



Nation Multimedia Group Plc.

Invitation Letter to the 2017 Annual General Meeting of Shareholders

On Friday, 28 April 2017 at 2.00 p.m.

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

Important Notes :

1. The meeting registration starts at 1.00 p.m.
2. For the convenience in the registration process, please present the Registration Form for registration.
3. The Company would like to inform of “No distribution of souvenirs for the AGM 2017”



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31 March 2017

Subject: Invitation Letter to the 2017 Annual General Meeting of Shareholders

Attention: Shareholders

- Enclosures:
1. Copy of the minutes of the 2016 Annual General Meeting of the Shareholders
 2. Copy of the minutes of Extraordinary General Meeting of Shareholders No.1/2016
 3. Annual Report 2016
 4. Roles and Responsibilities of the Audit Committee
 5. Criteria and Procedures to select the directors
 6. Definition of the Independent Directors
 7. Brief profiles of the persons being nominated as auditor for the year 2017
 8. Brief profiles of the persons being nominated as directors in place of those who are retiring due to rotation
 9. Articles of Association of the Company, Chapter 6: Shareholders' Meeting
 10. Conditions and procedures of the meeting of shareholders
 11. Profiles of the independent directors in support of their appointment as proxies
 12. Registration Form for the Annual General Shareholders Meeting
 13. Proxy (Form A) and (Form B)
 14. 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 2017 Annual General Meeting of Shareholders on Friday, 28 April 2017 at 2.00 p.m. at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna–Trad Road Km 4.5, Bangna Subdistrict, Bangna District, Bangkok 10260, to consider the following agenda items.

Agenda Item 1: To consider and certify the Company’s operating results and the Board of Directors’ report for the year 2016

Facts and Reasons: The operating results of the Company and the report of the Board of Directors of the Company for the year 2016 are provided in the 2016 annual report in Enclosure No. 3 which was sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider and certify the Company's operating results and the Board of Directors’ report for the year 2016.

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

Facts and Reasons: The consolidated financial statements of the Company and its subsidiaries as at 31 December 2016 have been audited by the auditors and reviewed by the Audit Committee. The auditor is of the opinion that the Financial Statements were accurately prepared in accordance with the requirements of the financial report standards, the details of which is provided in the 2016 annual report in Enclosure No.3 was sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the Company's financial statement for the year ended 31 December 2016 which have been audited by the authorised auditors and reviewed by the Audit Committee.

Agenda Item 3: To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2016

Facts and Reasons: Clause 42 of the Company's Articles of Association stipulates that, "The Company shall not make dividend payment from other sources of money other than profits." According to the Company's dividend payment policy, the dividend shall be paid at a rate of no more than 65 percent of the Company's net profit depending on the investment plan, necessity and other suitability in the future.

According to the Company's operating results for the year 2016, the Company had a net loss in the amount of THB 1,102.85 million for its consolidated financial statement and THB 88.28 million for its separate financial statement. Therefore, the Company could not make the dividend payment as specified in the Articles of Association of the Company.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to Shareholders to approve the omission of the dividend payment for the operating results of the year 2016, ended 31 December 2016.

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

Facts and Reasons: The Board of Directors, under the consideration and suggestion of the Audit Committee, deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the appointment of the auditor of KPMG Phoomchai Audit Ltd. as the auditor for the year 2017 of the Company, the auditors are as follows:

1. Ms.Patamavan Vadhanakul, CPA. Registration No.9832, who will sign the financial statements of the Company for the year 2017 for the third year or
2. Mr.Veerachai Ratanajaratkul, CPA. Registration No. 4323,or
3. Ms.Vannaporn Jongperadechanon, CPA. Registration No. 4098.

Brief profiles of the auditors above are in Enclosure No.7

All of the above three auditors have neither relationship with nor interests in the Company, its subsidiaries, joint venture entities, its management, major shareholders or any related parties thereof.

Therefore, they are independent to examine and able to express an unbiased opinion on the financial statements of the Company. Their performances were sound and satisfactory and their qualifications are not contrary to the regulations of the SET.

In addition, the Board of Directors, under the consideration and suggestion of the Audit Committee, deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2017 in respect of the Company, its subsidiaries and associated company, totaling 10 companies, in the total amount of THB 3,560,000. (The audit fee of the Company is THB 1,615,000).

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

Opinion from the Board of Directors: The Board of Directors of the Company and the Audit Committee have considered the appointment of auditors as well as the determination of their remuneration and deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2017 and the determination of the auditors' remuneration as mentioned above.

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

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

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| 1) Ms. Narawadee Vanichvatana | Independent Director
and Member of the Audit Committee |
| 2) Mr. Suphaphong Sushaspha | Independent Director
and Member of the Audit Committee |
| 3) Mr. Supawat Sa-nguan-ngam | Director |

Mr. Supawat Sa-nguan-ngam; a director, has informed the meeting that he has other duties which require many more responsibilities, therefore, he would not to be nominated for another appointed term as a director.

Opinion of the Board of Directors: The Board of Directors considered in accordance with criteria and procedures of the Company and took into account the appropriateness of the qualifications to select two directors who completed the terms with the qualifications consist of experience, knowledge and expertise. The two directors are as follow:

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|-------------------------------|---|
| 1) Ms. Narawadee Vanichvatana | Independent Director
and Member of the Audit Committee |
| 2) Mr. Suphaphong Sushaspha | Independent Director
and Member of the Audit Committee |

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

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

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

AgendaItem 6: To consider and determine the remuneration of directors for the year 2017

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

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the remuneration for the Company's directors for the year 2017 at the same rate as the previous year.

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

Position	Amount per person for year 2017 (Proposed Year) (THB / Year)	Amount per person for year 2016 (THB / Year)
Chairman*	400,000	400,000
Chairman of Audit Committee	400,000	400,000
Member of Audit Committee	300,000	300,000
Independent Director	200,000	200,000
Non-Executive Director	200,000	200,000
Executive Director*	-None-	200,000

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

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

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

Please be informed accordingly.

Sincerely yours,

A handwritten signature in black ink, appearing to be 'Thepchai Sae Yong'.

Mr. Thepchai Sae Yong
Chairman

**Minutes of the 2016 Annual General Meeting of Shareholders
of
Nation Multimedia Group Public Company Limited**

Date, time, and venue of the Meeting:

The Meeting was convened on 27 April 2016, at 1400 hrs., at the Grand Ballroom, 5th Floor, S31 Sukhumvit Hotel, No. 545 Soi Sukhumvit 31, Khlong Toei Nuea Subdistrict, Watthana District, Bangkok 10110.

Directors in attendance:

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|----|-------------------------------|---|
| 1. | Mr. Vachara Tuntariyanond | Chairman of the Board of Directors |
| 2. | Miss Duangkamol Chotana | Director and Chief Executive Officer |
| 3. | Mr. Pakorn Borimasporn | Independent Director and
Chairman of the Audit Committee |
| 4. | Ms. Kaemakorn Vachiravarakarn | Director and Member of the Audit Committee |
| 5. | Mr. Adisak Limprungpatanakit | Director |
| 6. | Mr. Pana Janviroj | Director |

There was a total of 6 directors attending the Meeting.

