10) million, THB (147.93) million and THB (166.23) million, respectively, or equivalent to (0.12)%, (14.01)% and (20.21)% of total revenues, respectively. If the reversal of the loss performance, which was the single entry, is excluded, the Company and subsidiaries had continuous loss as the costs and expenses were higher than income and there was an effect from implementing TFRS16 in 2020, consumers' behaviour in respect of printing media and the return of digital television license, including the continuous impact of COVID-19 situation to the advertising media up until now.

5.2.5 Financial position

As of 31 December 2021, the assets of the Company and subsidiaries decreased by THB 242.98 million, or equivalent to 15.63% compared to 2020 as 1) cash and cash equivalents decreased by THB 155.12 million, or equivalent to 83.90% compared to 2020 since more cash was spent for the operating and investing activities while the cash received from financing activities decreased, 2) advance payment for business purchase decreased by THB 164.40 million, or equivalent to 100.00% compared to 2020 since the Company completely received the transfer of ordinary shares on 29 January 2021, 3) goodwill increased by THB 188.96 million, or equivalent to 871.16% compared to 2020 from the purchase of ordinary shares of Nation News Company Limited (former 'Thai news and Entertainment World Company Limited') and 4) undue input VAT decreased by THB 120.79 million, or equivalent to 100.00% compared to 2020 since the proceed was received.

The liabilities of the Company and subsidiaries decreased by THB 112.44 million, or equivalent to THB 9.17% compared to 2020 as 1) trade accounts payable and other payables decreased by THB 67.44 million, or equivalent to 43.26% compared to 2020 mainly from non-related business, 2) short-term loan reduced by THB 247.31 million, or equivalent to 82.99% compared to 2020 since payment period extension was requested and it was categorized as long-term loan instead.

Shareholders' equity of the Company and subsidiaries decreased by THB 130.54 million, or equivalent to 39.80% compared to 2020 since the Company had net loss.

Liquidity and cashflow

As of 31 December 2021, net cash and cash equivalents of the Company increased (decreased) by THB (153.65) million from 31 December 2020. During the accounting period, the net cashflow received from (spent for) operating activities was THB (77.35) million, net cashflow received from (spent for) investing activities was THB (114.83) million, net cashflow received from (spent for) financing activities was THB 38.53 million since COVID-19 situation has continuously affected the advertising media business until currently.

5.2.6 Risk factors which may affect the profit of the Company

- Overall economy status

The Office of the National Economic and Social Development Council (NESDC) reported the overview of Thai economy, in 2021, Thai economy expanded by 1.6%, recovering from a contraction of 6.2% in 2020. Key factors which stimulated Thai economy in the year earlier to recover from contraction were from the expenditure, comprising 18.8% increase of export value of goods, 0.3% increase of private consumption

expenditure and 3.4% increase of total investment. On the other hand, accommodation and food services sector and transport sector declined by 14.4%, and 2.9%, respectively.

The Thai economy in 2022 is projected to expand in the range of 3.5 – 4.5%, mainly supported by the regaining in domestic demand, the recovery of domestic tourism, including the continual expansion of export of goods and the support from public investment. Even though the overall economy is projected to be better, there are risk factors expected to affect the growth and obstruct the Thai economy recovery as follow:

- Uncertainty of COVID-19 spread situation and the variation of virus which affects vaccine efficiency
 - Rising of inflationary pressure according to the rising of energy price and commodity price in the world market
 - Household and business debt burden which is still high, may be a barrier to the recovery of domestic demand, including the ability to repay debt. In a meantime, the interest rate is projected to be on the rise and the labor market has not fully recovered.
 - Production chain disruption is projected to be extended. As a result, cost of goods shipping by sea is still high.
 - World economic and financial volatility from the spread of new variant of COVID-19, financial policy of the countries which are the main market of Thailand and the conflicts between powerful countries.
- **Publishing business**

Publishing media is still affected by digital disruption according to the change of consumers' behavior. Therefore, the money spent for advertising via printing media has regressed continuously. After facing the situation of new coronavirus disease (COVID-19) spread, it is necessary for the publishing media business to adjust itself to be a multimedia and further its own contents to online platforms. Some media have both offline platform (paper newspaper) and online platform (digital version) via website and social media, such as Fanpage on Facebook, Line, YouTube, TikTok and others, including gaining more income from organizing virtual events or seminars through online platform or the internet to compensate on ground activities during the spread of COVID-19. The reflection from this is that if the "content" and "brand" are strong, we can stay in every platform.

