Nation Multimedia Group Plc.

Invitation Letter

Extraordinary General Meeting of Shareholders No.1/2018

On Wednesday 28, February 2018 at 10.00 hrs.

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

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

BangnaDistrict , Bangkok 10260

Important Notes :

1. The meeting registration starts 09.00 hrs.

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 EGM No.1/2018 "***

(Translation)

Nation Multimedia Group Public Co., Ltd.
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5 February 2018

Subject: Invitation to Extraordinary General Meeting of Shareholders No. 1/2018

Attention: Shareholders of Nation Multimedia Group Public Company Limited

Enclosures:
1. Minutes of the 2017 Annual General Meeting of Shareholders
2. Information Memorandum on Asset Disposal for Business Restructuring
3. Opinions of the Independent Financial Advisor on the asset disposal
4. Chapter 6 of the Articles of Association in relation to the shareholders meeting
5. Conditions, criteria, and procedures for attending the shareholders meeting
6. Profiles of Independent Directors who are proposed to be proxies of shareholders in case of proxy granting
7. Meeting Registration Form
8. Proxy Forms (Form A and Form B)
9. Map of the meeting venue

Board of Directors of Nation Multimedia Group Public Company Limited (the "**Company**") has resolved to convene Extraordinary General Meeting of Shareholders No. 1/2018 on Wednesday, 28 February 2018, at 1000 hrs., at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna–Trad Road K.M.4.5, Bang Na Subdistrict, Bang Na District, Bangkok 10260, in order to consider the following agenda items:

Agenda Item 1: To consider and acknowledge the guidelines on business restructuring of Nation Group and the details with respect to the asset disposal of the Company

Facts and Rationale: The Company plans to dispose of its assets for the purposes of business restructuring of the Company Group, in order to deal with impacts from the current business climate of the printing 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 (amongst all such BBB shares, 149,900,002 shares are held by the Company, and the remaining 99,997 shares are held by Bangkok Business Media Co., Ltd. (a subsidiary of the Company));

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 Company 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 (Bangkok Biz, 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" to its shareholders for approval in Agenda Item 3.

Opinions of the Board: The Board of Directors was of the view that the business restructuring of Nation Group by means of asset disposal as mentioned in the above guidelines will be for the utmost benefits of the Company, in accordance with the strategy to focus on the core business, which is the main strength of the Company, mitigate the financial and expense obligations, as well as improve the liquidity and cash flow issues of the Company.

Agenda Item 2: To consider and acknowledge the opinions of the independent financial advisor on the asset disposal transaction

Facts and Rationale: The disposal of assets for the purposes of business restructuring as set out in Agenda Item 1 is classified as a sale or transfer of the whole or substantial parts of the business of the company to a third party, subject to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992), and an asset disposal transaction of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (collectively, the "**Notifications on Acquisition or Disposal**"). In calculating the total transaction value, if the Company applies the base price which was determined by the Board of Directors and proposed to the shareholders meeting for its approval in Agenda Item 3, as a transaction value, the total transaction will be equivalent to 185.54 percent, calculated based on the Net

Tangible Asset Basis which is a basis that results in the highest value, from the Consolidated Financial Statement of the Company for the period ending 30 September 2017 which was reviewed by the certified public accountant. Accordingly, such asset disposal transaction constitutes a Class 1 Asset Disposal Transaction, i.e., a transaction with a value that exceeds 50 percent. The Company, therefore, is obliged to comply with the Notifications on Acquisition or Disposal by appointing an independent financial advisor to provide opinions on the entering into of the asset disposal transaction to the shareholders of the Company.

The Company has engaged an independent financial advisor to render opinions on the asset disposal transaction, and has filed the report on such opinions with the Office of the Securities and Exchange Commission (the "**SEC Office**") and the Stock Exchange of Thailand (the "**Stock Exchange**"), as well as delivered it to the shareholders. In this regard, the Company has appointed Capital Link Advisory Co., Ltd. as the independent financial advisor to render opinions on the asset disposal transaction. The details with respect to the opinions are attached to this Notice (Enclosure 3).

Opinions of the Board: In order for the shareholders to obtain reliable and complete information sufficient for their consideration, the Company has appointed the independent financial advisor to provide opinions on the entering into of the transaction. The Board of Directors was of the view that the opinions of the independent financial advisor should be reasonable, and that the shareholders should take into account the opinions provided by the independent financial advisor, as well as other related and reliable information in support of their consideration.

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

Facts and Rationale: According to Agenda Items 1 and 2, Board of Directors Meeting No. 11/2017, convened on 19 December 2017, has resolved to propose that Extraordinary General Meeting of Shareholders No. 1/2018 consider and approve the material matters relevant to the asset disposal for the purposes of business restructuring of the Company Group. The Company will arrange for a bidding process and dispose the assets to the highest bidder, whereby the price under the bidding must not be lower than the base price of each asset. In disposing the investments in each subsidiary, a base price of the assets shall be determined with a discount of not exceeding 10 percent of the price appraised by the financial advisor and the appraiser. The base price of each plot of land and structure shall be determined at the same price as the price apprised by the appraiser. The details of which are as follows:

No.	List of Assets	Book Value under Consolidated Financial Statement as at 30 Sep. 2017	Appraisal Value by Financial Advisor and/or Appraiser (THB)*	Conditional Base Price for Bidding (THB) (adjusted in January 2018)
1.	All investments in NU	169,011,279	353,180,000	317,860,000
2.	All investments in BBB	****609,170,000	**65,670,000	**59,100,000
3.	All investments in WPS	543,795,477	505,520,000	***593,320,000
4.	All investments in NML	-31,875,373	44,150,000	39,740,000
5.	Land and structures			
	(1) Land and building on Bang Na-Trad Road km. 29.5	331,127,852	287,690,000	288,040,000
	(2) Land on Bang Na-Trad Road km. 5	44,677,757	48,620,000	52,850,000
	(3) Land and building in Chiang Mai	20,462,525	46,160,000	51,590,000
	(4) Land and building in Khon Kaen	2,503,625	10,815,000	14,840,000
	(5) Land and building in Songkhla	3,700,000	6,080,000	6,080,000
Total		474,233,142	1,367,885,000	1,423,420,000

Remarks: * *The values of investments in the subsidiaries appraised by KT ZMICO Co., Ltd. (Nos. 1-4) set out above are calculated based on shareholding percentage of the Company in each of such subsidiaries.*

The values of the assets under Item 5. are of the land and structures which were appraised by Prospect Appraisal Co., Ltd.

** *The amount excluded debt obligations BBB owed to the Company as at 30 September 2017 amounting to THB 763 million which will be determined as a condition by the Company that the highest bidder must arrange for BBB to repay such debt obligation to the Company in full.*

*** *The amount calculated by applying the average of the values appraised by the financial advisor (at 598.25) and by the appraiser (at 720.25) with a 10 percent discount ((598.25+720.25)/2)*90/100).*

**** *Book value of BBB has become negative due to the impairment losses on digital TV license.*

In addition, the Board of Directors deemed it appropriate to propose that the shareholders meeting approve the authorization of the Board of Directors or the person delegated by the Board of Directors to determine the list of assets and the starting price of the assets to be disposed of by means of a bidding process, whether in whole or in part, conditions on payment and transfer of assets, as well as to amend, change, and/or add any details, conditions, and procedures necessary for and relevant to the bidding process and/or asset disposal, whereby such changes or amendment must not be made to the material details or conditions approved by the shareholders. In addition, in the case where the Company arranges for the bidding process but there are some assets which are yet to be disposed of due to any reason whatsoever, the Board of Directors or its delegated person shall be authorized to consider the disposal by any other means to any person as it/he/she deems appropriate in the best interests of the Company, under the condition that the purchaser of the assets must not be a connected person of the Company, and the price and conditions of the latter disposal must not be more favourable than which the Company has offered in the bidding process.

As the abovementioned asset disposal is classified as a sale or transfer of the whole or substantial parts of the business of the company to a third party, subject to Section 107(2)(b) of the Public Limited Companies Act B.E. 2535 (1992), and an asset disposal transaction of the Company pursuant to the Notifications on Acquisition or Disposal, the Company is required to obtain approval from its shareholders meeting with the approval votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, without counting the votes cast by the interested shareholders to such entering into of the transaction.

This transaction is not classified as a connected transaction of the Company, as the Company will not dispose the assets to any person considered as a connected person of the Company.

The additional details with respect to the transaction are set out in the Information Memorandum on Asset Disposal Transaction for Business Restructuring (Enclosure 2).

Opinions of the Board: After due consideration, the Board of Directors was of the view that the entering into of this transaction is appropriate and in accordance with the policy and strategy of the Company which focus on the business restructuring for the whole Company Group to be flexible, under the Company's expertise in operating its core business. In addition, the transaction would allow the Company to use the proceeds derived therefrom as a fund for operating expenses, investments in the existing core business, including to mitigate debt obligations in the best interests of the Company. The Board of Directors, therefore, deemed it appropriate to propose that Extraordinary General Meeting of Shareholders No. 1/2018 consider and approve the asset disposal of the Company. The consideration and approval of the asset disposal are proposed to be carried out separately based on each asset under each sub-agenda 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 structures 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.

Voting Procedures: The resolution on each sub-agenda shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, without counting the votes cast by the interested shareholders. Nevertheless, according to the current information, there are no interested shareholders who are not entitled to vote in such sub-agenda.

Agenda Item 4: Other matters (if any)

The shareholders are cordially invited to attend the Meeting on the date, at the time and place set out in the first paragraph of this Notice. A shareholder wishing to appoint any other person to attend the Meeting and cast vote on his/her behalf is requested to fill out and execute the Proxy Form attached hereto, and submit the Proxy Form to the Chairman of the Board of Directors or the Corporate Secretary prior to the commencement of the Meeting.

Sincerely yours,

-Signature-

Mr. Marut Arthakaivalvatee

Chairman of the Board of Directors

Attached Document No.1

(Translation)

Minutes of the 2017 Annual General Meeting of Shareholders
of
Nation Multimedia Group Public Company Limited

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

Date, time, and venue of the Meeting:

The Meeting was convened on 28 April 2017, at 02.00 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.

Directors in attendance:

1.	Mr. Thepchai Sae Yong	Chairman of the Board of Directors
2.	Ms. Pichitra Mahaphon	Independent Director and Chairman of the Audit Committee
3.	Ms. Narawadee Vanichvatana	Independent Director and Member of the Audit Committee
4.	Mr. Suphaphong Sukhasapha	Independent Director and Member of the Audit Committee
5.	Mr. Vithoon Pungprasert	Director
6.	Mr. Supoth Piansiri	Director
7.	Ms. Nutvara Seangwarin	Director
8.	Mr. Sirichai Chananam	Director

A total of 8 directors attended the Meeting.