Directors absent:

- | | | |
|----|----------------------------|---|
| 1. | Mr. Sermsin Samalapa | Vice Chairman of the Board of Directors and
Executive Chairman |
| 2. | Mr. Suthichai Sae-Yoon | Director and
Chief Adviser to Editorial & Management Boards |
| 3. | Mr. Chaveng Chariyapisuthi | Independent Director and Member of the Audit
Committee |

The Management of the Company and its group companies:

- | | | |
|----|----------------------------|---|
| 1. | Mr. Thepchai Sae-Yong | Group Editor-in-Chief |
| 2. | Miss Nutwara Seangwarin | Executive Vice President - Marketing and Public
Relations Department |
| 3. | Mr. Somsakul Phaochindamuk | President – NOW Channel |

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| 4. | Miss Chalao Kanchana | Executive Editor - Krungthep Turakij Newspaper |
| 5. | Miss Jintana Panya-ar-vudh | Executive Editor - The Nation Newspaper |
| 6. | Mr. Banyong Intana | Executive Editor - Kom Chad Luek Newspaper |
| 7. | Mr. Bundit Chantasrikum | Executive Editor - News Nation & NOW 26 Channal |
| 8. | Miss Wichittral Sirivarakul | Senior Vice President – Marketing and Public Relations |
| 9. | Asst. Prof. Dr. Pong-In Rakariyatham | President of Nation University |
| 10. | Mr. Supoth Piansiri | Senior Vice President - Accounting |
| 11. | Miss Mathaya Osathanond | Senior Vice President - Finance and Corporate Secretary |

Auditors from KPMG Phoomchai Audit Company Limited:

- | | | |
|----|---------------------------|--------------------------------------|
| 1. | Miss Patamavan Vadhanakul | Certified Public Accountant No. 9832 |
| 2. | Mr. Winid Silamongkol | Certified Public Accountant No. 3378 |

Legal advisor:

- | | | |
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| 1. | Mr. Preechaya Ebrahim | LS Horizon Limited |
|----|-----------------------|--------------------|

Preliminarily Proceedings:

Mr. Vachara Tuntariyanond, Chairman of the Board of Directors, presided as the Chairman of the Meeting (the “**Chairman**”). The Chairman declared the Meeting to be duly convened, and informed the Meeting that amongst the total issued shares of the Company amounting to 4,067,639,262 shares, the numbers of shareholders attending the Meeting were:

- 199 shareholders attending the meeting in person, representing 167,492,919 shares, equivalent to 4.12 percent of the total shares.
- 460 shareholders attending the meeting by proxy, representing 2,610,658,838 shares, equivalent to 64.18 percent of the total shares.
- 579 shareholders attending the meeting in total, representing 2,778,151,757 shares, equivalent to 68.30 percent of the total shares.

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

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. Vote casting and counting of votes:

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

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

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

In voting at this annual general meeting of shareholders, in the case that no shareholder votes against or are otherwise of any different opinion, it shall be

deemed that the Meeting unanimously resolves to approve the matter as proposed by the Chairman. In the case that a shareholder votes against or abstains from voting, he/she is required to raise his/her hand. A shareholder who votes against or abstains from voting shall cast his/her votes in the ballots provided to the shareholders at the registration of the meeting, and mark the votes in the ballots in accordance with each agenda item with his/her name affixed, and then the staff will collect the ballots for the purpose of vote counting. These procedures shall be applicable to all shareholders attending the meeting whether in person or by proxy and shall be announced by the Chairman for each agenda item. A shareholder will have the number of votes equivalent to the number of shares he/she holds in the Company, whereby one share is equivalent to one vote.

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.

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

- 1) A ballot card that is filled in with more than one mark in the space provided;
- 2) A ballot card that casts a vote expressing a conflict of intent or a vote with no intent;
- 3) A ballot card with a vote that has been crossed out with no signature; and

any shareholder who wishes to correct his/her vote on the ballot should cross out the existing vote on the ballot and affix his/her signature thereto.

In conducting the meeting on any specific agenda item, unless otherwise informed by the Chairman or the meeting facilitator, in the case that the shareholders fail to give their ballots to the staff, the Company will count their votes in the agenda item as in favour. After the voting result of each agenda item is announced, it shall be deemed that the vote cast on such agenda item is final.

2. Shareholder's questions and opinions:

In order for the meeting to be conducted in a timely and orderly manner and does not take up too much time of the shareholders, the shareholders are requested to raise questions and express their opinions in the following manners:

- (1) The shareholders and proxies are requested to raise questions and express their opinions when the Chairman gives an opportunity for them to do so on the matter regarding the agenda item under discussion, whereby they are requested to state their names and surnames, and whether they attend the meeting as shareholders or by proxies before raising questions or expressing opinions on each occasion.
- (2) The shareholders who wish to raise questions or express their opinions are requested to raise their hands in order to be allowed by the Chairman or the meeting facilitator. If there are several shareholders who wish to raise questions or express their opinions, the Chairman or the meeting facilitator will take into consideration the shareholders who have yet to exercise their rights.
- (3) Upon his/her being granted permission, a shareholder, or proxy is requested to express his/her opinion by using the numbered microphone which has been specified. Questions or opinions must be addressed to the Chairman or the meeting facilitator only. The shareholders are not allowed to speak to or dispute

with other shareholders, or unnecessarily mention other shareholders' or other persons' names. The shareholders are requested to exercise their rights within an appropriate timeframe, provided that each question raised or opinion expressed should be completed within five minutes.

- (4) If the shareholders have questions or opinions that are irrelevant to the agenda item being considered, they should do so during other agenda items or at the end of the Meeting.
- (5) The Company hereby requests the shareholders to give their cooperation to ensure that the Meeting is conducted smoothly and within the specified time frame. In this regard, it may be necessary for the Chairman to carry out any action as he may deem necessary and appropriate if and when any shareholder fails to comply with the aforementioned procedures.

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

Agenda Item 1: To acknowledge the 2015 operational results and the management discussion and analysis

The Chairman asked Miss Duangkamol Chotana, Chief Executive Officer, to clarify the details of the management discussion and analysis to the Meeting.

The Chief Executive Officer informed the Meeting that the Company has prepared the report of the 2015 operational results and the management discussion and analysis as detailed in the 2015 Annual Report which has been delivered to the shareholders together with the notice calling for the Meeting, and provided a brief summary of the 2015 operational results as follows.

According to the consolidated financial statement of the Company and its subsidiaries for the year ending 31 December 2015, the Company had revenue from sales and services of Baht 3,015 million, an increase of Baht 187 million or 7 percent from Baht 2,828 million of the previous year. The gross profit was Baht 805 million, a decrease of Baht 58 million or 7 percent from Baht 863 million of the previous year. The net profit was Baht 36 million, an increase of Baht 20 million or 125 percent of Baht 16 million from the previous year.

The financial position of the Company according to the consolidated financial statement of the Company is as follows: the total assets were recorded as Baht 8,237 million, an increase of Baht 31 million or 0.4 percent of Baht 8,206 million from the previous year; the total liabilities were Baht 3,883 million, a decrease of Baht 561 million or 13 percent of Baht 4,444 million from the previous year; the shareholders' equity was recorded as Baht 4,354 million, an increase of Baht 592 million or 16 percent of Baht 3,762 million from the previous year.

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

Mr. Charlie Dissataluck, a shareholder attending the Meeting in person and by proxy, asked the following questions:

1. Generally, the first agenda item should deal with consideration and approval of the minutes of the 2015 Annual General Meeting of Shareholders, convened on 29 April 2558. However, in this Meeting, the agenda item to acknowledge the 2015 operational results and the management discussion and analysis was proposed as the first agenda item instead. In addition, according to the 2015 Annual Report, it was recorded that the act of not allowing certain shareholders to attend the meeting was lawful. Given that an agenda item for the consideration and approval of the minutes of an annual general meeting of shareholders is always included in the notice calling for a meeting of shareholders, why didn't the Company propose the agenda item for the consideration and approval of the minutes of the 2015 Annual General Meeting of Shareholders at the 2016 Annual General Meeting of Shareholders?

2. With respect to an action filed at the court to revoke the 2015 Annual General Meeting of Shareholders on account of certain shareholders being prohibited to attend the meeting and on which the court would render judgment in mid-May 2016, if the court were to render a judgment to revoke the 2015 Annual General Meeting of Shareholders, would the Board of Directors be responsible or would the board force the Company to bear the burden of expenses incurred?

The Chairman asked the Legal Advisor to respond to the questions.

Mr. Preechaya Ibrahim, the Legal Advisor, clarified as follows:

First issue: With respect to the observation of the shareholder, the agenda item for the consideration and approval of the minutes of the annual general meeting of the shareholders was not included in this Meeting because there is no regulation which requires a meeting of shareholders to consider and approve any minutes of a meeting under law. However, if any shareholder would like to give any opinion on the minutes of the previous meeting, the shareholder may propose that the Meeting considers this in another agenda item. In addition, the minutes of the 2015 Annual General Meeting of Shareholders were delivered to the shareholders and published on the website of the Company for the shareholders' information and the shareholders may give comments and inform the Company through the communication channels provided by the Company.

