



**NATION
GROUP**

Invitation to the Annual General Meeting of **Shareholders 2014**



Nation Multimedia Group Public Company Limited

**April 4, 2014 at 14.00 hours At the Ballroom, 5th Floor , S31 Sukhumvit Hotel,
Sukhumvit Road, Klongtoey-Nua, Wattana District, Bangkok 10110**

March 3, 2014

Subject: Invitation to the 2014 Annual General Meeting of Shareholders
 To: Shareholders of Nation Multimedia Group Public Company Limited
 Enclosures: 1. Copy of the minutes of the 2013 Annual General Meeting of the Shareholders
 2. Annual Report 2013
 3. Roles and Responsibilities of Audit Committee
 4. Criteria and Procedures to select the directors
 5. Definition and qualifications of Independent Directors
 6. The profiles of the prospective nominees to replace directors retiring by rotation
 7. Details of the auditors for the fiscal year 2014
 8. Information memorandum on the acquisition of assets
 9. Report on opinion of an independent financial advisor regarding the acquisition of assets
 10. Company's Articles of Association, Chapter 6: Shareholders' Meeting
 11. Conditions and procedures of the meeting of shareholders
 12. The profiles of the Independent Director who may be granted a proxy
 13. Registration Form for the 2014 Annual General Shareholders Meeting
 14. Proxy Form B
 15. Map of the venue of the meeting of the shareholders

The Board of Directors of Nation Multimedia Group Public Company Limited (the "Company") has resolved to call the 2014 Annual General Meeting of Shareholders on April 4, 2014 at 2 p.m. at the Grand Ballroom, 5th Floor, S31 Sukhumvit Hotel, 545 Sukhumvit 31, Sukhumvit Road, Klongtoey-Nua, Wattana District, Bangkok 10110, to consider the following agenda.

Agenda 1 To consider and certify the minutes of the 2013 Annual General Meeting of Shareholder held on April 25, 2013

Facts and Reasons: The 2013 Annual General Meeting of Shareholders was held on April 25, 2013, a copy of the minutes of which has been submitted to the Stock Exchange of Thailand (the "SET") within 14 days from the date of the meeting pursuant to relevant laws. In addition, the company has disseminated such minutes via the Company's website at www.nationgroup.com in order to inform all shareholders of the minutes of the Shareholders' meeting and allow them to check the accuracy of the minutes within a given period of time. In this regard, it did not appear that there was any shareholder opposing or requesting for amendment of such minutes. The copy of the minutes of the Shareholders' meeting is provided in Enclosure No. 1.

Opinion of the Board of Directors: The Board of Directors of the Company considered and was of the opinion that the above minutes of the Shareholder's meeting was correct and complete. Thus, the board deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve such minutes.

Agenda 2 To consider and approve the Company's operating results and the Board of Directors' report for the year 2013

Facts and Reasons: The operating results of the Company and the report of the Board of Directors of the Company for the year 2013 are provided in the 2013 annual report in Enclosure No. 2 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 2014 Annual General Meeting of Shareholders to consider and approve the Company's operating results and the Board of Directors' report for the year 2013

Agenda 3 To consider and approve the Company's audited Balance Sheet and Profit and Loss statements for the year 2013 ended December 31, 2013

Facts and Reasons: The consolidated financial statements of the Company and its subsidiaries as at December 31, 2013 were audited by the auditors and examined by the Audit Committee, the details of which is provided in the 2013 annual report in Enclosure No.2 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 2014 Annual General Meeting of Shareholders to consider and approve the Company's annual balance sheet and profit and loss statement ending December 31, 2013 which have been audited by the authorised auditors and examined by the Audit Committee.

Agenda 4 To consider and approve the dividend payment from the Company's operation for the financial year ending December 31, 2013

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." The Company's dividend payment policy is to pay dividend no more than 65 percent of its net profits, depending on the investment plan, necessity and other suitability in the future which shall also subject to the conditions that such action is for the best interest of the shareholders.

According to the Company's operating results for the year 2013, the Company has net profits of Baht 125.62 million and Retained Earnings as of 31 December 2013 of Baht 280.61 million in its separate financial statement. The Board of Directors has approved to pay dividend from operating results ending December 31, 2013 to shareholders at the rate of 0.02 Baht per share, total 3,304 million shares, totaling 66.08 million Baht representing 52.60 per cent of the net profit of separate financial statement.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the dividend payment from the Company's operation for the year 2013, starting from January 1, 2013 to December 31, 2013 at the rate of Baht 0.02 per share, total 3,304 million shares, totaling at Baht 66.08 million. The names of shareholders who are eligible to dividend payment shall be recorded on March 4, 2014 (Record Date), and collected pursuant to Section 225 of the Securities and Exchange

Act B.E. 2535 (as amended) (the “**Securities Act**”) by the closing of the register book to suspend the transfer of shares on March 5, 2014, and the date of dividend payment shall be on April 30, 2014.

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

Facts and Reasons: Clause 15 of the Company's Articles of Association states that in every annual general meeting of shareholders, one-thirds of the directors shall retire by rotation. If the number of directors cannot be divided into three parts, the closest to one-thirds of directors shall retire. At present, the Company currently has 10 directors. In 2014, three directors who shall retire by rotation are as follows:

- | | | | |
|----|------------|----------------|--|
| 1) | Mr. Pakorn | Borimasporn | Independent Director/
Chairman of The Audit Committee |
| 2) | Mr. Nivat | Changariyavong | Director |
| 3) | Ms. Pana | Janviroj | Director |

In addition, the Company has made an announcement on the website to invite all minority shareholders to nominate qualified person to be appointed as the Company’s directors from November 22, 2013 to January 31, 2014. However, none of the shareholders has nominated any person to be the Company’s director.

