Nation Multimedia Group Plc.

Invitation Letter to the 2018 Annual General Meeting of Shareholders

On Monday, 9 April 2018 at 2.00 p.m.

7th Floor Conference Room, Nation University Tower
No.1854, Bangna-Trad Road K.M.4.5., Bangna, Bangkok 10260

Important Notes :

1. **The meeting registration starts at 1.00 p.m.**
2. **For the convenience in the registration process, please present the Registration Form for registration.**
3. **The Company would like to inform of "No distribution of souvenirs for the AGM 2018"**

(Translation)

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30 March 2018

Subject: Invitation Letter to the 2018 Annual General Meeting of Shareholders

Attention: Shareholders

Enclosures:
1. Copy of the minutes of Extraordinary General Meeting of Shareholders No.1/2018
2. Criteria and Procedures to select the directors
3. Definition of the Independent Directors
4. Brief profiles of the persons being nominated as directors in place of those who are retiring due to rotation
5. Brief profiles of the persons being nominated as auditor for the year 2018
6. Articles of Association of the Company, Chapter 6: Shareholders' Meeting
7. Conditions and procedures of the meeting of shareholders
8. Profiles of the independent directors in support of their appointment as proxies
9. Registration Form for the Annual General Shareholders Meeting
10. Proxy (Form A) and (Form B)
11. Map of the venue of the meeting of the shareholders

The Board of Directors of Nation Multimedia Group Public Limited Company (the "**Company**") has resolved to call the 2018 Annual General Meeting of Shareholders on Monday, 9 April 2018 at 2.00 p.m. at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna–Trad Road Km 4.5, Bangna Subdistrict, Bangna District, Bangkok 10260, to consider the following agenda items.

Agenda Item 1: To report the Company's operating results and the Board of Directors' report for the year 2017

Facts and Reasons: To report the Company's operating performance and the Board of Directors' report for the year 2017 to the shareholders.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2018 Annual General Meeting of Shareholders to acknowledge the Company's operating performance for the year 2017.

Agenda Item 2: To consider and approve the Company's financial statements for the year 2017 ended December 31, 2017

The Company could not issue the consolidated financial statements to certify the Company's operating results for the year ended December 31, 2017 due to insufficient supporting evidences. The auditor cannot conclude the audit matter. The Company is in the process of gathering information to the auditor. Therefore, the Company must abstain to consider this agenda. When the Company's financial statements have been audited by the auditors, the Company will call the meeting of shareholders again to consider and approve the Company's financial statements as abovementioned.

Agenda Item 3: To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2017

The Company could not issue the consolidated financial statements to certify the Company's operating results for the year ended December 31, 2017 due to insufficient supporting evidences. The auditor cannot conclude the audit matter. The Company is in the process of gathering information to the auditor. Therefore, the Company must abstain to consider this agenda and to consider this agenda for the next shareholders' meeting.

Agenda Item 4: To consider and approve the appointment of directors to replace those who retired by rotation and amendment of the director signatories

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

1) Mr. Marut Arthakaivalvatee	Chairman
2) Mr. Supoth Piansiri	Director
3) Mr. Sontiyan Chuenruetainaidhama	Director

Mr. Supoth Piansiri; a director, has informed the meeting that he has other duties which require many more responsibilities, he would not to be nominated for another appointed term as a director.

In addition, the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from November 24, 2017 to January 26, 2018. However, no shareholder nominated any person to be the Company's director.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the re-appointment of Mr. Marut Arthakaivalvatee and Mr. Sontiyan Chuenruetainaidhama to hold office for another term. Moreover, The Board of Directors proposed to approve the appointment Mr. Tatchapong Thamputthipong as a new director in order to replace Mr. Supoth Piansiri who is due to be retired by rotation.

In addition, the Board of Directors resolved to propose the 2018 Annual General Meeting of Shareholders to approve the change in binding signatories of the Company's directors to be in line with the appointment of new director as follows:

"Mr. Marut Arthakaivatee, Mr. Thepchai Sae-Yong, Mr. Somchai Meesen, Mr. Sontiyan Chuenruetainaidhama, Mr. Tatchapong Thamputthipong, and any two from these five directors jointly signs with company seal affixed".

(The details of the new director and the directors who nominated to hold office for another term are set out in Enclosure 4.)

<u>Agenda Item 5:</u> To consider and determine the remuneration of directors as follows:

<u>Facts and Reasons:</u> The Company proposed the remuneration of directors for the year 2017 and 2018 to the Company's independent directors, members of audit committee, non-executive directors. As to the directors' remuneration of the executive directors, those who are employees of the company or subsidiaries will not be paid.

Due to the Annual General Meeting of Shareholders for the year 2017 held on April 28, 2017 did not approval the directors remuneration for the year 2017 resulting from the approval less than two-thirds of the total votes of shares held by shareholders who attended the meeting, however, the Board of Directors deemed it appropriate to propose this matter for consideration by the 2018 Annual General Meeting of Shareholders to fix the remuneration to the Company's directors who performed their duties during the year 2017, because they have devoted themselves to perform their duties for the Company, which roposed to the Annual General Meeting of Shareholders for the year 2018 to consider and approve the following agendas:

5.1 directors remuneration for the year 2017

5.2 directors remuneration for the year 2018

<u>Opinion of the Board of Directors</u>: The Board of Directors of the Company deems it appropriate to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the remuneration for the Company's directors for the year 2017 and 2018 of determine the remuneration of the Company's directors. (Only directors who are not employees of the Company and its subsidiaries). The remuneration shall be as follows.

Position	Remuneration for 2018 (THB / Person)	Remuneration for 2017 (THB / Person)
Chairman	400,000	400,000
Chairman of Audit Committee	400,000	400,000
Member of Audit Committee	300,000	300,000
Independent Director	200,000	200,000
Non-Executive Director	200,000	200,000
Executive Director (those who are employees of the Company and its subsidiaries)	-None-	-None-

Agenda Item 6: To consider and approve the appointment of the Company's auditors and the determination of audit fee for the year 2018

Facts and Reasons: The Board of Directors, under the consideration and suggestion of the Audit Committee, deems it appropriate to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the appointment of the auditor of KPMG Phoomchai Audit Ltd. as the auditor for the year 2018 of the Company, the auditors are as follows:

1. Mrs. Sasithorn Pongadisak, CPA. Registration No.8802, who will sign the financial statements of the Company for the year 2018 for the first year, or
2. Ms. Marisa Tharathornbunpakul, CPA. Registration No. 5752, or
3. Mr. Thanit Osathalert, CPA. Registration No. 5155.

Brief profiles of the auditors above are in Enclosure No.5

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

In addition, the Board of Directors, under the consideration and suggestion of the Audit Committee, deems it appropriate to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2018 in respect of the Company, its subsidiaries and associated company, of the determination of audit fee for the year 2018 in Attachment 5.

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

Opinion from the Board of Directors: The Board of Directors of the Company and the Audit Committee have considered the appointment of auditors as well as the determination of their remuneration and deems it appropriate to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2018 and the determination of the auditors 'remuneration as mentioned above.

<u>Agenda Item 7:</u> To consider any other matters (if any)

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

Please be informed accordingly.

Sincerely yours,

-Signature-

Mr. Marut Arthakaivalvatee
Chairman of the Board of Directors

Attached Document No.1

(Translation)

Minutes of Extraordinary General Meeting of Shareholders No. 1/2018
Nation Multimedia Group Public Company Limited (the "Company")

Wednesday 28 February 2018, at 10.00 hrs.

Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna–Trad Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok

Prior to the commencement of the Meeting, Ms. Supawan Waraporn Toh and Mr. Archvin Suksri (the "**Meeting Facilitator**") were assigned to conduct the meeting, informed the Meeting that at present, the Company's registered capital is THB 2,663,572,194.95, and paid-up capital is THB 2,155,959,048.86, divided into 4,067,847,262 ordinary shares, at the par value of THB 0.53 per share. In this Extraordinary General Meeting of Shareholders No. 1/2018, there were a total of 107 shareholders attending the Meeting in person and by proxy, representing 2,657,003,766 shares or equivalent to 65.32 percent of the total issued shares of the Company. The quorum was thus constituted in accordance with the Company's Articles of Association.

