



Nation Multimedia Group Plc.

Invitation Letter

Extraordinary General Meeting of Shareholders No.2/2018

On Tuesday 19, June 2018 at 02.00 p.m.

**At the Conference Room ,7th 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 01.00 p.m.*
- 2. For the convenience in the registration process, please present the Registration Form for registration.*
- 3. The Company would like to inform of “ No distribution of souvenirs for the EGM No.2/2018 ”*



Nation Multimedia Group Public Co., Ltd.
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(Translation)

4 June 2018

Subject: Invitation Letter to the Extraordinary General Meeting of Shareholders No. 2/2018

Attention: Shareholders

- Enclosures:
1. Copy of the minutes of the 2018 Annual General Meeting of Shareholders
 2. Articles of Association of the Company, Chapter 6: Shareholders' Meeting
 3. Conditions and procedures of the meeting of shareholders
 4. Profiles of the independent directors in support of the appointment as proxies and the definition of the independent director
 5. Registration Form
 6. Proxy (Form A), (Form B), and (Form C)
 7. Map of the venue of the meeting of the shareholders

The Board of Directors of Nation Multimedia Group Public Limited Company (the “**Company**”) has resolved to call the Extraordinary General Meeting of Shareholders No. 2/2018 (the “**Meeting**”) on Tuesday, 19 June 2018 at 2.00 p.m. at the Conference Room, 7th Floor, Nation University Tower, No. 1854, Bangna–Trad Road Km 4.5, Bangna Subdistrict, Bangna District, Bangkok 10260, to consider the following agenda items.

Agenda 1 To consider and certify Minutes of the 2018 Annual General Meeting of Shareholders

Facts and Rationale: The Annual General Meeting of Shareholders 2018 was held on April 9, 2018. The Company has sent the copy of the minutes of the meeting to the Stock Exchange of Thailand. Moreover, the company also publishes the minutes via Company website www.nationgroup.com for the Shareholders to be able to acknowledge and verify the accuracy of the minutes within the appropriate time frame, and no one has opposed or edited the minutes. The copy of the minutes of the meeting is in the Enclosure 1.

Opinion of the Board: The Board of Directors considered and deemed that the minutes of the meeting were correctly and completely recorded and deems appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2018 to certify the said minutes.

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

Agenda 2 To acknowledge the report of the Board of Directors and operating results of the Company for the year 2017

Facts and Rationale: To report and summarize the operating results of the Company and the report of the Board of Directors for the year 2017 to the shareholders' meeting for acknowledgement.

Opinion of the Board: The Board of Directors has considered and deemed that it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2018 for acknowledgment of the operating results for the year 2017.

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

Agenda 3 To consider and approve the financial statements for the year 2017

Facts and Rationale: As the Company has not yet been able to conclude the financial statements to certify the operating results of the year ending 31 December 2017, resulting from that the auditor is currently during the process of auditing the accrued revenues information, received from the management. As such, the auditor cannot yet conclude the audit result, and currently the auditor is during the planning process of the additional auditing of the material accrued revenues.

Opinion of the Board: The Board of Directors has considered and deemed that the Company has the necessity to postpone this agenda, and when the financial statements of the year ended 31 December 2017 has been audited by the auditor of the Company. The Company will hold the shareholders' meeting again to consider and approve the audited financial statements of the Company.

Remark: As the Company has not yet been able to conclude the financial statements; thus, there is no voting, and that the Company will hold the shareholders' meeting again to consider and approve the audited financial statements of the Company.

Agenda 4 To consider and approve the omission of dividend payment for the operating results of the Company's the year 2017 ended 31 December 2017

Facts and Rationale: As the Company has not yet been able to conclude the financial statements to certify the operating results of the year ending 31 December 2017, resulting from that the auditor is currently during the process of auditing the accrued revenues information, received from the management. As such, the auditor cannot yet conclude the audit result, and currently the auditor is during the planning process of the additional auditing of the material accrued revenues.

Opinion of the Board: The Board of Directors has considered and deemed that the Company has the necessity to postpone this agenda, and when the financial statement of the year ended 31 December 2017 has been audited by the auditor of the Company. The Company will hold the shareholders' meeting again to consider and approve the agenda regarding the dividend.

Remark: As the Company has not yet been able to conclude the financial statements; thus, there is no voting, and that the Company will hold the shareholders' meeting again to consider and approve the agenda regarding the dividend.

Agenda 5 To consider and approve the revocation of resolution for the disposal of assets approved by the Extraordinary General Meeting of Shareholders No. 1/2018 held on 28 February 2018

Facts and Rationale: The reference is made to the Extraordinary General Meeting of Shareholders No. 1/2018 held on 28 February 2018 that had resolved to approve the disposal of the following assets:

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;
2. all investments in WPS (Thailand) Co., Ltd. ("WPS") (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;
3. all investments in NML Co., Ltd. ("NML") (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
4. 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:
 - 4.1 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;

- 4.2 land on Bang Na-Trad Road km. 5, comprising a parcel of land, with the area totaling 5 rai, 1 ngan, 14 square wah;
- 4.3 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;
- 4.4 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
- 4.5 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 addition, as the disposal of assets is by means of a bidding process at the price of not lower than “base price” for each asset which the Company will dispose and that the disposal must be completed within 6 months from the date on which the shareholders’ meeting had approved. However, there was no one interested in the purchasing of each asset by means of a bidding process at the price of not lower than “base price” and the Company has arranged for the bidding process for two times, i.e. on 26 March 2018 and 5 April 2018, as in practice, the “base price” approved in the Agenda 3 of the Extraordinary General Meeting of Shareholders No. 1/2018 is not in line with and not in accordance with the market condition of each asset during the bidding process.

In order to withstand the impacts from the current situation of news and printed media industries, as well as, to commit in pursuing its strategies and policies to engage in the core business of media and content, in which the Company has the expertise; therefore, the Company has to dispose the aforementioned assets, which are not its core business in order to help reduce the financial burden and manage the cash flow within a limited period of time.

In this regard, the Company would like to inform that the Company still wishes to dispose the stated assets, and currently the Company is during the consulting process of the strategy of the disposal of assets, including the policy regarding the determination of the price of the assets. After receiving the resolution approving the revocation of the resolution for the disposal of assets above from the Extraordinary General Meeting of Shareholders No. 2/2018, the Company would further proceed in compliance with the laws and relevant regulations.

Opinion of the Board: The Board of Directors has considered and deemed that it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2018 to consider and approve the revocation of the resolution for the disposal of assets above as approved in the agenda 3 of the Extraordinary General Meeting of Shareholders No. 1/2018.

Remark: Resolution in this agenda shall be approved by at least three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda 6

To consider and approve the amendment to the Company’s objectives and the Memorandum of Association, Clause 3. (Objectives)

Facts and Rationale: To consider approving the amendments to the Company’s objectives and the Memorandum of Association, Clause 3. Regarding the Objectives of the Company in order to accommodate the government bidding which would determine the qualifications according to the Company’s objectives, to obtain works, and to be the channels of the Company to generate income. The details of the nine additional objectives are as follows:

Clause	Amended Statements
Clause 16	To carry on the business of public relations consulting and advising, event activity organizing, publishing, television, radio, online, conference and seminar organizing, non-fiction/news production.

Clause	Amended Statements
Clause 17	To carry on the business of providing marketing plans and public relations for goods, shops, individuals, government units to be recognized including to invite celebrities such as singers and actors to the event for public relations.
Clause 18	To carry on the event organizing business, proving services in relation to designing and organizing the products launching event, organizing of publications, exhibitions, product-displayed booths, fashion shows, public relations, meetings, conferences, banquets for both indoor and outdoor, organizing light and sound systems and other entertainment programs.
Clause 19	To carry on the business of hiring of works, trading of consumer goods and souvenirs.
Clause 20	To carry on the business of designing and producing television and radio programs, advertising media, public relations, electronic media, product-displayed booths, shops and other printing-related media in any forms, designing and creating websites, applications, renting lighting equipment or other equipment for drama and film-making, producing television programs, providing services on tape/video recording for outdoor, producing television and radio advertising, producing videos, renting recording rooms, renting music rehearse and music production rooms, renting equipment and editing, designing, producing and distributing CDs, films, television programs, books, newspapers and magazines.
Clause 21	To carry on the business of designing and production of multimedia, presentations, electronic media, internet for the advertising and public relation of individuals, groups of persons, juristic persons, government units and administrative organizations.
Clause 22	To carry on the business of advertising agencies, digital media, providing service in relation to advertisings, publications, advertisements, radio media, television, online public relations, information systems.
Clause 23	To carry on the business of providing services on resource persons, guest speakers, coaching organizer, consultants.
Clause 24	To carry on the business of providing services on modeling for entertainment and performance industry.

Opinion of the Board: The Board of Directors has considered and deemed that it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2018 to consider and approve the amendment to the Company's objectives and the Memorandum of Association, Clause 3. (Objectives).

Remark: Resolution in this agenda shall be approved by at least three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda 7

To consider and approve the amendment to the Company's Articles of Association, Clause 23. and Clause 29., regarding the board of directors' meeting and shareholders' meeting.

Facts and Rationale:

To consider and approve the amendments of the Company's Articles of Association, Clause 23. and Clause 29., regarding the board of directors' meeting and shareholders' meeting to be in line with (1) the announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing prescribed that the conference may be organized and held through electronic media; and it shall have the same effect as the conference held pursuant to a legally provided procedure. Provided that an electronic conferencing shall be conducted in accordance with the standards for electronic conferencing security imposed by the Ministry of Information

and Communication Technology and as published in the Government Gazette, and (2) the amendment made to the Section 100 of the Public Limited Companies Act B.E. 2535 (1992) has been repealed and replaced by the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business about the Shareholders' Meeting.

1. Amending Article 23. of the Articles of Association Re: the board of directors' meeting as follows:

From

"The Board of Directors must convene the meeting at least once within the period of every 3 months once at the province as being the location of the head office of the Company or at any other place.

The Chairman of the Director is the person, calling for the board of directors' meeting, and regarding the convening of the board of directors' meeting, the Chairman of the Director or the designated person shall send the invitation letter of the meeting to the directors no less than 7 days before the day of the meeting, except in the urgent case, to protect the rights and the benefits of the Company, the Company would notify of the meeting by other means and may call for the meeting earlier than that. 2 or more directors may request for the board of directors' meeting to be called, in such case, the Chairman of the Director must determine the date of the meeting and call for the meeting within 14 days from the requesting date."

To

"The Board of Directors must convene the meeting at least once within the period of every 3 months once at the province as being the location of the head office of the Company or at any other place.