Second issue: With respect to the action for the revocation of the minutes of the 2015 Annual General Meeting of Shareholders, technically speaking the outcome of the case would be subject to the court proceedings which would follow after the court issues an order or judgment. Given that the outcome of the case is still undecided, the Company should refrain from disclosing information in this regard.

Mr. Charlie Dissataluck, a shareholder attending the Meeting in person and by proxy, stated that the act of prohibiting certain shareholders from attending the 2015 Annual General Meeting of Shareholders was the responsibility of every director and asked how the

Board of Directors would take responsibility if the court renders a judgment to revoke the 2015 Annual General Meeting of Shareholders?

The Chairman stated that the question raised by the shareholder was irrelevant to Agenda Item 1 which is the acknowledgement of the 2015 operational results, the management discussion and analysis. Furthermore, the issue raised was pending the trial stage. The Board of Directors would consider and evaluate possible solutions and the Company would report on the conclusion and solutions to the shareholders at a later stage.

Mr. Witoon Naluan, a shareholder attending the Meeting in person and by proxy, inquired that as NOW Channel underwent program rescheduling, why didn't the advertisements increase?

Miss Duangkamol Chotana, the Chief Executive Officer, explained that during the past six months NOW Channel had continuously enjoyed an increase in the advertising rates and revenue, with the ratings nearly at the level of the Top Ten Channels, which met the planned target figure. The advertising revenue for the previous year was recorded at approximately Baht 500 million.

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

Agenda Item 2: To approve the financial statement ending 31 December 2015

The Chairman asked Miss Duangkamol Chotana, the Chief Executive Officer, to explain the details of the financial statement to the Meeting.

The Chief Executive Officer stated to the Meeting that the Company has prepared the financial statements of the Company and its subsidiaries as at 31 December 2015 which have been audited by the auditor and reviewed by the Audit Committee and established that the financial statements are accurate and the information presented is complete and adequate in accordance with the generally-accepted accounting principles, as detailed in the 2015 Annual Report delivered to the shareholders together with the notice calling for the Meeting.

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

Mr. Charlie Dissataluck, a shareholder attending the Meeting in person and by proxy, asked whether, with respect to the financial statements of the Company, any damages were reflected in the financial statements of the Company given that a number of lawsuits had been filed against the Company to demand the Company pay a substantial amount of damages in hundreds of millions or billions.

Miss Duangkamol Chotana, the Chief Executive Officer, explained that that the cases were under the trial proceedings and the court's decision had yet to be rendered.

Therefore, it was not necessary for the Company to record such transaction in the financial statements.

No shareholders raised any further questions or opinions. The Chairman, therefore, proposed that the shareholders' meeting consider and approve the financial statements ending 31 December 2015.

After due consideration, the Meeting resolved to approve the financial statements ending 31 December 2015 by a majority vote of the shareholders attending the Meeting and casting their votes as follows:

In favour	2,563,784,609	votes, equivalent to	92.24	percent
Against	215,510,500	votes, equivalent to	7.75	percent
Abstentions	143,156	votes, equivalent to	0.01	percent

Agenda Item 3: To consider and approve the allocation of profits and the distribution of dividends from the operational results of the year 2015 ending 31 December 2015

The Chairman asked Miss Duangkamol Chotana, Chief Executive Officer, to clarify the details of this agenda item to the Meeting.

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

According to the operational results of the year 2015, the Company's net profit was Baht 259.11 million. The Board of Directors, therefore, deems it appropriate to propose that the shareholders' meeting consider the dividend payment from the operational results of the year ending 31 December 2015, at the rate of Baht 0.03 per share, for 4,067,640,000 shares, totaling of Baht 112.03 million, equivalent to 49.58 percent of the net profit under the separated financial statements of the Company after the deduction of the legal reserve. In this regard, 10 May 2016 was scheduled as the date to record the names of the shareholders who are entitled to dividend payments (Record Date); 11 May 2016 was scheduled as the date to close the share register to list the names of the shareholders who are entitled to dividend payments (Closing Date) in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992); and 24 May 2016 was scheduled as the date for payment of the dividend.

There were no shareholders raising any questions or expressing any opinions. The Chairman, therefore, proposed that the shareholders' meeting consider and approve the allocation of profits and the distribution of dividends from the operational results of the year 2015 ending 31 December 2015.

After due consideration, the Meeting resolved to approve the allocation of profits and the distribution of dividends from the operational results of the year 2015 ending 31 December 2015, by a majority vote of the shareholders attending the meeting and casting their votes, as follows:

In favour	2,662,059,185	votes, equivalent to	95.78	percent
Against	117,262,000	votes, equivalent to	4.22	percent
Abstentions	127,180	votes, equivalent to	0.00	percent

Agenda Item 4: To consider and approve the appointment of directors in place of those who were due to retire by rotation

The Chairman informed the Meeting that, Article 15 of the Company's Articles of Association provides that, at every annual general meeting of shareholders, a proportion of one-third of the directors shall vacate office. If the number of directors is not able to be divided in the proportion of three, the number of directors closest to one-third shall vacate office. At present, there are nine directors holding office in the Board of Directors, the three directors who have held office for the longest period are:

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| 1) | Mr. Chaveng Chariyapisuthi | Independent Director/Member of the Audit Committee |
| 2) | Miss Kaemakorn Vachiravarakarn | Independent Director/Member of the Audit Committee |
| 3) | Mr. Adisak Limprungpatanakij | Director |

Mr. Chaveng Chariyapisuthi, Independent Director and Member of the Audit Committee, stated his intention not to be nominated to hold office for another term as he has other tasks which require his attention.

The Board of Directors has taken into account the suitable qualifications of the directors which comprise of experience, expertise, and past performance of the two directors, namely:

- 1) Miss Kaemakorn Vachiravarakarn
- 2) Mr. Adisak Limprungpatanakij

The two directors have devoted their time to perform their duties in accordance with the scope of duties and responsibilities according to the principles of good

corporate governance, which are beneficial to the business operation of the Company. The Board of Directors, therefore, deemed it appropriate to propose that the 2016 Annual General Meeting of Shareholders consider and approve the appointment of these two directors who were due to retire by rotation to hold office for another term.

In this regard, in appointing a director in place of Mr. Chaveng Chariyapisuthi whose office term has expired and who does not wish to be nominated for another term, the Board of Directors proposed that the 2016 Annual General Meeting of Shareholders consider and approve the appointment of Miss Pijittra Mahapol to hold office as a new director in place of Mr. Chaveng Chariyapisuthi. Miss Pijittra Mahapol is fully qualified to hold office as an Independent Director and Member of the Audit Committee.

The details of the nominated directors are set out in Enclosure 6 attached to the notice calling for the meeting which has been delivered to all shareholders.

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

Mr. Charlie Dissataluck, a shareholder attending the meeting in person and by proxy, pointed out that Page 82-85 in the 2015 Annual Report provides that the action whereby some shareholders were not allowed to attend the 2015 Annual General Meeting of Shareholders of the Company, resulting in the agenda item to consider the appointment of new directors in replacement of the directors who were due to retire by rotation not being considered by the shareholders' meeting, as the group of shareholders that was not allowed to attend the meeting demonstrated the common intention to take over the Company's business, provided that they have not legally complied with the law. Nevertheless, Mr. Charlie was informed that the group of shareholders that was not allowed to attend the previous meeting was in attendance at this meeting, and the Company had inserted the agenda item to consider the appointment of new directors in replacement of the directors who were due to retire by rotation in this meeting. He asked that whether or not such action taken by the Company was carried out as the Company was certain that the votes of the group of shareholders who was not allowed to attend the previous meeting would be less than the votes of the shareholders of the executives of the Company.

The Chairman clarified that, as he has been in the position of Chairman of the Board of Directors for a short period of time, he did not know the details of the previous meeting. Despite the foregoing, in this shareholders' meeting, the Company has inserted the agenda item to consider the appointment of new directors in replacement of the directors who were due to retire by rotation, and the Meeting is requested to consider the matter in accordance with the scheduled agenda items. Regarding the opinion in conflict, the matter should proceed in accordance with the law.