Opinion of the Board of Directors: The Board of Directors of the Company, excluding the interested directors in this agenda, has considered the appropriate qualifications of the directors which comprise experiences, expertise and performance of the above three directors and it appears that all three directors have proven to be highly dedicated to their duties and responsibilities which led to great benefits for the Company. Therefore, the Board of Directors deems it appropriate to propose to the 2014 Annual General Meeting of the Shareholders to consider and approve the appointment of directors who retire by rotation to continue their terms as the directors of the Company with details as follows:

- | | | | |
|----|------------|----------------|--|
| 1) | Mr. Pakorn | Borimasporn | Independent Director/
Chairman of Audit Committee |
| 2) | Mr. Nivat | Changariyavong | Director |
| 3) | Ms. Pana | Janviroj | Director |

(Details of the Directors who are nominated to resume their positions for another term as directors of the Company are provided in Enclosure 6).

Agenda 6 To consider and determine the remuneration of directors’ for the year 2014

Criteria and Procedures for Directors’ Remuneration Proposal: The Company’s Board of Directors is of the opinion that it is very important for a media business to nominate directors and consider such directors’ remuneration. The Company has a policy to allow the Company’s Board of Directors to consider and nominate directors and their remuneration under strict rules which require the Board of Directors to consider the suitability of the directors and their remuneration by taking

into consideration the directors and directors' remuneration of other similar industries as well as an average of directors' remuneration of other businesses of the same size as well as the growth of business and profits of the Company.

Facts and Reasons: The remuneration for the Company's directors in 2013, which was approved in the 2013 Annual General meeting of Shareholders, is paid to the chairman of the Board of Directors in an equal amount 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 2014 Annual General Meeting of Shareholders to consider and approve the remuneration for the Company's directors for the year 2014 based on a quarterly basis without any other forms of remuneration, with details as follows:

Name/Position	Remuneration for the Year 2014 (Proposed Year)				Remuneration for the Year 2013			
	Remuneration	Meeting Allowance	Other	Total	Remuneration	Meeting Allowance	Other	Total
Chairman: - Mr. Suthichai Sae-yoon	400,000.-	-	-	400,000.-	400,000.-	-	-	400,000.-
Chairman of Audit Committee: -Mr.Pakorn Borimasporn	400,000.-	-	-	400,000.-	400,000.-	-	-	400,000.-
Audit Committee : -Mr.Chaveng Chariyapisuthi -Ms. Kaemakorn Vachiravarakarn**	300,000.- 300,000.-	- -	- -	300,000.- 300,000.-	300,000.- 150,000.-	- -	- -	300,000.- 150,000.-
Non Executive Directors: -Mr.Nivat Changarivong	200,000	-	-	200,000	200,000.-	-	-	200,000.-
Executive Directors: -Mr.Sermsin Samalapa -Ms.Duangkamol Chotana -Mr.Pana Janviroj -Mr.Adisak Limprungpatanakij -Mr. Thepchai Sae-Yong*	200,000.- 200,000.- 200,000.- 200,000.- 200,000.-	- - - - -	- - - - -	200,000.- 200,000.- 200,000.- 200,000.- 200,000.-	200,000.- 200,000.- 200,000.- 200,000.- 150,000.-	- - - - -	- - - - -	200,000.- 200,000.- 200,000.- 200,000.- 150,000.-
Total (Baht)	2,600,000.-			2,800,000.-	2,400,000.-			2,400,000.-

Remark : * Board of Directors' meeting No 3/2013, on May 10, 2013 has approved the appointment of Mr. Thepchai Sae-Yong to be Director to replace Mr. Nissai Vejajiva, effective on May 10, 2013.
 ** Board of Directors' meeting No 6/2013, on October 17, 2013 has approved the appointment of Ms. Kaemakorn Vachiravarakarn to be Independent Director and Audit Committee to replace Mr.Yothin Nerngchamnong, effective on October 18, 2013.

Agenda 7 To consider and approve the appointment of the Company's auditors and the determination of the auditors' remuneration for the year 2014

Facts and Reasons: The Board of Directors, under the recommendation by the Audit Committee, deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the appointment of KPMG Poomchai Audit Ltd. as an auditor of the Company with the following persons as the Company's auditors for the year 2014:

1. Mr.Winid Silamongkol, Registration No. 3378, who will sign the financial statements of

- the Company for the year 2014 for the second year **or**
2. Mr.Vichien Thamtrakul, Registration No. 3183 (previously signed the financial statements of the Company) **or**
 3. Ms.Vannaporn Jongperadechanon, Registration No. 4098. **or**
 4. Ms.Patamavan Vadhanakul, Registration No.9832

All of the above four 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 recommendations by the Audit Committee, deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2014 in respect of the Company, its subsidiaries and associated company, totaling 10 companies, in the total amount of Baht 3,685,000.-

(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 2014 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2014 and the determination of the auditors' remuneration as mentioned above (details of which are provided in Enclosure No. 7).