The Chairman of the Director is the person, calling for the board of directors' meeting, and regarding the convening of the board of directors' meeting, the Chairman of the Director or the designated person shall send the invitation letter of the meeting to the directors no less than 7 days before the day of the meeting, except in the urgent case, to protect the rights and the benefits of the Company, the Company would notify of the meeting by other means and may call for the meeting earlier than that. 2 or more directors may request for the board of directors' meeting to be called, in such case, the Chairman of the Director must determine the date of the meeting and call for the meeting within 14 days from the requesting date.

In the case of a meeting of the Board of Directors is held through electronic media, all participating directors must be in the Kingdom of Thailand and at least 1/3 of the directors must attend the meeting in the same place. An electronic conferencing must be conducted through a convention control system with secure information technology processes and must be a record of both audio and video (as the case may be) of all the directors attending the meeting throughout the meeting, including the computer traffic generated by the record, and the control system of the meeting must have the basic elements as prescribed by Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 (as amended)."

2. Amending Article 29. of the Articles of Association Re: the shareholders' meeting as follows:

From

"The Board of Directors shall call for an annual ordinary meeting of shareholders within 4 months from the end of the accounting period of the Company. Shareholder's meeting other than this shall be called extraordinary meetings.

The Board of Directors may call for an extraordinary meeting of shareholders at any time as it may deem appropriate. The shareholders holding shares in aggregate not less than

1/5 of the total number of the shares sold or shareholders numbering not less than 25 persons holding shares amounting not less than 1/10 of the total number of shares sold may at any time submit their names in a letter requesting the Board of Directors to call an extraordinary meeting, but the reasons for calling such meeting shall be clearly stated in such letter. In this case, the Board of Directors shall proceed to call a shareholder meeting to be held within 1 month from the date of receipt of such letter from the shareholders.”

To

“The Board of Directors shall call for an annual ordinary meeting of shareholders within 4 months from the end of the accounting period of the Company. Shareholder’s meeting other than this shall be called extraordinary meetings.

The Board of Directors may call for an extraordinary meeting of shareholders at any time as it may deem appropriate. A shareholder or shareholders, holding the total shares of not less than 10 percent of the total number of sold shares, may subscribe their names in a letter requesting for the Board of Directors to call for an extraordinary meeting of shareholders at any time, but the matter and the reason of the calling for the meeting must be clearly specified in the letter. In such case, the Board of Directors must hold the meeting, as requested by the shareholder(s), within 45 days from the date of receiving the letter from the shareholder(s).

In the event that the Board of Directors does not hold the meeting within the specified period in the second paragraph, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within 45 days from the specified period in the second paragraph. In such event, the meeting shall be deemed as if it is held by the Board of Directors and the Company must responsible for the expenses incurred from the holding the meeting and provide the facilities as appropriate.

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

Provided that the person, designated by the Board of Directors to proceed the registration of the amendment of the Articles of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar and authorized to proceed with anything in order to comply with the order of the Registrar for the purpose to complete the registration.

Opinion of the Board: The Board of Directors has considered and deemed that it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2018 to consider and approve the amendment of Article 23. and Article 29. of the Articles of Association Re: the Board of Directors’ Meeting and the Shareholders’ Meeting, respectively, to be in accordance with the amendments of the laws, and provided that the person, designated by the Board of Directors to proceed the registration of the amendment of the Articles of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar and authorized to proceed with anything in order to comply with the order of the Registrar for the purpose to complete the registration.

Remark: Resolution in this agenda shall be approved by at least three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda 8

Other business (if any)

The Company determined the date for determining the name of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2018 (Record Date) to be on Monday, 28 May 2018.

Thus, the Company would like to invite the shareholders to attend the Meeting on the date, time, and place stated above; the details of the map of the place of the Meeting are in the Enclosure 7. The Company would open for the Meeting registration at 13.00, and to protect the rights and benefits of the shareholders, in the case that the shareholders could not attend the meeting in person. In such case, if the shareholders wish to appoint other person or the independent director of the Company to attend the Meeting and vote on behalf of themselves, please fill in and sign the proxy form, the Enclosure 6 or this can be downloaded from www.nationgroup.com, together with the evidences as per the details in Enclosure 3. In addition, for the registration to be done in a timely manner, please send the stated documents back to the company within 18 June 2018.

In this regard, the Company has also published the invitation letter to the Meeting, together with its enclosures on the website of the Company, at www.nationgroup.com.

Sincerely yours,

Nation Multimedia Group Public Company Limited

-Signature-

Mr. Marut Arthakaivalvatee
Chairman of the Director

(Translation)

Minutes of the 2018 Annual General Meeting of Shareholders**Nation Multimedia Group Public Company Limited****Monday 9 April 2018, at 02.00 p.m.****Date, time, and venue of the Meeting:**

The Meeting was convened on 9 April 2018, 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.

Prior to the commencement of the Meeting, Ms. Supawan Waraporn Toh and Mr. Archvin Suksri (the “**Meeting Facilitator**”) were assigned to conduct the meeting, informed the Meeting that at present, the Company’s registered capital is THB 2,663,572,194.95, and paid-up capital is THB 2,155,959,048.86, divided into 4,067,847,262 ordinary shares, at the par value of THB 0.53 per share. In this General Meeting of Shareholders of 2018, there were a total of 84 shareholders attending the Meeting in person and by proxy, representing 2,273,611,072 shares or equivalent to 55.89 percent of the total issued shares of the Company. The quorum was thus constituted in accordance with the Company’s Articles of Association.

Directors in attendance:

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

A total of 8 directors attended the Meeting.

Directors absent:

-None

The Management of the Company and its group companies:

1.	Mr. Prakit	Chompukam	Assistant Chief Executive Officer
2.	Mr. Supawat	Sa-Nguan-Ngam	Managing Director - Print

3.	Mr. Weerasak	Pongaksorn	Executive Editor - Krungthep Turakij Newspaper
4.	Ms. Nutwara	Seangwarin	Director's Assistant
5.	Ms. Wichitra	Sirivarakul	Senior Vice President - Sale
6.	Ms. Orapin	Ngam-Wongwan	Senior Vice President - Sale
7.	Ms. Mathaya	Osathanond	Senior Vice President - Finance and Corporate Secretary

Legal advisor:

Mr. Wittaya Kaewkunsadan

Auditors who sign the Financial Statements of Company and Subsidiaries

Auditors from KPMG Phoomchai Audit Company Limited

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 opportunities to shareholders to propose agenda for the 2018 Annual General Meeting of Shareholders and to nominate directors through the Board of Directors. The nomination form could be downloaded from www.nationgroup.com and sent to the Chairman of the Board of Directors via postal mail from November 24, 2017 to January 26, 2018.

No nomination of Directors was made and no additional agenda were proposed by shareholders.

2. 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 Mr. Apivut Thongkam, whose brief profile was attached to the meeting invitation letter

3. Vote casting and counting of votes:

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."

4. 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 4 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.

5. 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.

Preliminary proceedings

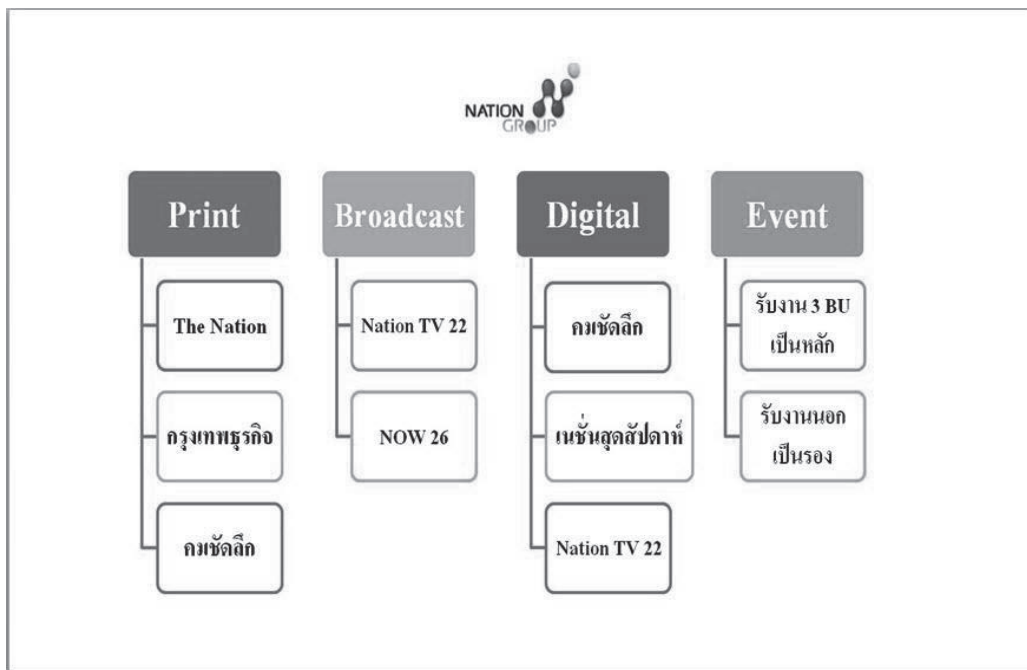
Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors of the Company, presided as the Chairman of the Meeting (the “**Chairman**”). The Chairman declared the 2018 Annual General Meeting of Shareholders to be duly convened.

Subsequently, the Chairman asked the Meeting to consider the Agenda Items, as follows:

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

The Chairman invited Mr. Somchai Meesen, Chief Executive Officer, to discuss the operating results of the Company and the Board of Directors’ report for the year 2017.