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

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

- 4.1) Miss Kaemakorn Vachiravarakarn to hold office as an Independent Director and Member of the Audit Committee for another term:

In favour	2,157,051,186	votes, equivalent to	77.61	percent
Against	620,508,000	votes, equivalent to	22.32	percent
Abstentions	1,901,380	votes, equivalent to	0.07	percent

- 4.2) Mr. Adisak Limprungpatanakij to hold office as a Director for another term:

In favour	2,127,177,186	votes, equivalent to	76.53	percent
Against	650,406,400	votes, equivalent to	23.40	percent
Abstentions	1,890,980	votes, equivalent to	0.07	percent

- 4.3) Miss Pijittra Mahapol to hold office as an Independent Director and Member of the Audit Committee:

In favour	2,532,101,686	votes, equivalent to	91.10	percent
Against	245,409,000	votes, equivalent to	8.83	percent
Abstentions	1,963,880	votes, equivalent to	0.07	percent

Agenda Item 5: To consider and approve the fixing of the directors' remuneration for the year 2016

The Chairman asked Miss Duangkamol Chotana, Chief Executive Officer, to clarify the details of this agenda item to the Meeting.

Miss Duangkamol Chotana, Chief Executive Officer, informed the Meeting that, according to the Company's policy, the Board of Directors has the duty to screen the nomination of directors and the fixing of directors' remuneration. In fixing the remuneration, the Board of Directors has taken into account the remuneration of the companies operating in the same industry and the average rate of remuneration amongst businesses of a similar size, as well as the business expansion and profit growth of the Company. The details of the directors' remuneration for the year 2016 are set out in the notice calling for the meeting which has been delivered to all shareholders.

In this regard, the directors' remuneration for the year 2016 is the same rate as that of the year 2015 that is scheduled to be paid on a quarterly basis, in accordance with the following details:

Position	Remuneration per person (Baht)	Remuneration per person (Baht)
	2015	2016 (proposing)
Chairman of the Board of Directors	400,000	400,000
Chairman of the Audit Committee	400,000	400,000
Member of the Audit Committee	300,000	300,000
Director who are not an executive	200,000	200,000
Member of the Executive Board	200,000	200,000

In this agenda item, there were no shareholders raising any questions or expressing any opinions. The Chairman, therefore, proposed that the shareholders' meeting consider and approve the fixing of the directors' remuneration for the year 2016.

After due consideration, the Meeting resolved to approve the fixing of the directors' remuneration for the year 2016, in accordance with the proposed details, by a majority vote of no less than two-thirds of the total votes cast by the shareholders attending the meeting and casting their votes, as follows:

In favour	2,662,009,210	votes, equivalent to	95.77	percent
Against	117,282,100	votes, equivalent to	4.22	percent
Abstentions	193,256	votes, equivalent to	0.01	percent

Agenda Item 6: To consider and approve the appointment of the auditor and the fixing of the audit fee for the year 2016

The Chairman asked Miss Duangkamol Chotana, Chief Executive Officer, to clarify the details of this agenda item to the Meeting.

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

1. Miss Patamavan Vadhanakul,
Certified Public Accountant No. 9832
(who has affixed her name in the Financial Statement for the year
2016 as her second year); or
2. Mr. Winid Silamongkol,
Certified Public Accountant No. 3378; or
3. Mr. Veerachai Ratanajaratkul,
Certified Public Accountant No. 4323; or
4. Miss Vannaporn Jongperadechanon,
Certified Public Accountant No. 4098.

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

With respect to the audit fee, the Board of Directors, as advised by the Audit Committee, deemed it appropriate to propose that the shareholders' meeting consider and approve the fixing of the audit fee for the year 2016 of the Company and its 10 subsidiaries at Baht 3,560,000 in total.

In this agenda item, there were no shareholders raising any questions or expressing any opinions. The Chairman, therefore, proposed that the shareholders' meeting consider and approve the appointment of the auditor and the fixing of the audit fee for the year 2016.

After due consideration, the Meeting resolved to approve the appointment of Miss Patamavan Vadhanakul, Certified Public Accountant No. 9832; or Mr. Winid Silamongkol, Certified Public Accountant No. 3378; or Mr. Veerachai Ratanajaratkul, Certified Public Accountant No. 4323; or Miss Vannaporn Jongperadechanon, Certified Public Accountant No. 4098 of KPMG Phoomchai Audit Ltd., as the auditor of the Company for the year 2016, and approve the fixing of the audit fee for the year 2016 of the Company and its 10 subsidiaries at Baht 3,560,000 in total, by a majority vote of the shareholders attending the meeting and casting their votes, as follows:

In favour	2,662,027,910	votes, equivalent to	95.77	percent
Against	117,286,500	votes, equivalent to	4.22	percent
Abstentions	170,656	votes, equivalent to	0.01	percent

Agenda Item 7: Other matters

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

Mr. Phuwanart Na Songkhla, Shareholders' Rights Protection Volunteer, Thai Investors Association, asked two questions as follows:

Issue 1: What is the Company's progress with respect to its anti-corruption policy?

Miss Duangkamol Chotana, Chief Executive Officer, explained that the Company deems the implementation of its anti-corruption policy important issue and that it had executed a declaration of intent to join the Private Sector Collective Action Coalition Against Corruption (the declaration of intent of the Company was executed in May 2014, and the declaration of intent of NBC and NINE were executed in September 2013), which is available on the Company website. In addition, the Company had also included anti-corruption measures in its "Good Corporate Governance Policy" and "Code of Conduct of the Board of Directors, Executives, and Employees" (the "Code of Conduct"), and disclosed the same to its employees in the interest of compliance, both of which are accessible via the website of Nation House.

Progress in 2016: The Company plans to join the Private Sector Collective Action Coalition Against Corruption (CAC) and is currently in the process of making changes to some of the information which is not yet completely in compliance with the relevant rules. It is in the final stage and will submit the documents to the Collective Action Coalition Against Corruption Council for certification within the second or third quarter of this year. The Company expects to be certified as a member of the CAC this year. Moreover, the Company has included a course on Ethics as part of its annual training plan in order to continuously provide knowledge of and create awareness of anti-corruption. In 2016, the Company reviewed and amended its "Good Corporate Governance Policy" and "Code of Conduct" to be consistent with the new rules governing good corporate governance of the Thai Institute of Directors (IOD) and the rules of the CAC. The Code of Conduct will be printed and distributed to all employees so that they can study the details at any time.

Second issue: A volunteer of the Thai Investors' Association had attended the general meeting of shareholders of the other party in dispute with the Company, whereby the party in dispute informed the shareholder that the case was under mediation. Therefore, the shareholder asked the Company to update the Meeting on the status of the case and the mediation.

Miss Duangkamol Chotana, the Chief Executive Officer, explained that the case was pending the court proceedings; the Company was thus unable to disclose any information regarding this case.

Mr. Charlie Dissataluck, a shareholder attending the Meeting in person and by proxy, stated that several lawsuits, civil and criminal, had been filed against the Board of

Directors and asked the Company to inform the Meeting of the details of the lawsuits and the damages claimed in the civil lawsuit and asked whether or not such lawsuits would have any impact on the Company. He stated that the shareholders were entitled to be informed of this information for their investment decision-making or in order for them to decide whether they should have confidence that the Board of Directors had complied with the good corporate governance principles.

Miss Duangkamol Chotana, the Chief Executive Officer, explained that given that the case was then pending trial, the shareholders who wished to receive the information may contact the Company directly. The Company would disclose as much information as permissible to the shareholders. However, certain information could not be disclosed since it would affect the outcome of the case.

Mr. Preechaya Ibrahim, the Legal Advisor, the lawyer responsible for the case referred to by the shareholder, stated that several cases, civil and criminal, had been filed against the Company. In addition to the case filed by Mr. Siritaj Rojanapruk, the shareholders had filed another case to demand the Board of Directors pay damages to the Company. The outcome of the case would not affect the financial statements of the Company. Other than the case mentioned, there were no pending civil lawsuits which would materially affect the financial position of the Company and thus the investment decision-making by the shareholders.

Mr. Pravit Trairatvorakul, a minority shareholder, suggested that the Company and the parties in dispute should promptly enter into negotiations to reach settlement in the interests of the business of the Company, as well as its employees and shareholders, because the business in this sector should continue to expand and the Company was considered a big player in the market. Mr. Pravit Trairatvorakul, then, asked the following questions.

