Nation Multimedia Group Plc.

Invitation to the Extraordinary General Meeting of Shareholders No.1/2016

On Monday 7, November 2016 at 9.00 hrs.

7^{th} Floor Conference Room, Nation University Tower

No.1854 ,Bangna-Trad Road KM.4.5., Bangna,

Bangna, Bangkok 10260

Important Notes :

1. The meeting registration starts at 08.00 hrs.

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

3. The Company would like that inform of " No distribution of souvenirs for the EGM No.1/2016 "

NATION GROUP

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

28 October 2016

Subject: Invitation to Extraordinary General Meeting of Shareholders No. 1/2016

Attention: Shareholders of Nation Multimedia Group Public Company Limited

Enclosures:
1. Form to Nominate Persons to Hold Office as Directors;
2. Criteria for Director Nomination and Election of Nation Multimedia Group Public Company Limited;
3. Articles of Association of Nation Multimedia Group Public Company Limited, Chapter 4: Directors, and Chapter 6: Shareholders' Meetings;
4. Conditions, Rules, Guidelines for Registration, Appointment of a Proxy, and Voting;
5. Meeting Registration Form;
6. Proxy Form (Proxy Form A and B);
7. Profiles of the Directors available to be appointed as proxies;
8. Map of meeting venue.

The Office of the Securities and Exchange Commission issued a letter to Nation Multimedia Group Public Company Limited (the "**Company**") stating that the five directors of the Company, i.e. 1) Mr. Adisak Limprungpatanakij; 2) Ms. Kaemakorn Vachiravarakarn; 3) Mr. Pana Janviroj; 4) Miss Duangkamol Chotana; and 5) Mr. Sermsin Samalapa, discontinued performing the duties as the directors of the Company from 6 October 2016. Thereafter on 10 October 2016, Mr. Vachara Tuntariyanond tendered his resignation from the directorship and the Chairman of the Board of Directors, the details of which have been conveyed to the shareholders via the Stock Exchange of Thailand.

In furtherance of the above, eight out of nine director positions of the Company are vacant, comprising the five director positions with respect to the directors who discontinued performing their duties on 6 October 2016 as described above and three director positions that are vacant as follows:

1) The vacant director position as Mr. Pakorn Borimasporn resigned from his directorship on 12 September 2016 and the Board of Directors has not appointed any person to replace him.

2) The vacant director position as Mr. Suthichai Sae-Yoon resigned from his directorship on 21 September 2016 and the Board of Directors has not appointed any person to replace him.

3) The vacant director position as Mr. Vachara Tuntariyanond resigned from his directorship on 10 October 2016.

As a result, a large number of director positions are vacant and it is impossible to convene a meeting of the Board of Directors as a quorum cannot be formed. Therefore, I, Mrs. Pijittra Mahapol, as the remaining director, have the duty to act on behalf of the Board of Directors to convene a meeting of shareholders within one month from the date on which the number of directors is less than the number required to form a quorum (that is from 6 October 2016) to elect the new directors in place of the eight directors who have vacated office, under the provisions of Section 83 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) which prescribes that the remaining directors may act on behalf of the Board of Directors only to convene a meeting of shareholders to elect directors to replace the vacancies in order that the Company will be able to continue its normal operation.

On behalf of the Board of Directors, the Company would like to inform you that Extraordinary General Meeting of Shareholders No. 1/2016 will be convened on 7 November 2016, at 0900 hrs., at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna–Trad Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok 10260. The agenda items to be considered at Extraordinary General Meeting of Shareholders No. 1/2016 are as follows:

Agenda Item 1: To approve the appointment of the Chairman of Extraordinary General Meeting of Shareholders No. 1/2016

Facts and reasons: Subject to Section 104 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 34 of the Articles of Association, provide that the Chairman of the Board of Directors shall preside over meetings of shareholders. In the case where the Chairman is absent or unable to perform the duty, the vice-chairman shall preside over such meetings. In the absence of the vice-chairman or if the vice-chairman is unable to perform the duty, the shareholders present shall elect a shareholder to preside over the meeting. As mentioned above, given that the position of the Chairman of the Board of Directors is vacant and there is no vice-chairman to preside over the meeting, it is hereby proposed that Extraordinary General Meeting of Shareholders No. 1/2016 on 7 November 2016 elect a shareholder present at the meeting to preside over Extraordinary General Meeting of Shareholders No. 1/2016.

Opinion on behalf of the Board: On behalf of the Board of Directors, it is expedient to propose and appoint a shareholder attending the Meeting to preside over Extraordinary General Meeting of Shareholders No. 1/2016.