Mr. Somchai Meesen, Chief Executive Officer, stated that the Company was unable to issue financial statements for the year 2017 as a result of a number of problems. Therefore, under this Agenda Item, he would discuss the Company’s business plan for 2018, as previously proposed to the shareholders. In the Extraordinary General Meeting of Shareholders 1/2018 held on 28 February, 2018, the Executive Board stated that it would endeavor to achieve breakeven point in 2018. The main business structure is divided into four main categories, as follows:

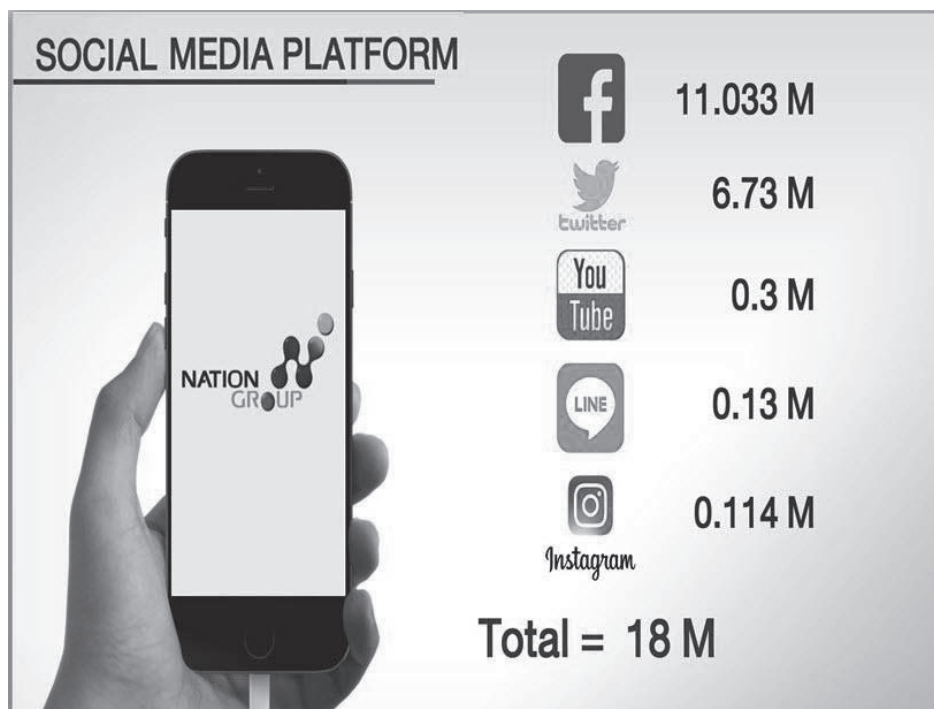


The primary business structure is divided into four main categories:

1. Print: Comprising The Nation, Krungthep Turakij and Kom Chad Luek newspapers.
2. Broadcast: Comprising two digital television channels - Nation TV22 and NOW26 (following the resolution of the Extraordinary General Meeting of Shareholders 1/2018 held on 28 February, 2018, the proposed disposal of the investment of Bangkok Business Broadcasting Co., Ltd. (BBB) was not approved and therefore the Company is continuing to operate the NOW 26 digital television channel).
3. Digital: The Company expects to generate additional revenue from the new media channels of Kom Chad Luek and Nation Weekender under Kom Chad Luek Media Co., Ltd. and media channels under Nation TV 22.
4. Event: Utilizing content developed in the main business lines in five categories of events, as follows:
 - 4.1) Sport, such as cycling and marathon running events.
 - 4.2) Expos, such as expositions for IT or finance.
 - 4.3) Awards, such as Taen Khun Paen Din or the Kom Chad Luek Awards.
 - 4.4) Training and seminars, of Krungthep Turakij media and Nation University.
 - 4.5) Kom Chad Luek professional training.

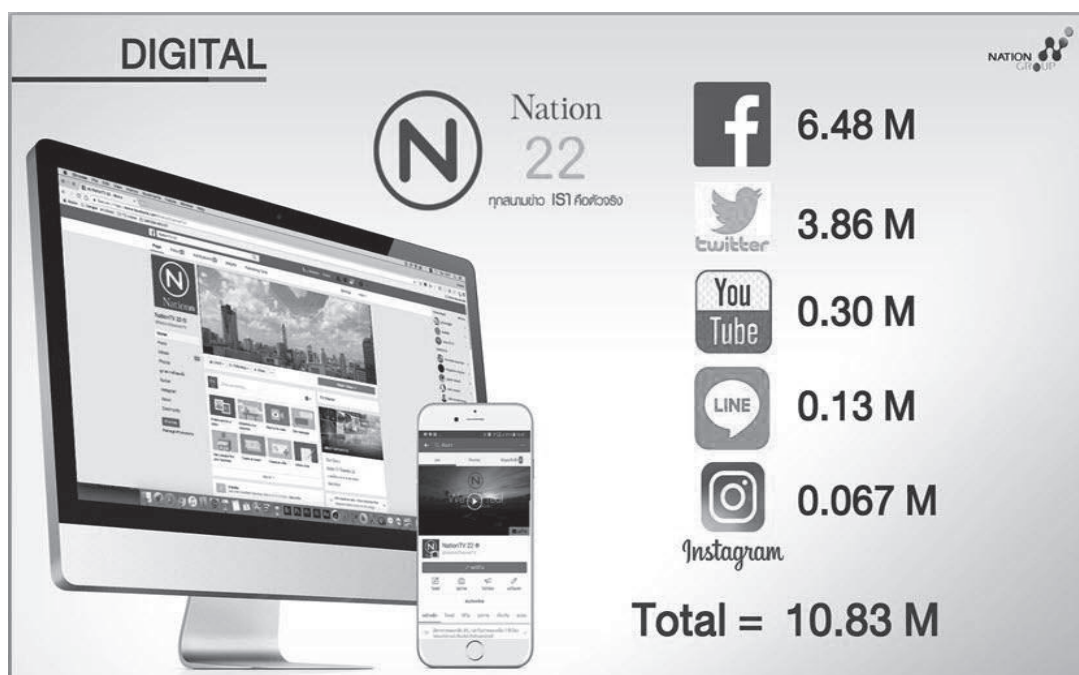
In 2018, the Company will hold around 11 Krungthep Turakij seminars, an increase from the four seminars held in the previous year. The Company will also generate additional revenues by organizing seminars for government agencies and private-sector organizations which are not directly related to the Company's main business.

In addition, surveys of Nation Group social media platforms have found a total user base of 18 million people from platforms including Facebook, Twitter, YouTube, Line and Instagram:



This can be broken down for each of the Group's media as follows:

1. **NATION 22** currently has 10.83 million users comprising Facebook with 6.48 million, Twitter with 3.86 million, YouTube with 0.30 million, LINE with 0.13 million, and Instagram with 0.067 million users.



2. **Kom Chad Luck** currently has 4.05 million users comprising Facebook with 2.4 million, Twitter with 1.6 million and Instagram with 0.047 million users.



3. **Nation Weekender** The current management has updated the website of Nation Weekender (after the site was shut down in mid-2017) as its 1.89 Facebook fans have the potential to generate more revenues. Total users comprise Facebook with 1.89 million users and Twitter with 0.09 million.



4. **Krungthep Turakij** The online business news of Krungthep Turakij attracts 1.0 million users, comprising 0.73 million Twitter users and 0.27 million Facebook users. In the year 2017, the new media of Krungthep Turakij generated revenues of 23 million Baht. The Company will try to increase this figure to 30 million Baht in 2018.



5. **The Nation** Online English language content of The Nation attracts a total user base of 0.59 million, comprising 0.49 Twitter users and 0.096 million Facebook users.



Mr. Somchai Meesen, Chief Executive Officer, presented the Company's digital media revenue reports for the period 15 March, 2018 – 8 April, 2018 for Nation TV. The maximum daily revenue in the period amounted to 32,214 Baht while the average was 12,792 Baht.



วันที่	Website	Total	
		Page Views	Revenue
15/3/2018	nationtv.tv	198,776	4,421.28
16/3/2018	nationtv.tv	330,668	6,032.29
17/3/2018	nationtv.tv	264,160	6,633.45
18/3/2018	nationtv.tv	185,885	3,909.80
19/3/2018	nationtv.tv	215,085	7,436.51
20/3/2018	nationtv.tv	219,987	8,403.42
21/3/2018	nationtv.tv	293,835	3,660.21
22/3/2018	nationtv.tv	221,753	6,415.37
23/3/2018	nationtv.tv	346,726	8,747.46
24/3/2018	nationtv.tv	213,902	6,640.35
25/3/2018	nationtv.tv	368,880	9,965.71
26/3/2018	nationtv.tv	273,416	10,470.84
27/3/2018	nationtv.tv	289,543	10,545.99
28/3/2018	nationtv.tv	303,277	10,209.57
29/3/2018	nationtv.tv	377,115	13,631.36
30/3/2018	nationtv.tv	362,595	11,301.08
31/3/2018	nationtv.tv	350,000	15,792.69
1/4/2018	nationtv.tv	374,983	17,599.05
2/4/2018	nationtv.tv	363,133	16,572.25
3/4/2018	nationtv.tv	366,488	18,439.78
4/4/2018	nationtv.tv	378,887	19,201.54
5/4/2018	nationtv.tv	393,373	17,985.78
6/4/2018	nationtv.tv	483,495	24,278.00
7/4/2018	nationtv.tv	628,726	32,214.50
8/4/2018	nationtv.tv	595,176	29,300.48
Total		8,399,864	319,808.74

รายได้

Max	32,214.50
Min	3,660.21
Avg.	12,792

Digital media revenue for Kom Chad Luek during the period 15 March, 2018 - 8 April, 2018 recorded a maximum of 30,884 Baht on 5 April, 2018 and an average for the period of 13,507 Baht.



วันที่	Website	Total	
		Page Views	Total Revenue
15/3/2018	komchadluek.	266,057	5,249.66
16/3/2018	komchadluek.	281,047	5,822.76
17/3/2018	komchadluek.	304,171	7,954.10
18/3/2018	komchadluek.	304,341	7,152.56
19/3/2018	komchadluek.	299,027	8,573.25
20/3/2018	komchadluek.	254,184	8,652.39
21/3/2018	komchadluek.	296,197	5,894.08
22/3/2018	komchadluek.	309,291	8,668.41
23/3/2018	komchadluek.	263,440	8,459.48
24/3/2018	komchadluek.	311,693	10,389.65
25/3/2018	komchadluek.	478,639	14,813.60
26/3/2018	komchadluek.	449,696	11,597.93
27/3/2018	komchadluek.	362,363	10,569.36
28/3/2018	komchadluek.	406,134	12,813.02
29/3/2018	komchadluek.	307,064	10,063.62
30/3/2018	komchadluek.	286,593	11,730.57
31/3/2018	komchadluek.	361,895	18,479.83
1/4/2018	komchadluek.	340,142	11,054.47
2/4/2018	komchadluek.	398,759	14,167.26
3/4/2018	komchadluek.	415,661	16,019.29
4/4/2018	komchadluek.	550,177	24,337.17
5/4/2018	komchadluek.	566,348	30,884.21
6/4/2018	komchadluek.	516,387	24,874.25
7/4/2018	komchadluek.	527,870	25,478.36
8/4/2018	komchadluek.	502,887	23,987.84
Total		9,360,063	337,687.09

รายได้

Max	30,884.21
Min	5,249.66
Avg.	13,507.48

No additional costs are needed to source revenues from digital media of Nation Group since the Company can leverage the content from its conventional media. It is anticipated that within the third quarter of 2018, once the Company has updated its digital media system, revenues will rise to 100,000 Baht per day.

