

**Minutes of Extraordinary General Meeting of Shareholders No. 1/2016
Nation Multimedia Group Public Company Limited (the“Company”)**

Monday 7 November 2016, at 0900 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, Mr. Archvin Suksri and Ms. Supawan Waraporn Toh (the “**Meeting Facilitator**”) informed the Meeting that at present, the position of the Chairman of the Board of Directors is vacant and there is no Vice-Chairman of the Board of Directors resulting in there being no person to perform the duty as the Chairman of the Meeting for Extraordinary General Meeting of Shareholders No. 1/2016. Therefore, Ms. Mathaya Osathanond, Corporate Secretary (the “**Corporate Secretary**”), was requested to act as the Company’s representative to inform the Meeting of the preliminary proceeding.

The Corporate Secretary 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. 1/2016, there were a total of 367 shareholders attending the Meeting in person and by proxy, representing 2,835,896,681 shares or equivalent to 69.71 percent of the total issued shares of the Company. The quorum was thus constituted in accordance with the Company’s Articles of Association.

Director in attendance:

1. Ms. Pichitra Mahaphon Independent Director and Audit Committee Member

Legal Advisor of the Company in attendance:

1. Mr. Prechaya Ebrahim LS Horizon Limited

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

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

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

In accordance with Section 104 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 34 of the Company’ Articles of Association, the chairman of the board of directors shall act as the chairman of the meetings. If the chairman of the Board of Directors is not present at a meeting or cannot perform his duty, and if there is a vice-chairman of the Board of Directors, the vice-chairman of the Board of Directors present at the meeting shall be the chairman of the meeting. If there is no vice-chairman of the Board of Directors or if the vice-chairman of the Board of Directors is not present or cannot perform his duty, the meeting shall elect one shareholder present at the meeting to be chairman of the meeting. In this regard, the position of the chairman of the Board of Directors is vacant and there is no vice-chairman of the Board of Directors, therefore, the Meeting Facilitator proposed that the Meeting elect one of the shareholders

attending the Meeting to be the Chairman of the Extraordinary General Meeting of Shareholders No. 1/2016 of the Company.

The Meeting Facilitator gave the shareholders the opportunity to nominate a person who will perform the duty as the Chairman of the Meeting, as well as to raise questions, and express opinions in this agenda item.

Mr. Sumate Penthanathorn, a shareholder attending the Meeting in person, nominated Mr. Vithoon Pungprasert to be the Chairman of the Extraordinary General Meeting of Shareholders No. 1/2016.

Mr. Thong-in Sangngam commented that a person to be the Chairman of today's Meeting should not be appointed from a representative of any group of shareholders, and suggested that a person to be nominated as the Chairman of the Meeting should be impartial to act as the Chairman of the Meeting and must be honest, trustworthy, transparent, good governance, and accountable.

Mr. Sirivat Voravetvuthikun, a proxy, nominated Mr. Thepchai Sae-Yong to be the Chairman of the Extraordinary General Meeting of Shareholders No. 1/2016.

Mr. Thepchai Sae-Yong stated to the Meeting that he appreciated the goodwill of Mr. Sirivat for nominating him to act as the Chairman of the Meeting; however, he had no intention to do so.

Another shareholder nominated Mr. Phuwanart Na Songkhla to act as a Chairman of the Extraordinary General Meeting of Shareholders No. 1/2016.

The Meeting Facilitator asked the staff to verify the profiles of the persons nominated to act as the Chairman of the Extraordinary General Meeting of Shareholders No. 1/2016, and confirmed the names of the persons nominated to act as the Chairman of the Extraordinary General Meeting of Shareholders No. 1/2016 of the Company as follows:

No. 1 Mr. Vithoon Pungprasert;

No. 2 Mr. Phuwanart Na Songkhla.

The Meeting Facilitator asked the two nominated persons to introduce themselves in brief.

There were no shareholders raising any questions or expressing any opinions on this agenda item. The Meeting Facilitator, therefore, proposed that the Meeting cast the votes to elect the Chairman of the Meeting.