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 2: **To approve the election of eight directors to hold office in place of the vacant positions**

Facts and reasons: Since the number of the remaining directors in the Board of Directors does not meet the quorum of a meeting of the Board of Directors, the Company is unable to nominate the names of the persons approved by the Board of Directors and propose them to a meeting of shareholders for consideration and appointment in accordance with the same procedure as that for calling a meeting of shareholders in a normal case. Furthermore, the right to appoint directors to assume the management of the Company is a fundamental right of every shareholder of the Company under the law. Therefore, the shareholders of the Company have the right to nominate any person who is qualified and does not possess the untrustworthy characteristics as prescribed by law for consideration and appointment as a director of the Company in this Extraordinary General Meeting of Shareholders No. 1/2016. In order to ensure that the arrangement and the process at Extraordinary General Meeting of Shareholders No. 1/2016 are carried out in good order without any interruption, those shareholders who intend to nominate any person for consideration as set out above, are hereby requested to submit the names and profiles of the persons to be nominated for appointment as the directors of the Company by 2 November 2016 to be proposed to the Extraordinary General Meeting of Shareholders No. 1/2016 on 7 November 2016 for consideration, by using the Director Nomination Form and the Criteria for Director Nomination and Appointment of Nation Multimedia Group Public Company Limited which are enclosed herewith as Enclosures 1 and 2 in support of your decision.

Opinion on behalf of the Board: On behalf of the Board of Directors, it is deemed appropriate to propose that Extraordinary General Meeting of Shareholders No. 1/2016 which will be convened on 7 November 2016 appoints persons who are qualified and do not possess the untrustworthy characteristics as prescribed by law in accordance with the terms specified in the Criteria for Director Nomination and Appointment of Nation Multimedia Group Public Company Limited for consideration and appointment as directors of the Company to fill the vacant positions.

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes in accordance with the Articles of Association on the election of directors.

Agenda Item 3: **To approve the amendment to the authorization of directors**

Facts and reasons: In order to be in line with the retiring from office of the current authorized directors as registered with the Ministry of Commerce and the appointment of new directors as detailed in Agenda Item 2, it is deemed appropriate to propose that Extraordinary General Meeting of Shareholders No. 1/2016 approves the amendment to the authorization of directors to be in line with the Articles of Association, as follows:

Existing authorization of directors: *"Any two directors from Mr. Sermsin Samalapa, Miss Duangkamol Chotana, Mr. Pana Janviroj jointly sign their names with the Company's seal affixed."*

New authorization of directors: *"Two directors jointly sign their names with the Company's seal affixed."*

Opinion on behalf of the Board: On behalf of the Board of Directors, it is deemed appropriate to propose that Extraordinary General Meeting of Shareholders No. 1/2016 approves the amendment to the authorization of directors in order to be in line with the retiring from office of the current authorized directors and the appointment of new directors.

Remark: The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

In this regard, 26 October 2016 is scheduled as the date to record the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 1/2016 (Record Date); and 27 October 2016 is scheduled as the date to close the share register book to collect the names of the shareholders who are entitled to attend the Meeting (Closing Date) in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992).

In the event that a shareholder is unable to attend the meeting in person and wishes to appoint a proxy to attend the meeting and cast votes on his or her behalf, such shareholder is requested to execute the Proxy Form enclosed herewith as Enclosure 6. In addition, in order to protect the rights and interests of the shareholders, in the event that the shareholder is unable to attend the meeting and wishes to appoint one of the Company's independent directors as his or her proxy to attend the meeting and cast votes on his or her behalf, the shareholder can execute Proxy Form B, and select one of the Company's independent directors, whose names and profiles are set out in Enclosure 7, to attend the meeting and cast votes on his or her behalf, and submit the completed Proxy Form B and supporting documents to the Company to the Company's secretary at Nation Multimedia Group Public Company Limited No. 1858/121-122, 124-128, 28th Floor, Bangna-Trad Road, Bangna Sub-district, Bangna District,Bangkok 10260, telephone no. 02-338-3289-92. In addition, in order to facilitate the Company in the document verification process, the shareholders are requested to submit the documents to the Company by 4 November 2016.

The shareholders are advised to study the Conditions, Rules, and Guidelines for Registration, Appointment of a Proxy, and Voting as detailed in Enclosure 4. The Company will conduct the meeting in accordance with the Articles of Association, Chapter 4: Directors, and Chapter 6: Shareholders' Meetings as detailed in Enclosure 3.