- **Television media business**

Although television media is the media that most money for advertisement was spent in 2021, the growth is projected to decrease as money is divided to advertisement via online media. This is the result from the popularity and viewing behavior of modern consumers which have changed. Thus, the income of television media business entrepreneurs is affected, and the entrepreneurs need to adjust themselves by expanding to online platform, which can be watched through various devices, such as smartphone and tablet, both in real time and on

demand. Various contents are presented to meet the needs of target group of each platform, such as website, application and social media like YouTube, Facebook and TikTok, so that the consumers can conveniently access the contents every time and everywhere.

- **Digital media platform**

In 2021, money spent for advertising in digital media increased by 11% from the year earlier, while the money spent in traditional media decreased. Although Thailand's business and economy were widely affected by the 3rd phase of COVID-19 spread in the early of 2021 which was in line with the consumers' behavior where work from home increased, consumers accessed digital media through every platform, including the purchase of goods online or the order of food online as it is the media that can be accessed everywhere and every time. In this regard, if the economy becomes expanded, digital media is projected to continually grow.

Major events in relation to world economy are

- **World Economy** – world economy is projected to slow to 4.1% in 2022 and 3.2% in 2023 as more nations start unwinding support levels of fiscal and monetary policy support to tackle the fallout from COVID-19, together with other risk factors having been there since 2021 i.e., inflation which was projected to be higher, the increase of interest rate in USA and international political conflicts, such as Russia and Ukraine, which results in the rising of oil and gas prices and the risk of shortage.
- **Oil prices** World crude oil market in 2022 is expected to stabilize in a high level since the conflict situation between Russia and Ukraine becomes more intensified. As a result, various countries start to hoard oil to compensate the shortage.

5.3 Current year financial projection, identifying commercial, economic and industrial assumptions and reviewed by the certified public accountant and opinion of the independent financial advisor

-None-

5.4 List of Executives and top 10 major shareholders as of 22 March 2022

Executives

No.	Name	Position
1	Mr. Shine Bunnag	Chairman of Executive Committee and Chief Executive Officer
2	Mr. Somchai Meesen	Vice Chairman of Executive Committee
3	Mrs. Warangkana Kalayanapradit	Assistant to Chief Executive Officer
4	Ms. Aeumsree Boonhachairat	Assistant to Chief Executive Officer

No.	Name	Position
5	Mr. Praklt Chompukam	Assistant to Chief Executive Officer – Event Marketing
6	Mr. Weerasak Phongaksorn	Editor-in-Chief of Nation Group
7	Ms. Aura-Orn Akrasanee	Assistant to Managing Director – Business development division
8	Ms. Natenapa Pusittanont	Senior Vice President - Accounting
9	Ms. Mathaya Osathanond	Senior Vice President-Finance and Company's secretary

List of shareholders as of 22 March 2022

No.	Shareholder's names	Shareholding proportion	
		Number of shares	%
1	Miss Aura-orn Akrasanee	409,995,000	10.08
2	CHIT LOM LIMITED	406,390,000	9.99
3	Miss Kanjanaras Wongpan	392,141,200	9.64
4	Mr. Sombat Panichewa	290,000,000	7.13
5	CGS-CIMB SECURITIES (SINGAPORE) PTE., LTD.	288,737,800	7.10
6	Mr. Suthichai Sae-yoon	212,878,542	5.23
7	General Insurance Fund	141,400,000	3.48
8	DOW JONES & COMPANY, INC., NEW YORK	120,000,000	2.95
9	Mr. Siritach Rojanaphruk	117,252,000	2.88
10	Mr. Prabda Yoon	103,648,200	2.55
	Total	2,482,442,742	61.03

5.5 Other information which may have significant impact on the decision of investor

-none-

6. Opinion of the Board of Directors of the Company on the sufficiency of working capital

As the meeting of the Company's Board of Directors resolved to approve the sale of shares in Nation Broadcasting Corporation Public Company Limited ("NBC") and propose the 2022 Annual General Meeting of Shareholders to consider approving such transaction, provided that the 2022 Annual General Meeting of Shareholders approves such transaction, the Company will receive proceeds in the amount of THB 898,341,817.10. As a result, the Company will have better capital structure and financial liquidity.

The Company will have cash to repay the loan and to become a working capital for the Company's business operation, including the fund for developing the Company's business in the future.