Agenda 8 To consider and ratify the participation in the auction for and subsequent acquisition of the licenses to use allocated frequencies for national commercial digital television services as well as the fulfillment of preconditions to be granted such licenses and performance of any relevant acts by the Company's subsidiaries

Facts and Reasons: The meeting of the Board of Directors No. 1/2014 held on 21 January 2014 resolved to approve to propose to the 2014 Annual General Meeting of Shareholders to consider and ratify the participation in the auction for and subsequent acquisition of the licenses to use allocated frequencies for national commercial digital television services (the "**Licenses**") as well as the fulfillment of preconditions to be granted the Licenses as determined by the National Broadcasting and Telecommunication Commission (the "**NBTC**") (the "**Preconditions**") and performance of any relevant acts by two subsidiaries of the Company which participated in and subsequently won the auction for the Licenses organized by the NBTC on 26 and 27 December 2013, in order for the two subsidiaries to be able to successfully obtain the Licenses and efficiently provide their television services via a cutting-edge digital technology which will effectively promote the sustainable growth and competitive capability of thier group companies. In this regard, details of the result of such auction are set forth in the notification issued by the NBTC dated 10 January 2014 (which was received by the two subsidiaries on 14 January 2014) certifying that the two subsidiaries are the winning bidders in respect of the Licenses for two television channels at the total bid price of Baht 3,538 million, a summary of which is as follows:

- (a) Bangkok Business Broadcasting Company Limited (“**BBB**”), a company in which the Company holds approximately 99.99 per cent of its total issued shares via Krungthep Turakij Media Company Limited, is a winning bidder for the License in Variety Category (Standard Definition) at the bid price of Baht 2,200 million; and
- (b) NBC Next Vision Company Limited (“**NNV**”), a subsidiary of Nation Broadcasting Corporation Public Company Limited (“**NBC**”) in which NBC (which the Company holds approximately 71.30 per cent of its total issued shares) holds approximately 99.99 per cent of its total shares (collectively with BBB, the “**Subsidiaries**”), is a winning bidder for the License in News Category at the bid price of Baht 1,338 million.

In compliance with the Preconditions, each of the Subsidiaries entered into the Standard Definition Terrestrial Digital Television Network Services Agreement with the Royal Thai Army on 16 January 2014 for a total fee of approximately Baht 1,633.12 million. The services will be for both channels for a period of approximately 15 years (i.e. from 2014 to 2028). In addition, as of 7 February 2014, the Subsidiaries had made payment of approximately Baht 593.80 million to the NBTC for their first instalments of respective License fees (such amount includes the deposit in respect of the auction for the Licenses of approximately Baht 60 million previously paid by the Subsidiaries to the NBTC in October 2013) which forms part of the total bid price for the Licenses. It was also estimated that the two Subsidiaries’ initial investments for developing their production sites and studios as well as for procurement of related materials for production of their own television programs in order to enable them to effectively carry on and provide their respective digital television services will be approximately Baht 350 million.

In light of the foregoing and considering the transaction size of the two transactions entered into by each Subsidiary pursuant to the Notification of the Capital Market Supervisory Board No.ThorJor. 20/2551 entitled Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand (the “**SET**”) entitled Disclosure of Information and Other Acts of the Listed Company Concerning the Acquisition or Disposition of Assets, 2004 (the “**Major Transaction Rules**”), the size of the two transactions entered into by the Subsidiaries (which has a total approximate value of Baht 5,521.12 million when calculated from the total bid price for the Licenses, the service fees in respect of the television network and the initial investments for developing the production sites and purchasing of relevant materials of the Subsidiaries) is of the highest value when calculated from the total consideration paid (based on our consolidated financial statements ended 30 September 2013) which equals to 101.89 per cent of the total assets of the Company (i.e. approximately Baht 5,418.84 million). In addition, when consolidating the size of these transactions with another transaction entered into by the Company in the past six months, i.e. the establishment of a joint venture company between the Company and Eleven Media Group Company Limited in Myanmar, which has previously been approved by the meeting of the Board of Directors No. 7/2013 held on 8 November 2013 and is considered as an acquisition of assets with its highest value when calculated from the total consideration paid (based on our consolidated financial statements ended 30 September 2013) equalling approximately 0.36 per cent of the total assets of the Company, the size of the transactions equals 102.25 per cent. Therefore, the proposed transaction falls under “Class 4 Transaction” which is regarded as a backdoor listing transaction pursuant to the Major Transaction Rules.

Nevertheless, the Company is exempted under the Major Transaction Rules from submitting its relisting application to the SET due to the following reasons:

- (a) the digital television business acquired by the Company is in a similar line of business or a mutually supporting business to its ongoing businesses;
- (b) there is no material change in the composition of its board of directors or line of businesses, or the change of its control;
- (c) the Company has not increased its capital nor issued any securities which will affect its shareholders or result in any change in its shareholding proportion; and
- (d) the Company's group will continue to hold suitable qualifications to be a listed company on the SET following the proposed acquisition of assets.

Consequently, the Company is required to disclose relevant information to the SET and hold its shareholders' meeting to consider and ratify the transactions entered into by the Subsidiaries with a vote of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote (excluding those of interested shareholders) without having to submit any relisting application to the SET. In this connection, please refer to the information memorandum on the acquisition of assets in Enclosure No. 8 which has been provided to the shareholders together with this notice for further information. In addition, the entering into the above transactions is not considered as connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 21/2551 entitled Rules on Connected Transactions and the Notification of the Board of Governors of the SET entitled Disclosure of Information and Act of Listed Company Concerning the Connected Transactions, 2003.

In compliance with the Major Transaction Rules and other relevant regulations of the SET, the Company has appointed JayDee Partners Company Limited as an independent financial advisor to give fairness opinions regarding the acquisition of assets for consideration by its Board of Directors and shareholders. In this regard, please refer to the report on opinion of an independent financial advisor on the acquisition of assets in Enclosure No. 9 which has been provided to the shareholders together with this notice for further information.

In addition, for the ease of carrying out the above transactions and successful completion by the Subsidiaries, the Board of Directors deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve to authorise its executive committee to determine any terms or conditions relating to the proposed transactions entered into by the Subsidiaries as well as negotiate or agree with and/or contact any relevant authority or person, including executing any relevant agreements and documents and obtaining approvals from relevant authorities.