In order to facilitate the rapidity of the registration of Extraordinary General Meeting of Shareholders No. 1/2016, the shareholders and proxies can register for the meeting from 0800 hrs. onwards on the meeting date at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna–Trad Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok 10260. In addition, as in this meeting, the Company will apply the barcode system in the registration of the meeting and voting counting, the shareholders and proxies are requested to bring the Meeting Registration Form enclosed herewith as Enclosure 5 on the meeting date along with the other supporting documents set out in the Conditions, Rules, and Guidelines for Registration, Appointment of a Proxy, and Voting, Enclosure 4.

In this regard, the Company has distributed the notice calling this shareholders' meeting and the supporting documents on the Company's website at http://www.nationgroup.com. The shareholders are cordially invited to attend the meeting on the date, at the time and place. The details on the meeting venue are set out in Enclosure 8.

Sincerely yours,
Nation Multimedia Group Public Company Limited

Mrs. Pichitra Mahapon

For and on behalf of the Board of Directors

Attached Document No.1

Criteria for Shareholders to Propose Director Nominee

Please follow the given guidelines accordingly.

Shareholder Nominating a Person for Company's Director

I, (Mr. / Mrs. / Ms.) ……………………………………………………………………………

Address : ……………………………………………………………………………………….

…………………………………………………………………………………………………..

………………………………………………………………………………………. ………….

Telephone……………………. Facsimile …………………… Email ……………………….

have been a shareholder of Nation Multimedia Group Public Co., Ltd. since (dd/mm/yy)

…………..……… holding ………. Shares, Share Register no……………………………….

Signed by ……………………………………..

( )

Date ……………………………………..

Letter of Consent

Subject Nomination of Company's Director
To Board of Directors
Nation Multimedia Group Public Company Limited

I, (Mr. / Mrs. / Ms.) ……………………………………………………………………,
could be contacted at the following address

……………………………………………………………………………………………

……………………………………………………………………………………………

Email at ………………………………………………………………………………..

hereby certify that I accept the nomination to run for a Company's Director of Nation Multimedia Group Public Company Limited. I fully understand the requirements and conditions in performing duties as a Company's Director if elected.

Signed by …………………………………….. Consent Giver
( )

Date ……………………………………..

Background and Personal Information of a Nominee for a Company's Director

1. Title ____
   Name ____
   Surname ______________________________________
   Date of Birth ___________________________________
   Nationality _____________________________________
   I.D. Card Number ________________________________

photo

2. Address

   ____
   ____
   ____

3. Contact information

   ____
   ____

   Telephone No. _______________________ Fax No. ____________________
   Mobile No. __________________________
   Email Address: _______________________

4. Educational Background
   Bachelor's Degree __________________________ from _________________
   Master's Degree __________________________ from _________________
   Doctorate's Degree __________________________ from _________________
   Other Degree(s) (if any) ___________________ from _________________

☐ Herewith attached is my current Curriculum Vitae.

Have you ever attended a course at IOD?

☐ No, I have not.

☐ Yes, I have
Please identify the taken courses

____

____

5. Previous experience as a Director in a listed company for ___ years
a company limited for ___ years

6. Work experience (from present to past)

6.1 Position ____________________________ since _____ until _____
Company ____

6.2 Position ____________________________ since _____ until _____
Company ____

6.3 Position ____________________________ since _____ until _____
Company ____

6.4 Position ____________________________ since _____ until _____
Company ____

7. Other experience, skill and expertise

7.1 in _____________________________ Company ___________________
Position ____

7.2 in _____________________________ Company ___________________
Position ____

7.3 in _____________________________ Company ___________________
Position ____

8. Explain briefly why you are a qualified nominee for a Company's Director

____

____

____

9. Type of Director : ☐ Independent Director ☐ Director

Attached Document No.2

Criteria for Director Nomination and Election of Nation Multimedia Group Public Company Limited

Nation Multimedia Group Public Company Limited (the "**Company**") would like to inform you that, the shareholders of the Company are entitled to nominate the qualified persons to be elected as the directors of the Company in Extraordinary General Meeting of Shareholders No. 1/2016 which will be convened on 7 November 2016.

Nevertheless, in order for Extraordinary General Meeting of Shareholders No. 1/2016 to be conducted smoothly without any difficulty, the Company hereby informs you of the criteria for director nomination and election, as follows:

1. Qualifications of shareholders

A shareholder who is entitled to nominate a person to hold office as a director must be a shareholder of the Company whose name is set out in the share register book as at 26 October 2016, which is scheduled as the date to determine the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 1/2016 (Record Date), and must continue holding the Company's shares up until the date of Extraordinary General Meeting of Shareholders No. 1/2016 which will be convened on 7 November 2016.