Directors in attendance:

1.	Mr. Marut Arthakaivalvatee	Chairman of the Board of Directors
2.	Mr. Apivut Thongkam	Independent Director and Chairman of the Audit Committee
3.	Mr. Chaiyasit Puvapiromquan	Independent Director and Member of the Audit Committee
4.	Ms. Warangkana Kalayanapradit	Independent Director and Member of the Audit Committee
5.	Mr. Somchai Meesen	Director and Chief Executive Officer
6.	Mr. Supoth Piansiri	Director and Senior Vice President - Accounting

Directors absent:

1.	Mr. Thepchai Sae Yong	Vice Chairman of the Board of Directors
2.	Mr. Sontiyan Chuenruetainaidhama	Director

Independent Financial Advisor in attendance:

Capital Link Advisory Limited
- Mr. Kasin Theanchai

Legal Advisor of the Company in attendance:

- Mr. Wittaya Kaewkungsadan

Preliminarily Proceedings:

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors acting as Chairman of the Meeting gave opening remarks for the Extraordinary Meeting of Shareholders No. 1/2018 and announced that the Meeting was being held to ask shareholders to consider implementation of the Group's business restructuring plan through the disposal of some Group assets. He said that currently it is believed that most shareholders are aware of the impacts and situation of the Company as a result of the print media industry as well as the debt arising from the Company's entry into the digital TV business. The Company has previously tried to fix this problem but the Board of Directors has considered the problem and has now agreed that the best solution is to reduce the burden of liabilities by disposing of some of the Group's non-core assets and by focusing on the Company's core areas of expertise.

The Meeting Facilitator conducted the Meeting in accordance with the following agenda items:

Agenda Item 1: To acknowledge the business restructuring plan of Nation Group and details of asset divestment of the Company

The Meeting Facilitator informed the Meeting of the details of this agenda item.

In accordance with informed by the SET and the shareholders the Company plans to dispose of its assets for the purposes of business restructuring of the Group, in order to deal with impacts from the current business climate of the print media industry, as well as to be in accordance with the Company's strategy and policy which focus on the core business under the Company's expertise, i.e., content business. The assets to be disposed are as follows:

1.1 all investments in Nation U Co., Ltd. ("**NU**") (a subsidiary of the Company operating the Nation University business), i.e., ordinary shares of NU amounting to 30,599,999 shares, equivalent to 90 percent of the total NU shares;

1.2 all investments in Bangkok Business Broadcasting ("**BBB**") (a subsidiary of the Company operating "NOW 26" digital TV channel), i.e., ordinary shares of BBB amounting to 149,999,999 shares, equivalent to 100 percent of the total BBB shares

1.3 all investments in WPS (Thailand) Co., Ltd. (a subsidiary of the Company engaging in the printing business), i.e., ordinary shares of WPS amounting to 42,250,000 shares, equivalent to 84.5 percent of the total WPS shares;

1.4 all investments in NML Co., Ltd. (a subsidiary of the Company engaging in the transportation business), i.e., ordinary shares of NML amounting to 4,999,998 shares, equivalent to 99.99 percent of the total NML shares; and

1.5 land and structures of the Company, some of which were formerly used as locations for branch offices and some of which were vacant land, totaling five locations as follows:

(1) land and building on Bang Na-Trad Road km. 29.5, comprising two parcels of land, with the area totaling 28 rai, 32 square wah, and a 1.5-storey building;

(2) land on Bang Na-Trad Road km. 5, comprising a parcel of land, with the area totaling 5 rai, 1 ngan, 14 square wah;

(3) land and building in Haiya Subdistrict, Mueang District, Chiang Mai Province, comprising three parcels of land, with the area totaling 2 rai, 3 ngan, 54 square wah, and a 2-storey building with storage facility;

(4) land and building in Mueang Kao Subdistrict, Khon Kaen Province, comprising two parcels of land, with the area totaling 3 ngan, 9 square wah, and a 2-storey building with storage facility; and

(5) land and building in Hat Yai District, Songkhla, comprising two parcels of land, with the area totaling 1 ngan, 1 square wah, and a 3-storey building with storage facility.

In this regard, the disposal of investments in NU, BBB, WPS, and NML shall not affect the future business operation of the Group as the businesses of NU, WPS, and NML do not constitute any kind of content business, which forms the Company's primary focus. The objective of the disposal of the investments in BBB is to lessen the burden of the costs and expenses to an appropriate level to the extent that the Company will be financially prepared to reinforce the strength of its business and to establish a basis for its future growth. After the Company disposes of the investments in the aforementioned subsidiaries, it will focus on the operation of its core business, which constitutes the following: print media (Krungthep Turakij, The Nation, and Kom Chad Luek Newspapers); organization of relevant activities; content creation; television media (Nation 22 news digital television channel) of NBC Group; and the business of NINE Group. The Company has extensive experience and expertise in its core business. In fact, Nation Group's true strength lies in its experience and expertise in the said areas.

In the best interests of the Company, the abovementioned asset disposal will be carried out by means of a process of bidding. The Company will complete the bidding process within the period of no more than six months after the relevant approvals related thereto are obtained, and will allow general business operators and individuals who are interested in purchasing each asset to participate in the bidding process, in accordance with the conditions specified by the Company. In this regard, the Company will dispose the assets to the highest bidder under the condition that the price paid for each of the assets to be disposed of must not be lower than the “Base Price” assigned for each asset as the Company will propose such “Base Prices” are as follows.

No.	List of Assets	Base Price for Bidding (THB)
1.	All investments in NU	317,860,000
2.	All investments in BBB	59,100,000
3.	All investments in WPS	593,320,000
4.	All investments in NML	39,740,000
5.	Land and Buildings	
	(1) Land and building on Bang Na-Trad Road km. 29.5	288,040,000
	(2) Land on Bang Na-Trad Road km. 5	52,850,000
	(3) Land and building in Chiang Mai	51,590,000
	(4) Land and building in Khon Kaen	14,840,000
	(5) Land and building in Songkhla	6,080,000

The Chairman gave the shareholders an opportunity to raise questions and express their opinions.

Mr. Naras Sripetch, a shareholder who attended the meeting in person, asked the Chairman of the necessity for the Company to consider the agenda for the disposal of the Company’s assets urgently today rather than considering the issue at the 2018 Annual General Meeting of Shareholders, which will be held in the next 2 months.

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, clarified that after holding the post of Chairman of the Board of Directors for a total of four months and after attending meetings of the Company’s management, there is a common view that the business needs to be restructured and that it has been deemed appropriate to dispose of the Group’s non-core assets as soon as possible. This will lead to positive results in the future. However, steps must be taken in order to satisfactorily complete the procedure within six months to solve the Company’s indebtedness. Waiting to consider the issue at the Annual General Meeting of Shareholders will only extend the time needed to solve the problem.

Mr. Santipong Kumarsingh, a proxy, asked for details and the amount of debt of the Company making it necessary to dispose of the assets.

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, said that the Company’s financial executives would be able to explain these details more clearly in other agenda.

Mr. Chaliew Kongtuk, a shareholder who attended the meeting in person, asked that according to the Meeting Invitation Letter, the Company’s offer to sell land and buildings in Chiang Mai, Khon Kaen and Songkhla will not affect the Company’s operations. However, there is a suggestion that it will in fact affect the regional journalism operations of the Company which currently use these assets.

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, asked Mr. Somchai Meesen, Chief Executive Officer, to clarify.

Mr. Somchai Meesen, Chief Executive Officer, said that the disposal of land in Chiang Mai, Khon Kaen and Songkhla would have no impact on the operations of the Company's regional journalists since the locations, such as in Chiang Mai, are quite difficult to reach between the journalists and the sources of news. Nonetheless, in the event that the Company has disposed of the assets in question, the Company plans to lease buildings for use as news centers instead and also aims to expand news centers in the three southern border provinces. Leasing buildings can lead to additional benefits and revenues for the Company, such the use of advertising (out of home media), which is currently gaining in interest.