Opinion of the Board of Directors: The Board of Directors considers that the above transactions entered into by the Subsidiaries will be greatly beneficial to the Company and its shareholders as such transactions will likely enhance the potential of the group companies in carrying out their business operations while expanding their capability to compete as well as attracting more revenues and promoting substantial growth of the group companies. Therefore, the Board of Directors resolved that this transaction should be endorsed and deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and ratify the participation in the auction for and subsequent acquisition of the Licenses as well as the fulfillment of the Preconditions and performance of any relevant acts by the Company's Subsidiaries. In this regard, each transaction entered into by each Subsidiary will be proposed for consideration and ratification separately in two sub-agenda as follows:

8.1 The participation in the auction for and subsequent acquisition of the License in Variety Category (Standard Definition) as well as the fulfillment of the Preconditions and performance of any relevant acts by BBB.

In this regard, the Board of Directors also deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve to authorise its executive committee to further determine any terms and conditions relating to this transaction including performing any acts by BBB as mentioned above.

8.2 The participation in the auction for and subsequent acquisition of the License in News Category as well as the fulfillment of the Preconditions and performance of any relevant acts by NNV.

In this regard, the Board of Directors also deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve to authorise its executive committee to further determine any terms and conditions relating to this transaction including performing any acts by NNV as mentioned above.

Required vote: Each of the agenda 8.1 and agenda 8.2 requires an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding those of interested shareholders. However, there is no interested shareholder who is not eligible to vote on each of the above sub-agenda.

Agenda 9 To consider and approve the amendment to Article 4 of the Company's Articles of Association

Facts and Reasons: In order to reflect the changed circumstance in relation to the person acting as the securities registrar of the Company, i.e. the change from the SET to Thailand Securities Depository Company Limited, the Company shall amend Article 4 of its Articles of Association by cancelling the existing provision and replacing it with the new provision as follows:

Existing Provision

"Articles 4. The Company shall issue a share certificate to its shareholders within two months from the date on which its registrar records the registration of the Company or from the date on which a full payment for remaining shares or newly issued shares of the Company is received after the registration of the Company. The share certificate shall have at least one director's signature endorsed or printed on it. Notwithstanding the foregoing, the director may entrust a share registrar under the relevant securities and exchange laws with such signing or printing authority. In case where the Company appoints **the Stock Exchange of Thailand** as its share registrar, any practice in respect of share registration of the Company shall be determined by the share registrar."

New Provision

"Articles 4. The Company shall issue a share certificate to its shareholders within two months from the date on which its registrar records the registration of the Company or from the date on which a full payment for remaining shares or newly issued shares of the Company is received after the registration of the Company. The share certificate shall have at least one director's signature endorsed or printed on it. Notwithstanding the foregoing, the director may entrust a share registrar under the relevant securities and exchange laws with such signing or printing authority. In case where the Company appoints **the Thailand Securities Depository Company Limited** as its

share registrar, any practice in respect of share registration of the Company shall be determined by the share registrar.”

In addition, for the ease of the registration of the proposed amendment to Article 4 of the Company’s Articles of Association, the Board of Directors deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the appointment of the Board of Directors or the person appointed by it with full power and authority to perform any acts relating to the registration of the above amendment with the Department of Business Development, the Ministry of Commerce as approved by the shareholders’ meeting.

Opinion of the Board of Directors: The Board of Directors considers and deems it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the amendment to Article 4 of the Company’s Articles of Association to reflect the changed circumstance in relation to the person acting as the Company’s securities registrar as well as to consider and approve the appointment of the Board of Directors or the person appointed by it with full power and authority to perform any acts as mentioned above.

Required vote: This agenda requires an approval from the shareholders’ meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 10 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,



Ms. Duangkamol Chotana
President

Minutes of the Annual General Meeting of Shareholders 2013
of
Nation Multimedia Group Public Company Limited

Date and Place

The Meeting was held on April 25, 2013 at 14:00 hours. Ballroom 1, S31 Sukhumvit Hotel, 545, Sukhumvit Soi 31, Sukhumvit Road, Klongtoey-Nua, Wattana District, Bangkok 10110.

Preliminary Proceedings

Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors, as the Chairman of the Meeting, announced opening of the Meeting and assigned Ms.Duangkamol Chotana, the Company President, to moderate the meeting.

The Company President introduced the members of the Company's Board of Directors who attended the Meeting to the Shareholders.

Directors who attended the Meeting

- | | | |
|---------------------------|--------------------|---|
| 1. Mr.Suthichai | Sae-Yoon | Chairman of the Board of Directors
and Chairman of the Executive Board |
| 2. Mr. Sermsin | Samalapa | Vice Chairman and Vice Chairman Executive Board |
| 3. Mr. Pakorn | Borimasporn | Independent Director and Chairman of Audit Committee |
| 4. Mr. Chaveng | Chariyapisuthi | Independent Director and Member of Audit Committee |
| 5. Mr. Yothin | Nerngchamnong | Independent Director and Member of Audit Committee |
| 6. Mr. Nivat | Changariyavong | Director |
| 7. Mr. Adisak | Limprungpattanakij | Director |
| 8. Mr. Pana | Janviroj | Director |
| 9. Ms. Duangkamol Chotana | | Director and President |

A total of 9 directors attended the Meeting:

Directors who did not attend the Meeting:

-None-

Executives who attended the Meeting:

- | | | |
|----------------|---------------|---|
| 1. Mr.Thepchai | Sae-Yong | Group Editor-in-chief |
| 2. Mr.Torboon | Puangmaha | President – Digital Media Unit |
| 3. Mr.Vithoon | Pungprasert | Executive Vice President- Thai News Unit |
| 4. Ms.Benjawan | Phaochindamuk | Executive Vice President- Thai News Business Unit |