In this regard, a shareholder who wishes to nominate a person to hold office as a director must submit the following documents to support his or her identity, as well as information and documents of the person whom he or she wishes to nominate:

(1) Natural person – A certified copy of an identification card or a passport (in the case of a foreign individual) with a valid address and telephone number for the purpose of further contact for additional information;

(2) Juristic person – A certified copy of an Affidavit with the seal affixed (if any) and a certified copy of an identification card or a passport (in the case of a foreign individual) of its authorized person who certified such document.

To ensure that Extraordinary General Meeting of Shareholders No. 1/2016 to be convened on 7 November 2016 will be carried out and conducted smoothly and in a timely manner, each shareholder is requested to nominate only one person to hold office as a director.

2. Nomination of persons to hold office as directors

In nominating the persons to hold office as directors, the shareholders are able to download the form (Form to Nominate Persons to Hold Office as Directors) at the website: http://www.nationgroup.com. The shareholders are requested to submit the original copy to the corporate secretary at the office of the Company between 13 October 2016 and 2 November 2016 or to send the original copy by mail to the following address:

Corporate Secretary
National Multimedia Group Public Company Limited
No. 1858/121-122, 124-128, 28th Floor,
Bang Na–Trad Road, Bang Na Subdistrict,
Bang Na District, Bangkok 10260

In nominating the persons to hold office as the directors, the shareholders are requested to submit the following documents:

(1) Form to Nominate Persons to Hold Office as Directors, completely filled out and signed by the shareholder or his or her authorized representative, and signed with acknowledgement by the person being nominated; and

(2) Profile and working experience of the person being nominated, as well as a valid address and telephone number, attached with a copy of an identification card or passport (in the case of a foreigner). The documents must be certified by the person being nominated.

In this regard, the person being nominated as a director must possess the qualifications as specified under Clause 3.

3. Characteristics/Qualifications of the persons nominated for election as directors

3.1 For the director position:

(1) The person must be qualified and possess no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), and the corporate governance policy;

(2) The person must be knowledgeable, competent, independent, able to perform the duties as a director with prudence, in good faith, and at his or her full capacities; and

(3) The person must not engage in any business, or hold the position as an employee, director, or executive of any other company or juristic person which operates any business that is similar to or in competition with those of the Company.

The Company would like to inform you that, the Company, as a listed company on the Stock Exchange of Thailand, is required to ensure that it has a corporate governance policy in order for its operation to be conducted in accordance with the standards and the appropriate guideline. Consequently, the Board of Directors must consist of independent directors and members of the audit committee who possess the characteristics and qualifications as prescribed in the notification of the Capital Market Supervisory Board, i.e. at least one third of the board shall be independent directors, and in any cases, the number shall not be fewer than three, having at least three members of the Audit Committee. In this regard, the Company hereby informs you of these criteria. The shareholders are invited to nominate the person who is qualified to hold office as an independent director and a member of the Audit Committee. The qualifications required for being an independent director and a member of the Audit Committee are as follows:

3.2 <u>For the independent director position</u>:

The independent directors shall possess complete qualifications as specified by the Capital Market Supervisory Board as follows:

(1) The person shall hold the shares of not exceeding 1 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, including shares held by related persons of such independent director;

(2) The person is not or had never been an executive director, employee, staff, advisor who receives a salary, or a controlling person of the Company, its parent company, subsidiary companies, associate companies, same-level subsidiary companies, major shareholders or controlling persons, unless the foregoing status has ended not less than 2 years ago;

(3) The person is not related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of a child of other director, executive, major shareholder, controlling person, or person to be nominated as the director, executive, or controlling person of the Company or its subsidiary companies;

(4) The person has no or had never been in a business relationship with the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, in the manner which may interfere with his or her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, unless the foregoing relationship has ended not less than 2 years ago.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the Company or his or her counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or 20 million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of the value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurring during the period of 1 year prior to the date on which the business relationship with the person commences;

(5) The person is not or had never been an auditor of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, unless the foregoing relationship has ended not less than 2 years ago;

(6) The person is not or had never been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding 2 million Baht per year from the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years ago;

(7) The person is not a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to a major shareholder;

(8) The person shall not undertake any business of the same nature and in competition with the business of the Company or its subsidiary companies or not being a significant partner in a partnership or being an executive director, employee, staff member, or advisor who receives a salary or holds shares exceeding 1 percent of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary companies; and

(9) The person shall not possess any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

3.3 For a member of the Audit Committee:

(1) A member of the Audit Committee must be an independent director of the Company; and

(2) The Audit Committee must be comprised of at least three independent directors, and at least one of its members must possess knowledge or working experience in accounting or auditing that is sufficient for the performance of duties to audit the reliability of the financial statements.