Mr. Surachet Viniyakul, a proxy of the Thai Investors Association, asked whether the disposal of the Company's investment in WPS (Thailand) Co., Ltd., which is involved in the printing business, will affect the printing of Krungthep Turakij, The Nation and Kom Chad Luek newspapers and whether another printing house will have to be used instead?

Mr. Somchai Meesen, Chief Executive Officer, explained that due to the current downturn in the printing business many companies have experienced a drop in their printing orders causing their printing machines to run below capacity. For WPS, the volume of print orders has declined steadily over the years and the management considers it to be not worth the investment cost. Nonetheless, if the Company disposes of the printing house it will negotiate an appropriate printing fee with the buyer.

Mr. Thanabodee Sawatsri, a proxy, asked the Board to explain how the proceeds from the disposal of investments and assets will be used and will any of the proceeds be used to pay off any significant liabilities. He asked for clarification before consideration of the agenda to approve disposal of the assets of the Company.

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, explained that one part of the proceeds from the disposal of the assets will be used as cash flow to conduct the operations of the business. Details of the Company's liabilities are available in the Independent Financial Advisor's Report No. 13 page 15. Restructuring of the Company's business at this time is to increase focus on the Company's core business.

Mr. Chaliew Kongtuk, a shareholder who attended the meeting in person, asked the following:

1. Is the advertising revenue from print media Krungthep Turakij, The Nation and Kom Chad Luek newspapers significant to justify continuing with the core business or not?

2. For how long will the proceeds of around more than 1,400 million Baht from the disposal of assets be sufficient to continue with the Company's core business?

3. Can the Board of Directors review the names of the editorial, printing and advertising staff that have already resigned but which are still displayed? In the event of a lawsuit, these persons are responsible for the actions of the Company even though they are currently not employees of the Company.

Mr. Vitoon Na-Luan, a shareholder who attended the meeting in person, suggested that the Company's legal department should change the names of the editorial, printing and advertising staff at the National Library and also asked whether there will be more employee layoffs or not since the employees are considered the heart of the Company and previously the Company offered early retirement to staff.

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, thanked the shareholders for raising the issue about the names of editorial, printing and advertising staff and asked Mr. Somchai Meesen, Chief Executive Officer, to manage the issue in future and to explain to the shareholders how it would be managed.

Mr. Somchai Meesen, Chief Executive Officer, thanked the shareholders for raising the issue about the names of editorial, printing and advertising staff and agreed to manage the issue. He added that nearly all of the current executives are new directors and he himself only took on his position in February 2018. The new management considers that the previous early retirement scheme represented a mismanagement of the Company which cost approximately 300 million Baht as well as causing the loss of important and valuable personnel. The management has informed the employees of the Company that there will be no more early retirement schemes, particularly for journalists who are considered the heart of the media business, but recruitment of new staff will be closely managed. The Company will focus only on its core business as part of the strategic plan which has to be approved by the Board of Directors. The core business of the Company comprises 1) Print media business 2) TV media business 3) New media business 4) Event business. Other businesses depend on the disposal of assets under discussion.

Mr. Thanabodee Sawatsri, a proxy, asked the following:

1. Since the former executives who resigned receive a large amount of compensation, will the proceeds from the disposal of assets be used to compensate them or not? Also who will receive these benefits? Has the Company checked whether or not these resignations are in accordance with the Company regulations? If the Board of Directors is unable to answer this point today, it is requested to be recorded in the Minutes of the Meeting that it is a question for which the shareholders propose to set up a committee to investigate the issue.

2. Since many assets are being offered for disposal, has a legal advisor been consulted as to whether or not each asset can be sold?

Mr. Somchai Meesen, Chief Executive Officer, said that concerning the early retirement compensation for the previous executives, the new management believes there may have been a lack of transparency in some cases. The Executive Board has appointed a special

Working Group to consider doubtful cases of accrued income or purchases of intangible assets or licenses. If any of these concern executives who entered the early retirement program before the deadline the Board of Directors will consider further action. The Working Group was established on February 13, 2018 with a mandate to delay early retirement payments until investigations are completed. Payments accruing to executives will initially be suspended.

Mr. Vitoon Na-Luan, a shareholder who attended the meeting in person, asked whether or not 2 former executives of the Company who received compensation from the early retirement scheme were involved in a declaration of a lack of trust by the SEC and which had been ordered to cease their duties, and whether the payments were appropriate?

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, thanked the shareholders for their proposals which would be considered and said that if there were no further questions from the shareholders, the Meeting Facilitator should proceed to the next agenda item.

The Meeting Facilitator informed the Meeting that since this agenda item was to acknowledge the business restructuring plan of Nation Group and details of the disposal of the Group's assets, there would be no vote.

Remark: During this agenda item a total of 113 shareholders additionally attended the Meeting, representing 3,017,473,183 shares, in aggregate, or 71.18% of the total.

Agenda Item 2: To consider and approve acknowledgement of the asset divestment of the Company

The Meeting Facilitator invited Mr. Kasin Theanchai, Independent Financial Advisor from Capital Link Advisory Limited, to express the views of the Independent Financial Advisor to the shareholders.

Mr. Kasin Theanchai, Independent Financial Advisor, summarized the pros and cons of the disposal of the Company's assets, which are divided into two categories: 1) disposal of investments in four subsidiary companies and 2) disposal of land and buildings. Disposal of all of the Company assets is intended to raise funds to pay off debts and for use as working capital.

The Company's liabilities consist of due promissory notes (B/E), for which the Company will consider whether to renew or not, short-term debt due within 1 year, and the digital TV licensing fee of Bangkok Business Broadcasting Co., Ltd. (BBB). For disposal of some of the Company's assets with obligations to banks or financial institutions, the Company must negotiate with the relevant banks or financial institutions to ease the debt burden.

Pros of disposing of investment in BBB (NOW Channel) as follows:

1. It will reduce the burden of payment of the NOW Channel digital TV license fee. Currently, the Company has to continue to pay approximately 900 million Baht in outstanding installments while BBB has been losing money since it commenced

operations. The Financial Advisor therefore regards sale of this investment as being beneficial. At the same time, if the buyer agrees to pay the outstanding debt of BBB to NMG for more than 700 million Baht, the Company will be able to use the funds to continue with its core business operations.

2. It will improve the Company's debt to equity ratio, which is currently higher than the 2:1 ratio set by the bank and for which the Company was required to negotiate an exemption with the bank. For 2018, if the Company disposes of BBB, the debt to equity ratio will be reduced putting the Company in a stronger position to negotiate with the bank.

In terms of negative aspects, the main issue is that currently NOW Channel and the group of digital TV operators are in negotiation with NBTC to ease the digital TV licensing conditions, suspend the remaining fee payments and return the license without penalty. Approval of these negotiations would be considered a good opportunity for NOW as there might be other channels to return the license without being fined. All of these proposals are currently in the process of negotiation with NBTC. If approved, an opportunity for NOW might be lost. However, the outcome of negotiations is still uncertain.

Concerning the risk involved in disposing of the investment in WPS (Thailand) Co., Ltd., the issue raised by a shareholder in Agenda 1 that WPS is responsible for the printing services of all Group newspapers and disposal of the investment would result in the Company having to negotiate printing fees with the buyer. Resolution of this issue depends on the buyer who may set the same fee for printing services. There is still considerable uncertainty over this issue.

Concerning the risk involved in disposing of the investment in NML Co., Ltd. which provides newspaper delivery services for the Company within Bangkok and other provinces, disposal of the investment would result in the Company having to negotiate delivery rates with a new logistics company. The impacts this would have on the Company are currently unclear.

The disposal of land is divided into two categories: empty land currently not in use, including land at Km 29.5 of Bangna-Trad Road and at Km 5 of Bangna-Trad Road, which would reduce the Company's debt burden and improve cash flow for use in the Company's operations; and land plots upcountry in Chiang Mai, Khon Kaen and Songkhla, which are used as regional news centers and newspaper delivery centers for NML but which are currently not used to full capacity because of the large land area and relatively few employees. The Company therefore plans to sell the land, lease a smaller area with lower cost and use the funds from the land sale as working capital to benefit the Company.