Issue 1: What is the future of the business group of the Company? Considering that the Company's business involves all media channels, why does the Company place little emphasis on its radio business?

Miss Duangkamol Chotana, Chief Executive Officer, explained that the business of the Company comprises the following: two television channels; three newspapers (Bangkok Biz News, Khom Chad Luek, and The Nation); approximately ten websites; radio; internet, print media (pocket books); logistics services; printing services; and university-level education). In terms of the future of print media, it is likely that this industry will experience a continuous decline at the global level due to the overall slow-down of the print media industry. A newspaper that has a competitive advantage and is in a strong position will be able to maintain its market position. For example, Bangkok Biz News remains as the Company's core newspaper business among others in the business group due to its ability to consistently generate high revenue. Kom Chad Luek and The Nation face competition in the mass market.

Miss Duangkamol Chotana then explained that at present, not only do the companies face competition within the mass market but are also subject to competition from various types of media. For example, English-language newspapers must also compete with English-language websites and social media. Today, people are able to access news and information via various channels. As such, the competition in the form mass media, social media, television media, and Facebook have caused the print media industry to suffer a serious impact world-wide. However, the Company's efforts in establishing a strong business plan over the past ten years has enabled the Company to successfully make a transition to the online and television media business, and to be a successful candidate in the Digital TV bid and to be granted licenses to operate a digital television business for two television channels two years ago. The Company's strategies for print media are as follows:

1. Bangkok Biz News has been able to maintain its strength and market position as the leading business newspaper and has also been able to continuously generate income and demonstrate competitive advantage among others in the market.

2. With respect to other newspaper in the mass market, the business strategy of the companies in the Nation Group is as follows: the Company will take a multi-media approach by combining different types of media in order to increase its competitiveness. For example, for Kom Chad Luek, the newspaper media is now combined with that of television and radio media. This was consequently one of the reasons for which the Company was successful in bidding for the license to operate a digital television business and was granted licenses to operate two digital television channels two years ago, i.e. Nation TV (which focuses on the news and informative content) and NOW26 (which is a variety channel that also broadcasts business news).

Mr. Adisak Limprungpatanakit, Chief Executive Officer of Nation Broadcasting Corporation Public Company Limited, explained the overview of the television business, informing the Company that, at present, Nation Broadcasting Corporation Public Company Limited ("NBC"), a subsidiary in the Company's Group, operates two radio stations, i.e. FM 90.5 and FM 102. The case of NBC is different from that of MCOT, which owns the radio stations that it operates, given that NBC has executed lease agreements (as a co-investor with the Defence Energy Department and Ministry of Defense) and is thus subject to a considerable number of limitations on the operation of the radio business. However, in no way does this mean that the Company does not give importance to its radio business.

With respect to the overview of the television business, the television industry is currently in a transitional phase. The cancellation of the analogue system in 2018 marked one of the most important transition points in Thailand in the past 50 years, after which there will be fair competition in the market. The long term outlook of both of the television channels of Nation (the news channel and the variety channel) is good, due to the Company's being in an advantageous position, e.g. the Company had increased ratings from the documentaries shown on NOW26 in the past four to five months. Nation TV is also a strong competitor in the news broadcasting market as it has a good viewer-base and has the highest rating in Bangkok and many provinces nation-wide. Nation TV is not as popular among viewers in rural areas. However, the Company is in the process of developing new content that will respond to the demands of the

viewers in the rural areas. It is expected that the NBTC will cancel the analogue system in two to three years' time. As a result, there will be fair competition among more than 20 channels. The Company firmly believes that, with its strength and the fact that its business regularly appears in the social and online media, it will be in a very advantageous position when compared with its competitors.

Issue 2: Are these numbers in the summary of the financial information section, particularly the part regarding the financial rates on pages 6 and 7 of the Annual Report correct?

- Net profit to total income ratio of 0.85%
- Remuneration to shareholders' equity ratio of 0.63%
- Remuneration to total assets ratio of 0.32%

Miss Duangkamol Chotana, Chief Executive Officer, explained that such information is correct.

Mr. Vitoon Na-luan, a shareholder, asked under which initiative had the Company bartered many condominiums as a means of promoting sales?

Miss Duangkamol Chotana, Chief Executive Officer, explained that the barter of condominium units is in the ordinary course of business of the Company because the Company regularly organizes sales promotional activities.

Mr. Vitoon Na-luan, a shareholder, asked whether the Company had enforced the good corporate governance policy in respect of its employees in the past two to three years.

Miss Duangkamol Chotana, Chief Executive Officer, explained that the Company operates its business in compliance with the principles of good corporate governance and the law.

The Chairman requested the Legal Advisor to clarify the issue on the certification of the Minutes of 2015 Annual General Meeting, as requested by a shareholder.

Mr. Preechaya Ibrahim, the Legal Advisor, clarified the following: as previously clarified, the Company is not obliged by law to certify the Minutes of the Meeting, and there is no legal provision specifying that the Company shall certify the Minutes of the Meeting; however, the shareholders may provide comments with respect to the Minutes proposed to the Meeting. For further understanding, the Legal Advisor clarified that the Company's Management has proposed the guidelines for further action, and that after the adjournment of this Shareholders Meeting, the Company shall prepare the Minutes of the Meeting and distribute it on the Company's website within 14 days from the date of the Meeting, to allow the shareholders to provide comments or suggestions concerning the Minutes and return them via the Company's designated channels within 30 days; if these guidelines are complied with, the Company will not

propose an agenda item on the certification of the Minutes of the Meeting to the Shareholders Meeting in the future years.

Additionally, the Legal Advisor clarified to the Meeting with respect to the issues from the last year Shareholders Meeting, whereby the previous Chairman of the Meeting had a reasonable doubt and refused to allow certain shareholders to attend the Meeting. The Board of Directors was not aware of the incident in that Shareholders Meeting, but after the Meeting was adjourned, there were a number of questions and legal issues. The Board is of the opinion that the situation at that point was not obvious and decided to refrain from taking any action affecting the interested and relevant parties, as previously clarified after the Shareholders Meeting on that day was adjourned. However, in light of certain current information, the Board of Directors shall manage the Company in its ordinary course of business.

Mr. Chalee Ditthaluck, a shareholder attending the Meeting in person and as a proxy, inquired as follows:

Issue 1: If the Court ordered the revocation of the 2015 Annual General Meeting, what is the Company's policy in dealing with such an issue?

Mr. Preechaya Ibrahim, the Legal Advisor, clarified that as the issues are under adjudication of the Court, the Legal Advisor commented to the Board of Directors and to Shareholders Meeting that the information concerning the case shall not be disclosed, which is the normal practice in the legal profession.

Issue 2: The SEC Office has filed a complaint against the Company executives for their dishonesty in their duty, by forbidding certain shareholders from attending the Meeting, and the Economic Crime Suppression Division of the Royal Thai Police had also filed a complaint. In this respect, what is the effect of this issue upon the image and reputation of the Company?

Mr. Preechaya Ibrahim, the Legal Advisor, clarified that such issue is a complaint against certain directors and is not directly related to the Company, that is to say, the complaint is directed to the Chairman of the previous Meeting, and the Chairman of the previous Meeting has explicitly stated that he will be responsible for any action performed. In that General Meeting, the Chairman of the Meeting explicitly clarified to the Board that other directors were not involved and the decision was solely made by the Chairman, and thus, with respect to the Complaint by the SEC Office, the Legal Advisor is of the view that it will have no effect upon the Company's image.

Mr. Siriwat Worawetchwutthikul, a shareholder, proposed that the Board of Directors initiate a case against the three major shareholders that the SEC Office had filed a complaint against on 28 March 2016, on the grounds that the three major shareholders are taking an action which constitutes a takeover without issuing a tender offer, a violation of the Securities and Exchange Act B.E. 2535, causing minor shareholders damage by not issuing a tender offer;

as at the time, the share prices was at Baht 2.02 per share, and currently the share price is at Baht 1.43 per share.

Mr. Siriwat Worawetchwutthikul also demanded the Board of Directors and Company Executives claim for damages for directors; and executives' appearance in court, which affect their performance of the duties and management of the Company; he believes that if such litigation had not taken place, the Company's operating results would have been better, the shareholders should have received more dividends, and the Company's share price would not have dropped like it has today.