Directors absent:

- Mr. Supawat Sa-Nguan-Ngam Director

The Management of the Company and its group companies:

1.	Mr. Somsakul Phaochindamuk	President – NOW Channel
2.	Ms. Chalao Kanchana	Executive Editor - Krungthep Turakij Newspaper
3.	Ms. Jintana Panya-ar-vudh	Executive Editor - The Nation Newspaper

4.	Mr. Banyong Intana	Executive Editor - Kom Chad Luek Newspaper
5.	Ms. Ratchanok Kusonmanin	Senior Vice President - Sale
6.	Ms. Mathaya Osathanond	Senior Vice President - Finance and Corporate Secretary

Auditors from KPMG Phoomchai Audit Company Limited:

- Miss Patamavan Vadhanakul Certified Public Accountant No. 9832

Legal advisor:

- Mr. Wittaya Kaewkunsadan

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

1. The Company provided the shareholders, who could not attend the Meeting, with opportunities to authorize the Independent Director as a proxy to attend the Meeting. This year, Independent director and the Member of Audit Committee who was given authorization as a proxy for shareholders unable to attend the Meeting was Ms. Pichitra Mahaphon, whose brief profile was attached to the meeting invitation letter (Page No.50).

2. Vote casting and counting of votes:

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

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

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

In voting at this annual general meeting of shareholders, in the case that no shareholder votes against or are otherwise of any different opinion, it shall be deemed that the Meeting unanimously resolves to approve the matter as proposed by the Chairman. In the case that a shareholder votes against or abstains from voting, he/she is required to raise his/her hand. A shareholder who votes against or abstains from voting shall cast his/her votes in the ballots provided to the shareholders at the registration of the meeting, and mark the votes in the ballots in accordance with each agenda item with his/her name affixed, and then the staff will collect the ballots for the purpose of vote counting. These procedures shall be applicable to all shareholders attending the meeting whether in person or by proxy and shall be announced by the Chairman for each agenda item. A shareholder will have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share is equivalent to one vote. In the event that a shareholder does not hand his/her ballots to the staff in attendance, the votes shall be deemed as approving the matter proposed.

The voting procedures shall be applicable to all agenda items except for Agenda Item 5 regarding the appointment of directors in place of those who were due to retire by rotation which the vote casting will be conducted on a by-person basis, and the Company will collect all of the ballots for the purpose of transparency and in order to be in compliance with the principles of good corporate governance.

(2) Any vote cast or ballot marked in the following manner shall be considered invalid, and the Company will count such vote as abstention:

1) A ballot card that is filled in with more than one mark in the space provided;

2) A ballot card that casts a vote expressing a conflict of intent or a vote with no intent;

3) A ballot card with a vote that has been crossed out with no signature; and

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

Preliminarily Proceedings:

Mr. Thepchai Sae Yong, Chairman of the Board of Directors, presided as the Chairman of the Meeting (the "**Chairman**"). The Chairman declared the Meeting to be duly convened, and informed the Meeting that amongst the total issued shares of the Company amounting to 4,067,847,262 shares, the numbers of shareholders attending the Meeting were:

- 28 shareholders attending the meeting in person, representing 151,462,925 shares, equivalent to 3.72 percent of the total shares.

- 198 shareholders attending the meeting by proxy, representing 2,547,134,072 shares, equivalent to 62.62 percent of the total shares.

- 226 shareholders attending the meeting in total, representing 2,698,560,997 shares, equivalent to 66.34 percent of the total shares.

The quorum was thus constituted in accordance with the Company's Articles of Association.

Subsequently, the Chairman conducted the Meeting to discuss Agenda Item 1, as follows:

Agenda Item 1: **To Acknowledge the Company's operating results and the Board of Directors' report for the year 2016**

The Chairman informed the Meeting that the Company has prepared the report of the 2016 operational results and the management discussion and analysis as detailed in the 2016 Annual Report which has been delivered to the shareholders together with the notice calling for the Meeting.

The Company's shareholders were informed that they could find thorough analyses of the operating results and financial statements of the Company through the Company's Annual Report 2016, Management Discussion and Analysis (MD&A) and information disclosure documents (56-1 form), which have been submitted to the Stock Exchange of Thailand and published on the Company's website since March 31, 2017.

The Chairman provided a brief summary of the 2016 operational results as follows:

Operating results according to the Company's consolidated financial statements

Total income – In 2016, the Company recorded total income of THB 2,182 million, decreasing by THB 982 million or 31 percent, compared to last year's THB 3,165 million. This mainly resulted from the continuously volatile economy, combined with the country's observation of the mourning period following the loss of His Majesty King Bhumibol Adulyadej in the fourth quarter, which subsequently led to delays in the companies' use of advertising budgets. However, Nation Group still managed to generate major sources of income from its three newspapers. In the past year, the Company's management worked to review its business strategies in order to expand the readership and advertising market. The Company has provided the Total Media Solution strategy to customers, in which all media under the Nation Group, including print, TV and radio, new media such as websites and online social media, plus special events, have been fully integrated. The new strategy can reach the target groups effectively and has clearly demonstrated the Company's response to the changing consumer trends.

As for the digital TV business in the year 2016, it showed high competition amongst digital TV operators, analogue TV operators who broadcast their programs in parallel in the digital and analogue systems, subscription-based TV, cable TV and satellite TV. According to The Nielson Company (Thailand), overall media advertising sales for 2016 dropped by 11 percent from 2015, with a 15 percent decreased for TV, 20 percent dropped for the printing industry and 7 percent reduced for the radio business.