4. Nomination of persons to hold office as directors in Extraordinary General Meeting of Shareholders No. 1/2016

The corporate secretary will preliminarily screen the list of persons who are fully qualified in accordance with the following criteria set out in this document, and will propose such persons to Extraordinary General Meeting of Shareholders No. 1/2016 accordingly:

1) In the case which the person being nominated is not fully qualified or possesses any prohibited characteristic, or the nomination is not in accordance with the criteria set out in this document, or there is other reasonable cause (as the case may be), the corporate secretary will inform the shareholder who proposed such nominated person of the unsuccessfulness by 4 November 2016;

2) The corporate secretary will compile the list of persons who pass the preliminary consideration, and propose such persons to Extraordinary General Meeting of Shareholders No. 1/2016 accordingly.

5. Procedure for the election of directors on the date of Extraordinary General Meeting of Shareholders No. 1/2016

1) Each shareholder shall have one vote for one share;

2) The Company will propose the name of each nominated person for the shareholders' consideration on an individual basis. Each shareholder may exercise all the votes he or she has under 1) to elect one or several persons as director or directors, but the shareholder cannot divide his or her votes to any person in any number; and

3) Persons who receive the highest votes arranged in order from higher to lower in a number equivalent to eight positions will be elected. In the event of a tie at a lower place, which would make the number of directors greater than that required, the Chairman of Extraordinary General Meeting of Shareholders No. 1/2016 will have a casting vote.

In this regard, in the case where there is no one nominating any person who is qualified and does not possesses prohibited characteristics in accordance with the law for the election in Extraordinary General Meeting of Shareholders No. 1/2016, or the person being nominated is not fully qualified or possesses prohibited characteristics in accordance with the law, the Company, represented by the corporate secretary, will select the person who is qualified and does not possess prohibited characteristics in accordance with the law and propose such person to Extraordinary General Meeting of Shareholders No. 1/2016 accordingly.

Attached Document No.3

Articles of Association of Nation Multimedia Group Public Company Limited, Chapter 4: Directors, and Chapter 6: Shareholders' Meetings;

Chapter 4

Directors

Article 13 The number of directors shall be determined by the shareholders meeting but shall not less than 5 persons and three-fourth of the number of directors shall have Thai citizenship.

The directors may or may not hold share of the Company. But not less than one-half of directors shall reside within the Kingdom.

Article 14 The directors shall be elected by the shareholders meeting according to the following rules and methods.

(1) Each shareholder shall have one share per one vote.

(2) In the directors election, the shareholders may vote for one or several persons at a time as the shareholders meeting deems appropriate. When voting, whether shareholders vote for one or several persons, each person elected by shareholders shall receive all votes from shareholders in accordance with the amount of shares which are held by them pursuant to (1) that any shareholders cannot allocate his votes to any persons more or less.

(3) Persons who receive most votes in their respective order are elected directors as number of directors should have or should be elected at that time. In the event of equal votes among the persons elected in order of respective number which number of directors shall exceed the number nearest of directors at such meeting, the Chairman of the meeting shall have the casting vote.

Article 15 At every annual ordinary general shareholders meeting, one-third of the directors at that time must retire from office. If the number of retiring directors cannot divide into three parts, then the number nearest to one-third must retire from office.

The retiring directors during the first and second years pursuant to the first paragraph shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. On any occasion where several directors have been in office for an equal length of time, and the number of such directors exceeds the number of directors due to retire from office at such time, the directors who shall retire will be determined by a ballot. A retiring director is eligible for re-election.

Article 16 In addition to the retirement by rotation, the directors shall leave the office upon;

(1) death

(2) resignation

(3) being disqualified or being prohibited in accordance with Public Limited Companies law.

(4) removal by a resolution of the shareholders meeting by not less than three-fourth of the total votes of shareholders and having voting right and having the total number of shares not less than one-half of shares held by shareholders attending the meeting and having voting rights.

(5) removal by the Court order.

Article 17 Any director who wishes to resign from his office shall submit a resignation letter to the Company. The resignation shall be effective from the date the resignation letter reaches the Company.

The resigning director pursuant to the first paragraph may notify his resignation to the Company's registrar.

Article 18 In the event a directorship becomes vacant for reason other than retirement of his term, the Board of Directors may elect any person who has qualification and is not being prohibited under the law as the replacement, at the next the Board of Director meeting, unless the remaining term of office of the said director is less than 2 months. The replacing director shall hold office for the remaining term of office of the director whom he replaces.

The resolution of the Board of Directors according to the first paragraph shall consist of vote not less than three-fourth of the number of the remaining directors.