7. Pending material legal cases or claims

-none-

8. Interest or related transaction between the Company and subsidiaries and the directors, executives and shareholders who directly or indirectly hold 10% of shares or above and related business

Material transactions with related person or business for each year ended as of 31 December 2021 can be summarized as follows:

(unit : THB million)

Name of company or related person/ Business operation	Relationship	Transaction characteristics	Transaction Value/ Balance In 2021	Description
Nation Broadcasting Corporation Public Company Limited (NBC) / Produce television programs and render service of advertising via television media and new media platforms	Subsidiary of the Company where the Company holds 71.45% of shares and there are common directors.	Revenue from sales and rendering of services Accrued income Trade accounts receivable Other current receivables	34.62 0.66 8.47 3.58	- The Company renders services in supporting departments, such as the procurement department, human resource department, IT department, office administration department, billing and money collection department, accounting department, finances department and traffic support, etc. as staffs of the Company are skillful and capable of working in these areas so that the companies within the Group can benefit from human resources and manage existing human resource effectively. This also helps the companies in the Group reduce expenses where it is not necessary for them to set up such departments of their own and it removes the duplication of work. The service fee determined by the Company is

Investors can find more information of the related transactions entered into in 2019 – 2020 in the 2019 – 2020 Annual Report Form disclosed on the website of the Office of the Securities and Exchange Commission and the Company's website at <https://www.nationgroup.com>

(unit : THB million)

Name of company or related person/ Business operation	Relationship	Transaction characteristics	Transaction Value/ Balance In 2021	Description
		Revenue from selling the trademark	29.08	at the cost plus or at the mutually agreed rate. - The Company charges the advertising fee for the advertisement in the newspaper, television and website from that NBC utilises the Company's media to advertise or publicize products and service at the rate according to normal course of commercial business. - The Company sold the "KomChadLuek" trademark to NBC at the price and conditions agreed in the contract.
		Cost of sale and rendering of services	7.88	- The Company rents the broadcasting airtime in the digital TV
		Trade accounts payable	2.78	Nation 22 channel where NBC collects the price at the market rate according to normal course of business.
		Administrative and sale expenses	6.69	- The Company uses NBC's media to advertise and publicize products and activities and collects the price according to normal course of business.
		Accrued expense	1.37	- The Company rents the office building area to use for the operation at the mutually agreed price.
Nation Digital Content Company Limited (NDI) / Operate business of	Subsidiary of the Company where the Company holds	Revenue from sale and rendering of services	10.62	- The Company renders services in supporting departments, such as the procurement department, human resource department, IT department, office administration department, billing and money
		Trade accounts receivable	3.79	

(unit : THB million)

Name of company or related person/ Business operation	Relationship	Transaction characteristics	Transaction Value/ Balance In 2021	Description
rendering digital media and new media platform services	99.99% of shares and there are common directors.	Other current receivables Accrued income Costs of sale and rendering services Trade accounts payable Administrative and sale expenses Other current payables Accrued expense Tool purchase	43.16 0.98 1.31 7.35 0.70 1.05 2.10 0.98	collection department, accounting department, finances department and traffic support, etc. as staffs of the Company are skillful and capable of working in these areas so that the companies within the Group can benefit from human resources and manage existing human resource effectively. This also helps the companies in the Group reduce expenses where it is not necessary for them to set up such departments of their own and it removes the duplication of work. The service fee determined by the Company is at the cost plus or at the mutually agreed rate. - The Company collects the price for advertising area in social media where NDI uses the Company's media for advertising purpose according to normal course of business. - The Company uses NDI's media to advertise and publicize products and activities and the price collected is according to normal course of business - NDI sells equipment to the Company at the cost-plus rate.
Krungthep Turakij Media Company Limited (KTM)	Subsidiary of the Company where the	Revenue from sale and rendering of services	4.91	- The Company collects the price for advertising area in social media where KTM uses the Company's media to advertise and

(unit : THB million)

Name of company or related person/ Business operation	Relationship	Transaction characteristics	Transaction Value/ Balance In 2021	Description
/ Operate the business of producing and distributing newspaper, printing materials and advertising media	Company holds 99.99% of shares and there are common directors.	Trade accounts receivable Other current receivables Accrued income Other current payables	2.26 0.10 0.49 2.95	publicize products and activities according to normal course of business.
Swenn Corporation Company Limited (SWN) / Operate business of digital service rendering	Subsidiary of the Company where the Company holds 99.99% of shares and there are common directors.	Revenue from sale and rendering of services Trade accounts receivable Other current receivables Other current payables	0.49 0.09 0.18 1.62	- The Company renders services in supporting departments, such as the procurement department, human resource department, IT department, office administration department, billing and money collection department, accounting department, finances department and traffic support, etc. as staffs of the Company are skillful and capable of working in these areas so that the companies within the Group can benefit from human resources and manage existing human resource effectively. This also helps the companies in the Group reduce expenses where it is not necessary for them to set up such departments of their own and it removes the duplication of work. The service fee determined by the Company is at the cost plus or at the mutually agreed rate.
NBC Next Vision	Indirect subsidiary	Revenue from sale and rendering of	4.72	- The Company renders services in supporting departments, such

(unit : THB million)