The Company was unable to report the Company's operating results for the year 2017 to shareholders due to the fact that some accrued incomes had been reported as income, which the Board of Directors does not consider to be correct and is unable to verify. The amount involved in this issue is currently being assessed by the Company's legal advisor.

The Chairman then invited shareholders if they had questions or would like to share their opinions since the Agenda Item was for information purposes and no resolution could be reached.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, asked the Chief Executive Officer how he was able to determine that revenues from new media could be increased from thousands of Baht daily to tens of thousands of Baht daily?

Mr. Somchai Meesen, Chief Executive Officer, answered that the revenues gained is dependent on the number of visitors to media such as Facebook and advertising networks such as Nation TV. If the number of page views is in the range of 400,000-500,000, revenue is in the range of 10,000-12,000 Baht. If the page views increase to around 600,000, the Company's revenue will be around 30,000 Baht. The Company needs to make its content more interesting for readers in order to increase the number of page views, which will in turn lead to an automatic increase in the Company's revenue.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, thanked the Chief Executive Officer for his explanation of how revenues from the new media are assessed and continued his question that currently Kom Chad Luek has around 500,000 page views per day which earns around 23,000 Baht and therefore is it correct that to earn revenues of 100,000 Baht per day the number of page views would have to be around 2.5 million or around 4-5 times the number of views at present, or not?

As for Nation TV, the information presented shows the number of page views is around 600,000 per day generating revenues of around 29,000 Baht. In order to increase the revenue to around 100,000 Baht per day, the number of page views would have to be increased 3-4 times to 5 million views. How confident are you that you will be able to make a daily income of 100,000 Baht by July 2018?

Mr. Somchai Meesen, Chief Executive Officer, replied that in order to generate revenues of 100,000 Baht daily from new media, the Company would need to boost traffic by improving content and adding more video clips. The Chief Executive Officer said he was confident that this could be achieved as stated.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, asked why the Company had not included an Agenda Item to approve the Minutes of the Extraordinary General Meeting of Shareholders held on 28 February, 2018?

Mr. Marut Arthakaivalvatee, Chairman, explained that this was in accordance with information provided in the Annual General Meeting of Shareholders for the year 2016 that the Company will not present or approve the minutes of previous meetings. However, shareholders do have the opportunity to amend the minutes of the meeting via the Company's website.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, recommended that for reasons of transparency and good corporate governance, and since the total number of shareholders is around 4,500-5,000, it would be appropriate for the

shareholders to also receive and approve the minutes of the previous meeting. He requested the Chairman to consider this.

Mr. Marut Arthakaivalvatee, Chairman, agreed to consider the proposal.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, asked about the disposal of the Company's assets approved by the Extraordinary General Meeting of Shareholders No. 1/2561 held on 28 February, 2018. He asked about the progress of sale of almost all of the assets initially proposed by the Executive Board, with the exception of the disposal of the investment of Bangkok Business Broadcasting Co., Ltd. (BBB) or channel NOW 26, which was not approved in the meeting.

Mr. Somchai Meesen, Chief Executive Officer, said that the Company had held two rounds of bidding for assets following the Extraordinary General Meeting of Shareholders on 28 February, 2018. The tenders were opened on 26 March, 2018 and 5 April, 2018, however there were no interested parties to bid for the assets proposed by the Company. This may have been because potential buyers considered the price to be too high and consequently didn't enter the bidding. Interested buyers were willing to negotiate, however, the Company was unable to lower the price, since the base minimum price had already been approved by the shareholders. For other items, the Board of Directors will discuss with shareholders the course of action concerning the disposal of the Company's non-core assets to ensure the sales proceeds successfully.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, asked the Board of Directors to state truthfully whether the Company will become bankrupt or not, in view of the Company's continuously deteriorating performance to the point that the Board of Directors has been replaced and the Company's stock flagged with an SP notice since the Company was unable to submit its financial statements for the year 2017 or because its shareholding ratio had become negative, which in turn meant the Company was unable to submit its financial statements. He said that in spite of the plan to increase revenues from new media as proposed by the Chief Executive Officer, the shareholders were unable to perceive of any direction that would bring the Company back to positive performance in light of the current burden of liabilities of approximately 1,500 million Baht, around 500 million Baht of which is BE debt. If the Company is unable to sell its assets will it become bankrupt or not?

Mr. Marut Arthakaivalvatee, Chairman, requested the shareholders to note the intention of the new Board of Directors in managing the situation. He said that although everyone is aware of the problems, if looked at fairly, the approach being taken to boost revenues by Mr. Somchai Meesen, Chief Executive Officer, has the potential and direction to generate increased revenues. The Company will operate simultaneously in two directions: 1) increasing the Company's revenues and 2) reducing the Company's unnecessary costs, however, this issue is still under consideration. As Chairman of the Board, who has been invited to help manage and salvage the Company to date, and with the suggestions of Mr. Siriwat Voravetvutikul, the Board of Directors will consider everything. In addition to the measures already initiated by the Executive Board, I would like to let the shareholders know that Mr Somchai Meesen has been serving as CEO for only 2-3 months and has managed operations quite effectively. Therefore, I request the shareholders give the new management a chance and avoid mentioning past happenings.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, said that given the Company's current situation with critical operating results and in view of the vision of Mr. Somchai Meesen, Chief Executive Officer, he does believe that the management has a sincere wish to solve the problems faced by the Company, including the current share price of 0.38 Baht and the SP notification. He added that he himself had faced a crisis situation in 1997 and felt fully sympathetic under the present circumstances to the Chairman and CEO requesting an opportunity and confidence in their ability to turn the Company around and achieve break even within this year.

Mr. Somchai Meesen, Chief Executive Officer, assured the shareholders that all members of the Executive Board would do their utmost to turn around the Company's performance in 2018 and achieve break-even point. Outstanding debt left over from past operations is a difficult matter for members of the new Executive Board to deal with but they will continue to be responsible to all creditors of the Company. The Board will manage the problem to the best of its ability and currently the most appropriate solution is the sale of the Company's non-core assets, which will boost the confidence of creditors in the Company's ability to repay its debts.

Mr. Siriwat Voravetvutikul, said that in light of the new vision of the Executive Board, he would like the Chairman to reassure shareholders that everything would be done to protect all 4,500 shareholders and bring Nation Multimedia Group Plc back from this crisis.

Mr. Marut Arthakaivalvatee, Chairman, thanked Mr. Siriwat Voravetvutikul for his valuable advice to the Company, adding that it is the duty of all members of the Board of Directors and the Executive Board to carry out their duties to the best of their abilities in order to revive Nation Multimedia Group Public Company Limited once again.

Mr. Puwanart Na Songkhla, a shareholder proxy representing the Thai Investors Association, asked two questions, as follows:

1. What is the strategy for generating revenues in the core businesses other than increasing revenues from new media as already outlined?
2. Since the group of shareholders from News became a major shareholder in the Company and many directors also came from the News group, how do they propose to differentiate the Nation from other TV channels and create a clear selling point? There has been news that the team from News will take over operations. Will this make the business management of the two organizations the same, affecting the Company's business? Please clarify how the management of Nation TV22 and Now 26 will differ from that of the Spring News Channel?

Mr. Somchai Meesen, Chief Executive Officer, answered as follows:

1. Revenue targets of the core businesses:
 - Print: After meeting with the sales teams of the three newspapers (Krungthep Turakij, Kom Chad Luek and The Nation) a sales target has been set of not less than 470 million Baht as well as revenue from the new media of the three publications of 50 million Baht each (approximately 150-180 million Baht in total), depending on the current circumstances of print media. Overall, the revenue target for print media in 2018 is around 700 million Baht.
 - Television Which includes:
 - 1) NATION TV22 The revenue target is around 600 million Baht. Around 80 percent of this amount, equivalent to 480 million Baht, is from

advertising revenue while the remaining 20 percent is from new media and events. For digital television, it's likely that the NBTC will provide assistance, including a postponement of license payments for three years and a reduction in network leasing fees of 50 percent for a period of two years (from monthly payments of around 5 million Baht at present to about 2.5 million baht). If Nation TV receives assistance from the government in 2018, the channel should be able to break even and register a profit in subsequent years.

- 2) NOW 26 This channel is quite difficult to manage due to a lack of personnel expert in the management of variety and entertainment channels, since Nation Group is primarily a news organization. However, since NOW has purchased the rights for documentaries worth several hundred million Baht, the channel has been able to stay in the top 12 in terms of ratings up to now. If the government extends the period for the license payment and reduces digital television network leasing fees as mentioned and with annual revenues of around 250 million Baht, the channel should be able to cover its costs since it no longer needs to invest in production. The Company plans to negotiate with parties seeking content and revenue sharing at no additional cost or very little cost. In this case, channel ratings must be maintained at the same high level while investment costs must be strictly controlled.

2. The group of major shareholders from News is not involved in the management of Spring News Channel or Nation Channel, and there is no transfer of staff between the two organizations. In addition, since the new management team began work two months ago, no staff have left the Company other than those that resigned of their own accord. Human resources are being managed to best suit the work, with some changes made to assist in the development of new media and to clarify the division of sales in accordance with the main businesses of the Company. Changes have been made in order to achieve the revenue goals and targets of the Company as previously mentioned.

Shareholders attending the meeting in person noted that the law concerning the rehabilitation of debtors may benefit the Company through holidays in interest payments, while payments of the principal amount need to be negotiated with the issuers of BEs and financial institutions. The creditors will receive debt repayments once the Company has successfully disposed of its assets. In addition, the Company can leverage its existing media in the disposal of its assets, through announcements in Krungthep Turakij newspaper and on television. Making the information widely available to the public may help facilitate and speed up the sale of the Company's assets.

The Chairman extended his thanks to the shareholders for their recommendations.

No further questions were raised by the shareholders.

The Chairman announced that since this Agenda Item was for information purposes only, no voting would be required.

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

The Meeting Facilitator informed the Meeting that according to the Agenda Item 1, in which the CEO informed the Meeting that the Company could not issue the consolidated financial statements to certify the Company's operating results for the year ended December 31, 2017, the Company must abstain to consider this agenda. When the Company's financial statements have been audited, the Company will convene a meeting of shareholders to consider this agenda item.

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

Mr. Thanabodee Sawasdisri, a proxy, asked what the problematic issues in the Company's financial statements were that led to the Company's inability to approve the Company's financial statements for the year ended 31 December, 2017.