Mr. Siriwat Worawetchwutthikul then demanded the Directors and Executives to allow the shareholders to collect their names for the Directors and Executives to initiate a case and a claim for damages for their inability to perform the duties of the Directors as a result of their time spent on such litigation, damages which is the effect from a drop in the share price, and file a case against the three major shareholders against whom the SEC Office had filed a complaint, namely:

1. News Network Corporation Public Company Limited
2. Polaris Capital Public Company Limited
3. Mr. Siwasit Sainampueng

The failure by the Executives to take action may be deemed as the Directors' and Executives' omission to perform their duties.

As there were no shareholders raising any additional questions, the Chairman then expressed his appreciation to all shareholders and directors for their attendance at the meeting, and declared the 2016 Annual General Meeting of Shareholders adjourned.

The meeting was adjourned at 17.10 hrs.

-signature-

Signed.....Chairman of the Meeting
(Mr. Vachara Tuntariyanond)

Minutes taken by

-signature-

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

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

Monday 7 November 2016, at 09.00 hrs.

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

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

The Corporate Secretary informed the Meeting that at present, the Company’s registered capital is THB 2,663,572,194.95, and paid-up capital is THB 2,155,959,048.86, divided into 4,067,847,262 ordinary shares, at the par value of THB 0.53 per share. In this Extraordinary General Meeting of Shareholders No. 1/2016, there were a total of 367 shareholders attending the Meeting in person and by proxy, representing 2,835,896,681 shares or equivalent to 69.71 percent of the total issued shares of the Company. The quorum was thus constituted in accordance with the Company’s Articles of Association.

Director in attendance:

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

Legal Advisor of the Company in attendance:

1. Mr. Prechaya Ebrahim LS Horizon Limited

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

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

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

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

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

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

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

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

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

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

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

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

No. 1 Mr. Vithoon Pungprasert;

No. 2 Mr. Phuwanart Na Songkhla.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	1,997,935,016	97.30

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

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

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

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

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

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

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

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

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

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

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

There were no shareholders raising any additional question, the Chairman expressed his appreciation to all shareholders, proxies, and attendees for their dedication in attending the Meeting, and declared the Meeting adjourned at 11.15 hrs.

Signed_____ - *Signature* - _____Chairman of the Meeting
(Mr. Vithoon Pungprasert)

Signed_____ - *Signature* - _____Corporate Secretary

(Ms. Mathaya Osathanond)

Minutes Taker

Role and Responsibilities of Audit Committee

The Audit Committee shall be responsible for:

1. Review the financial reports (quarterly financial report and annual audited financial report) to oversee that the reports are sufficient and correct before forwarding them to the Board of Directors for consideration.
2. Review the internal control system to oversee that the internal audit procedures are adequate, appropriate and efficient. In addition, to observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.
3. Review the risk assessment and risk management system to oversee that they are appropriate, adequate and efficient.
4. Review the business operating procedures to oversee that they are in compliance with rules and regulations of the Security Exchange Commission and those of the Stock Exchange of Thailand as well as other laws relative to the company business.
5. Recommend to the Board the independent auditors to be nominated for shareholder approval to audit the financial reports of the company. Review with the independent auditors the objectivity of audit, responsibility and auditing procedures of the independent auditors including problems found during the audit as well as issues that the independent auditors consider they may have material impact on the company financial reports and to attend a meeting with the auditor without the presence of the management at least once a year.
6. Review the connected transactions or transactions that may have conflict of interest to oversee that they are accurate, complete and compliance with rules and regulations of the Stock Exchange of Thailand as well as disclose complete information of the transactions to ensure that they are appropriate and most beneficial to the Company.
7. Issue an Audit Committee Report to be included in the company's annual report and the report must be signed by the Audit Committee Chairperson and must at least contain the following information:
 - Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company.
 - Opinions concerning with the adequacy of the Company's internal control system.
 - Opinions concerning with the risk management system of the company
 - Opinions concerning with the Company's compliance with the law and regulations of the

Securities and Exchange and regulations of the Stock Exchange of Thailand, or any law governing the Company's business.

- Opinions concerning with the appropriateness of the auditor.
- Opinions concerning with the transactions that may involve conflict of interest.
- The number of the Audit Committee's Meetings and attendance record for each of the Audit Committee Members.
- Opinions or overall observation that the Audit Committee has received by performing according to the Charter of the Audit Committee.
- Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.

8. Perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee.

The Audit Committee is responsible to the Board of Directors and the Board of Directors is still responsible for the Company's operation to the other persons.

The Committee's job is one of oversight. Management is responsible for the preparation of the Company's financial statements and the independent auditors are responsible for auditing these financial statements. The Committee and the Board recognize that management including the internal audit staff and the independent auditors shall have more resources and time and more detailed knowledge and information regarding the Company's accounting, auditing, internal control and financial reporting practices than the Committee does accordingly. The Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others.

The Company Board of Directors is empowered to make adjustment and change definitions and qualifications of an independent director as well as scope of duties and responsibilities of the Audit Committee according to the regulations of The Security and Exchange Commission, The Stock Exchange of Thailand, The Capital Market Supervisory Board, and other related laws.

Criteria and Procedures to Select Directors

Selection of Directors

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

Definition of the Independent Directors

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

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

Independent Directors' qualifications are as follows:

1. Hold not over 1% of paid-up capital of the company, its subsidiaries and joint venture companies, or other related companies or juristic persons with potential conflict of interest. This includes shares held by related persons according to Article 258 of Securities and Exchange Act.
2. Shall not be executive directors, staff or employees or consultants who receive regular benefits from the company, or personal consultants to the company's management, its subsidiaries and joint venture companies, or other persons with potential conflict of interest. Independent Directors shall not have any interests in such manner for at least 2 years prior to appointment date. This qualification does not refer to independent directors who used to serve as government officials or advisors to any government agencies which are the major shareholders or executives of the company.
3. Shall not have or used to have business relationships, financial benefits or other forms of benefit whether directly or indirectly, in business affairs and management of the company, its subsidiaries or joint venture companies, or related companies, which might obstruct the exercise of independent judgment, or shall not be or used to be major shareholders, or executives of the company except in the case that such interests finished at least 2 years prior to the appointment date.
4. Shall have no blood relationship or relationship through legal registration in the forms of parents, spouse, siblings and children, or children's spouses with executive directors, management, controllers, or major shareholders of the company or its subsidiaries of executive directors, management, controllers, or the persons who are nominated for an executive position or executives of the company or its subsidiaries.
5. Shall not be open or secret nominees of directors, major shareholders or any groups of shareholders of the company who are related to any major shareholders or any groups of the company's shareholders.
6. Shall perform their duties and exercise their judgment without the influence of executive directors or major shareholders of the company, and related persons or their relatives.

7. Shall not be or used to be auditors of the company, its subsidiaries, joint venture companies, the major shareholders or the company's executives. The Independent Directors shall not be major shareholders, executives or business partners of juristic person under the management of the auditor of the company, its subsidiaries, joint venture companies, major shareholders or the company's executives except when such activities finished at least 2 years prior to the appointment date.
8. Shall not work or used to work in a profession that included law and financial consultant services and asset appraising, which receives service fees of over 2 million baht per year from the company, its subsidiaries and joint venture companies or major shareholders or the company's executives. In the case that the profession is registered as a person juristic, this rule covers the case of being the major shareholder, executives, or business partner of that professional service, except such services ended at least 2 years prior to the appointment date.
9. Shall not operate any business in the same nature and in competition with the business of the Company, subsidiary company, nominee shareholder in partnership, or director in management level, employee, staff, advisor who receive the regular salary or hold more than 1 percent of the voting shares in other company operating the business in the same nature and in competition with the business of the Company or subsidiary.
10. Shall not have any other characteristic which prevents them from being able to give independent opinions on the management of the company.