Nonetheless, the Company expects better prospects for advertising sales, based on the fact that the Nation Group still has good opportunities to generate income from its two digital TV channels, including NATION TV 22, which is the number one of news station, and NOW 26, which is the number one of documentary station. Through these two digital TV channels, the Company will be able to publicize all of its multimedia products, as well as other activities in the most effective manner. These will enable the Company to reach wider audience groups in more diverse areas and minimize its dependency on print media, which is on a downward trend, and to fine-tune with changing consumer trends.

Total expenses – The Company recorded total expenses of THB 3,284 million for 2016, increasing by THB 155 million or 5 percent, compared to last year's THB 3,129 million. This mainly resulted from:

1. NINE, the Nation group's subsidiary set up an allowance of THB 204 million for inventories and write-off their license as a result of the Company's restructuring of its print production and distribution business.
2. The Nation group set aside a budget of THB 90 million for its voluntary early retirement project, which was volunteered by around 100 employees (about 5 percent of the total number of employees).

As a result, the Company's operation performance had a net loss of THB 1,102 million, compared to the previous year's net profit of THB 35 million.

The Company's financial position according to the consolidated financial statements for 2016 is as follows:

Total assets as of December 31, 2016 was at THB 7,076 million, dropping by THB 1,160 million or 14 percent, compared to the previous year's THB 8,237 million. This is resulted that the Company's group's subsidiary set up allowance for inventories of THB 200 million and ammonization of digital TV license of THB 200 million and payment of accrued digital TV licenses of THB 584 million for digital TV license.

Total liabilities as of December 31, 2016 was at THB 4,068 million, rising by 185 million baht from the previous year, due to the Company increase loans from financial institutions for payment of the NOW Channel digital TV license.

Total share capital as of December 31, 2016 was at THB 3,008 million, dropping by THB 1,346 million from the previous year, due to the Company's operating loss in 2016.

Economic trends for of 2017

The Chairman further informed the Meeting about Thailand's anticipated economic trends for 2017. The Fiscal Policy Office predicted that the Thai economy would grow by 3.4 percent, reinforced by the government's expanded investment budgets, particularly for infrastructure projects, such as dual-track railways and extensions of the rail system in urban areas, which would see more progress in 2017, thereby boosting the business sector's confidence in the economy and spurring new investment. It also expected that the economy would gradually recover, with a more relaxed political climate that would trigger more spending on advertising. The advertising industry was anticipated to see 3-5 percent growth, which would benefit the Nation Group's media, widely accepted by consumers in terms of news coverage and analyses, as well as well-rounded and insightful content. With the country's gradual return to normality, the Company is confident that the media under the Nation Group will regain more prominent roles.

The meeting was also informed of the Company's progress on its application to join Thailand's Private Sector Collective Action against Corruption (CAC), in which the related documents were first submitted in August 2016, and additional clarification documents were subsequently submitted in February 2017. The application process is currently pending consideration, with the results expected from the CAC in May 2017.

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

Questions were raised by the shareholder as follows:

Volunteer representative protecting shareholders' rights, Mr. Phuwanart Na Songkhla asked: With expected economic recovery, what plans or strategies will the Company implement to improve its businesses, as the Company incurred a considerably high net loss as stated in its individual statements and consolidated statements?

Mr. Thepchai Sae Yong, Chairman and CEO, explained that the Company has formulated plans to seek more income from the digital media, which has shown the highest potential growth, while further controlling the expenses of the conventional print media including circulation numbers and shifting to the new income-generating approach through the newspaper's online platform . The Nation and Kom Chad Luek newspapers have concurrently launched their adjusted online editions, with a focus on the social media Facebook, enabling the Company to generate additional income and counterbalance the falling income from print media, which is also being experienced by the global print industry as a whole.

As for the digital TV business, the Company plans to improve the content of Nation TV by making it more distinctive as a news station, provided that the country's circumstances remain normal. The Nation Group has not relied only on its TV advertising sales, but also has tried to expand its audience base to new-generation audiences, with launch of the newly-created Zogzag77 online application, which incorporates lifestyle and travel information.

Mr. Witoon Naluan, a shareholder, raised questions as follows:

1. Does the Company have a policy to close down Kom Chad Luek newspaper, which is its core newspaper?
2. How will the Company manage payments of digital TV licensing fees of 700 million baht for its two digital TV channels?

Mr. Thepchai Sae Yong, Chairman and CEO, explained that

For question 1, the Company has no plan to close down Kom Chad Luek newspaper, but rather will adjust its income-generating strategy by focusing more on the newspaper's online platform in response to the print media's continuous decline in advertising sales.

For question 2, the Company admitted that its acquisition of the two digital TV channels has brought a heavy burden to the Company during the period of economic slowdown. However, the Company is confident that both digital TV channels still have good business opportunities and will put more effort to turn them into profitability in the future. With Nation TV's clear direction as a news station, the Company believes that it is not beyond its ability to make the channel more outstanding. As for NOW26 channel, the Company is now seeking joint-venture partners to help minimize its financial burdens.

The Chairman clarified to the Meeting that this agenda item was for acknowledgement; therefore, no voting is required. The Chairman proposed that the Meeting consider Agenda Item 2.

Agenda Item 2: To consider and approve the Company's statement for the year 2016 ended December 31, 2016

The Chairman informed the Meeting that the financial statements of Nation Multimedia Group Public Company Limited International Edutainment Public Company Limited and its subsidiaries as of December 31, 2017 had been audited by the auditors and reviewed by the Audit Committee for accuracy in accordance with certified principles of accounting, as shown in the Company's 2017 Annual Report earlier mailed to shareholders, along with the invitation letter.