Mr. Somchai Meesen, Chief Executive Officer, said that the Company informed the Stock Exchange of Thailand (SET) about postponement of submission of the Company's financial statements for 2017 to April 30, 2018. This resulted from the Company's Board of Executives' finding and reporting to the Board of Directors that there were some irregularities in the Company's financial statements which were significantly variable to the financial statements. Therefore, the Company could not issue the consolidated financial statements to certify the Company's operating results for the year 2017 that subsequently delayed the auditing process. The Company was inspecting the financial statements for 2015 - 2017 and found that there was approximately 790 million baht of doubtful accrued income as of the end of the second quarter of 2017, and it had not been ascertained whether the figures were correct or not. After being appointed a director of the Company's on 28 December, 2017 and Chief Executive Officer on 1 February, 2018, he proposed that the Company's Board of Executives set up a special committee tasked with finding facts regarding the doubtfully high accrued income of approximately 790 million baht. The committee found that the figure was incorrect, with almost 60 percent of the figure comprised of window dressing. The Company's new Board of Directors, therefore, could not approve the Company's financial statements and had to seek advice from its legal advisor on how to proceed with legal action. The legal advisor reported to the Company that it is now in the process of conducting a summary of the Company's actions in violation of the law and if it is lawful to file complaints to the Securities and Exchange Commission (SEC). This was the main reason the Company could not approve the Company's financial statements. He stressed to the shareholders that all members of the Company's new Board of Directors must work transparently and straightforwardly. If any irregularities or actions which may violate the law are detected, the Board of Directors will not accept them and be obliged to launch an investigation to ensure that Nation Group is operated in the most transparent manner.

Mr. Thanabodee Sawasdisri, a proxy, raised a question that apart from the accrued income issue, is it true that the Company sought loans with relatively high interest rates? How will the Company handle this?

Mr. Somchai Meesen, Chief Executive Officer, replied that it is true that the Company sought loans with relatively high interest rates as the Company always needed urgent loans. Referring to Mr. Siriwat's suggestion that it is the responsibility of the current CEO to negotiate with lenders regarding the extension of the loan period and debt payment, he said the Company's new Board of Directors has already started negotiating with them, even though they are not seeking loans.

In terms of the relatively high interest rates, the Company is obliged to make further debt repayments, but would negotiate with the lenders to revise down the interest rates to a normal level.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, asked about the incorrect figure of the accrued income with almost 60 percent of the amount comprised of window dressing. How many years did the Company's incurred accrued income amount from? Is it possible to demand responsibility from the Company's former Board of Directors for this figure?

Mr. Somchai Meesen, Chief Executive Officer, explained that the figure of the Company's accrued income arose from the years 2015-2017.

Mr. Siriwat Voravetvutikul said the CEO's explanation could explain the background of the Company's current financial status. As a shareholder, he believed each director does not serve as a nominee of any group of shareholders as each has resigned from News Network Corporation Public Company Limited, in which they formerly held the same positions. So, the appointment of NMG's new Board of Directors was conducted in a transparent manner and he believed there would be no conflicts of interests. To gain the trust of shareholders, he asked the Chairman to announce to the Meeting that all directors are fully independent and not influenced by any major group of shareholders as he does not want to see any filing of lawsuits against each other arising in the future.

Mr. Marut Arthakaivalvatee, Chairman, said all appointed directors are strongly determined to work to their full capacity to rehabilitate Nation Multimedia Group Public Company Limited and sincerely wish to help the Company weather the current crisis. He asked Mr. Siriwat and the other shareholders to fully trust in the newly-appointed Board of Directors.

No additional questions were raised by the shareholders.

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

The Meeting Facilitator informed the Meeting that following the Agenda Items 1 and 2, the Company must abstain from considering Agenda Item 3.

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

There were no shareholders raising any additional questions or expressing opinions. The Chairman then asked the Meeting Facilitator to propose Agenda Item 4.

During this agenda item, a total of 91 shareholders additionally attended the Meeting, representing 2,606,222,372 shares or 71.18 percent of the total.

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

The Meeting Facilitator reported that Article 15 of the Company's Articles of Association provided 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-thirds shall vacate. In this regard, in 2018, there are eight directors in total and three of them are required to vacate their positions, as follows:

- | | |
|-------------------------------------|----------|
| 1. Mr. Marut Arthakaivalvatee | Chairman |
| 2. Mr. Supoth Piansiri | Director |
| 3. Mr. Sontiyen Chuenruetainaidhama | Director |

Mr. Supoth Piansiri, a director, informed the Meeting that he has other duties which require many more responsibilities, and he did not wish to be nominated for another term as a director.

The Company announced on its website the invitation to all minority shareholders to nominate qualified persons for appointment as Company directors from November 24, 2017 to January 26, 2018. However, no shareholders nominated any person to serve as a director of the Company.

The Board of Directors of the Company deemed it is appropriate to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the re-appointment of Mr. Marut Arthakaivalvatee and Mr. Sontiyen Chuenruetainaidhama to hold office for another term. The Board of Directors also proposed the appointment of Mr. Tatchapong Thamputipong as a new director in order to replace Mr. Supoth Piansiri, who is due to retire by rotation. The profiles of the nominated persons are set out in Enclosure 4, attached to the invitation letter sent to the shareholders. Additionally, the Company informed the Meeting that Mr. Tatchapong also presently holds the positions of independent director and member of the audit committee of Wiik & Hoeglund Public Company Limited, which is a SET-listed company. Nonetheless, this company does not operate in the same businesses as NMG and is not considered a business competitor of NMG.

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

"Mr. Marut Arthakaivalvatee, Mr. Thepchai Sae-Yong, Mr. Somchai Meesen, Mr. Sontiyen Chuenruetainaidhama, Mr. Tatchapong Thamputipong, and any two from these five directors jointly signs with the company seal affixed."

The Chairman informed the Meeting that as he himself and Mr. Sontiyen Chuenruetainaidhama were considered stakeholders in this Agenda Item, they requested permission to leave the Meeting temporarily so that this Agenda Item could be considered in a transparent manner. The Company assigned Mr. Apivut Thongkam, Chairman of the Audit Committee, to act as the Chairman for this Agenda Item.

Mr. Apivut Thongkam, Chairman of the Audit Committee, gave the shareholders an opportunity to raise questions and express their opinions.

There were no shareholders raising any additional questions.

The Chairman asked the Meeting to consider and approve the appointment of directors to replace those who retired by rotation

After considering the agenda, the Meeting resolved to appoint directors to replace those who retired by rotation, with majority votes by the shareholders attending the Meeting and entitled to vote as follows:

4.1 Mr. Marut Arthakaivalvatee, Chairman of the Board of Directors

Approved:	2,553,705,870	votes	Equivalent to	97.98	(%)
Disapproved:	13,987,102	votes	Equivalent to	0.54	(%)
Abstained:	38,529,400	votes	Equivalent to	1.48	(%)
Invalid ballots:	0	votes	Equivalent to	0.00	(%)

4.2 Mr. Sontayan Chuenruetainaidhama, Director

Approved:	2,532,695,870	votes	Equivalent to	97.18	(%)
Disapproved:	14,697,102	votes	Equivalent to	0.56	(%)
Abstained:	58,829,400	votes	Equivalent to	2.26	(%)
Invalid ballots:	0	votes	Equivalent to	0.00	(%)

4.3 Mr. Tatchapong Thamputipong, Director

Approved:	2,532,695,870	votes	Equivalent to	97.17	(%)
Disapproved:	13,697,102	votes	Equivalent to	0.53	(%)
Abstained:	59,829,400	votes	Equivalent to	2.30	(%)
Invalid ballots:	0	votes	Equivalent to	0.00	(%)

In conclusion, the Meeting resolved to appoint three directors to replace those who retired by rotation and amendment of director signatories to be in accordance with the appointment of such new directors.

Mr. Apivut Thongkam, Chairman of the Audit Committee, in his capacity as the Chairman of the Meeting, invited Mr. Marut Arthakaivalvatee to resume his chairmanship for the next Agenda Item.

Agenda Item 5: To consider and determine directors' remuneration

The Meeting Facilitator reported that the Company proposed directors' remuneration for the years 2017 and 2018 for the Company's independent directors, members of the Audit Committee and non-executive directors. Directors who are employees of the Company or its subsidiaries will not be paid directors' remuneration or receive any other forms of returns.

The Annual General Meeting of Shareholders for the year 2017, held on April 28, 2017, resolved to not approve payment of directors' remuneration, as the agenda item garnered less than two-thirds of the votes of the shareholders attending the Meeting. However, given that the directors' sacrificed their time to perform their duties for the Company throughout the year 2017, the Board of Directors deemed it was appropriate to reconsider payment of directors' remuneration for the year 2017. The Board of Directors proposed sub-agenda to the 2018 Annual General Meeting of Shareholders, as follows:

5.1 To consider and approve director's remuneration for the year 2017

5.2 To consider and approve director's remuneration for the year 2018

The details of directors' remuneration were shown in the invitation letter and on the monitor as follows:

Position	Remuneration proposal of 2018 (Baht / person)	Remuneration of 2017 (Baht / person)
Chairman of the Board of Directors	400,000	400,000
Chairman of the Audit Committee	400,000	400,000
Audit Committee member	300,000	300,000
Independent Director	200,000	200,000
Non-executive Director	200,000	200,000
Executive Director (who is an employee of the Company or its subsidiaries)	No remuneration	No remuneration

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

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, pointed out that regarding the directors' remuneration issue, he agreed with the Board of Directors' proposal. However, considering the Company's current high levels of expenses and loss-making performance, he hoped next year the Board would better consider the suitability of proposing this Agenda Item to the shareholders.

There were no shareholders raising any additional questions and expressing their opinions. The Chairman asked the Meeting to consider and approve directors' remuneration for the years 2017 and 2018. After considering the Agenda Item, the Meeting resolved to approve this agenda with votes of two-thirds of the total number of votes of the shareholders attending the Meeting, as follows:

5.1 Approval of directors' remuneration for the year 2017

Approved:	2,546,418,970	votes	Equivalent to	97.70	(%)
Disapproved:	974,002	votes	Equivalent to	0.04	(%)
Abstained:	58,829,400	votes	Equivalent to	2.26	(%)
Invalid ballots:	0	votes	Equivalent to	0.00	(%)

5.2 Approval of directors' remuneration for the year 2018

Approved:	2,547,039,970	votes	Equivalent to	97.73	(%)
Disapproved:	353,002	votes	Equivalent to	0.01	(%)
Abstained:	58,829,400	votes	Equivalent to	2.26	(%)
Invalid ballots:	0	votes	Equivalent to	0.00	(%)

Agenda Item 6: To consider and approve the appointment of auditors and determination of audit remuneration for the year 2018

The Meeting Facilitator reported that the Board of Directors, upon the consideration and suggestion of the Audit Committee, deemed it appropriate to propose to the 2018 Annual General Meeting of Shareholders, the appointment of KPMG Phoomchai Audit Ltd. as the auditor of the Company for the year 2018. The list of the auditors who will affix their signature to the Company's financial statements are as follows:

1. Ms. Sasithorn Pongadisak, CPA. Registration No. 8802, who will affix a signature to the Company's financial statements for the year 2018 for the first year, or
2. Ms. Marisa Tharathornbunpakul, CPA. Registration No. 5752, or
3. Mr. Thanit Osathalert, CPA. Registration No. 5155

None of the three auditors have relationships or interests in the Company and its subsidiaries, with management and major shareholders of them, or those related to the above mentioned persons. They are, therefore, independent to examine and able to freely voice their opinions regarding the Company's financial statements. In addition, the qualifications of the three auditors are not contrary to the regulations of the Stock Exchange of Thailand.