Article 19 In the event of vacancy and the remaining directors is less than the number required for a quorum, the remaining directors may perform any act in the name of the Board of Directors only in matters relating to calling of a meeting of shareholders to elect directors to replace all the vacancies. The meeting shall be held within 1 month as from the date the number of directors falls below the number required for a quorum. The replacing directors shall hold office only for the remaining term of office of the directors who he replaces.

Article 20 The directors has the right to receive remuneration from the Company in the form of gratuities, meeting allowance, bonus or benefits in other forms according to the consideration of the shareholders meeting which the shareholders meeting may stipulate fix amount or lay down the rules. Such stipulation may be periodically or effectively in force until it is changed and in addition, shall receive allowances and welfare under the Company's regulation.

The provision in the first paragraph shall not prejudice the right of the employees or staff of the Company who is appointed as directors of the Company to receive rewards or benefits from the Company.

Chapter 6

Shareholders' Meeting

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

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

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

Article 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.

Article 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 not less than 7 days prior to the meeting. The notice of such shareholders' meeting shall be advertised on the newspaper for three successive days and not less than 3 days prior to the meeting date.

Article 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.

Article 33 In the shareholders' meeting, no less than 25 shareholders, or their authorized persons, or no less than half of the total shareholders, with shares collectively accounting for not less than 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 no less than 7 days prior to the meeting. The latter case shall not make the requirement on the quorum of the meeting.

Article 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.

Article 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 not less than two-third of the votes by shareholders who are present at the meeting to re-arrange the order of the agenda items.

Article 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.

Attached Document No.4

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

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

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

2. Appointing a proxy:

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

Required documents for appointing a proxy:

- **In cases in which the shareholder is an individual with Thai nationality**:

  A certified copy of the identity card or state official identity card of the person appointing the proxy is required.

- **In cases where the shareholder is an individual with foreign nationality**:

  A certified copy of the alien identity card or passport or a document issued as a substitute for the passport of the person appointing the proxy is required.

- **In cases where the shareholder is a juristic person:**

    - **Thai juristic person**: A certified copy of the company affidavit issued within the last six months by the Ministry of Commerce or other relevant agencies and a certified copy of the national identity card or state official identity card or passport (in cases of foreign nationals) of the authorized director whose signature is affixed to the proxy form.

    - **Foreign juristic person:** The authorized person shall sign his/her name and affix the company seal in the proxy form attached with a certified copy of the passport of the authorized person.

    - **In cases where a fingerprint** is affixed instead of a signature, the left thumb shall be used with a statement "the fingerprint of the left thumb of…..". The fingerprint must be affixed in the presence of two witnesses and certified. A certified copy of the identity card or state official identity card of the witness must be attached.

    - In an Extraordinary General Meeting of the shareholders, if a shareholder cannot attend the meeting in person, he/she may appoint a person to act as his/her proxy or may appoint an independent director to act as his/her proxy.

    - shareholder, who wishes to appoint an independent director of the Company as his/her proxy, shall send the proxy form completely filled in and duly signed as stated above to the Corporate Secretary's Office, together with relevant documents, at least one day before the meeting date.

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

- **Documents form custodian**

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

- **Documents from shareholder**

  1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.

  2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.

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

- **Documents from proxy**

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

3. In cases in which a shareholder is deceased:

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

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

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

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

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

Registration:

Registration shall start one hour before the meeting time or at 0800 hrs. onwards.

Voting:

1. The voting shall be conducted openly. One share is equivalent to one vote. The resolutions of the shareholders' meeting shall be passed by the following votes:

   - Appointment of the Chairman of the Meeting: The Company determines that the shareholders shall exercise their rights to elect a shareholder who is nominated on an individual basis, then announces the voting result for the person with the highest votes as the Chairman of the Meeting. In the case of a tie vote, the shareholders' meeting shall cast the votes to choose the Chairman of the Meeting from the persons with the equivalent votes. The person who thereafter receives the highest votes shall act as the Chairman of the Meeting.
   - Election of directors or appointment of new directors: The Company determines that the shareholders shall exercise their rights to elect or appoint the directors who are nominated on an individual basis, and then announces the voting results for the person with the highest votes ranked in order descending from the highest number of votes received to the lowest to hold office as directors until all of the vacant director positions are filled. In the case of a tie vote resulting in the number of persons being exceeding the vacant director positions, the Chairman of the Meeting shall have an additional vote as a casting vote.
   - Ordinary case: The majority of the votes cast by the shareholders attending the Meeting and casting their vote. A tied vote: The Chairman of the Meeting shall have a casting vote.
   - In other cases where the law or the article of association specifies otherwise, the Voting shall be in compliance with such law or the articles of association, provided that the Chairman of the Meeting shall inform the meeting before voting on such agenda item.