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

No shareholders raised any further questions or opinions. The Chairman, therefore, proposed that the shareholders' meeting consider and approve the financial statements ending 31 December 2016.

After due consideration, the Meeting resolved to approve the financial statements ending 31 December 2016 by a majority vote of the shareholders attending the Meeting and casting their votes as follows:

Approved	2,480,884,097	votes, equivalent to	91.49	percent
Disapproved	230,900,400	votes, equivalent to	8.51	percent
Abstentions	752,995,900	votes, equivalent to	-	percent

Remark: During agenda item No. 2, eight additional shareholders attended the Meeting, representing 766,219,400 shares, in aggregate.

Agenda Item 3: **<u>To consider and approve the omission of the dividend payment for the operating results of the ended December 31, 2016</u>**

The Chairman informed the Meeting that Article 42 of the Company's Articles of Association provides that dividends shall not be paid other than out of profits. The remaining profits from the dividend payment may be allocated into reserves as the Board of Director deems appropriate. The dividend payment policy of the Company is to distribute not exceeding 65 percent of the net profits under the separated financial statements of the Company after a deduction of corporate income tax, legal reserve, and other reserves, depending on investment plans, necessity, and appropriateness in the future.

According to the Company's operating results for the year 2016, the Company had a net loss in the amount of THB 1,102 million for its consolidated financial statement and THB 88 million for its separate financial statement. Therefore, the Company could not make the dividend payment as specified in the Articles of Association of the Company.

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

Mr. Prawit Trairatvorakul, a shareholder, asked to clarify the loss of THB 1,102 million which arose from the THB 88 million loss in the separated financial statements and the remaining loss from the Company's business operations.

The Chairman asked Mr. Supoth Piansiri, Executive Director and Senior Vice President of Accounting, to explain this point to the shareholders.

Mr. Supoth Piansiri explained that the main items contributing to the loss were:

1) The education and international business segment under Nation International Edutainment Public Company Limited (NINE), which recorded a loss of THB 212 million.

2) The broadcasting business segment of NATION TV under Nation Broadcasting Corporation Public Company Limited (NBC), which recorded a loss of THB 275 million. The remaining losses were incurred by the print media segment.

Mr. Prawit Trairatvorakul, a shareholder, also asked how the Company plans to clear this loss and how long does it expect it to take before the Company returns to profitability.

Mr. Thepchai Sae Yong, Chairman, said that the Company plans to proceed in two respects:

1. Cost control, covering both personnel and other expenses, will be undertaken continuously, starting with the launch of a voluntary early retirement program at the end of 2016.
2. Harness additional sources of income, by maintaining the traditional media business, but by trying to earn more income from new media, while at the same time seeking partners to

jointly expand the business and to combine strengths. It is expected that the Company will be able to improve its overall performance in the year 2018.

Mr. Prawit Trairatvorakul, a shareholder, asked that as the Company plans to increasingly expand its services via websites and online, what are the numbers of online visitors compared with competitors?

Mr. Thepchai Sae Yong, Chairman, clarified that with the reorganization of print media, such as the development of the website of Kom Chad Luek, the Company had been able to nearly double its viewer base within the space of just a few months. In view of this, the Company is confident that it will be among the top online media within 1-2 years.

No other shareholders raised any questions or expressed any opinions. The Chairman, therefore, proposed that the shareholders' meeting consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2016

After due consideration, the Meeting resolved to approve the omission of the dividend payment for the operating results of the year ended December 31, 2016, by a majority vote of the shareholders attending the meeting and casting their votes, as follows:

Approved	2,913,658,897	votes, equivalent to	95.64	percent
Disapproved	132,742,000	votes, equivalent to	4.36	percent
Abstentions	419,989,500	votes, equivalent to	-	percent

Remark: During agenda item No. 3, two additional shareholders attended the Meeting, representing 1,610,000 shares, in aggregate.

Agenda Item 4: <u>To consider and approve the appointment of the Company's auditors and the determination of audit fee for the year 2017</u>

The Chairman, informed the Meeting that, as approved and advised by the Audit Committee, the Board of Directors proposed that the shareholders' meeting consider and approve the appointment of KPMG Phoomchai Audit Ltd. as the audit firm of the company, having the auditors as follows:

1. Miss Patamavan Vadhanakul,
   CPA. Registration No. 9832
   (who will sign the financial statement of the year 2017 for the third year); or

2. Mr. Veerachai Ratanajaratkul,
   CPA. Registration No. 4323; or

3. Miss Vannaporn Jongperadechanon,
   CPA. Registration No. 4098.

All three auditors have no relationships or interests with the Company, its subsidiaries, joint ventures, executives, major shareholders, or any person connected with such persons, resulting in independence in the reviewing of and rendering opinions on the Financial Statements of the Company. In addition, the four auditors have a satisfactory performance and qualifications which are in accordance with the criteria prescribed by the Stock Exchange of Thailand.

With respect to the audit fee, the Board of Directors, as advised by the Audit Committee, deemed it appropriate to propose that the shareholders' meeting consider and approve the remuneration of the auditors for the year 2017 in respect of the Company, its subsidiaries and associated company, totaling 10 companies, in the total amount of THB 3,560,000. (The audit fee of the Company is THB 1,615,000).