Agenda Item 4
Brief profiles of the persons being nominated as auditor for the year 2017

2016	2017 (Proposal Year)
KPMG Phoomchai Audit Co Ltd	KPMG Phoomchai Audit Co Ltd
1. Ms. Patamavan Vadhanakul Registration No. 9832 2. Mr. Winid Silamongkol Registration No. 3378 3. Mr. Veerachai Ratanajaratkul Registration No. 4323 4. Ms. Vannaporn Jongperadechanon Registration No. 4098 Ms. Patamavan Vadhanakulis the Auditor who has affixed his signature to certify the Company's financial statement in 2016 (for the second year) Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 3,560,000 Baht. (excluding NBC&NINE) (The audit fee of the Company is THB 1,615,000). As for other service charges, the Company and its subsidiary and and joint venture entity shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year	1. Ms. Patamavan Vadhanakul Registration No. 9832 2. Mr. Veerachai Ratanajaratkul Registration No. 4323 3. Ms. Vannaporn Jongperadechanon Registration No. 4098 Ms. Patamavan Vadhanakulis the Auditor who has affixed his signature to certify the Company's financial statement in 2017 (for the third year) Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 3,560,000 Baht. (excluding NBC&NINE) (The audit fee of the Company is THB 1,615,000). As for other service charges, the Company and its subsidiary and and joint venture entity shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year

Agenda Item 4

Brief profiles of the persons being nominated as auditor for the year 2017

General Information

Name-Surname : Ms. Patamavan Vadhanakul

Nationality : Thai

Work Place : KPMG Phoomchai Audit Ltd.

Period of employment : 24 years

Position : Partner, Audit



Education Qualification:

- Master of Science in Risk Management, University of Southampton, United Kingdom
- Master degree of Business Administration, Thammasat University
- Bachelor of Accountancy, Chulalongkorn University

Membership in Professional Organizations :

- Member of the Federation of Accounting Professions of Thailand
- Certified Public Accountant of Thailand
- Licensed CPA approved by Thai Securities Exchange Commission

Experience :

- Audit Partner, KPMG Phoomchai Audit Ltd.
- Joined the Firm since 1993

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

Name : Ms. Narawadee Vanichvatana

Age : 57 years

Education Qualification:

- Master of Science in Accounting,
Kent State University, Ohio, USA
- Bachelor of Degree in Accounting (Auditing)
(2nd class honors)
Faculty of Commerce and Accountancy,
Thammasat University



Training Course (s):

1. KPMG Phoomchai Business Advisory Co., Ltd.

- Audit Committee Forum Stay on course : Impairment of assets No.55/2016

2. Federation of accounting profession

- Internal auditing control course, 2014

Experience:

2016 - Present	Independent Director and Member of The Audit Committee	Nation Multimedia Group Plc.
1999 - Present	External Audit Manager	D & V Audit Office.
1994 - 1998	Accounting Manager	Sima - Thani Co., Ltd.
1989 - 1993	Accounting Manager	RCL Plc.
1982 - 1986	Senior Vice President Audit	SGV na thalang office Co., Ltd. (KPMG)

No. of Shares Held as at December 30, 2016

- None -

Relationship Characteristics:

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

Information Holding the post of the Company's Director and Meeting Attendance in 2016

Holding the post of the Company's Director	The Meeting Attendance in 2016			
As of December 31 , 2016	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
1 Month (Appointed as a director since November 7, 2016)	3/3	1/1	N/A	N/A

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

Listed Company		Non Listed Company	Rival incorporation	
No.	Type of Director	Number	Number	Type of Director
-	-	1	-	-

Type of Nominated Director: Independent Director and Member of The Audit Committee

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

Name : Mr.Suphaphong Sukhasapha

Age : 56 years

Education Qualification:

- **Master degree in finance & Marketing** ,
Northwestern University
- **Master degree of Accounting** ,
Faculty of Commerce and Accountancy,
Thammasat University
- **Bachelor degree of Accounting**
Faculty of Commerce and Accountancy,
Thammasat University



Training Course (s):

Thai Institute of Directors.

- Director Accreditation Program (DAP# 2004)

Experience :

2016 - Present	Independent Director and Member of The Audit Committee	Nation Multimedia Group Plc.
2016 - Present	Management	Vejthani Hospital Plc.
2014 - 2016	Independent Director and Member of The Audit Committee	OPEN SERVE Co., Ltd.
2005 - 2016	Director and Executive Director	Conextivity Co., Ltd.
2009 - 2011	Director and Executive Director	Professional Waste Technology (1999) Plc.
2004 - 2009	Independent Director and Member of The Audit Committee	Solution Corner (1998) Plc.

No. of Shares Held as at December 30, 2016

- None -

Relationship Characteristics:

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

Information Holding the post of the Company's Director and Meeting Attendance in 2016

Holding the post of the Company's Director	The Meeting Attendance in 2016			
As of December 31 , 2016	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
1 Month (Appointed as a director since November 7, 2016)	3/3	1/1	N/A	N/A

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

Listed Company		Non Listed Company	Rival incorporation	
No.	Type of Director	Number	Number	Type of Director
1	Management Vejthani Hospital Plc.	-	-	-

Type of Nominated Director: Independent Director and Member of The Audit Committee

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

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

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

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

30. Annual general meeting of the shareholders meeting shall engage in the following acts:

- (1) Acknowledge the Board of Directors' report concerning the Company's activities in the past year.
- (2) Approve the financial statement and the balance sheet.
- (3) Approve the allocation of profit.
- (4) Select the directors whose term limits expire.
- (5) Appoint the auditor and determine the Company's auditing fee.
- (6) Others.

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

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

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

In case where the number of shareholders who show up one hour after the appointed time do not make the quorum and such meeting is called according to the request by the shareholders, such

meeting will be suspended. In case where such meeting is not requested by the shareholders, the meeting will be rescheduled. And the invitation letter shall be sent to the shareholders at least

7 days prior to the meeting. The latter case shall not make the requirement on the quorum of the meeting.

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

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

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

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

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

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

2. Appointing a proxy:

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

Required documents for appointing a proxy:

- **In cases in which the shareholder is an individual with Thai nationality:**
A certified copy of the identity card or state official identity card of the person appointing the proxy is required.
- **In cases where the shareholder is an individual with foreign nationality:**
A certified copy of the alien identity card or passport or a document issued as a substitute for the passport of the person appointing the proxy is required.
- **In cases where the shareholder is a juristic person:**
 - **Thai juristic person:** A certified copy of the company affidavit issued within the last six months by the Ministry of Commerce or other relevant agencies and a certified copy of the national identity card or state official identity card or passport (in cases of foreign nationals) of the authorized director whose signature is affixed to the proxy form.

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

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

- **Documents form custodian**

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

- **Documents from shareholder**

- 1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
- 2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
- 3) Copy of a valid identification card or government officer card or driving license or passport (in the case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.

Documents from proxy

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

4) In cases in which a shareholder is deceased:

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

5) In cases in which a shareholder is a minor:

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

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

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

Registration:

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

Voting:

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

Profiles of the independent directors in support of their appointment as proxies

Name : Ms. Pichitra Mahaphon

Age : 66 years

Education Qualification:

Master Degree

- MAI, the Appraisal Institute, Chicago,

Bachelor Degree

- Bachelor of Arts, Oregon State University , USA

Training Course:

Thai Institute of Directors

- Anti-Corruption-The Practical Guide (ACPG#2016)
- Risk Management Program for Corporate Leaders (RCL#2015)
- Director Accreditation Program (DAP# 2013)
- Advanced Audit Committee Program (AACP# 2013)

KPMG Phoomchai Audit Ltd.

- New Auditor's Report: What's in it for you? No.54/2016
- Audit Committee Forum Stay on course : Impairment of assets No.55/2016

Experience:

2016 - Present	Independent Director and Chairman of The Audit Committee	Nation Multimedia Group Plc.
2016 - Present	Independent Director and Member of The Audit Committee	BTS Group holding Plc.
2008 – 2016	Executive Director, Partner	Advance Advisory Co., Ltd.
2014 – 2015	Independent Director and Chairman of The Audit Committee	Bangkok Mass Transit System Plc. (BTSC)
2009 - 2014	Independent Director and Member of The Audit Committee	Bangkok Mass Transit System Plc. (BTSC)

No. of Shares Held as at December 30, 2016

- None -



Relationship Characteristics

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

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

Listed Company		Non Listed Company	Rival incorporation	
No.	Type of Director	Number	Number	Type of Director
1	Independent Director/ Member of The Audit Committee BTS Group holding Plc.	-	-	-

Proxy Form A

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่ ถนน ตำบล / แขวง.....