5. Ms.Nutvara	Seangwarin	Executive Vice President – Advertising
6. Mr.Sivaporn	Chomsuwan	President of Nation International Edutainment Plc, Edutainment Business
7. Mr.Thongchai	Bunsaringkaranont	President of WPS (Thailand), Printing Business Unit
8. Ms.Aeumsree	Boonhachairat	Chief Operation Officer of Nation Broadcasting Corporation Plc.
9. Mr. Supoth	Piansiri	Senior Vice President – Accounting
10. Ms. Mathaya	Osathanond	Senior Vice President – Finance / Company Secretary

The Company President introduced the Auditors, Financial Consultant and Legal Consultant, who observed the Meeting, as following;

Auditors from KPMG Phoomchai Audit Ltd.

1. Mr.Vichien Thamatrakul, Certified Public Auditor No.3183
2. Mr.Winid Silamongkol, Certified Public Auditor No.3378

Financial Consultant

1. Ms.Jirayong Anuman-Rajadhon JayDee Partners Limited.

Legal Consultants

- 1.Mrs. Chawaluck Sivayathorn Thanathip & Partners Legal Counsellors Limited
- 2.Mr. Pow Mukcharoenwut Pow & Associates Law Office Limited

Prior to Meeting Agenda, the Company President informed that in order to conform to the Corporate Governance Policy relating to the protection of shareholders’ rights and the provision of fair and equal treatment to all shareholders, the Company had issued written guidelines, conditions, and practices in attending the Meeting, authorizing proxies and casting vote. An invitation letter, with a copy of Chapter 6 of the Company’s regulation on “Shareholders’ Meeting” attached, were already sent to all shareholders. The Company President explained the Meeting the procedures as follows:

- 1.The Company provided opportunities for shareholders to propose candidates for directorship and an agenda of the Annual General Meeting of Shareholders 2013. The name of the candidate must be proposed through the Board of Directors 3 months in advance of the Annual General Meeting date by downloading the nomination form at www.nationgroup.com and sending detailed documents via postal mail to the Chairman of the Company from November 26, 2012 to January 31, 2013.

No nominations of directors were made and no additional agenda were proposed by shareholders.

2. The Company provided shareholders with opportunities to send in questions in advance of the Annual General Meeting of Shareholders via website: www.nationgroup.com or fax number 0-2338-3938 from March 22, 2013 to April 12, 2013 in order to allow time for members of the Board and executives to gather information and prepare themselves for the Meeting.

No questions were sent in advance of the Meeting.

3. The Company provided the shareholders, who could not attend the Meeting, with opportunities to authorize the Independent Director as a proxy to attend the Meeting. This year, Independent director and the Member of Audit Committee who was given authorization as a proxy for shareholders unable to attend the Meeting was Mr. Pakorn Borimasporn, whose brief profile was attached to the meeting invitation letter.

4. The voting regulations for this Shareholders' Meeting should be in accordance with the Company's regulations stated in Chapter 6 on "Shareholders' Meeting" numbers 35 and 36, which were attached to the meeting invitation letter sent to each shareholder in advance of the Meeting.

"Number 35. The Chairman of the Meeting is responsible for ensuring the meeting **to be** in compliance with the law and the Company's regulations on meetings and running the meeting in the order of agenda as stated in a meeting invitation letter unless not less than two-thirds of the shareholders attending the Meeting voted for a reorder of the agenda."

"Number 36. Unless regulations or law state otherwise, considerations or resolutions made by the Meeting are based on majority votes from shareholders attending the Meeting. The Shareholders are entitled to exercise their rights to vote their shares on one share one vote basis. In the event that shareholders had an interest in the agenda item, they relinquished their right to vote for this item, except for the voting for directors. If the approved and disapproved votes were equal, one vote from the Chairman was required to resolve a decision."

For each item on the agenda of this Meeting, providing neither disapproval nor abstention from any shareholders was made, the resolution should be approved. However, in the case that either disapproval or abstention was made on any item, the shareholders including proxies were required to raise their hands. They were required to cast their votes by filling out the ballots provided before commencement of the Meeting. The Chairman announced each item and the shareholders were required to cast their votes and sign their name on the matching ballots. Authorized staff then collected the ballots for the vote count. Shareholders were entitled to exercise their rights to vote their shares on one share one vote basis.

The regulations mentioned above would be applied to every item on the agenda, except item 5 “To Consider the Election of Directors to Replace Those Retiring by Rotation”, for which the shareholders would be requested to cast their votes individually provided that all the ballots were to be collected for transparency and in accordance with the Corporate Governance Policy.

Any uncast vote would be counted as approval and once the voting result was announced, the voting was considered finalized.

Then the Company President announced that all the Company’s shares already been issued equaled 1,647,740,300 shares, of which the shareholders attended the Meeting as follows:

- 124 shareholders attending the Meeting themselves, counted as 482,844,030 shares, i.e. 29.30 percent of the total shares; and
 - 188 shareholders attending the Meeting by proxies, counted as 409,687,050 shares, i.e. 24.87 percent of the total shares
1. The above totaled the number of 312 shareholders who attended the Meeting with 892,531,080 shares, i.e. 54.17 percent of the total shares.

The Meeting had a quorum. The Company President then proceeded with the following items in the agenda:

Agenda Item 1 To Acknowledge and Certify the Minutes of the 2012 Annual General Meeting of Shareholders Held on April 26, 2012.