Name of company or related person/ Business operation	Relationship	Transaction characteristics	Transaction Value/ Balance In 2021	Description
Company Limited (NNV) / Produce television program and render advertising via television media services	through NBC (where NBC holds 99.99% of shares) and there are common directors.	services Trade accounts receivable Other current receivables Accrued income Costs of sale and rendering services Trade accounts payable Other current payables Accrued expense	1.34 0.21 0.03 0.14 0.18 0.04 0.01	as the procurement department, human resource department, IT department, office administration department and billing and money collection department, etc. as staffs of the Company are skillful and capable of working in these areas so that the companies within the Group can benefit from human resources and manage existing human resource effectively. This also helps the companies in the Group reduce expenses where it is not necessary for them to set up such departments of their own and it removes the duplication of work. The service fee determined by the Company is at the cost plus or at the mutually agreed rate. - The Company uses the service of news reporters of NBC and the price collected is at the mutually agreed rate.
Nation News Company Limited (NTN) (former Thai News and Entertainment World Company Limited)/ Operate call center,	Indirect subsidiary through NBC (where NBC holds 99.99% of shares) and there are common directors.	Revenue from sale and rendering of services Trade accounts receivable Other current receivables Accrued income Costs of sale and rendering services	9.49 4.75 0.24 0.07 4.19	- The Company renders services in supporting departments, such as the procurement department, human resource department, IT department, office administration department and billing and money collection department, etc. as staffs of the Company are skillful and capable of working in these areas so that the companies within the Group can benefit from human resources and

(unit : THB million)

Name of company or related person/ Business operation	Relationship	Transaction characteristics	Transaction Value/ Balance In 2021	Description
digital and new media platform business		Trade accounts payable Other current payables Accrued expense	1.37 0.09 0.18	manage existing human resource effectively. This also helps the companies in the Group reduce expenses where it is not necessary for them to set up such departments of their own and it removes the duplication of work. The service fee determined by the Company is at the cost plus or at the mutually agreed rate. - NTN renders IT supporting service for New Media and collects the price at the mutually agreed rate.
Nation Coffee Company Limited (NCOF) / Operate the business of food and beverage sale	Indirect subsidiary (where NMG holds 40.00% of shares and NNV holds 60.00% of shares)	Revenue from sale and rendering of services Trade accounts receivable Other current receivables	0.57 0.48 0.03	- The Company renders services in supporting departments, such as the procurement department, human resource department, IT department, office administration department and billing and money collection department, etc. as staffs of the Company are skillful and capable of working in these areas so that the companies within the Group can benefit from human resources and manage existing human resource effectively. This also helps the companies in the Group reduce expenses where it is not necessary for them to set up such departments of their own and it removes the duplication of work. The service fee determined by the Company is at the cost plus or at the mutually agreed rate.

(unit : THB million)

Name of company or related person/ Business operation	Relationship	Transaction characteristics	Transaction Value/ Balance In 2021	Description
Happy Products and Service Company Limited (HPS) / Operate the home shopping business	Become a related company since 20 September 2021 where NNV holds 16.67% of shares	Revenue from sale and rendering of services Trade accounts receivable Other current receivables	6.24 2.68 0.17	- The Company renders services in supporting departments, such as the procurement department, human resource department, IT department, office administration department and billing and money collection department, etc. as staffs of the Company are skillful and capable of working in these areas so that the companies within the Group can benefit from human resources and manage existing human resource effectively. This also helps the companies in the Group reduce expenses where it is not necessary for them to set up such departments of their own and it removes the duplication of work. The service fee determined by the Company is at the cost plus or at the mutually agreed rate.
Shareholders/ connected persons	Shareholders/ connected persons	Long-term loans Interest expense (6% per year)	230.00 13.64	- The Company borrows short-term and long-term loans from the shareholders who are not shareholders more than 10%, with the interest at the mutually agreed rate.

9. Summary of the key contracts in the past 2 years

- The transaction of sale of business and trademark of KomChadLuek to Nation Broadcasting Corporation Public Company Limited ("NBC") is detailed as follows:

- Details of purchase : 1) The Company sold 'KomChadLuek' trademark to NBC and 2) the Company procured that Komchadluek Media Company Limited ("KMM"), a subsidiary in which the Company held 99.99 percent of total number of shares, sell the business operation under the tradename of KomChadLuek to NBC
- Value that the Company enters into the transaction : Transaction value of the transfer of (a) "KomChadLuek" trademark was equivalent to THB 69.90 million and (b) assets used in business operation under the tradename of KomChadLuek from KMM was equivalent to THB 0.1 million, totaling THB 70.00 million.
- Key conditions precedent : 1. NBC obtained the approvals from the board of directors' meeting and shareholders' meeting of NBC to enter into the transaction of business and KomChadLuek trademark purchase.
2. KMM executed the letters for the transfer of employment with relevant employees to NBC
3. The Company submitted application to register the transfer of the "Komchadluek" trademark to NBC
- Key undertakings : The Company repaid certain amount of outstanding debts to NBC within 7 days from the completion date.