The Board of Directors, upon the suggestion of the Audit Committee, deemed it appropriate to propose to the Meeting to consider and approve audit remuneration of the

Company and its subsidiaries for the year 2018, amounting to 5,050,000 Baht in total (2,700,000 baht for the Company).

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

Mr. Songpol Pongpattanakarn, a shareholder attending the meeting in person, posed questions as to why the Company's audit remuneration for the year 2018 rose to 5.05 million Baht, an increase of 2.07 million Baht compared to 3.56 million Baht in 2017, which is an increase equivalent to more than 50 percent? How would the Company be able to shoulder this expense in light of the Company's current financial performance?

Mr. Supot Piansiri, Director and Senior Vice President – Accounting, clarified that the increase of the Company's audit remuneration for the year 2018 to 5.05 million Baht resulted from the auditor needing additional time to audit the Company's financial statements in consistency with the more stringent accounting standards. Particularly, in the third quarter of 2017, the Company set allowances for depreciation of an investment in the digital TV licensing and the auditor, therefore, accordingly took more time to examine it. Additionally, the audit remuneration has not been adjusted for three years.

Mr. Songpol Pongpattanakarn, a shareholder attending the meeting in person, said in many cases, loss-making companies have not been burdened with increased audit fees, he, therefore, asked a representative of KPMG Phoomchai Audit Ltd. to explain the issue to the Meeting.

A representative of KPMG Phoomchai Audit Ltd. reasoned that as KPMG Group bore responsibility to audit considerable numbers of accounting lists, the auditor needed a relatively longer time to examine them. Moreover, this year's newly improved accounting standards, which would directly affect the auditor's work, would make the auditing process longer. From these reasons, KPMG Phoomchai Audit Ltd. had to set a higher auditing fee after maintaining the same service rate for three years. Next year, the company would also review the audit fee based on the volume of complex accounting lists and it would continue to do so in subsequent years.

Mr. Songpol Pongpattanakarn, a shareholder attending the meeting in person, raised the question whether the Company compared the audit remuneration charged by KPMG Phoomchai Audit Ltd. with those of other audit companies or not.

Mr. Supot Piansiri, Director and Senior Vice President - Accounting, replied that the Company compared audit fees of different audit companies and found the costs were similar.

Mr. Phuwanart Na Songkla, a proxy of the Thai Investors Association, questioned why KPMG Phoomchai Audit Ltd. could not detect the Company's accrued income of 790 million Baht, which led to the delay in submission of the Company's financial statements for the year 2017, despite delivering audit services to the Company for three years, while the newly-appointed Board of Directors was able to find the amount after taking office for just a few months? He asked KPMG Phoomchai Audit Ltd. to propose solutions to this doubtful figure and questioned how long it would take to solve the problem?

Mr. Somchai Meesen, Chief Executive Officer, explained that KPMG Phoomchai Audit Ltd. clarified to the Company that it had conducted random checks on the Company's accrued income but detected no irregularities. Upon the new Board of Directors' finding of

irregularities, the Board last week informed the auditor of the incorrect accrued income figure, prompting the Company to set allowances for this figure. Despite the Company's ability to produce financial statements that reflect the true figures, by law, it is obliged to take legal action against those responsible for the incorrect accrued income figure.

Mr. Songpol Pongpattanakarn, a shareholder attending the meeting in person, posed a question that whether the former Audit Committee also had to bear responsibility for the untrue accrued income figure.

Mr. Somchai Meesen, Chief Executive Officer, said the Company is not authorised to deliver punishment to the auditor. It is the responsibility of the SEC to do so. What the Company could do was clarify the correct figures.

Ms. Pranee Srikamnerd, a proxy, asked if the auditor could lower its remuneration as the Company would divest parts of its assets, which would minimize the number of subsidiaries in the Group. This would likely result in a lower volume of work and fewer complex accounting lists and, therefore, the remuneration should be reduced. She also asked for details and examples of the improved accounting standards.

Mr. Somchai Meesen, Chief Executive Officer, said the determined audit fee is applicable on condition that the Company's assets have not yet been divested. When these transactions will be made remains unknown. The auditor has to initially audit and acknowledge the financial statements of the Company and its subsidiaries for the first and second quarters of 2018. Then, after successfully divesting assets, the negotiation process to revise down the audit remuneration will follow. Regarding the improved accounting standards, he said he could not give details about the issue.

Mr. Kitti Snitwong Na Audhaya, a shareholder attending the meeting in person, suggested that the auditor, instead, adjust its audit fee in 2019. He pointed out that although the Company is making loss, he believed that Nation Group still maintains goodwill and has the potential to grow in the future. He, therefore, asked the auditor to suspend a raise in audit remuneration in 2018.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, said he agreed with all shareholder opinions, including the one asking the auditor to not increase audit remuneration in the meantime, due to the Company's current unrecovered situation. Regarding the rise of 1.5 million Baht in audit remuneration, or over 50 percent, he said based on his extensive experience in attending many shareholder meetings, he has never seen such a high rise of 50 percent for remuneration adjustment, even when the companies concerned have achieved profits and made dividend payments to their shareholders. He was also of the same mind with the shareholder who said that if the Company was going to divest its assets it would cut down the numbers of complex accounting lists to be audited, and the shareholder voicing his opinion as to why KPMG Phoomchai Audit Ltd., which is a leading and well-known audit company endorsed by the SEC, did not manage to detect an irregular accrued income of around 4-5 million Baht, since in general practice, most accounting lists of large sums are subjected to random auditing to detect irregularities and connections among them. He, therefore, asked the representatives of KPMG to consider the shareholders' opinions concerning the rising audit remuneration issue to authorized persons of the company in order that they could review the policy. Otherwise, under the present circumstances, the Company would have no choice but to look for a new audit company, also officially endorsed

by the SEC, which could offer more reasonable audit fees, as the shareholders could not accept such a high fee.

The Chairman thanked the shareholders for expressing their opinions on this agenda item.

No additional shareholders raised questions or expressed opinions. The Chairman asked the Meeting to consider and approve the appointment of the auditors and determination of the audit fee for the year 2018.

The Meeting resolved with a majority of votes by the shareholders attending the Meeting and entitled to vote to appoint auditors from KPMG Phoomchai Audit Ltd. as the Company's audit company for the year 2018, as follows:

1. Ms. Sasithorn Pongadisak, CPA. Registration No. 8802, who will affix a signature to the Company's financial statements for the year 2018 for the first year, or
2. Ms. Marisa Tharathornbunpakul, CPA. Registration No. 5752, or
3. Mr. Thanit Osathalert, CPA. Registration No. 5155

In addition, the Meeting resolved to determine auditor's remuneration of 5,050,000 Baht for the Company and its subsidiaries, as well as joint venture entities of 10 in total, for the year 2018, as follows:

Approved:	2,513,589,031	votes	Equivalent to	96.45	(%)
Disapproved:	33,733,941	votes	Equivalent to	1.29	(%)
Abstained:	58,899,400	votes	Equivalent to	2.26	(%)
Invalid ballots:	0	votes	Equivalent to	0.00	(%)

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

The Chairman opened an opportunity for shareholders to ask any further questions or make additional comments about the Company.

Mr. Somchai Meesen, Chief Executive Officer, invited shareholders to share their proposals for the disposal of Company assets.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, said that as Mr. Somchai Meesen, Chief Executive Officer, had mentioned earlier about the opening of two rounds of public bidding for assets of the Company which had failed to attract potential buyers, it would be difficult for the Company to sell its assets at the minimum price set by shareholders in a previous meeting in view of the likelihood of a continuing slowdown in the media industry. Therefore the Chairman should be asked how the Company should approach this issue. For example, should the base price be lowered in order to improve cash flow for use in the operations of the Company or not? Mr. Siriwat said he felt that the Board of Directors' plan to sell non-core business assets of the Company in order to mobilize funds for the repayment of outstanding debts is the correct course of action. If the sale of assets is successful, the funds mobilized can be used to repay part of the Company's debt burden. This means the Company has some power to negotiate lower rates of interest.

He requested management disclose its approach to be able to dispose of the assets of the Company. If a reduction in the minimum price is necessary, how many percent should it be reduced by to facilitate sale of the asset while still being acceptable to shareholders and not causing any damage or impacts to the Company?

Mr. Marut Arthakaivalvatee, Chairman, said that the Executive Board must meet to decide on the most appropriate solution for the Company. If necessary, the original minimum

price for the asset must be reduced. Management would need to look at the market price and appoint an Independent Financial Advisor to help determine the most appropriate and feasible selling price. Once the Company has a clear and appropriate plan of action regarding the sale of the assets it would convene an additional Extraordinary General Meeting of Shareholders to consider the appropriateness of the reduced selling price.

Mr. Somchai Meesen, Chief Executive Officer, added that if the Company needs to set a new price, the Company would notify the Stock Exchange of Thailand in order to inform shareholders.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, suggested that if the Board of Directors has not yet decided on a minimum price for the assets being sold, it should contact interested buyers to negotiate a reasonable price with them first, ensuring minimal damage to the Company by calculating what the compensation should be. If the asset is sold at the new price, the proceeds can be used to repay creditors and improve the Company's liquidity and credit. This would in turn speed up the Company's recovery. However, a clear time frame should be established to determine when the operation will be completed.