The President informed the Meeting that the Company’s Secretary had compiled the minutes of the 2012 Annual General Meeting of Shareholders held on April 26, 2012. The Company’s Board of Directors viewed and considered the minutes right and accurate according to the resolution of shareholders’ meeting. Therefore, the Company presented the minutes of the 2012 Annual General Shareholders Meeting to the General Shareholders’ Meeting for endorsement as per the Appendix 1 in the invitation letter that the Company had mailed to shareholders.

No shareholder expressed any opinions, the Company President therefore proposed the Meeting to consider and resolve to adopt Agenda Item 1, To Acknowledge and Certify the Minutes of the 2012 Annual General Meeting of Shareholders.

The Meeting Resolution: Having considered Agenda Item 1, the Meeting approved and certified the minutes of the 2012 Annual General Meeting of Shareholders held on April 26, 2012 with the unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	892,531,080	votes	Equivalent to	100%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	0	votes	Equivalent to	0%

The President announced that the total addition of 316 shareholders attended the Meeting, counting totally as 892.771,950 shares, i.e. 54.18 percent of the total shares.

Agenda Item 2 To Consider and Approve the Company's Operating Results and the Board of Directors' Report for the Year 2012.

The Company President announced that the Company had produced the report of Company's operating results and the Board of Directors' report for the year 2012, of which the details were available in the Annual Report 2012 mailed to the shareholders with the invitation letter. However, the Company President hereby would summarize the operating result in 2012 as follow;

According to the Financial Statements of Nation Multimedia Group Public Company Limited and its subsidiaries for the year ending December 31, 2012, the Company could earn totally Bht 3,102 million increasing by Bht 304 million or by 11 percent as compared with the Financial Statements for the year ending December 31, 2011. The investment at cost and the operation cost increased from Bht 2,693 million to Bht 2,911 million, of which the increase equaled Bht 217 million or 8 percent. This resulted in the net profit increasing by Bht 87 million or 83 percent, i.e. from Bht 104 million to Bht 191 million.

As to the overall financial status of the shareholders, it increased by 17 percent, i.e. from Bht 1,301 million to Bht 1,525 million. Liabilities increased by 3 percent, i.e. from Bht 2,452 million to Bht 2,515 million, and properties increased by 8 percent, i.e. Bht 3,753 million to Bht 4,040 million.

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

No additional questions were posed and no additional views were expressed, the Company President therefore proposed the Meeting to consider and resolve to adopt Agenda Item 2, Agenda Item 2, To Consider and Approve the Company's Operating Results and the Board of Directors' Report for the Year 2012.

The Meeting Resolution: Having considered Agenda Item 2, the Meeting approved and certified the Company's operating results and the report of the Board of Directors for the year 2012 with the unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	892,771,950	votes	Equivalent to	100%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 3 To Consider and Approve the Financial Statements for the Year Ending December 31, 2012.

The Company President informed that the Financial Statements of the Company and of its subsidiaries for the year ending December 31, 2012 had been made and certified by the auditor and reviewed by the audit committee for accuracy in accordance with generally accepted accounting principles, as shown in the Company's 2012 Annual Report earlier submitted to shareholders along with the invitation letters.

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

No additional questions were posed and no additional views were expressed, the Company President therefore asked the Meeting to vote for Agenda Item 3, To Consider and Approve the Financial Statements for the year ending December 31, 2012.

The Meeting Resolution: Having considered Agenda Item 3, the Meeting approved and certified the Financial Statements for the year ending December 31, 2012 with the unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	892,771,950	votes	Equivalent to	100%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 4 To Consider and Approve Suspension of Company's Dividend Payment for Its Operation Ending December 31, 2012.

The President informed that it was stipulated, according to the Article 42, "The Company shall not make the dividend payment from other sources of money, except profits." To the Company's payment policy, the dividend was to be paid at not more than 65 per cent of its net profits, considering based on the investment plan, necessity and other appropriateness in the future." According to operating results for the year 2012, the Company could gain net profits of Baht 104.65 million and retained earnings as of 31 December 2012 of Baht 97.44 million in its separate financial statement. However, in 2013 the Company got an investment plan to enter the bidding of digital television which was related to its existing business, it therefore had to reserve a cash as the working capital.

In this regard, the Company's Board of Directors agreed to propose for the shareholders' consideration to approve suspension of the Company's dividend payment for its operation ending December 31, 2012 so that the Company could set aside its cash for such an investment and as working capital for its business operations, as well.

The President provided shareholders with opportunities to raise questions and express their views. Ms. Sudarat Dilokkomol, a shareholder, asked about the amount of budget to be set aside for the digital television bidding.

The Company President informed that the budget and most of the expenditure for digital television project included the bidding cost, which was under the consideration of the Committee of the National Broadcasting and Telecommunications Commission, the additional investment and the network expenditure, which was totally estimated at about million 1,500 baht to million 2,500 baht. No additional questions were posed and no additional views were expressed. The Company President then asked the Meeting to vote for Agenda Item 4, to consider and approval suspension of Company's Dividend Payment for Its Operation Ending December 31, 2012.

The Meeting Resolution: Having considered Agenda Item 4, the Meeting resolved to approved suspension of dividend payment of the Company's operation for the year 2012 ending December 31, 2012 with the unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	892,140,950	votes	Equivalent to	99.9293%
Disapproved:	631,000	votes	Equivalent to	0.0707%
Abstained:	0	votes	Equivalent to	0%

The President announced that the total addition of 318 shareholders attended the Meeting, counting totally as 894.871,950 shares, i.e. 54.31 percent of the total shares.

Agenda Item 5 To Consider and Approve the Election of Directors to Replace those Retiring by Rotation.