In this agenda item, there were no shareholders raising any questions or expressing any opinions. The Chairman, therefore, proposed that the shareholders' meeting consider and approve the appointment of the auditor and the determination of audit fee for the year 2017

After due consideration, the Meeting resolved to approve the appointment of Miss Patamavan Vadhanakul, CPA. Registration No. 9832; or Mr. Veerachai Ratanajaratkul, CPA. Registration No. 4323; or Miss Vannaporn Jongperadechanon, CPA. Registration No. 4098 of KPMG Phoomchai Audit Ltd., as the auditor of the Company for the year 2017, and approve the determination of audit fee for the year 2017 in respect of the Company, its subsidiaries and associated company, totaling 10 companies, in the total amount of THB 3,560,000. Total, by a majority vote of the shareholders attending the meeting and casting their votes, as follows:

Approved	2,201,441,997	votes, equivalent to	81.99	percent
Disapproved	483,527,300	votes, equivalent to	18.01	percent
Abstentions	781,421,100	votes, equivalent to	-	percent

Agenda Item 5: **To consider and approve the appointment of directors to replace those who completed the terms**

The Chairman informed the Meeting that 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 nine directors in total, and the three of which who have held office the longest and are required to vacate are as follows:

1) Ms. Narawadee Vanichvatana — Independent Director and Member of the Audit Committee

Has served as an Independent Director for about 6 months, with expertise in accounting and finance.

2) Mr. Suphaphong Sushaspha Independent Director and Member of the Audit Committee

Has served as an Independent Director for about 6 months, with expertise in management, marketing, accounting and finance.

3) Mr. Supawat Sa-nguan-ngam Director

Mr. Supawat Sa-nguan-ngam; a director, has informed the meeting that he has other duties which require many more responsibilities, therefore, he would not to be nominated for another appointed term as a director. The Board of Directors has considered the qualifications of the other two directors who vacate office in accordance with the above-mentioned agendas, and considers them to be qualified by virtue of their experience, knowledge and expertise, and are consistent with the current issue of good corporate governance on the term of office of independent directors (not more than 10 years), as follows:

1) Ms. Narawadee Vanichvatana Independent Director and Member of the Audit Committee

2) Mr. Suphaphong Sushaspha Independent Director and Member of the Audit Committee

Therefore, the Board of Directors deemed it appropriate that the 2017 Annual General Meeting of Shareholders approve the re-appointment of the two directors to hold office for another term.

(The details of the directors nominated to hold office for another term are set out in Enclosure 8.)

According to the vacant position to replace Mr. Supawat Sa-nguan-ngam, the Board of Directors has considered that a remaining number of 8 directors is competent for the management and operation of the Company. Therefore, it was resolved to propose to the 2017 Annual General Meeting of Shareholders to abstain the nomination of candidates to replace the vacant seat of Mr. Supawat Sa-nguan-ngam. After the 2017 Annual General Meeting of Shareholders, the Company's directors will be only 8 Directors in total.

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

There were no shareholders raising any questions or expressing any opinions. The Chairman, therefore, proposed that the shareholders’ meeting consider and approve the appointment of directors in place of those who were due to retire by rotation.

After due consideration, the Meeting resolved to approve the appointment of directors in place of those who were due to retire by rotation, by a majority vote of the shareholders attending the meeting and casting their votes, as follows:

5.1) Ms. Narawadee Vanichvatana to hold office as an Independent Director and Member of the Audit Committee for another term:

Approved	2,060,208,697	votes, equivalent to	81.99	percent
Disapproved	452,511,300	votes, equivalent to	18.01	percent
Abstentions	989,965,200	votes, equivalent to	-	percent

5.2) Mr. Suphaphong Sushaspha to hold office as a Director for another term:

Approved	2,024,151,897	votes, equivalent to	80.55	percent
Disapproved	488,658,100	votes, equivalent to	19.45	percent
Abstentions	989,875,200	votes, equivalent to	-	percent

Remark: During agenda item No. 5, two additional shareholders attended the Meeting, representing 36,294,800 shares, in aggregate.

Agenda Item 6: <u>To consider and approve the remuneration of directors for the year 2017</u>

The Chairman informed the Meeting that, the remuneration of directors for the year 2017 by comparing with the remuneration of directors for the year 2016, which was approved in the 2016 Annual General meeting of Shareholders. The remuneration paid to the chairman of the Board of Directors is an equal amount to that paid to the chairman of the Audit Committee. The executive directors shall receive the remuneration at the same rate as the non-executive directors. The payment was paid quarterly.

For the purpose of reducing the Company's expenses, directors who also act as executive directors of the Company have expressed their intention not to receive director's remuneration for the year 2017. Therefore, the Board of Directors proposed to pay remuneration to the Independent Directors, Audit Committee and Non-Executive Directors only (any employees who hold any positions in the Board of Directors will not receive the director's remuneration). The remuneration is paid quarterly:

Position	**Amount per person for year 2017(Proposed Year) (THB/Year)**	**Amount per person for year 2016 (THB/Year)**
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*	-None-	200,000

Note*: Any employees who hold any positions on the Board of Directors will not receive the director's remuneration.

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

Mr. Witoon Na-Luan, a Shareholder, suggested that since the Executive Directors expressed their intention not to receive remuneration for the year 2017, the Company might re-consider the issue of directors' remuneration for the following year, since the position of director holds a high degree of responsibility with legal responsibilities the remuneration should also be considered, together with the editorial positions of the Company.

Mr. Thepchai Sae Yong, the Chairman, offered his thanks for the recommendations and that the Company will continue to consider this issue.

There were no further questions or comments from the shareholders. The Chairman then proposed the meeting to approve the remuneration of the Board of Directors for the year 2017. This agenda had to be approved by a vote of not less than two-thirds of the total number of votes of shareholders attending the meeting.