Mr. Somchai Meesen, Chief Executive Officer, answered that the Company would implement the plan within the second quarter of 2018. As the Chairman said previously, the Company needs the resolution of the Board of Directors to appoint an Independent Financial Advisor in order to determine an appropriate market price. This price can then be proposed to the shareholders for consideration, who may cancel the resolution of the Extraordinary General Meeting of Shareholders No. 1/2561 on 28 February, 2018. Under the original resolution, the period for the sale of the asset at the base price was set at 6 months. If the base price is to be changed prior to the end of the 6-month period, approval must be granted to cancel the original price and introduce the new appropriate price in an Extraordinary General Meeting of Shareholders.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, acknowledged the approach proposed by the Chairman and CEO with a time frame within 30 June, 2018. The Company is to convene an Extraordinary General Meeting of Shareholders to consider and approve the disposal of assets being offered for sale once again. However, if the Company is still unable to sell the assets at the new approved price, what will the Company do to resolve the problem?

Mr. Somchai Meesen, Chief Executive Officer, answered that if the assets still cannot be sold, the Company would continue to operate the business but would seek the help of specialized experts to help manage the various businesses, such as the logistics business and Nation University. However, the Company is confident that it will succeed in selling assets such as Nation University since interested buyers had previously contacted the Company but the sale price was considered too high. Similarly, interested buyers have approached the Company about the printing business, but the price issue prevented the sale from going ahead once again, since the methods used by the seller and the buyer to assess the value of the printing machinery differed. The Company had assessed the value of the printing machinery to be quite high, while the price of the land and buildings was acceptable to the buyer.

As the Chairman had previously notified shareholders, the Board of Directors will resolve to convene an additional Extraordinary General Meeting of Shareholders to set an

appropriate price for the Company's assets, after first negotiating the price with potential buyers to some degree.

Ms. Pranee Srikamnerd, proxy, asked whether or not the management will submit financial statements for 2017 and when will a solution to this problem be found?

Mr. Somchai Meesen, Chief Executive Officer, said that he expected the financial statements for 2017 would be submitted within April 2018.

Mr. Siriwat Voravetvutikul, a shareholder who attended the meeting in person, asked the CEO whether or not the SP flag of the Company's stock would be lifted if the Company were able to submit the financial statements by the end of April 2018.

Mr. Somchai Meesen, Chief Executive Officer, replied that this would depend on the regulations of the Stock Exchange of Thailand.

Ms. Aree Noi Wong, a shareholder who attended the meeting in person, asked about the trend of the NMG stock price, and whether the price would rise or fall further?

Mr. Somchai Meesen, Chief Executive Officer, asked Mr. Sontiyon Chuenruetainaidhama, a Director and shareholder of the Company, to answer the query and provide some reassurances for the shareholders.

Mr. Sontiyon Chuenruetainaidhama said that he held around 15 million NMG shares purchased at a price of around 2 Baht per share, and that having being invited to serve as a consultant it is his sincere intention to revive the Company once again. The stock price is a matter of fact. Within this year, whether NMG or NBC, if the Executive Board can bring the company back to break-even point in terms of performance the Company will have passed through its first crisis. Discussions have been held among all members of the Board of Directors and Executive Board, who are all dedicated to rebuilding the organization. The Executive Board has also introduced a policy to dispose of non-core businesses. For the core business, which is the media business, Nation Group has many creative personnel, which are as yet under-utilized. Following restructuring of the business, the media of Nation Group will begin to produce news and information that will in turn generate revenue, bringing the companies of Nation Group back to recovery.

Mr. Somchai Meesen, Chief Executive Officer, added that the Board of Directors is unable to state whether or not the stock price will rise or fall, but what the Board and management must do is to return the Company to good performance. The stock price is a matter of supply and demand of investors in the stock market. The Company cannot offer any guidelines regarding the stock price.

Ms. Aree Noi Wong, a shareholder who attended the meeting in person, gave her encouragement to all members of the Board of Directors and management to dedicate themselves to the rapid rehabilitation of the Company.

Mr. Marut Arthakaivalvatee, Chairman, thanked the shareholders for their ideas and opinions and, as a representative of the Board of Directors, once again reaffirmed that all members of the Board would do their utmost to rehabilitate Nation Multimedia Group Plc.

As there were no shareholders raising any additional questions, the Chairman expressed his appreciation to all shareholders, proxies and others for their attendance at the meeting, and declared the meeting adjourned at 15.50 hrs.

Signed_____ - *Signature* - _____Chairman of the Meeting
(Mr. Marut Arthakaivalvatee)

Signed_____ - *Signature* - _____Chief Executive Officer
(Mr. Somchai Meesen)

Minutes reviewed by
Signed_____ - *Signature* - _____Corporate Secretary
(Ms. Mathaya Osathanond)

Signed_____ - *Signature* - _____Assistant Corporate Secretary
(Ms. Saowaluk Chotrungrot)

Minutes Taker

Articles of Association

of

Nation Multimedia Group Public Limited Company

Chapter 6: Shareholders' Meeting

Clause 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.

Clause 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 a 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.

Clause 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.

Clause 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.

Clause 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.

Clause 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.

Clause 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.

Clause 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, government officer card, or driving license 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

- The shareholder shall appoint only one person as a proxy to attend the meeting and cast a vote, the vote cannot be divided for more than one proxy, the proxy forms are as in the Enclosure 6.
- The shareholder may choose to appoint any person as wishes or appoint the independent director of the Company, as per the detail in the Enclosure 4.
- 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.
- For the convenient in verifying documents, please send the proxy form together with the supporting documents to the Company within 18 June 2018.
- The shareholder must submit the proxy form to the registration point for the proxy on the meeting day (prior to the meeting day), the information must be filled and signature must be signed at all required points. If there is an amendment or cancellation of material statement, the grantor must sign with all the amendments and cancellations.
- The proxy form must have a 20 Baht duty stamp affixed.

Required documents for appointing a proxy:

- The accurately filled proxy form with the signature of the shareholder (Grantor), the proxy, and the duty stamp affixed.
- **In cases in which the shareholder is an individual**
 - **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 copy of the company affidavit issued within the last six months by the Ministry of Commerce or other relevant agencies certified by the authorized person with the juristic person's seal affixed (if any), and a certified copy of the national identity card or state official identity card of the authorized person whose signature is affixed to the proxy form.
 - **Foreign juristic person:** Copy of a corporate registration form and/or an affidavit of the juristic person that issued by the authorized government agency of the country which the juristic person has registered and issued no more than 1 year prior to the date of the meeting, certified as true and correct copy by the authorized person and juristic person's seal affixed (if any), with statement showing that such authorized person who signs the power of attorney is empowered to act on behalf of such juristic shareholder, and a certified copy of the national identity card or passport of the authorized person by 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 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 from 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 to operate the custodian business.
- 3) A copy of the affidavit of the custodian, issued no more than 1 year prior to the meeting and 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 who is foreign juristic person**

- 1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
- 2) Copy of a corporate registration form and/or an affidavit of the juristic person that issued by the authorized government agency of the country which the juristic person has registered and issued no more than 1 year prior to the date of the meeting, certified as true and correct copy by the authorized person and juristic person's seal affixed, with statement showing that such authorized person who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
- 3) Copy of a valid identification card or passport of the authorized person of the juristic person, certified as true and correct copy.

The above documents must be certified by Notary Public and must be issued no more than 1 year prior to the meeting date. Any document that does not have its original in English, the English translation must be prepared and the authorized person of the

juristic person must certify the accuracy of the translation together with the juristic person's seal affixed (if any).

Documents from proxy

Original valid identity card, government officer card or valid driving license, or valid passport (in the case of foreign shareholders) of the proxy must be presented.

3. In cases in which a shareholder is deceased:

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

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

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

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

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

Registration:

Registration shall start one hour before the meeting time or at 01.00 p.m.

**Profiles of the independent directors in support of the appointment as proxies and the definition of
the independent director**

■ **Mr. Apivut Thongkam**

- ตำแหน่ง : 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 in the year 2017**

- None -

■ **Experience**

- Present Independent Director – Eternal Energy Public Company Limited
- Present Vice Chairman – AQ Estate Public Company Limited

■ **No. of Shares Held as on 21 March 2018**

- 1,000 shares

■ **Relationship Characteristics**

Type of Relationship	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, 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 material business relationship that may affect the ability to be able to act independently	-None-

■ **Information of holding of directorship / manager in other businesses**

Positions held in other listed companies		Positions held in other non-listed companies	Positions held in businesses that may cause conflict of interest	
No.	Position/Name of the Company	Number	Number	Position/Name of the Company
1	Independent Director Eternal Energy Public Company Limited	-	-	-
2	Vice Chairman AQ Estate Public Company Limited	-	-	-

สิ่งที่ส่งมาด้วย 6

Enclosure 6

(ปิดอากรแสตมป์ 20 บาท)

(affix duty stamp 20 baht)

หนังสือมอบฉันทะ (แบบ ก)

Proxy Form A

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We _____ nationality

อยู่บ้านเลขที่ _____

Address

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

being a shareholder of Nation Multimedia Group Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

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

☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

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

☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

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

(3) ขอมอบฉันทะให้

Hereby appoint

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Tambol/Khwaeng Amphur/Khet

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province 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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2561 ของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) ในวันที่ 19 มิถุนายน 2561 เวลา 14.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2018 of Nation Multimedia Group Public Company Limited on 19 June 2018 at 2.00 p.m. at the Conference Room, 7th Floor, Nation University Tower, No. 1854, Bangna-Trad Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำการในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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

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

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

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

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

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

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 _____ ดินแดง
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____ กรุงเทพฯ _____ รหัสไปรษณีย์ _____ 10400 _____ หรือ
Province 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 ในการประชุมวิสามัญ
ผู้ถือหุ้นครั้งที่ 2/2561 ในวันที่ 19 มิถุนายน 2561 เวลา 14.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยนเรศวร เลขที่ 1854 ก.ม.4.5
ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพฯ 10260 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone 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.2/2018 on June 19, 2018 at 14.00 hrs, at Conference Room, 7th Floor, Nation University Building 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.-

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



(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

(a) The proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects, or



(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my intention as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561

Agenda 1 To consider and certify Minutes of the 2018 Annual General Meeting of Shareholders



เห็นด้วย _____ เสียง

Approve



ไม่เห็นด้วย _____ เสียง

Disapprove



งดออกเสียง _____ เสียง

Abstain

votes

วาระที่ 2 พิจารณารับทราบรายงานของคณะกรรมการและผลการดำเนินงานของบริษัทในรอบปี 2560

Agenda 2 To acknowledge the report of the Board of Directors and operating results of the Company's for the year 2017

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2560

Agenda 3 To consider and approve the financial statements for the year 2017

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2560 สิ้นสุด ณ วันที่ 31 ธันวาคม 2560

Agenda 4 To consider and approve the omission of dividend payment for the operating results of the Company's the

year 2017 ended 31 December 2017

(ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)