Resolution:

After due consideration, the Board of Directors resolved with a majority vote of the shareholders attending the Meeting and casting their votes for the appointment of Mr. Vithoon Pungprasert, a shareholder, to act as a Chairman of the Extraordinary General Meeting of Shareholders No. 1/2016, in accordance with the following votes:

(Translation)

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	2,032,724,473	98.79
Disapproved	24,832,600	1.21
Abstained	790,471,624	-

Remark: During this agenda item, 32 shareholders additionally attended the Meeting, representing 8,132,016 shares, in aggregate.

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

Mr. Vithoon Pungprasert presided as the Chairman of the Meeting (the “Chairman”) and started conducting the Meeting from this agenda item.

The Chairman delegated the Meeting Facilitator to clarify the details in this agenda item.

The Meeting Facilitator informed the Meeting that the Company gave the shareholders wishing to nominate a person for the consideration as set out above an opportunity to submit the names and profiles of their nominated persons by 2 November 2016 for the consideration proposed, and to propose to Extraordinary General Meeting of Shareholders No. 1/2016 on 7 November 2016 for its consideration.

The twelve candidates that have been nominated for election as directors are as follows:

- (1) Mr. Suphaphong Sukhasapha;
- (2) Ms. Narawadee Vanichvatana;
- (3) Mr. Thepchai Sae-Yong;
- (4) Mr. Vithoon Pungprasert;
- (5) Mr. Sirichai Chananam;
- (6) Ms. Nutvara Seangwarin;
- (7) Mr. Supoth Piansiri;
- (8) Mr. Supawat Sa-Nguan-Ngam;
- (9) Mr. Thamnoon Julmanichoti;
- (10) Mr. Apivut Thongkam;
- (11) Mr. Teerachai Rattanakamolporn;
- (12) Mr. Challe Dithaluksana.

The Meeting Facilitator gave the shareholders an opportunity to raise any questions and express their opinions on this agenda item.

The shareholders and proxies raised the questions and expressed the opinions as follows:

Mr. Dissadej Hiranjirakun, a shareholder attending the Meeting in person, stated that he had received the Notice calling the Extraordinary General Meeting of Shareholders of the Company on 2 November 2016. Such notice stated that the names of candidates that shareholders wish to nominate for appointment as directors of the Company must be submitted by 2 November 2016, which was that same day. For this reason, it was impossible to submit the names of the candidates within the prescribed timeframe. Therefore, he wished to propose the names of the candidates at the Meeting.

Mr. Prechaya Ebrahim, the Legal Advisor of the Company and his team members explained to the Meeting that the appointment of directors on this occasion was not under normal circumstances. In this case, directors must be appointed because the current number of the remaining directors in the Board of Directors does not meet the quorum of a meeting of the Board of Directors. The remaining directors in office must act on behalf of the Board of Directors but only in calling a shareholders meeting to appoint new directors to fill all vacancies. The shareholders meeting must be convened within one month from the date on which the number of vacancies resulted in a total number of directors which is less than the quorum required by law. As a result, there was little time for the Company to deliver the details to its shareholders. However, the Company exercised its best efforts in this regard and thus asked that the shareholders who wish to nominate candidates for the directorship position propose the names at the next meeting. Notwithstanding the foregoing, the Company will record this comment in the Meeting minutes.

A shareholder stated to the Meeting that, according to the provisions of the law, shareholders are given the opportunity to propose candidates for appointment as directors to the Meeting. As such, even though this is a matter of urgency, the Company should exercise due care and caution in delivering the notice of the Meeting and provide all shareholders with the relevant information while allocating sufficient time for an in-depth consideration.

Mr. Sirivat Voravetvuthikun, a proxy, commented that shareholders should either vote to approve or disapprove the matter being considered as he or she deems fit and should not raise other irrelevant matters at the Meeting as this is a waste of time and hinders the smoothness of the Meeting.

There were no shareholders raising any additional questions or expressing any opinions on this agenda item. The Meeting Facilitator, therefore, proposed that the Meeting cast the votes to elect directors of the Company.

Resolution: After due consideration, the Meeting resolved to elect the following eight directors who are ranked in the order descending from the highest number of votes received to the lowest to hold office in place of the vacant positions:

- (1) Mr. Vithoon Pungprasert holds office in place of the vacant position of Mr. Adisak Limprungpatanakij.