10. Proxy form for shareholder to choose casting the votes, together with appointing at least 1 member of the Audit Committee as a proxy holder of the shareholder
- Proxy form A, B and C can be found in Enclosure 14 of the Invitation to the 2022 Annual General Meeting of Shareholders of the Company.

Sincerely yours,

Mrs. Warangkana Kalayanapradit
Assistant to Chief Executive Officer

Guidelines for using QR Code for downloading the Invitation to the 2022 Annual General Meeting of Shareholders and other documents

The Stock Exchange of Thailand (the "SET"), by Thailand Securities Depository Company Limited, as share registrar, has developed the system for companies that are listed in the SET to deliver the shareholders' meeting related documents in an electronic format via QR Code so that the shareholders will be able to access the information conveniently and instantly. Thus, the shareholders may download the Invitation to the 2022 Annual General Meeting of Shareholders and other materials via QR Code from the meeting notice form (containing QR Code) by following the steps below.



For iOS Operating System

- 1) Turn on the camera on your mobile phone
- 2) Scan the QR Code (point your camera to the QR Code)
- 3) The notification will appear on top of the screen. Click on the message to see the Invitation to the Annual General Meeting of Shareholders and other relevant documents

Remark : In case no notification appeared on your mobile phone, the shareholder may scan the QR Code from other application which contains QR Code reading function, e.g. QR Code Reader, LINE or Facebook.



For Android Operating System

- 1) Open LINE application
- 2) Select "add friend"
- 3) Select "QR Code"
- 4) Scan the QR Code (point your camera to the QR Code)

Remark : Furthermore, the shareholder may scan the QR Code from other application which contains QR Code reading function, e.g. QR Code Reader, LINE or Facebook.



หนังสือเชิญประชุม
Notice of Meeting
บริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)
NATION MULTIMEDIA GROUP PUBLIC COMPANY LIMITED

Attached Document No. 13

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น
Subject Schedule of Annual General Meeting of Shareholders

วันที่ 05 เมษายน 2565
Date

สัญชาติ
Nationality

เรียน
To
บ้านเลขที่
Address

เลขทะเบียนผู้ถือหุ้นหลักทรัพย์
Shareholder's Registration No.

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ
Attachment Details of meeting document

โดยผู้ถือหุ้นทั้งหมด
Holding the total amount of

หุ้น/หน่วย
shares/units

ข้อมูลบริษัท / หลักทรัพย์
Company / Securities Information

หุ้นสามัญ
Ordinary share

หุ้น/หน่วย
shares/units

หุ้นบริวาร
Preferred share

หุ้น/หน่วย
shares/units



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NMG&date=220429>

โดยมีวาระการประชุมตามแนบท้าย
The meeting agenda is attachment

วันที่ประชุม : วันศุกร์ที่ 29 เมษายน 2565 เวลา 14:00 น.

Meeting Date : Friday, April 29, 2022 at 14:00 hrs.

สถานที่ประชุม : ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

Meeting Venue : Will be held by way of electronic means (E-AGM)

ข้าพเจ้า.....เป็น[]ผู้ถือหุ้นหลักทรัพย์ [] หรือผู้รับมอบฉันทะ
I/We am/are shareholder or proxy of a shareholder

ของ บริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)
of NATION MULTIMEDIA GROUP PUBLIC COMPANY LIMITED

หมายเลขบัตรประจำตัวประชาชน.....ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น
which the identification (ID) number attend the above mentioned meeting.

ลงชื่อ.....ผู้เข้าร่วมประชุม
Sign Meeting Attendee

(.....)

เพื่อความสะดวกในการลงทะเบียนผู้ถือหุ้นและผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารชุดแนบด้วย บริษัทขอสงวนสิทธิ์ไม่รับลงทะเบียน

การนำเอกสารหรือหลักฐาน ไม่ครบถ้วนหรือไม่ถูกต้องหรือไม่เป็นไปตามเงื่อนไข

ทางธนาคารพาณิชย์จะยึดระเบียบการประชุม พร้อมความเห็นการเข้าร่วมการประชุมในครั้งดังกล่าว รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR

Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NMG&date=220429> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทหลักทรัพย์

เว็บไซต์: www.nationgroup.com / โทร 023383333 ต่อ 3289-90 / email : Corporate_Secretary@nationgroup.com

สอบถามข้อมูลเพิ่มเติมได้ที่ SET Contact Center เว็บไซต์ : www.set.or.th/contactcenter / โทร 02 009 9999

For registration convenience, shareholders or proxy holders who will attend the meeting, please bring along this set of documents for your registration. The

Company reserves the rights not to register if the supporting document or evidence is incomplete, or incorrect, or unqualified.