After due consideration, the Meeting resolved to not approve the determination of Directors remuneration as proposed by the Board of Directors since the number of approval votes in this agenda amounted to less than two-thirds of the total votes of shareholders who attended the meeting, as follows:

Approved	2,021,878,597	votes, equivalent to	57.72	percent
Disapproved	948,824,700	votes, equivalent to	27.09	percent
Abstentions	531,981,900	votes, equivalent to	15.19	percent

Agenda Item 7: To consider other matters (if any)

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

Mr. Prawit Trairatvorakul, a shareholder, inquired about the progress of the lawsuit initiated in 2015, in view of the economic downturn. If a lawsuit is ongoing between shareholders, it will not benefit minor shareholders of the Company. However, if the lawsuit is resolved, the overall picture of the Company would be improved.

Mr. Thepchai Sae Yong, Chairman, offered his thanks to shareholders concerned about the situation of the Company and explained that in the past year, the work of the Company's media was normal and not affected by the incident. He requested the continued confidence of the minority shareholders that the situation is likely to improve.

Mr. Paitoon Trakansakdikul, a shareholder, asked a question concerning the 2016 financial statements. He asked that since revenue declined considerably and the Company had announced it would reduce costs to a certain degree, how does management plan to increase revenues?

Mr. Thepchai Sae Yong, Chairman, said that the overall economic situation is likely to improve as the government sector invests more in economic stimulus measures. The Company will need to accelerate efforts to boost the competitiveness of its media and increase its revenue streams. As explained previously, each of the group's media has established its own strategy, such as expanding print media into online platforms, which represent a very large market. The Company will not focus solely on providing news but will increasingly provide services which are expected to generate revenue for the business.

For the two digital TV channels, the Company will source additional revenues from alternative activities rather than solely depending on advertising revenues.

As there were no shareholders raising any additional questions, the Chairman then expressed his appreciation to all shareholders and directors for their attendance at the meeting, and declared the 2017 Annual General Meeting of Shareholders adjourned.

The meeting was adjourned at 15.20 pm.

-signature-
Signed..Chairman of the Meeting
(Mr. Thepchai Sae Yong)

Minutes reviewed by

-signature-
Signed..Corporate Secretary
(Ms. Mathaya Osathanond)

Minutes taken by

-signature-
Signed..Assistant Corporate Secretary
(Ms. Saowaluck Chotrungrot)

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.

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 9.00 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.6

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.	-	-	-

สิ่งที่ส่งมาด้วย 8 / Attached Document No.8

(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......................... หรือ
Province Postal Code or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2561 ในวันที่ 28 กุมภาพันธ์ 2561 เวลา 10.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนน บางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Any one of them as my/our proxy in attending and voting on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2018 on February 28, 2018 at 10.00 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, 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
(…..)

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

สิ่งที่ส่งมาด้วย 8 / Attached Document No.8

(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 ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2561 ในวันที่ 28 กุมภาพันธ์ 2561 เวลา 10.00 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 Extraordinary General Meeting of Shareholders No.1/2018 on February 28, 2018 at 10.00 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 พิจารณารับทราบแนวทางการปรับโครงสร้างธุรกิจของกลุ่มเนชั่นและรายละเอียดการจำหน่ายทรัพย์สินของบริษัทฯ

Agenda 1 To acknowledge the business restructuring plan of Nation group and details of asset divestment of the Company

วาระที่ 2 พิจารณารับทราบความเห็นของที่ปรึกษาทางการเงินอิสระเกี่ยวกับรายการจำหน่ายทรัพย์สินของบริษัทฯ

Agenda 2 To acknowledge the opinion of the independent financial advisory on the asset divestment transactions of the Company

วาระที่ 3 พิจารณาอนุมัติการจำหน่ายทรัพย์สินของบริษัทฯ

Agenda 3 To consider and approve the acknowledge the asset divestment of the Company

3.1 การจำหน่ายเงินลงทุนในบริษัท เนชั่น ยู จำกัด

3.1 Sale of investments in Nation U Co., Ltd.

❑ เห็นด้วย ____________________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง_____________เสียง

Approve votes Disapprove votes Abstain votes

3.2 การจำหน่ายเงินลงทุนในบริษัท แบงคอก บิสสิเนส บรอดแคสติ้ง จำกัด

3.2 Sale of investments in Bangkok Business Broadcasting Co., Ltd.

❑ เห็นด้วย ____________________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง_____________เสียง

Approve votes Disapprove votes Abstain votes

3.3 การจำหน่ายเงินลงทุนในบริษัท ดับบลิวพีเอส (ประเทศไทย) จำกัด

3.3 Sale of investments in WPS (Thailand) Co., Ltd.

❑ เห็นด้วย ____________________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง_____________เสียง

Approve votes Disapprove votes Abstain votes

3.4 การจำหน่ายเงินลงทุนในบริษัท เอ็นเอ็มแอล จำกัด

3.4 Sale of investments in NML Co., Ltd.

❑ เห็นด้วย ____________________เสียง ❑ ไม่เห็นด้วย____________เสียง ❑ งดออกเสียง_____________เสียง