The disadvantage of disposing of the land is that it can no longer be developed in the future. As the shareholders noted, the land plots in Khon Kaen, Chiang Mai and Songkhla are used as news centers. The management must find new land to lease which will incur rental costs. This is something the Company must manage.

Disposal of investment in Nation U Co., Ltd. (NU) The minimum base price for the license to operate Nation University has been set by the Company at 317.86 million Baht. The appraised value of the assets of Nation University, conducted by a financial advisor and based on accounting principles, is 341.48 million Baht, which is higher than the base price by 23.62 million Baht or 7 per cent. However, the Independent Financial Advisor believes that the University's land would be difficult to use for other purposes due to its location in Lampang. The appraised value of the assets will be slightly higher than the base price but the Independent Financial Advisor sees the base price as reasonable. It may be difficult to find a buyer of the land for a price of 300 million Baht since use of the land is limited by the regulations of the Ministry of Education. Approval must be gained from the Office of the Higher Education Commission (OHEC) to dispose of the land so the base price of 317.86 million Baht for disposal of Nation University is considered appropriate.

Disposal of investment in Bangkok Business Broadcasting Co., Ltd. (BBB) The minimum base price for investment in the operator of the NOW digital TV channel has been set at 59.10 million Baht. The value appraised by the Independent Financial Advisor is -0- Baht as BBB has incurred a loss every year so far and it is not clear whether or not the company will be able to make a profit in future. Nonetheless, under the conditions of sale of the investment in BBB, the Company will gain more than 700 million Baht in repaid payments. If the company continues to operate these unpaid debts may not be repaid, however. Therefore the Independent Financial Advisor agrees with the base price of 59.10 million Baht.

Disposal of investment in WPS (Thailand) Co., Ltd. (WPS) The minimum base price for investment in WPS has been set at 593.32 million Baht. The Independent Financial Advisor has appraised the value of the assets at approximately 620.65 million Baht, which is 27.33 million Baht or 4 per cent higher than the base price. The assets of WPS can be categorized into two groups, land and buildings located at Km 29.5 Bangna-Trad Road, and equipment and machinery, the majority of which is comprised of newspaper printing machinery. The Company has two options, to continue holding the stock in the investment and printing newspapers or to dispose of the investment. However, revenues for printing services for Nation Group are expected to decline as a result of falling newspaper sales and WPS has begun to make a loss over the previous nine months when previously it consistently made a profit. Therefore, continuing to hold stock in WPS may affect the consolidated financial statements of NMG, which would have to be recognized as a loss. The Independent Financial Advisor therefore believes that the base selling price of 593.32 million Baht and the appraised value of 620.65 million Baht are not significantly different. However, since the assets of WPS are specific for the printing business, it may be difficult to find a buyer without a discount on the price. The Independent Financial Advisor therefore considers the base price of 593.32 million Baht set by the Company to be appropriate.

Disposal of investment in NML Co., Ltd. (NML) The minimum base price for investment in NML has been set at 39.74 million Baht. The value appraised by the Independent Financial Advisor based on the current cash flow approach is -0- Baht, since NML's business is based upon the transportation of newspapers and printed materials, which is currently in decline. According to the company's financial statements, NML has recorded losses since 2015 and the loss has increased every year. Continuing to hold stock in NML does not create value for the Company. On the contrary, disposal of the investment for 39.74 million Baht would be beneficial to the Company in the opinion of the Independent Financial Advisor. The minimum base price set by the Company is therefore considered appropriate.

Disposal of land The prices set by the Company and that appraised by the Independent Financial Advisor are the same and can be regarded as the market price. The Company has determined that payments of all fees are the responsibility of the buyer. The sale prices as set by the Company are therefore considered appropriate.

The Independent Financial Advisor agrees with the sale of all the assets and all transactions. Shareholders are also requested to consider and vote to approve the sale of all of the assets of the Company.

The Chairman gave shareholders the opportunity to ask questions or state their opinions.

Mr. Santipong Kumarsingh, a proxy, asked for further clarification regarding Bills of Exchange (B/E) and the B/E payment plan.

The Chairman asked Mr. Supoth Piansiri, Director and Senior Vice President - Accounting, to clarify this issue.

Mr. Supoth Piansiri, Director and Senior Vice President - Accounting, said that the Company currently has unpaid Bills of Exchange of around 500 million Baht and is in the process of negotiating with the B/E issuer to repay the amount using part of the proceeds from the disposal of assets being discussed today.

Mr. Vichit Jaitrong, a shareholder who attended the meeting in person, asked the Independent Financial Advisor for clarification about the sale of the investment in NU, stating that if there are limitations on gaining approvals from the Ministry of Education why doesn't the Independent Financial Advisor suggest an alternative to bidding? For example, wouldn't an investment partner, whether Thai or foreign, which is seeking to invest in the education sector increase the value of the investment or bring greater benefit to the Company?

Mr. Kasin Theanchai, Independent Financial Advisor, said that since the Company had already decided to dispose of its investment in NU which holds the Nation University license, the Independent Financial Advisor is responsible to appraise whether sale using this method is appropriate or not. However, the shareholders may propose that the Company consider other alternatives, such as a joint investment.

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, added that the Company will further consider whether or not the Company would be able to proceed fully with its plan to dispose of its investment and if not would consider alternatives.

Shareholder proxies asked how many parties are interested in bidding for the investment in BBB, since there are still license payment obligations to the NBTC in addition to the company's outstanding debt?

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, said that it would be necessary to check the number of parties who have already registered for information from the Company.

Mr. Somchai Meesen, Chief Executive Officer, added that around 2-3 parties had requested information about BBB and had already registered. However, the conditions of debt payment and the risk concerning the uncertain rules of applying for a license, together with the selection of the 7 new committee members of NBTC, may further delay the sale of the investment in BBB.

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, asked if there were any further questions from the shareholders and if not the Meeting Facilitator should proceed to the next agenda item.

The Meeting Facilitator informed the Meeting that since this agenda item was to acknowledge the opinion of the Independent Financial Advisor regarding the disposal of the Company's assets, there would be no vote.

Agenda Item 3: To consider and approve the asset disposal of the Company

Following on from Agenda Items 1 and 2, the Company deemed it appropriate to propose to the Meeting the consideration of approval of the disposal of assets in order restructure the business of the Group. The method of bidding for the price would be based on the conditions of the minimum base price as already briefed to the Meeting as well as to ensure the asset disposal is streamlined and of maximum benefit to the Company. The Company's Board of Directors recommends that shareholders authorize the Board of Directors or persons assigned by the Board of Directors to determine the assets and the base price for the assets to be sold by auction, whether in part or in whole, the settlement terms and the delivery of the assets, as well as the authority to change and/or add details and conditions required or related to the tender and/or disposal of the Company's assets. This would not change the key details or conditions as approved in the shareholders' meeting. If the Company has organized the tender already but there are assets still remaining unsold for whatever reason, the Board of Directors or persons assigned by the Board of Directors will have the authority to consider disposing of the assets by other means to any person as appropriate to ensure maximum benefit for the Company, with the condition that the buyer must not be connected to the Company and the price and conditions of disposal of the assets, in this case, must not be less than the conditions set by the Company in the tender agreement.

Since disposal of the abovementioned assets is considered a sale or transfer of the Company's business all or part of which is of importance to other persons as listed under Section 107 (2) (a) of the Public Limited Companies Act B.E. 2535 and is a transaction to dispose of the Company's assets according to the Notification of Acquisition or Disposition of Assets it must be approved by the Shareholders' Meeting by a vote of not less than three fourths of the total votes of shareholders attending the Meeting who have a right to vote, excluding those who may have a vested interest in the transactions.

The Meeting Facilitator also informed the shareholders that the transaction is not considered a related transaction. The Company will not dispose of above-mentioned assets to any party connected to the Company.