The details of Meeting document is available online by scanning QR Code on this form or at URL

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NMG&date=220429>

You can also contact the issuer for the annual report

Website : www.nationgroup.com / Tel. +66 23383333 Ext. 3289-90 / email : Corporate_Secretary@nationgroup.com

For further information please contact SET Contact Center Website : www.set.or.th/contactcenter / Tel. +662 009 9999

Attached Document No. 14

(ปิดอากรแสตมป์ 20 บาท)

(Affix duty stamp 20 baht)

หนังสือมอบฉันทะ (แบบ ก)

Proxy Form A

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We _____ nationality

อยู่บ้านเลขที่ _____

Address

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

Being a shareholder of Nation Multimedia Group Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

Holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:

☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

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

☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

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

(3) ขอมอบฉันทะให้

Hereby appoint

☐ 1. ชื่อ นายอภิวัฒน์ ทองคำ กรรมการอิสระ อายุ 60 ปี อยู่บ้านเลขที่ 27 ซ.อินทามระ 37

Name Mr. Apivut Thongkam, Independent Director Age 60 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 10400 หรือ

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 _____

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) ในวันที่ 29 เมษายน 2565 เวลา 14.00 น. ผ่านสื่อผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวนั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัทฯ

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2022 Annual General Meeting of Shareholders of Nation Multimedia Group Public Company Limited on 29 April 2022 at 2.00 p.m., will be held by electronic meeting (E-AGM) channel only broadcasting live from the meeting room of the company's office.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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
(.....)

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม รายละเอียดตาม สิ่งที่ส่งมาด้วย 8

Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting Attachment 8.

Attached Document No. 14

(ปิดอากรแสตมป์ 20 บาท)

(Affix duty stamp 20 baht)

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

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date

Month

Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____
Nationality
อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)
Being a shareholder of Nation Multimedia Group Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share _____ shares and have the right to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
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 60 ปี อยู่บ้านเลขที่ 27 ซ.อินทามระ 37
Name Mr. Apivut Thongkam Age 60 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 2565 ในวันที่ 29 เมษายน 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัทฯ

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 29 April 2022 at 2.00 p.m., will be held by electronic meeting (E-AGM) channel only broadcasting live from the meeting room of the company's office.

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้.-

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects, or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote in accordance with my intention as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ซึ่งประชุมเมื่อวันที่ 9 เมษายน 2564

Agenda 1 To consider and certify minutes of the 2021 Annual General Meeting of Shareholders which was held on April 9, 2021

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปี 2564

Agenda 2 To acknowledge the Company's operational results for the year 2021

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณออนุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2564

Agenda 3 To consider and approve the financial statements for the fiscal year ended December 31, 2021

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 4 พิจารณออนุมัติงบการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564

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 ended December 31, 2021

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด _____ เสี่ยง

Approve the election of the entire Board of Directors,

☐ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้

Approve the election of the individual directors as follows:

5.1 ชื่อกรรมการ : นายชัยสิทธิ์ ภูวภิรมย์ขวัญ

Name of Director : Chaiyasit Puvapiromquan

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

5.2 ชื่อกรรมการ : นายสมชาย มีเสน

Name of Director : Somchai Meesen

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

5.3 ชื่อกรรมการ : นายสมบุญ ม่วงกล้า

Name of Director : Mr. Somboon Muangklam

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อยประจำปี 2565

Agenda 6 To consider and approve the determination of the remuneration of the Company's directors and the sub-committees for the year 2022

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2565

Agenda 7 To consider and approve the appointment of the auditors and the determination of audit fee for the year 2022

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 8 พิจารณานุมัติการซื้อหุ้นสามัญใน บริษัท เอ็นบีซี เน็กซ์ วิชั่น จำกัด (“NNV”) จำนวน 85,999,997 หุ้นหรือคิดเป็นร้อยละ 99.99 ของทุนจดทะเบียนของ NNV และการให้เงินกู้ยืมแก่ NNV เพื่อชำระหนี้สินแก่ NBC จำนวน 221,300,000บาท

Agenda 8 To consider and approve the purchase of 85,999,997 ordinary shares of NBC Next Vision Company Limited (“NNV”), or equivalent to 99.99 % of the registered capital of NNV, and the lending of money to NNV to repay the loan to NBC in the amount of THB 221,300,000.