Residing at Road Tambol / Khwaeng

อำเภอ / เขต จังหวัด รหัสไปรษณีย์.....

Amphur / Khet Province Postal Code

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

Being a shareholder of Nation Multimedia Group Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ
เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) อายุ ปี
age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด..... รหัสไปรษณีย์ หรือ

Province Postal Code or

(2) อายุ ปี
age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
สามัญผู้ถือหุ้นประจำปี 2560 ของบริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) ในวันที่ 28 เมษายน 2560 เวลา 14.00 น.
ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนนบางนา-ตราด แขวงบางนา เขตบางนา
กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the Annual General Meeting of
Shareholders 2017 of Nation Multimedia Group Public Company Limited on 28 April 2017 at 14.00 p.m. at the
Conference Room, 7th Floor, Nation University Tower, No. 1854, Bangna-Trad Road K.M.4.5, Bangna Subdistrict,
Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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

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

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

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

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

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน
ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

Attached Document No. 13

(affix duty stamp 20 baht)

Proxy (Form B.)

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า. _____ สัญชาติ _____
I/We _____ nationality

อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)
being a shareholder of Nation Multimedia Group Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ holding the total amount of _____	หุ้น _____ shares	และออกเสียงลงคะแนนได้เท่ากับ _____ and have the rights to vote equal to _____	เสียง ดังนี้ _____ votes as follows: _____
☐ หุ้นสามัญ _____ ordinary share _____	หุ้น _____ shares	ออกเสียงลงคะแนนได้เท่ากับ _____ and have the right to vote equal to _____	เสียง _____ votes
☐ หุ้นบุริมสิทธิ _____ preference share _____	หุ้น _____ shares	ออกเสียงลงคะแนนได้เท่ากับ _____ and have the right to vote equal to _____	เสียง _____ votes

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

☐ 1. ชื่อ _____ นางพิจิตรา มหาพล _____ อายุ 66 ปี อยู่บ้านเลขที่ 26/141 ซ.สุขุมวิท 43 (ซอยแสงมุกดา)
Name Ms.Pichitra Mahapon, Independent Director , Age 66 years, residing at 26/141 Sukhumvit Soi 43 (Soi Saengmookda)
ถนน _____ ตำบล/แขวง _____ คลองตันเหนือ _____ อำเภอ/เขต _____ วัฒนา _____
Road Tambol/Khwaeng Klongton Nua Amphur/Khet Wattana

จังหวัด กรุงเทพฯ _____ รหัสไปรษณีย์ 10110 _____ หรือ
Province Bangkok Postal Code or

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2560 ในวันที่ 28 เมษายน 2560 เวลา 14.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนน บางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one to be above shall be my/our proxy holder to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on April 28, 2017 at 14.00 hrs, at the Conference Room, 7th Floor, Nation University Tower, 1854 K.M.4.5 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok 10260, Thailand or on other date, time and place as may be postponed or changed.

- (4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้.-

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
Agenda 1

พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ และรายงานคณะกรรมการของบริษัทฯ สำหรับปี 2559
To consider and certify the Company's operating results and the Board of Directors' report for the year 2016

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

วาระที่ 2
Agenda 2

พิจารณาอนุมัติและรับรองงบการเงินประจำปี 2559 สิ้นสุด ณ วันที่ 31 ธันวาคม 2559
To consider and approve the company's financial statements for the year 2016 ended December 31, 2016

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

วาระที่ 3
Agenda 3

พิจารณาอนุมัติงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2559 สิ้นสุด ณ วันที่ 31 ธันวาคม 2559
To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2016

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

วาระที่ 4
Agenda 4

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2560
To consider and approve the appointment of the Company's auditors and the determination of audit fee for the year 2017

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

วาระที่ 5
Agenda 5

พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
To consider and approve the appointment of directors to replace those who completed the terms

☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด _____ เสียง
Approve the election of the entire Board of Directors,

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

5.1 ชื่อกรรมการ : นางสาวนราวี วนิชวัฒนา

Name of Director : Ms. Narawadee Vanichvatana

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

5.2 ชื่อกรรมการ : นายสุภพงศ์ สุขสภา

Name of Director : Mr. Suphaphong Sushaspha

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

วาระที่ 6 พิจารณาคำหนดค่าตอบแทนของกรรมการของบริษัทฯ ประจำปี 2560

Agenda 6 To consider and determine the remuneration of directors for the year 2017

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

วาระที่ 7 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 7 To consider any other matters (if any)

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

()

Signed Appointer

ลงชื่อ.....ผู้รับมอบฉันทะ

()

Signed Proxy

หมายเหตุ

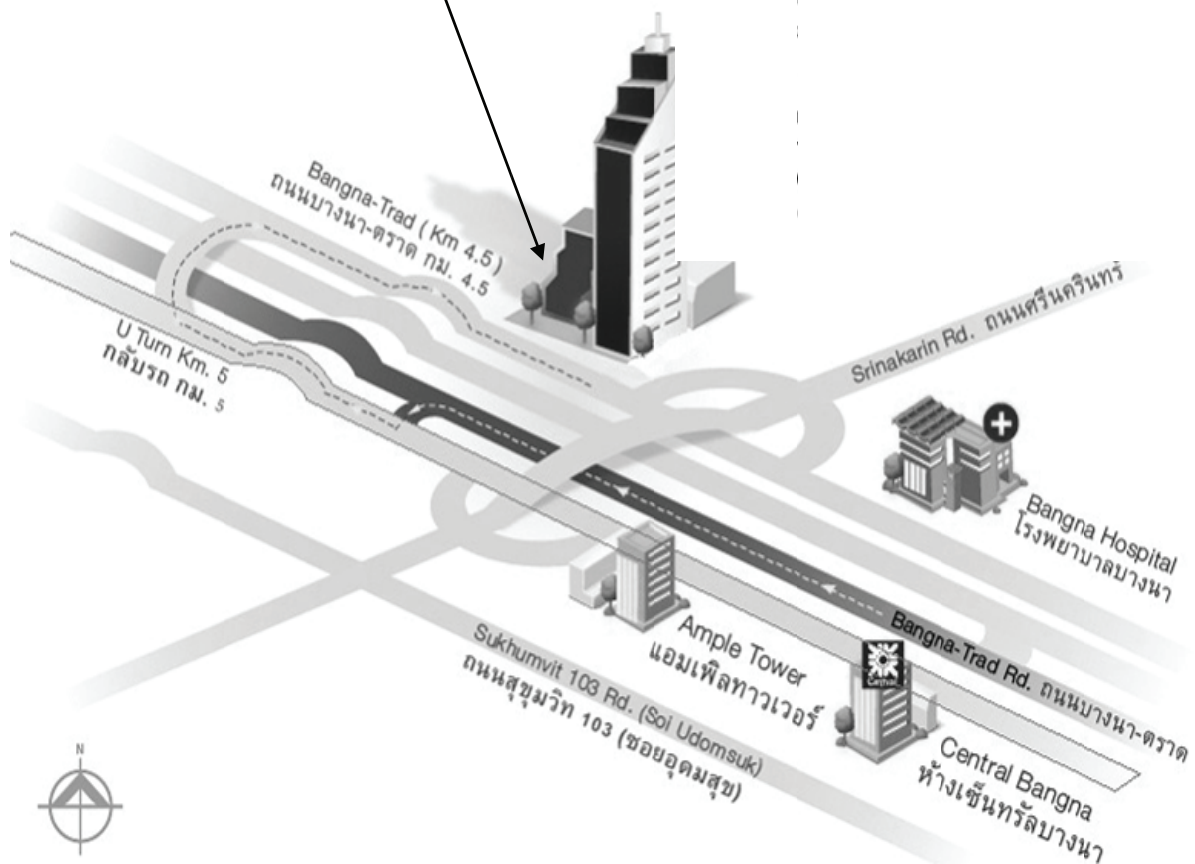
1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้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

Remarks:

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

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

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





Nation Multimedia Group Plc.

1858/121-122,124 -128,28th-31stFl,
Bangna-Trad Rd.,Bangna Subdistrict Bangna Disrict Bangkok10260

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