The Meeting Facilitator informed the Meeting of the voting procedure for Agenda Item 3, as follows:

1) For each shareholder, 1 vote is equivalent to 1 share.

2) The Company requests the Meeting to vote on the Agenda as proposed as each Agenda Item appears on the screen. Each shareholder will use all the votes he/she possesses under 1) to vote for the Agenda Items.
3) Staff will then collect all the ballots to be counted and totaled. Once completed, the Company will announce the voting results and resolutions later in the meeting.

For this Agenda Item, there were no shareholders with a vested interest and no right to vote.

The Chairman gave shareholders the opportunity to ask questions or state their opinions.

Mr. Naras Sripetch, a shareholder who attended the meeting in person, asked about the disposal of the investment in BBB with a minimum base price of 59.10 million Baht. He considered that the Company had set the price too low, including the Independent Financial Advisor's valuation of -0- Baht, since in the future if the NBTC introduces changes in line with the wishes of digital TV operators Channel NOW may be able to benefit. Therefore, what is the reason for setting the price as low as 59.10 million Baht?

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, explained that the determination of the price is based on the valuation of the Financial Advisor and Independent Financial Advisor based on the remaining accounting value. The Chairman asked the Independent Financial Advisor for further clarification.

Mr. Kasin Theanchai, Independent Financial Advisor, clarified that the base price of 59.10 million Baht for the investment in BBB was derived from valuation of the company. KT ZMICO Securities Co., Ltd. is the company's Financial Advisor. As the shareholders stated, the price of 59.10 million Baht is not significantly different from -0- Baht and the price is relatively low. However, BBB still has outstanding license payments to NBTC which it cannot cover. Sale of the investment would remove the debt burden of the license fee payments and the Company would receive a refund for the outstanding debt of more than 700 million Baht.

The Company's Legal Advisor also explained to the Meeting the business restructuring plan proposed by the Company for the disposal of the above-mentioned assets had already passed the legal status examination and could proceed as planned. Concerning the disposal of shares in BBB, an approvals procedure concerning relevant regulatory authorities will be adhered to. It is believed that the disposal of assets in order to restructure the business is appropriate enough to secure the necessary approvals.

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, asked if there were any further questions or opinions from the shareholders and if not the Meeting should consider disposition of the Company's assets.

The Meeting Facilitator presented the Agenda Items for the consideration and approval of the disposition of the Company's assets to the shareholders, as follows:

3.1 Disposal of investments in NU;

3.2 Disposal of investments in BBB;

3.3 Disposal of investments in WPS;

3.4 Disposal of investments in NML; and

3.5 Disposal of land and buildings of the Company:

3.5.1 Disposal of land and building on Bang Na-Trad Road km. 29.5;

3.5.2 Disposal of land on Bang Na-Trad Road km. 5;

3.5.3 Disposal of land and building in Chiang Mai;

3.5.4 Disposal of land and building in Khon Kaen; and

3.5.5 Disposal of land and building in Songkhla.

The meeting considered resolution of the disposal of the Company's assets, as follows:

3.1 Approved the disposal of investments in Nation U Co., Ltd.

The meeting resolved to approve this agenda with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, as follows:

Approved:	2,661,476,034	votes	Equivalent to	88.20	(%)
Disapproved:	355,216,749	votes	Equivalent to	11.77	(%)
Abstained:	780,400	votes	Equivalent to	0.03	(%)

3.2 Not approved the disposal of investments in Bangkok Business Broadcasting Co., Ltd. The meeting resolved to approve this agenda with affirmative votes of less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, as follows:

Approved:	933,548,536	votes	Equivalent to	30.94	(%)
Disapproved:	918,365,004	votes	Equivalent to	30.43	(%)
Abstained:	1,165,559,643	votes	Equivalent to	38.63	(%)

3.3 Approved the disposal of investments in WPS (Thailand) Co., Ltd. The meeting resolved to approve this agenda with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, as follows:

Approved:	3,010,311,134	votes	Equivalent to	99.76	(%)
Disapproved:	153,749	votes	Equivalent to	0.01	(%)
Abstained:	7,008,300	votes	Equivalent to	0.23	(%)

3.4 Approved the disposal of investments in NML Co., Ltd. The meeting resolved to approve this agenda with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, as follows:

Approved:	2,875,139,834	votes	Equivalent to	95.28	(%)
Disapproved:	141,552,949	votes	Equivalent to	4.69	(%)

Abstained:	780,400	votes	Equivalent to	0.03	(%)

3.5 Approved the disposal of land and structures of the Company, as follows:

3.5.1 Approved the disposal of land and building on Bang Na-Trad Road km. 29.5.
The meeting resolved to approve this agenda with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, as follows:

Approved:	2,655,011,934	votes	Equivalent to	87.99	(%)
Disapproved:	355,152,949	votes	Equivalent to	11.77	(%)
Abstained:	7,308,300	votes	Equivalent to	0.24	(%)

3.5.2 Approved the disposal of land on Bang Na-Trad Road km. 5.
The meeting resolved to approve this agenda with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, as follows:

Approved:	2,655,011,934	votes	Equivalent to	87.99	(%)
Disapproved:	355,152,949	votes	Equivalent to	11.77	(%)
Abstained:	7,308,300	votes	Equivalent to	0.24	(%)

3.5.3 Approved the disposal of land and building in Chiang Mai.
The meeting resolved to approve this agenda with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, as follows:

Approved:	2,659,639,834	votes	Equivalent to	88.14	(%)
Disapproved:	355,952,949	votes	Equivalent to	11.80	(%)
Abstained:	1,880,400	votes	Equivalent to	0.06	(%)

3.5.4 Approved the disposal of land and building in Khon Kaen.
The meeting resolved to approve this agenda with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, as follows:

Approved:	2,659,639,834	votes	Equivalent to	88.14	(%)
Disapproved:	355,952,949	votes	Equivalent to	11.80	(%)
Abstained:	1,880,400	votes	Equivalent to	0.06	(%)

3.5.5 Approved the disposal of land and building in Songkhla.
The meeting resolved to approve this agenda with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote, as follows:

Approved:	2,659,639,834	votes	Equivalent to	88.14	(%)
Disapproved:	355,952,949	votes	Equivalent to	11.80	(%)
Abstained:	1,880,400	votes	Equivalent to	0.06	(%)

Agenda Item 4: Other matters (if any)

The Chairman gave the shareholders an opportunity to ask questions or make comments on other matters to the Company

Mr. Naras Sripetch, a shareholder who attended the meeting in person, asked if it is possible for the Company to use proceeds from the disposal of assets to operate the business and make a profit? What is the Company's future business plan?

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, informed the Meeting that the Company had to eliminate unnecessary expenses first and accept the truth that the NOW Channel has been a major cause of the Company's serious losses. So, the Management's first priority was to halt the channel's expense leaks so that they would next stay focused on the core businesses. He said that all three newspapers have not suffered severe losses and it would be possible for the Management to manage them more efficiently to achieve a profit, while the Nation 22 channel, which is the Company's pioneering TV news station, has achieved considerable success. He said if the Company focuses solely on the businesses it has expertise in, it will be revived and move forward. He expressed confidence in Chief Executive Officer Mr. Somchai Meesen's long management experience to help revive the Company and invited him to explain about the Company's future business direction to the shareholders to boost their confidence.

Mr. Somchai Meesen, Chief Executive Officer, explained that the Company would use proceeds from the disposal of assets to partially make debt payments in order to increase creditor confidence in the Company's ability to pay off its debts.

For its business operation policy, the Company would not only concentrate on sales volume, but also emphasize restructuring of its business model, covering print, broadcasting, new media and events. The Management plans to generate additional revenues through the new media and events organization by creating new events based on existing content and producing new content based on organized events. The print business has generally adapted to seek more revenues from the new media and events organization. Krungthep Turakij newspaper is expected to hold 12 seminars and should use the content from these seminars to expand its business. Nation TV will continue to hold the Nation Bike Thailand activity, which has received sponsorship from the Tourism Authority of Thailand and Mitsubishi. In 2018, the activity will be held 11 times/year, up from 10 times as usual, while the TanKhunPaenDin project will also continue. In total, there will be around 25 brand maintaining activities this year.