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 9 พิจารณออนุมัติการขายหุ้นสามัญในบริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด (มหาชน) ("NBC") จำนวน 691,032,167 หุ้น คิดเป็นร้อยละ 61.4569 ของหุ้นที่จำหน่ายได้แล้วทั้งหมดของ NBC

Agenda 9 To consider and approve the sale of 691,032,167 ordinary shares of Nation Broadcasting Corporation Public Company Limited ("NBC"), or equivalent to 61.4569 % of the sold shares of NBC.

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 10 พิจารณออนุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ จากเดิม 24 ข้อเป็น 25 ข้อ และการแก้ไข เพิ่มเติม หนังสือบริคณห์สนธิข้อ 3 วัตถุประสงค์ของบริษัทฯ จากเดิม 24 ข้อเป็น 25 ข้อ

Agenda 10 To consider and approve the addition of the objectives of the Company's from 24 items to 25 items and amendment of the Memorandum of Association No. 3 Re: Objectives of the Company from 24 items to 25 items

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 11 พิจารณา อนุมัติการแก้ไขเปลี่ยนแปลงชื่อบริษัทฯ และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 1. เพื่อให้สอดคล้องกับการแก้ไขเปลี่ยนแปลงชื่อบริษัทฯ

Agenda 11 To consider and approve the amendment of the Company's name and the amendment of the Memorandum of Association No. 1 to be in line with the change of the Company's name.

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 12 พิจารณออนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ข้อ 1 ข้อ 28 และ ข้อ 49 ที่เกี่ยวข้องกับการแก้ไข เปลี่ยนแปลงชื่อบริษัทฯ

Agenda 12 To consider and approve the amendment of the Articles of Association of the Company No. 1, No. 28 and No. 49 in relation to the amendment of the Company's name.

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 13 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 13 Consider other matters (if any)

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและ ไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ
(.....)

Signed Appointer

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)

Signed Proxy

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
4. โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม รายละเอียดตาม สิ่งที่ส่งมาด้วย 8

Remarks:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. The shareholder may grant all of the shares specified in clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. For agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
4. Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting Attachment 8.

**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 2565 ในวันที่ 29 เมษายน 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียว
เท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัทฯ

At the General Meeting of Shareholders on 29 April 2022 at 2.00 p.m., will be held by electronic meeting (E-AGM) channel only broadcasting live from the meeting room of the company's office.

☐ 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 ก.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กักสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

เลขทะเบียนผู้ถือหุ้น _____
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

ในฐานะผู้ประกอบการกิจเป็นผู้รับฝากและดูแลหุ้น (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

นายอภิวัฒน์ ทองคำ Mr. Apivut Thongkam

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 9. ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2565)

(Details of members of the Independent Directors of the Company are specified in Enclosure 9. of the Notice of the General Meeting of Shareholders 2022)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

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

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันที่ 29 เมษายน 2565 เวลา 14.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัทฯ

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders on April 29, 2022 at 2.00 p.m., will be held by electronic meeting (E-AGM) channel only broadcasting live from the meeting room of the company's office.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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



มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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



มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:



หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

Ordinary share shares and have the rights to vote equal to votes



หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

Preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง

Total voting right votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ซึ่งประชุมเมื่อวันที่ 9 เมษายน 2564

Agenda 1 To consider and certify minutes of the 2021 Annual General Meeting of Shareholders which was held on April 9, 2021

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับปี 2564

Agenda 2 To acknowledge the Company's operational results for the year 2021

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2564

Agenda 3 To consider and approve the financial statements for the fiscal year ended December 31, 2021

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2564

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 ended December 31, 2021

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

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

☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด _____ เสียง

Approve the election of the entire Board of Directors,

☐ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้

Approve the election of the individual directors as follows:

5.1 ชื่อกรรมการ : นายชัยสิทธิ์ ภูวภิรมย์ขวัญ

Name of Director : Chaiyasit Puvapiromquan

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

5.2 ชื่อกรรมการ : นายสมชาย มีเสน

Name of Director : Somchai Meesen

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

5.3 ชื่อกรรมการ : นายสมบุญ ม่วงกล้า

Name of Director : Mr. Somboon Muangklam

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อยประจำปี 2565

Agenda 6 To consider and approve the determination of the remuneration of the Company's directors and the sub-committees for the year 2022

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งคออกเสียง
Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2565

Agenda 7 To consider and approve the appointment of the auditors and the determination of audit fee for the year 2022

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งคออกเสียง
Abstain

วาระที่ 8 พิจารณาพิจารณาอนุมัติการซื้อหุ้นสามัญใน บริษัท เอ็นบีซี เน็กซ์ วิชั่น จำกัด (“NNV”) จำนวน 85,999,997 หุ้นหรือคิดเป็นร้อยละ 99.99 ของทุนจดทะเบียนของ NNV และการให้เงินกู้ยืมแก่ NNV เพื่อชำระหนี้สินแก่ NBC จำนวน 221,300,000บาท

Agenda 8 To consider and approve the purchase of 85,999,997 ordinary shares of NBC Next Vision Company Limited (“NNV”), or equivalent to 99.99 % of the registered capital of NNV, and the lending of money to NNV to repay the loan to NBC in the amount of THB 221,300,000.