Approve votes Disapprove votes Abstain votes

3.5 การจำหน่ายที่ดินและสิ่งปลูกสร้างของบริษัทฯ

3.5 Sale of land and structures of the Company

3.5.1 การจำหน่ายที่ดินและสิ่งปลูกสร้างถนนบางนา-ตราด กม. 29.5

3.5.1 Sale of land and structures at Bangna-Trad Road, Km. 29.5

❑ เห็นด้วย ______เสียง ❑ ไม่เห็นด้วย__________เสียง ❑ งดออกเสียง_____เสียง

Approve votes Disapprove votes Abstain votes

3.5.2 การจำหน่ายที่ดินถนนบางนา-ตราด กม. 5

3.5.2 Sale of land at Bangna-Trad Road, Km. 5

❑ เห็นด้วย ______เสียง ❑ ไม่เห็นด้วย__________เสียง ❑ งดออกเสียง________เสียง

Approve votes Disapprove votes Abstain votes

3.5.3 การจำหน่ายที่ดินและสิ่งปลูกสร้างที่จังหวัดเชียงใหม่

3.5.3 Sale of land and structures at Chiang Mai Province

❑ เห็นด้วย ______เสียง ❑ ไม่เห็นด้วย__________เสียง ❑ งดออกเสียง_________เสียง
Approve votes Disapprove votes Abstain votes

3.5.4 การจำหน่ายที่ดินและสิ่งปลูกสร้างที่จังหวัดขอนแก่น

3.5.4 Sale of land and structures at Khon Kaen Province

❑ เห็นด้วย ______เสียง ❑ ไม่เห็นด้วย__________เสียง ❑ งดออกเสียง_________เสียง
Approve votes Disapprove votes Abstain votes

3.5.5 การจำหน่ายที่ดินและสิ่งปลูกสร้างที่จังหวัดสงขลา

3.5.5 Sale of land and structures at Songkhla Province

❑ เห็นด้วย ______เสียง ❑ ไม่เห็นด้วย__________เสียง ❑ งดออกเสียง_________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 4 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 appro priate 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

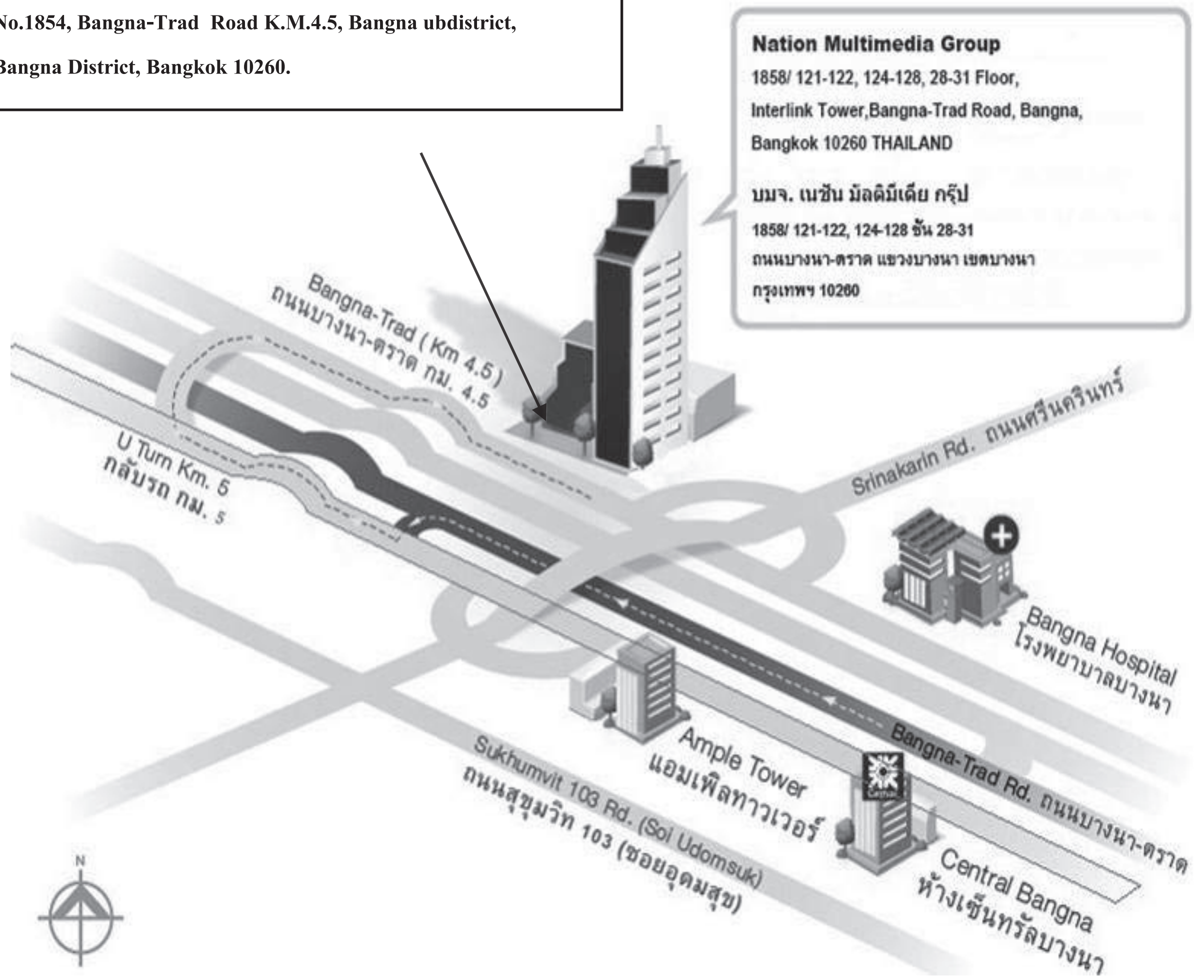
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้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

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.



Nation Multimedia Group Plc.

1858/121-122,124-128,28th – 31st Floor,Bangna-Trad Road

KM.4.5.,Bangna Sub-district ,BangnaDisrict, Bangkok 10260