In addition, the Management has made content adjustments to better suit the business, such as by making daily news to be more insightful to meet the demand of consumers who cannot access new media or websites, as well as by adding high-quality columns that will not be presented in the new media, which are expected to generate more revenues to the newspapers. This new policy has been introduced to editorial teams of the newspapers, who are brainstorming and putting the policy into practice.

Mr. Vitoon Na-Luan, a shareholder who attended the meeting in person, suggested that the Chief Executive Officer consider whether the sales department work at their fullest capacity to bring in revenues, especially from the core print media such as The Nation and Kom Chad Luek newspapers, as today the sales department is only concentrating on seeking revenues from the TV business.

The Chief Executive Officer thanked the shareholder for his concern and suggestion. He clarified that after the new executive team had taken office, it set up a strategy team to map out policies and the team determined that there would be a distinct sales department for each business unit, such as a sales department for print media, sales department for TV and sales department for the new media and websites. In so doing, the executive team of each media can stay focused on their media more efficiently. The Company has set a goal to achieve break-even point by this year.

Mr. Santipong Kumarsingh, a proxy, asked executives and the Independent Financial Advisor to thoroughly explain about the details of debt payment obligations and accrued interest payable. In the event that those in charge were not ready to explain about the issues that day, he asked his request to be recorded in the Minutes of the Meeting so that explanation about such issues could be made at the next meeting.

Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors, asked Mr. Supoth Piansiri, Director and Senior Vice President – Accounting, to explain details of the Company's overall debt obligations.

Mr. Supoth Piansiri, Director and Senior Vice President – Accounting, explained that the Company currently has a total debt obligations of 1,500 million baht, mainly consisting of bills of exchange and debts to financial institutions. The proceeds from the disposal of assets that have been approved from the meeting today will be partially used for of debt repayment as mentioned earlier.

Ms. Pranee Srikamnerd, proxy, raised two questions:

1. The allowance for depreciation of an investment of around 1,500 million Baht in the third quarter of 2017 posted a loss of approximately 2,300 million Baht to the Company.
2. Considering the fact that the Company's new executive team is closely connected to News Network Corporation Public Company Limited, Spring News, Thansettakij and T News, would there be any implicit expenses incurred to NMG and shared interests among the companies?

Mr. Supoth Piansiri, Director and Senior Vice President – Accounting, responded that concerning question 1 the financial statement 3/2017, showing a highly increased loss figure, resulted from the auditor's suggestion on the allowance for depreciation of an investment made to the Company. This was based on the Company's estimation on its future performance from now until its termination of the digital TV license in 2029, compared to the cost of the license to consider if the Company was likely to receive benefits. Another related factor was the current economic direction of the country that would directly affect the Company's revenues. With these factors in consideration, the auditor pointed out that the Company's prospective revenues should be lower than the cost of the license, therefore leading to the Company's allowance for depreciation of an investment of around 1,500 million Baht in the financial statement 3/2017.

Mr. Somchai Meesen, Chief Executive Officer, explained that concerning question 2 raised by the shareholder who was concerned about implicit expenses or shared benefits among such companies, he affirmed that there would be no shared benefits among such companies and implicit expenses incurred to NMG. This will be clearly reflected in the Company's performance for the year 2018, in which the Management has announced to put heavy effort to drive up the Company's revenues to reach the break-even point, despite the previous year's loss of more than 2,000 million Baht.

Mr. Naras Sripetch, a shareholder who attended the meeting in person, extended his encouragement to all the executives and asked all of them to take good care of the Nation Group and manage the organization in a balanced manner.

There were no shareholders raising any additional questions. The Chairman expressed his appreciation to all shareholders, proxies, and attendees for their dedication in attending the Meeting, and declared the Meeting adjourned at 12.10 hrs.

Signed_____ *- Signature -* _____Chairman of the Meeting

(Mr. Marut Arthakaivalvatee)

Minutes reviewed by

Signed_____ *- Signature -* _____Corporate Secretary

(Ms. Mathaya Osathanond)

Signed_____ *- Signature -* _____Assistant Corporate Secretary

(Ms. Saowaluk Chotrungrot)

Minutes Taker

Attached Document No.2

Criteria and Procedures to Select Directors

Selection of Directors

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

In 2018, the Company provides the opportunity to minority shareholders to nominate candidates as Directors by proposing the candidates' name with details of qualifications and the candidates' letter of consent through the Company's Board of Directors to Annual General Meeting of Shareholders, which is between November 24, 2017 and January 26, 2018. No shareholder proposes candidates for directorship.

Attached Document No.3

Definition of the Independent Directors

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

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

Independent Directors' qualifications are as follows:

1. Hold not over 1% of paid-up capital of the company, its subsidiaries and joint venture companies, or other related companies or juristic persons with potential conflict of interest. This includes shares held by related persons according to Article 258 of Securities and Exchange Act.

2. Shall not be executive directors, staff or employees or consultants who receive regular benefits from the company, or personal consultants to the company's management, its subsidiaries and joint venture companies, or other persons with potential conflict of interest. Independent Directors shall not have any interests in such manner for at least 2 years prior to appointment date. This qualification does not refer to independent directors who used to serve as government officials or advisors to any government agencies which are the major shareholders or executives of the company.

3. Shall not have or used to have business relationships, financial benefits or other forms of benefit whether directly or indirectly, in business affairs and management of the company, its subsidiaries or joint venture companies, or related companies, which might obstruct the exercise of independent judgment, or shall not be or used to be major shareholders, or executives of the company except in the case that such interests finished at least 2 years prior to the appointment date.

4. Shall have no blood relationship or relationship through legal registration in the forms of parents, spouse, siblings and children, or children's spouses with executive directors, management, controllers, or major shareholders of the company or its subsidiaries of executive directors, management, controllers, or the persons who are nominated for an executive position or executives of the company or its subsidiaries.

5. Shall not be open or secret nominees of directors, major shareholders or any groups of shareholders of the company who are related to any major shareholders or any groups of the company's shareholders.

6. Shall perform their duties and exercise their judgment without the influence of executive directors or major shareholders of the company, and related persons or their relatives.

7. Shall not be or used to be auditors of the company, its subsidiaries, joint venturecompanies, 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 form being able to give independent opinions on the management of the company.

Attached Document No.4

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

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Name : Mr. Marut Arthakaivalvatee

Position : Chairman

Age : 63 years

Education Qualification:

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

Training Course (s):

Thai Institute of Directors

- Director Accreditation Program (DAP) 2009
- Anti-Corruption for Executive Program (ACEP) 2014

Academy of Business Creativity Sripatum University

- Academy of Business Creativity (ABC) Class 2/2014

Experience:

Position held in other listed companies (3 Company)

2017 - Present	Chairman and Executive Director - Nation Multimedia Group Plc.
2016 - Present	Vice Chairman - VGI Global Media Public Company Limited
2015 - Present	Member of the Corporate Governance Committee VGI Global Media Public Company Limited
2012 - Present	Member of the Nomination and Remuneration Committee VGI Global Media Public Company Limited
2007 - Present	Director - VGI Global Media Public Company Limited

Position held in other non- listed companies (5 Company)

2017 - Present	Director - VGI Global Media (Malaysia) Sdn Bhd
2017 - Present	Director - The Icon VGI Company Limited
2016 - Present	Director - Aero Media Group Company Limited
2009 - Present	Director - Point of View Media Group Company Limited
2007 - Present	Director - VGI Advertising Media Company Limited

No. of Shares Held as at December 29, 2017

- 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	Involved in managing and oversee the operations of Nation Multimedia Group Plc.
2. Being a professional service provider	-None-
3. Having business relationship	-None-

Information holding the post of the Company's Director and Meeting Attendance in 2017

Holding the post of the Company's Director	The Meeting Attendance in 2017			
As of December 31 , 2017	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
3 Months 3 days (Appointed as a director since September 28, 2017)	5/5	N/A	N/A	N/A

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

<table>
<tr><th colspan="2">Listed Company</th><th>Non Listed Company</th><th colspan="2">Rival incorporation</th></tr>
<tr><td>No.</td><td>Type of Director</td><td>Number</td><td>Number</td><td>Type of Director</td></tr>
<tr><td>1</td><td>VGI Global Media Plc.
- Vice Chairman
- Member of the Corporate Governance Committee
- Member of the Nomination and Remuneration Committee
- Director</td><td>5</td><td>-</td><td>-</td></tr>
</table>

Type of Nominated Director: Chairman

Attached Document No.4

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

Name : Mr. Sontiyan Chuenruetainaidhama

Position : Director

Age : 57 years

Education Qualification:

- Bachelor of Law, Ramkhamhaeng University

Training Course (s):

-N/A-

Experience:

Position held in other listed companies (3 Company)

Jan. 17, 2018 - Present	Director – Nation Mulitmedia Group Plc.
Feb. 7, 2018 – Present	Chairman – Nation Broadcasting Corporation Plc.
2017 - Jan. 11, 2018	Director – News Network Corporation Plc.