The Company President announced now that he as a director who was regarded involved in benefits and who was to retire by rotation but was proposed to be a director for another term, he would assign Mr. Pakorn Borimasporn, Chairman of Audit Committee, to proceed with this agenda instead.

Mr. Pakorn Borimasporn, as assigned by the Company President, informed that Clause 15 of the Company's Articles of Association stated, "In every annual general meeting of shareholders, one-thirds of the directors shall retire by rotation. If the number of directors cannot be divided into three parts, the closest to one-thirds of directors shall retire." In 2013, four directors who retired by rotation were as follows:

- | | | | |
|----|---------------|-----------------|----------------------------|
| 1) | Mr.Suthichai | Sae-yoon | Director/Chairman |
| 2) | Mr.Sermsin | Samalapa | Director/Vice Chairman |
| 3) | Ms.Duangkamol | Chotana | Director/Managing Director |
| 4) | Mrs.Christine | Debiais Brendle | Director |

Since Mrs. Christine Debiais Brendle had also resigned from the director, there would remain only three persons proposed to be directors for another term, namely Mr. Suthichai Sae-yoon, Mr. Sermsin Samalapa and Ms. Duangkamol Chotana.

In addition, as the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be the Company's Directors from November 26, 2012 to January 31, 2013, it turned out that no shareholder was nominated.

Having considered these three directors' qualifications, the Company's Board of Directors excluding those involved in benefits found all of them fully experienced as well as expertised. In the past, they had performed their accountabilities successfully and in accordance with the Corporate Governance Guidelines, and this was very beneficial to the Company's business operation. Their profiles were as per attachments No. 6 to the invitation letter mailed to the shareholders.

In this regard, the Company agreed and proposed the shareholders to reappoint such directors for another term, considering all of them were the directors being authorized presently to sign and bind the Company. Upon the Meeting's reappointment, all these three directors would respectively continue their authorization providing that two out of three were to sign jointly with affixing the Company Seal.

Mr. Pakorn Borimasorn, Chairman of Audit Committee, provided shareholders with opportunities to pose questions and express their views.

No additional questions were posed and no additional views were expressed. Mr. Pakorn Borimasorn then asked the Meeting to vote for Agenda Item 5, to consider and approve the election of directors to replace those retiring by rotation. For a transparent voting and in line with the Company's Corporate Governance principles, the Company proposed the Meeting to consider voting for one director at a time separately. All shareholders used voting cards for their votes, which were then collected by the Company's staff to calculate the results. The voting results were announced to the shareholders after the voting had finished.

The Meeting Resolution: Having considered Agenda Item 5, the Meeting resolved to approved the appointment of three persons who retired by rotation to continue their terms as the directors of the Company, as well as approved that such directors should continue to be the authorized directors of the Company. In such case, the joint signatures of any two of the above three directors together with the Company's seal affixed shall bind the company, with the unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

5.1) Mr.Suthichai Sae-Yoon as another-termed Director/Chairman with the following votes:

Approved:	894,869,950	votes	Equivalent to	99.9998%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	2,000	votes	Equivalent to	0.0002%

5.2) Mr.Sermsin Samalapa as another-termed Director/Vice Chairman with the following votes:

Approved:	890,590,150	votes	Equivalent to	99.5215%
Disapproved:	4,269,800	votes	Equivalent to	0.4771%
Abstained:	12,000	votes	Equivalent to	0.0013%

5.3) Ms.Duangkamol Chotana as another-termed Director/President with the following votes:

Approved:	894,869,950	votes	Equivalent to	99.9998%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	2,000	votes	Equivalent to	0.0002%

The President announced that the total addition of 321 shareholders attended the Meeting, counting totally as 894.886,450 shares, i.e. 54.31 percent of the total shares.

Agenda Item 6 To Consider and Determine the Directors' Remuneration for the Year 2013

The President informed that the Company had the policy to allow the Company's Board of Directors themselves to screen and nominate directors and consider their remunerations. The Board of Directors had considered the remuneration rates which should be competitive to the ones of a similar type of industry and the average ones of the companies with the same size of business. The Company's business expansion and profit growth was also taken into consideration. The details of the remunerations were available in the invitation letters mailed to the shareholders.

The directors' remunerations in 2013 totaled Bt2.8 million which was the same rate as 2012. The remuneration for the Chairman of the Board of Directors was equal to that of the Chairman of Audit Committee. The executive directors should receive the remuneration at the same rate as that of non-executive directors. The payment was paid quarterly.

Position	Amount (Baht) Annually
Chairman of the Board	400,000.-
Chairman of Audit Committee	400,000.-
Member of Audit Committee	300,000.-
Independent Director	200,000.-
Non Executive Director	200,000.-
Executive Director	200,000.-

The President provided an opportunity for all shareholders to ask questions.

Mr. Nathapak Skunodom, a shareholder, questioned the President why the directors' remunerations in 2013 still remained at Bt2.8 million despite that one director had resigned according to the agenda, item 5.

The President explained such a rate of remuneration had already included the director the Company's Board of Directors or the directors would consider and appoint the replacement.

Mr. Nathapak Skunodom, a shareholder, additionally questioned the President whether the consideration on such an appointment had to be approved by the Meeting.

Mr. Pakorn Borimasporn, Chairman of Audit Committee, had explained the case of Mrs. Christine Debiais Brendle. She was the director who retired by rotation this year; meantime, she resigned from being a director. Thus, the appointment for her replacement should be raised for approval in the following Meeting. As to Mr. Nilsai Vejjajiva, another director who had also resigned and whose term still remained, the Company's Board of Directors could appoint a replacement providing that the directorship term of the replacer should be as long as the remaining term of the resignee, Mr. Nilson Vejjajiva

No additional questions were posed and no additional views were expressed. The Company President then asked the Meeting to vote for Agenda Item 6, to consider the remuneration of directors for 2013.