2. In cases of voting by proxy, the proxy must cast a vote in accordance with the proxy form as specified by the shareholder appointing the proxy.

(ปิดอากรแสตมป์ 20 บาท)
affix duty stamp 20 baht

Attached Document No.6

หนังสือมอบฉันทะ (แบบ ก)

Proxy Form A

เขียนที่ ....
Written at

วันที่ .... เดือน .... พ.ศ. ....
Date Month Year

(1) ข้าพเจ้า .... สัญชาติ.............................
I / We Nationality

อยู่บ้านเลขที่ .... ถนน ....ตำบล / แขวง....................................
Residing at Road Tambol / Khwaeng

อำเภอ / เขต .... จังหวัด ....รหัสไปรษณีย์..
Amphur / Khet Province Postal Code

(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 having the right to vote equal to votes as follows:

หุ้นสามัญ .... หุ้น ออกเสียงลงคะแนนได้เท่ากับ .... เสียง
Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ .... หุ้น ออกเสียงลงคะแนนได้เท่ากับ .... เสียง
Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้
Hereby appoint

(1) .... อายุ .... ปี
age years

อยู่บ้านเลขที่ .... ถนน .... ตำบล / แขวง .... อำเภอ / เขต ....
Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด.......................................รหัสไปรษณีย์ .... หรือ
Province Postal Code or

(2) .... อายุ .... ปี
age years

อยู่บ้านเลขที่ .... ถนน .... ตำบล / แขวง .... อำเภอ / เขต ....
Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด.......................................รหัสไปรษณีย์......................... หรือ
Province Postal Code or

(3) .... อายุ .... ปี
age years
อยู่บ้านเลขที่ .... ถนน .... ตำบล / แขวง .... อำเภอ / เขต ....
Residing at Road Tambol / Khwaeng Amphur / Khet
จังหวัด.......................................รหัสไปรษณีย์........................
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2559 ของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) ในวันที่ 7 พฤศจิกายน 2559 เวลา 9.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Any one of them as my/our proxy in attending and voting on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2016 of Nation Multimedia Group Public Company Limited on 7 November 2016 at 9.00 a.m. at the Conference Room, 7th Floor, Nation University Tower, No. 1854, Bangna-Trad Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

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

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

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

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

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

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

สิ่งที่ส่งมาด้วย 6

Attached Document No 6

(ปิดอากรแสตมป์ 20 บาท)

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 holding the total amount of	______________________	หุ้น shares	และออกเสียงลงคะแนนได้เท่ากับ and have the rights to vote equal to	____________________	เสียง ดังนี้ votes as follows:
☐ หุ้นสามัญ ordinary share	______________________	หุ้น shares	ออกเสียงลงคะแนนได้เท่ากับ and have the right to vote equal to	____________________	เสียง votes
☐ หุ้นบุริมสิทธิ preference share	______________________	หุ้น shares	ออกเสียงลงคะแนนได้เท่ากับ and have the right to vote equal to	____________________	เสียง 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 นางพิจิตรา มหาพล อายุ 65 ปี อยู่บ้านเลขที่ 26/141 ซ.สุขุมวิท 43 (ซอยแสงมุกดา)
Name Ms.Pijittra Mahapol, Independent Director, Age 65 years, residing at 26/141 Sukhumvit Soi 43 (Soi Saengmookda)
ถนน - ตำบล/แขวง คลองตันเหนือ อำเภอ/เขต วัฒนา
Road Tambol/Khwaeng Klongton Nua Amphur/Khet Wattana
จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10110 **หรือ**
Province Bangkok Postal Code 10110 **or**

☐ 2. ชื่อ ______________________________ อายุ _____ปี อยู่บ้านเลขที่ ______________________________
Name Age years, residing at
ถนน ______________________________ ตำบล/แขวง _______________ อำเภอ/เขต _______________
Road Tambol/Khwaeng Amphur/Khet
จังหวัด ______________________ รหัสไปรษณีย์ ____________________
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2559 ในวันที่ 7 พฤศจิกายน 2559 เวลา 09.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one to be above shall be my/our proxy holder to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2016 on Novenber 7, 2016 at 09.00 hrs, at the Conference Room, 7th Floor, Nation University Tower, 1854 K.M.4.5 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok 10260, Thailand or on other date, time and place as may be postponed or changed.