Position held in other non- listed companies (4 Company)

2011 - Present	President – Network Surveillance and Prevent Royal Institution
2010 - Present	Committee – Local Development Foundation
2007 - Present	President and Managing Director- Green Panyayan Publishing T-Multimedia Group
2010 - Jan. 11, 2018	President and Managing Director - T-News News Agency

No. of Shares Held as at February 1, 2018

- 15,000,000 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	Involved in managing and oversee the operations of Nation Multimedia Group Plc. and Subsidiary as the companies stated following either as executive director or director. <u>Position</u> <u>Company</u> Chairman - Nation Broadcasting Corporation Plc.
2. Being a professional service provider	-None-
3. Having business relationship	-None-

Information Holding the post of the Company's Director and Meeting Attendance in 2017

Holding the post of the Company's Director	The Meeting Attendance in 2017			
As of December 31 , 2017	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
- (Appointed as a director since January 17, 2018)	N/A	N/A	N/A	N/A

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	-Chairman /Nation Broadcasting Corporation Plc.	2	-	-

Type of Nominated Director: Director

Attached Document No.4

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

Name : Mr. Tatchapong Thamputthipong

Position: Director

Age : 53 years

Education Qualification:

- Master of Business Administration MBA, Finance and Banking, Thammasart University
- Bachelor of Business Administration, major in Finance and Banking, Chulalongkorn University

Training Course (s):

King Prajadhipok's Institute

- Intermediate Certificate Course in Good Governance for Medical Executives 2012
- Advanced Certificate Course in Public Economics Management for Executives 2010

Thai Institute of Directors

- Director Certificate Program (DCP 129) 2010

Bangkok Hospital

- Mini Advanced in Healthcare Management: Strategic Management 2009

Marcus Evans

- Healthcare financial Management 2007

Experience:

Position held in other listed companies

2015 – 2018 First Senior Vice President & Division Head - Siam Commercial Bank Plc.

2014 – 2015 Senior Vice President & Division Head – Bangkok Bank Plc.

Position held in other non- listed companies

2012 – 2013 Chief Executive Officer – Thonburi Hospital, Group Subsidiaries

2012 – 2013 Managing Director – Ameditec Corporation Co., Ltd., Thonburi Hospital, Group Subsidiaries

2012 – 2013 Executive Director – Dental Siam Co., Ltd., Thonburi Hospital, Group Subsidiaries

No. of Shares Held as at February 1, 2018

- 10,000 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-

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
-	-	-	-	-

Type of Nominated Director: Director

Attached Document No.5

Agenda Item 6
Brief profiles of the persons being nominated as auditor for the year 2018

2017	**2018 (Proposal Year)**
KPMG Phoomchai Audit Ltd.	**KPMG Phoomchai Audit Ltd.**
1. Ms. Patamavan Vadhanakul Registration No. 9832 2. Mr.Veerachai Ratanajaratkul Registration No. 4323 3. Ms.Vannaporn Jongperadechanon Registration No. 4098	1. Mrs.Sasithorn Pongadisak Registration No. 8802 2. Ms.Marisa Tharathornbunpakul Registration No. 5752 3. Mr.Thanit Osathalert Registration No. 5155
Ms. Patamavan Vadhanakulis the Auditor who has affixed his signature to certify the Company's financial statement in 2017 **(for the third year)**	Mrs.Sasithorn Pongadisak the Auditor who has affixed his signature to certify the Company's financial statement in 2018 **(for the first year)**
Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 3,560,000 Baht. (excluding NBC&NINE) (The audit fee of the Company is THB 1,615,000).	Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 5,050,000 Baht. (excluding NBC&NINE) (The audit fee of the Company is THB 2,700,000).
As for other service charges, the Company and its subsidiary and and joint venture entity shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year	As for other service charges, the Company and its subsidiary and and joint venture entity shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year

Agenda Item 6

Brief profiles of the persons being nominated as auditor for the year 2018

General Information

Name-Surname : Mrs. Sasithorn Pongadisak

Nationality : Thai

Work Place : KPMG Phoomchai Audit Ltd.

Period of employment : 17 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

Attached Document No. 6

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

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

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

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

30. Annual general meeting of the shareholders meeting shall engage in the following acts:
(1) Acknowledge the Board of Directors' report concerning the Company's activities in the past year.
(2) Approve the financial statement and the balance sheet.
(3) Approve the allocation of profit.
(4) Select the directors whose term limits expire.
(5) Appoint the auditor and determine the Company's auditing fee.
(6) Others.

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

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

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

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

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

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

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

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

Attached Document No. 7

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

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

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

2. Appointing a proxy:

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

Required documents for appointing a proxy:

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

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

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

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

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

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

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

In the case THAT shareholders, who are foreign investors and have appointed a custodian in

Thailand to be a share depository and keeper, appoint a proxy., it is required to present the following documents:

- **Documents form custodian**
  1) The Proxy, correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with a stamp duty.
  2) A document confirming that the person who signed the proxy form is permitted 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.

4) **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.

5) **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.

6) **In cases in which a shareholder is an incompetent or quasi-incompetent person:**

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

Registration:

Registration shall start one hour before the meeting time or at 13.00 hrs.

Voting:

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

Attached Document No.8

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

Mr. Apivut Thongkam

Position Independent Director and Chairman of the Audit Committee

Age **56** years

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

Qualification

- Bachelor of Laws, Ramkhamhaeng University
- Thai Bar Association
- Master of Laws, American University, USA
- Master of Comparative Law, Howard University, USA
- Diploma in Intellectual Property, World Intellectual Property Organization, Switzerland
- Diploma in Computer Crime Trends and Crime, School of Criminal Justice, University of Michigan
- Executive Diploma Program "Thammasart for Society" 7th class
- Diploma in Executive Course "Senior Executives of Thammasart Golf Course for Society" 2nd class
- Diploma of Advanced Security Management Program, Class 6, National Defense College National Defense Institution
- Diploma of Global Business Leaders and Lead Business Institute of Cornell University 1/2016
- National Defense College – Class 24 , National Defense College, 2011-2012
- National Defense College, National Institute of Defense [WorPorOr class54 (PorRorOr class24)]

Training Course

- None -

Experience

Present	Independent Director and Chairman of The Audit Committee Nation Multimedia Group Plc.
Present	Independent Director – Eternal Energy PLC.
Present	Vice Chairman – AQ Estate PLC.

No. of Shares Held as at January 19, 2018

- 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 Eternal Energy PLC.	-	-	-
2	Vice Chairman AQ Estate PLC.	-	-	-

Attached Document No.10

(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 .... 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...

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) ในวันที่ 9 เมษายน 2561 เวลา 14.00 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 Annual General Meeting of Shareholders 2018 of Nation Multimedia Group Public Company Limited on 9 April 2018 at 14.00 p.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.