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งคออกเสียง
Abstain

วาระที่ 9 พิจารณานุมัติการขายหุ้นสามัญในบริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด (มหาชน) (“NBC”) จำนวน 691,032,167 หุ้น คิดเป็นร้อยละ 61.4569 ของหุ้นที่จำหน่ายได้แล้วทั้งหมดของ NBC

Agenda 9 To consider and approve the sale of 691,032,167 ordinary shares of Nation Broadcasting Corporation Public Company Limited (“NBC”), or equivalent to 61.4569 % of the sold shares of NBC.

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งคออกเสียง
Abstain

วาระที่ 10 พิจารณานุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ จากเดิม 24 ข้อเป็น 25 ข้อ และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3 วัตถุประสงค์ของบริษัทฯ จากเดิม 24 ข้อเป็น 25 ข้อ

Agenda 10 To consider and approve the addition of the objectives of the Company's from 24 items to 25 items and amendment of the Memorandum of Association No. 3 Re: Objectives of the Company from 24 items to 25 items

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งคออกเสียง
Abstain

วาระที่ 11 พิจารณานุมัติการแก้ไขเปลี่ยนแปลงชื่อบริษัทฯ และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 1. เพื่อให้สอดคล้องกับการแก้ไขเปลี่ยนแปลงชื่อบริษัทฯ

Agenda 11 To consider and approve the amendment of the Company's name and the amendment of the Memorandum of Association No. 1 to be in line with the change of the Company's name.

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งคออกเสียง
Abstain

วาระที่ 12 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ข้อ 1 ข้อ 28 และ ข้อ 49 ที่เกี่ยวข้องกับการแก้ไขเปลี่ยนแปลงชื่อ
บริษัทฯ

**Agenda 12 To consider and approve the amendment of the Articles of Association of the Company No. 1, No. 28 and No.
49 in relation to the amendment of the Company's name.**

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 13 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 13 Consider other matters (if any)

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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.
กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
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
(.....)

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม รายละเอียดตาม สิ่งที่ส่งมาด้วย 8

Remarks:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. The shareholder may grant all of the shares specified in clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. For agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
5. Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting Attachment 8.

**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 2565 ในวันที่ 29 เมษายน 2565 เวลา 14.00 น.ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น โดยถ่ายทอดจากห้องประชุมของสำนักงานของบริษัทฯ

At the 2022 Annual General Meeting of Shareholders on April 29, 2022 at 2.00 pm., will be held by electronic meeting (E-AGM) channel only broadcasting live from the meeting room of the company's office.

☐ วาระที่ _____ เรื่อง _____

Agenda item no. Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่ _____ เรื่อง _____

Agenda item no. Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ วาระที่ _____ เรื่อง _____

Agenda item no. Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve	Votes	Disapprove
	Votes	Abstain
	Votes	Votes

☐ วาระที่ _____ เรื่อง _____

Agenda item no. Re:

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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แบบคำถามสำหรับการประชุมสามัญผู้ถือหุ้น ประจำปี 2565
ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

(Questions from shareholders for the 2022 Annual General Meeting of Shareholders via electronic meeting (E-AGM))

- ข้าพเจ้า (นาย/นาง/นางสาว/อื่นๆ) (โปรดระบุชื่อ-นามสกุล) / I, (Mr./Mrs./Miss/Other) (please specify name-surname)

.....

- กรุณาทำเครื่องหมาย ✓ ในช่อง () / Please indicate with ✓ in the blank ()

() ผู้ถือหุ้น / a shareholder

() ผู้รับมอบฉันทะจากผู้ถือหุ้นชื่อ

a proxy granted by shareholder, namely

มีคำถามเกี่ยวกับวาระต่างๆ ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ดังนี้

I wish to submit question(s) of agenda for the 2022 Annual General Meeting of Shareholders as follows:

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.....

หมายเหตุ เมื่อกรอกรายละเอียดข้างต้นเรียบร้อยแล้ว โปรดส่งกลับมายังบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) ภายในวันที่ 21 เมษายน 2565 หรือ ส่งมาที่ email: corporate_secretary@nationgroup.com

Remark : Please send the completed form to Nation Multimedia Group Public Company Limited within April 21, 2022. Email: corporate_secretary@nationgroup.com



Nation Multimedia Group Plc.

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