(Translation)

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	2,006,133,980	97.17
Disapproved	58,432,900	2.83
Abstained	783,505,346	-

- (2) Mr. Thepchai Sae-Yong holds office in place of the vacant position of Ms. Kaemakorn Vachiravarakarn.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	2,006,091,709	97.36
Disapproved	54,362,800	2.64
Abstained	787,617,717	-

- (3) Mr. Supoth Piansiri holds office in place of the vacant position of Mr. Pakorn Borimasporn.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	2,000,734,055	97.36
Disapproved	54,212,900	2.64
Abstained	793,125,271	-

- (4) Ms. Nutvara Seangwarin holds office in place of the vacant position of Mr. Pana Janviroj.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	2,000,685,746	97.17
Disapproved	58,312,800	2.83
Abstained	789,073,680	-

(Translation)

- (5) Mr. Sirichai Chananam holds office in place of the vacant position of Mr. Vachara Tuntariyanond.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	2,000,589,605	97.17
Disapproved	58,282,800	2.83
Abstained	789,199,821	-

- (6) Mr. Supawat Sa-Nguan-Ngam holds office in place of the vacant position of Mr. Suthichai Sae-Yoon.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	2,000,587,853	97.36
Disapproved	54,243,000	2.64
Abstained	793,241,373	-

- (7) Ms. Narawadee Vanichvatana holds office in place of the vacant position of Mr. Sermsin Samalapa.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	1,999,791,896	97.36
Disapproved	54,212,900	2.64
Abstained	794,067,430	-

- (8) Mr. Suphaphong Sukhasapha holds office in place of the vacant position of Ms. Duangkamol Chotana.

(Translation)

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	1,997,935,016	97.30
Disapproved	55,509,100	2.70
Abstained	794,628,110	-

Remark: During this agenda item 2, 12 shareholders additionally attended the Meeting, representing 43,529 shares, in aggregate.

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

The Chairman delegated the Meeting Facilitator to clarify the details in this agenda item.

The Meeting Facilitator informed the Meeting that in order to be in line with the retiring from office of the current authorized directors as registered with the Ministry of Commerce and the appointment of new directors as detailed in Agenda Item 2, it is deemed appropriate to propose to this Extraordinary General Meeting of Shareholders No. 1/2016 for consideration to approve the amendment to the authorization of directors to be in line with the Articles of Association of the Company, as follows:

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

New authorization of directors: *“Two directors jointly sign their names with the Company’s seal affixed.”*

There were no shareholders raising any additional question or expressing any opinion on this agenda item. The Meeting Facilitator, therefore, proposed that the Meeting cast the votes to approve the amendment to the authorization of directors.

Resolution: After due consideration, the Meeting resolved with a majority vote of the shareholders attending the Meeting and casting their votes to approve the amendment to the authorization of directors from *“Any two directors from Mr. Sermsin Samalapa, Miss Duangkamol Chotana, and Mr. Pana Janviroj jointly sign their names with the Company’s seal affixed.”* to *“Two directors jointly sign their names with the Company’s seal affixed.”* in accordance with the votes as follows:

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	2,025,742,249	97.41
Disapproved	53,886,529	2.59
Abstained	768,443,448	-

(Translation)

Remark: The ‘Percentage of shareholders attending the Meeting and casting their votes’ which was informed to the shareholders has been adjusted by the Company in order to be in accordance with the accurate vote counting method by excluding the votes of abstention from the accumulation of votes. Nevertheless, such adjustment will not affect the resolution passed by the shareholders meeting in any way whatsoever.

There were no shareholders raising any additional question, the Chairman expressed his appreciation to all shareholders, proxies, and attendees for their dedication in attending the Meeting, and declared the Meeting adjourned at 1115 hrs.

Signed _____ - *Signature* - _____ Chairman of the Meeting

(Mr. Vithoon Pungprasert)

Signed _____ - *Signature* - _____ Corporate Secretary

(Ms. Mathaya Osathanond)

Minutes Taker