Attached Document No. 10

(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

preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีประวัติตามเอกสารแนบ)

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

❑ 1. ชื่อ นายอภิวุฒิ ทองคำ อายุ 56 ปี อยู่บ้านเลขที่ 27 ซ.อินทามระ 37

Name Mr.Apivut Thongkam, Independent Director, Age 56 years, residing at 27 Soi Inthamara 37

ถนน - ตำบล/แขวง ดินแดง อำเภอ/เขต เขตดินแดง

Road Tambol/Khwaeng Din Daeng Amphur/Khet Din Daeng

จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10400 **หรือ**

Province Bangkok Postal Code **or**

❑ 2. ชื่อ ______________________________ อายุ _____ปี อยู่บ้านเลขที่ ____________________________

Name Age years, residing at

ถนน ____________________________ ตำบล/แขวง ________________ อำเภอ/เขต ________

Road Tambol/Khwaeng Amphur/Khet

จังหวัด ______________________ รหัสไปรษณีย์ ____________________

Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ในวันที่ 9 เมษายน 2560 เวลา 14.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนน บางนา-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 2018 Annual General Meeting of Shareholders on April 9, 2018 at 14.00 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 รายงานผลการดำเนินงานของบริษัทฯ และรายงานคณะกรรมการของบริษัทฯ สำหรับปี 2560
Agenda 1 To report the Company's operating results and the Board of Directors' report for the year 2017

วาระที่ 2 พิจารณาอนุมัติและรับรองงบการเงินประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2560
Agenda 2 To consider and approve the company's financial statements for the year 2017 ended December 31, 2017

- งดการพิจารณาในวาระนี้ –
Abstain this agenda

วาระที่ 3 พิจารณาอนุมัติงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2560
Agenda 3 To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2017

- งดการพิจารณาในวาระนี้ –
Abstain this agenda

วาระที่ 4 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระและแก้ไขอำนาจกรรมการ
Agenda 4 To consider and approve the appointment of directors to replace those who retired by rotation and amendment of the director signatories

❑ เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด________________________เสียง
Approve the election of the entire Board of Directors,

❑ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้
Approve the election of the individual directors as follows:

4.1 ชื่อกรรมการ : นายมารุต อรรถไกวัลวที
Name of Director : Mr. Marut Arthakaivatee
❑ เห็นด้วย ___________เสียง ❑ ไม่เห็นด้วย___________เสียง ❑ งดออกเสียง_____________เสียง
Approve votes Disapprove votes Abstain votes

4.2 ชื่อกรรมการ : นายสนธิญาณ ชื่นฤทัยในธรรม
Name of Director : Mr. Sontiyan Chureruetainaidhama
❑ เห็นด้วย ___________เสียง ❑ ไม่เห็นด้วย___________เสียง ❑ งดออกเสียง_____________เสียง
Approve votes Disapprove votes Abstain votes

4.3 ชื่อกรรมการ : นายธัชพงศ์ ธรรมพุฒิพงศ์
Name of Director : Mr. Tatchapong Thamputthipong
❑ เห็นด้วย ___________เสียง ❑ ไม่เห็นด้วย___________เสียง ❑ งดออกเสียง_____________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณากำหนดค่าตอบแทนของกรรมการของบริษัทฯ ดังนี้
Agenda 5 To consider and determine the remuneration of directors as follows:
5.1ค่าตอบแทนกรรมการประจำปี 2560
Directors remuneration for the year 2017

❑ เห็นด้วย _____________เสียง ❑ ไม่เห็นด้วย _____________เสียง ❑ งดออกเสียง____________เสียง
Approve votes Disapprove votes Abstain votes

5.2 ค่าตอบแทนกรรมการประจำปี 2561

Directors remuneration for the year 2018

❑ เห็นด้วย ____________เสียง ❑ ไม่เห็นด้วย ____________เสียง ❑ งดออกเสียง____________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2561
Agenda 6 To consider and approve the appointment of the Company's auditors and the determination of audit fee for the year 2018

❑ เห็นด้วย ______________เสียง ❑ ไม่เห็นด้วย __________ เสียง ❑ งดออกเสียง__________ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 7 To consider any other matters (if any)

❑ 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

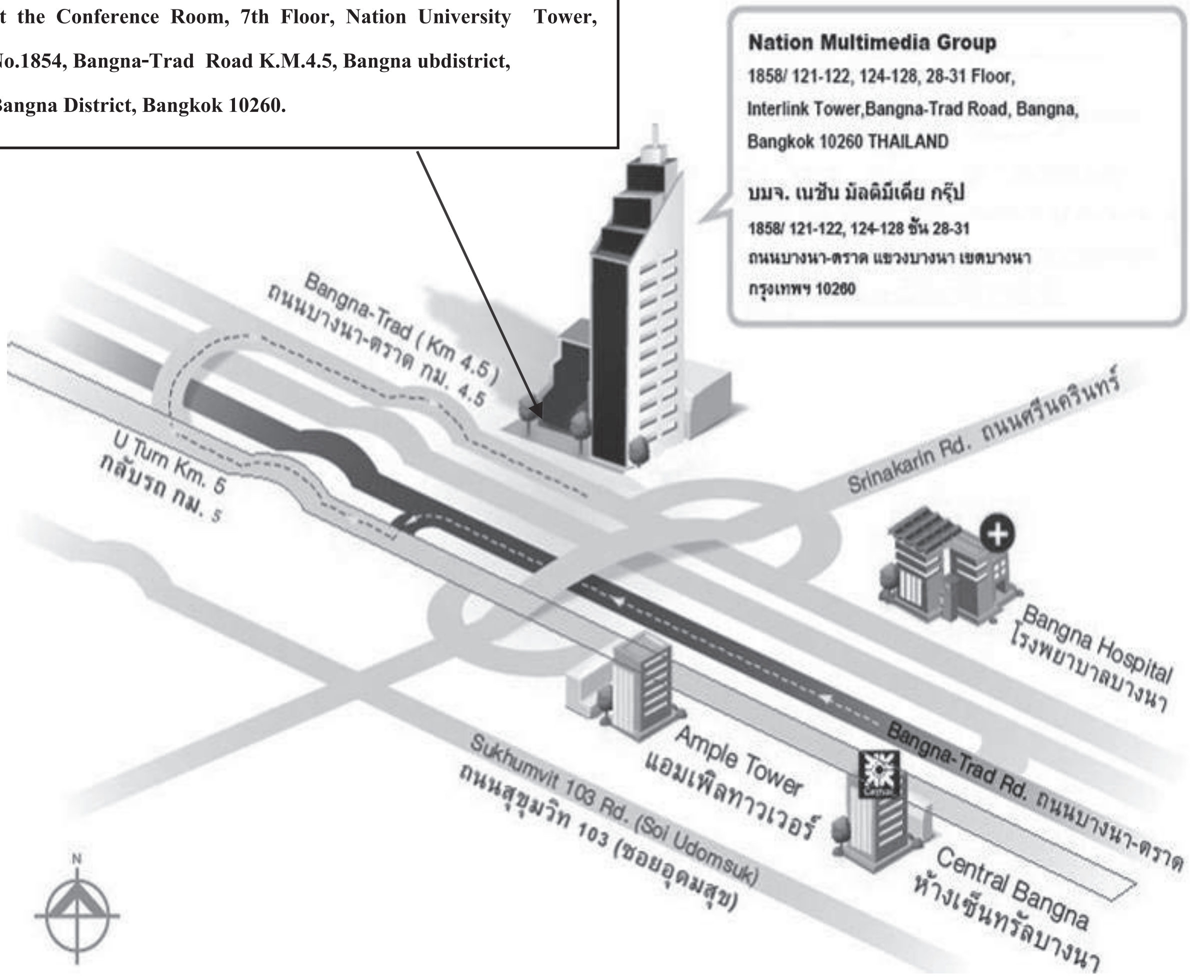
หมายเหตุ
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ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

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

Attached Document No. 11

ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260

at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna-Trad Road K.M.4.5, Bangna ubdistrict, Bangna District, Bangkok 10260.



Note.

Note.

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