วาระที่ 5 พิจารณานุมัติยกเลิกการอนุมัติการจำหน่ายทรัพย์สินตามมติในวาระที่ 3 ของที่ประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2561 ซึ่งประชุมเมื่อวันที่ 28 กุมภาพันธ์ 2561

Agenda 5 To consider and approve the revocation of resolution for the disposal of assets approved by the Extraordinary General Meeting of Shareholders No. 1/2018 held on 28 February 2018



เห็นด้วย _____ เสียง

Approve



ไม่เห็นด้วย _____ เสียง

Disapprove



งดออกเสียง _____ เสียง

Abstain

votes

วาระที่ 6 พิจารณานุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทและการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3. (วัตถุประสงค์)

Agenda 6 To consider and approve the amendment to the Company's objectives and the Memorandum of Association, Clause 3. (Objectives)



เห็นด้วย _____ เสียง

Approve



ไม่เห็นด้วย _____ เสียง

Disapprove



งดออกเสียง _____ เสียง

Abstain

votes

วาระที่ 7 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทข้อ 23 และข้อ 29 เรื่องการประชุมคณะกรรมการ และการประชุม ผู้ถือหุ้น

Agenda 7 To consider and approve the amendment to the Company's Articles of Association, Clause 23. and Clause 29. regarding the board of directors' meeting and shareholders' meeting



เห็นด้วย _____ เสียง

Approve



ไม่เห็นด้วย _____ เสียง

Disapprove



งดออกเสียง _____ เสียง

Abstain

votes

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 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 หรือในกรณีที่ประชุมมีการพิจารณาเลือกกรณีใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ
(.....)

Signed Appointer

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)

Signed Proxy

หมายเหตุ

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

Remarks:

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)

A proxy is granted by a shareholder of Nation Multimedia Group Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2561 ในวันที่ 19 มิถุนายน 2561 เวลา 14.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนน บางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพฯ 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No.2/2018 on June 19, 2018 at 14.00 hrs, at Conference Room, 7th Floor, Nation University Building 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 held.

☐ วาระที่ _____ เรื่อง _____

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ _____ เรื่อง _____

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ _____ เรื่อง _____

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ _____ เรื่อง _____

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

สิ่งที่ส่งมาด้วย 6

Enclosure 6

(ปิดอากรแสตมป์ 20 บาท)

(affix duty stamp 20 baht)

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

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

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We Nationality Residing/located at no. Soi
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road Tambol/Kwaeng Amphur/Khet Province
รหัสไปรษณีย์ _____
Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____
As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of Nation Multimedia Group Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of shares and have the rights to vote equal to tes as follows:

☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the right to vote equal to votes

☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and have the right to vote equal to votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ /or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet

จังหวัด _____ รหัสไปรษณีย์ _____

คนหนึ่งคนใดเพียงคนเดียว

Anyone of these persons



2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ

Appoint any one of the following members of the Independent Directors of the Company

นายอภิวุฒิ ทองคำ Mr. Apivut Thongkam

(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 4. ของหนังสือเชิญประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2561)

(Details of members of the Independent Directors of the Company are specified in Enclosure 4. of the Notice of the Extraordinary General Meeting of Shareholders No.2/2018)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

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

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2561 ในวันที่ 19 มิถุนายน 2561 เวลา 14.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนน บางนา-ตราด แขวงบางนา เขต บางนา กรุงเทพฯ 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.2/2018 on June 19, 2018 at 14.00 hrs, at Conference Room, 7th Floor, Nation University Building 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 held.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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



มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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



มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:



หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

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



หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

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

รวมสิทธิออกเสียงลงคะแนนทั้งหมด _____ เสียง

Total voting right votes

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2561

Agenda 1 To consider and certify Minutes of the 2018 Annual General Meeting of Shareholders



ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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



ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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



เห็นด้วย _____ เสียง



ไม่เห็นด้วย _____ เสียง



งดออกเสียง _____ เสียง

Approve

Votes

Disapprove

Votes

Abstain

Votes

- วาระที่ 2 พิจารณารับทราบรายงานของคณะกรรมการและผลการดำเนินงานของบริษัทในรอบปี 2560**
 Agenda 2 To acknowledge the report of the Board of Directors and operating results of the Company's for the year 2017
 (ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)
- วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี 2560**
 Agenda 3 To consider and approve the financial statements for the year 2017
 (ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)
- วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2560 สิ้นสุด ณ วันที่ 31 ธันวาคม 2560**
 Agenda 4 To consider and approve the omission of dividend payment for the operating results of the Company's the year 2017 ended 31 December 2017
 (ไม่มีการลงคะแนนในวาระนี้ / No casting of votes in this agenda)
- วาระที่ 5 พิจารณานุมัติยกเลิกการอนุมัติการจำหน่ายทรัพย์สินตามมติในวาระที่ 3 ของที่ประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2561 ซึ่งประชุมเมื่อวันที่ 28 กุมภาพันธ์ 2561**
 Agenda 5 To consider and approve the revocation of resolution for the disposal of assets approved by the Extraordinary General Meeting of Shareholders No. 1/2018 held on 28 February 2018
☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ คดออกเสียง _____ เสียง
 Approve Votes Disapprove Votes Abstain Votes
- วาระที่ 6 พิจารณานุมัติการแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทและการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 3. (วัตถุประสงค์)**
 Agenda 6 To consider and approve the amendment to the Company's objectives and the Memorandum of Association, Clause 3. (Objectives)
☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ คดออกเสียง _____ เสียง
 Approve Votes Disapprove Votes Abstain Votes
- วาระที่ 7 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทข้อ 23 และข้อ 29 เรื่องการประชุมคณะกรรมการ และการประชุมผู้ถือหุ้น**
 Agenda 7 To consider and approve the amendment to the Company's Articles of Association, Clause 23. and Clause 29. regarding the board of directors' meeting and shareholders' meeting
☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:
☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ คดออกเสียง _____ เสียง
 Approve Votes Disapprove Votes Abstain Votes

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 Any other matters (if any)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งออกเสียง _____ เสียง

Approve

Votes

Disapprove

Votes

Abstain

Votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ก. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The documents needed to be attached to this Proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Document confirming that the person who signed the proxy form is permitted to operate the custodian business

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ก. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)
A proxy is granted by a shareholder of Nation Multimedia Group Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 2/2561 ในวันที่ 19 มิถุนายน 2561 เวลา 14.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนน บางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพฯ 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At Extraordinary General Meeting of Shareholders No.2/2018 on June 19, 2018 at 14.00 hrs, at Conference Room, 7th Floor, Nation University Building 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 held.

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ วาระที่ _____ เรื่อง _____

Agenda item no.

Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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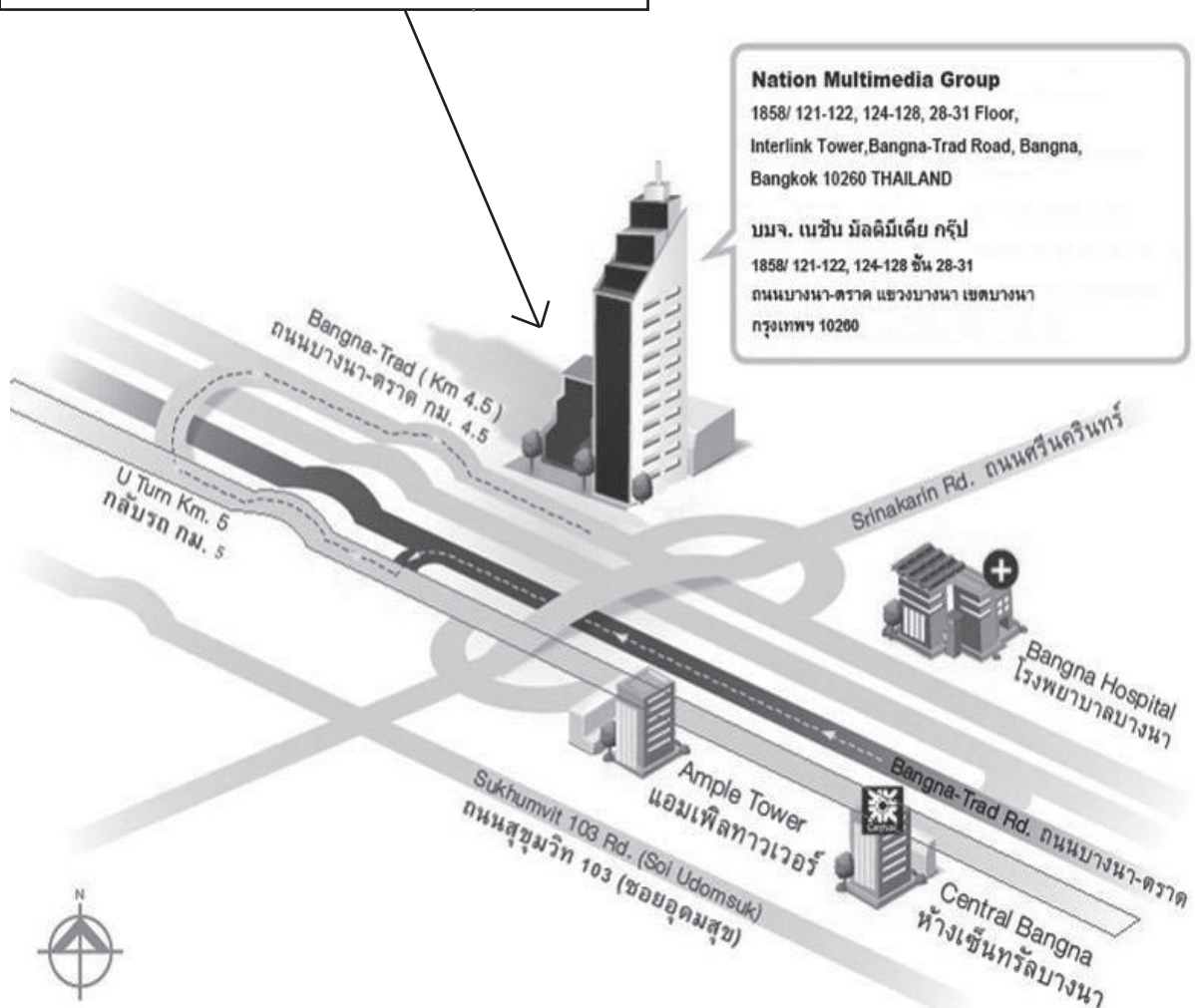
☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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Approve	Disapprove	Abstain
Votes	Votes	Votes

ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 กม.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.



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