(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 **พิจารณาอนุมัติแต่งตั้งประธานในที่ประชุมผู้ถือหุ้นสำหรับการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2559**

Agenda 1 **To approve the appointment of the Chairman of Extraordinary General Meeting of Shareholders No. 1/2016.**

❑ เห็นด้วย ______________เสียง ❑ ไม่เห็นด้วย_________เสียง ❑ งดออกเสียง____________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 2 **พิจารณาอนุมัติเลือกตั้งกรรมการจำนวน 8 ตำแหน่งเพื่อเข้าปฏิบัติหน้าที่เป็นกรรมการแทนตำแหน่งกรรมการที่ว่างลงของบริษัท**

Agenda 2 **To approve the election of eight directors to hold office in place of the vacant positions.**

❑ เห็นด้วย ______________เสียง ❑ ไม่เห็นด้วย _________เสียง ❑ งดออกเสียง____________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 3 **พิจารณาอนุมัติแก้ไขอำนาจกรรมการ**

Agenda 3 **To approve the amendment to the authorization of directors.**

❑ เห็นด้วย ______________เสียง ❑ ไม่เห็นด้วย _________เสียง ❑ งดออกเสียง____________เสียง
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ..ผู้มอบฉันทะ
( )
Signed Appointer

ลงชื่อ..ผู้รับมอบฉันทะ
( )
Signed Proxy

<u>หมายเหตุ</u>

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

<u>Remarks:</u>

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. 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.

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

Name **:** Mrs. Pichitra Mahapon

Age **:** 65 years

Education Qualification:

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

Training Course:

Thai Institute of Directors

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

Experience:

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

No. of Shares Held as at October 27, 2016

- None -

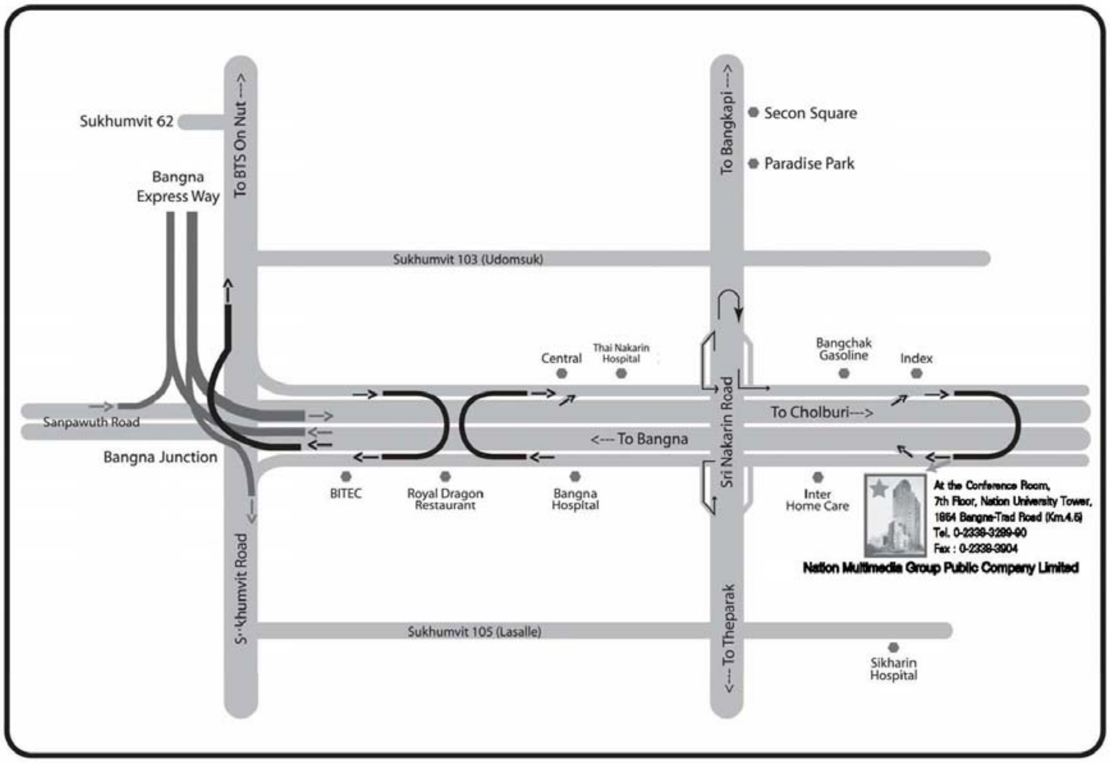
Relationship Characteristics

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

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

Listed Company		Non Listed Company	Rival incorporation	
No.	**Type of Director**	**Number**	**Number**	**Type of Director**
1	Independent Director/ Chairman of Audit Committee Bangkok Mass Transit System Plc.	1	-	-

Attached Document No. 8



Nation Multimedia Group Plc.

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