The Meeting Resolution: Having considered Agenda Item 6, the Meeting resolved to approved the payment of remunerations of Director for the year 2013 as above-mentioned with unanimous votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting as follows:

Approved:	894,886,450	votes	Equivalent to	100%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	0	votes	Equivalent to	0%

The President announced that the total addition of 324 shareholders attended the Meeting, counting totally as 894.921,451 shares, i.e. 54.31 percent of the total shares.

Agenda Item 7 To Consider and Approve the Appointment of the Company's Auditors and the Determination of the Auditors' Remuneration for the Year 2013.

The President informed that, upon the recommendation of the Audit Committee, the Board of Directors proposed the Meeting to appoint KPMG Poomchai Audit Co., Ltd., as the auditor of the Company as follows:

1. Mr.Winid Silamongkol, Registration No. 3378, who will sign the financial statements of the Company for the year 2013 for the first year and/or
2. Mr.Vichien Thamtrakul, Registration No. 3183 and/or
3. Mr.Veerachai Ratanajaratkul, Registration No. 4323 and/or
4. Ms.Vannaporn Jongperadechanon, Registration No. 4098.

All of the above four auditors had neither relationship with nor interests in the Company, its subsidiaries, joint venture entities, its management, major shareholders or any related parties thereof. Therefore, they were 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 were not contrary to the regulations of the SET.

The Board of Directors under the recommendations by the Audit Committee, deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2013 in respect of the Company, its subsidiaries and joint venture entities, totaling 11 companies, in the total amount of Baht 3,725,000.-

The President provided an opportunity for all shareholders to ask questions.

No Shareholders expressed further opinions. The Company President proposed the Meeting to consider voting for Agenda Item 7, to approve the appointment of the Company's auditors and the auditors' fee for the year 2013.

The Meeting Resolution: Having considered Agenda Item 7, the Meeting resolved to appoint the auditors of KPMG Poomchai Audit Co., Ltd. namely Mr. Winich Silamongkol, licence No. 3378 and/or Mr. Vichien Thamtrakul, licence No. 3183 and/or Mr.Veerachai Ratanajaratkul, licence No. 4323 and/or Ms.Vannaporn Jongperadechanon, licence No. 4098, as the auditors of the Company, its subsidiaries and joint venture entities for the fiscal year 2013 with the fee of Bt3,725,000.- with the unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	894,921,451	votes	Equivalent to	100%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	0	votes	Equivalent to	0%

The President announced that the total addition of 330 shareholders attended the Meeting, counting totally as 895,288,041 shares, i.e. 54.33 percent of the total shares

The Company President informed that the agendas from item 8 to item 12 would concern the issuance of newly ordinary shares with the warrants to the existing shareholders and the issuance with offering of ESOP Warrants to purchase ordinary shares of the Company No. 2 to the Company's directors, executives and/or the staff and/or its subsidiaries so as to consider as well as approve the increase of the Company's registered capital; the amendment of the Company's Memorandum of Association, Item 4 so as to be in line with registration of capital increase; and the consideration with approval of the issuance and the offering of debentures in the total amount of not exceeding Bht 1,500 million so as to raise fund to cope with the Company's business expansion and that of its subsidiaries, namely Nation Broadcasting Corporation (PCL.) and Nation International Edutainment (PCL.).

In this regard, Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors, was requested to explain significance of this fund-raising.

Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors, informed the objectives of issuance of newly ordinary shares with the warrants to the existing shareholders, namely (i) to reinforce the Company's financial status, (ii) to well prepare for the Company's business expansion i.e. digital television project, (iii) to motivate and establish morale to staff in case of issuance with offering of ESOP Warrants and (iv) to reserve funds for digital television bidding in case of the issuance and the offering of debentures.

Ms. Jirayong Anuman-Rajadhon, Financial Consultant, was hereby assigned to give the details of such an issuance in each agenda.

Agenda Item 8 To Consider and Approve the Issuance and Offering of the Warrants to Purchase Ordinary Shares of the Company No.3 in the Amount of Not Exceeding 1,647,740,300 Units to the Existing Shareholders of the Company Who Subscribe for Newly Issued Ordinary Shares Offered to Existing Shareholders in Proportion to Their Shareholdings (Right Offering).

Ms. Jirayong Anuman-Rajadhon, Financial Consultant, explained the Meeting that in order to raise fund for the subscription of newly issued ordinary shares of the Company's subsidiaries which include Nation Broadcasting Corporation Public Company Limited ("NBC") and Nation International Edutainment Public Company Limited ("NINE") and to invest in digital television business, education business , related business to the existing business of the Company, as well as to reserve fund as the Company's working capital and repay for the Company's debts to the creditors of the Company, the meeting of the Board of Directors of the Company deemed it

appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.3 (“Warrants No.3”) in the amount of not exceeding 1,647,740,300 units to existing shareholders of the Company who subscribed for newly issued ordinary shares offered to such existing shareholders in proportion to their shareholdings (Rights Offering) at the ratio of 1 newly issued ordinary share to 1 unit of warrant without any charge, and at the exercise price of Baht 1 per share, of which the above-mentioned details were provided in the attachments to the invitation letters submitted to shareholders.

In addition, for the ease and successful completion of the issuance and offering of Warrants No.3, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to consider, determine or amend the terms, conditions and other details which were necessary and relevant to the issuance and offering of Warrants No.3, as necessary and appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to seeking approvals from relevant authorities and having Warrants No.3 together with the ordinary shares issued to accommodate the exercise of Warrants No.3 listed on the SET.

In this connection, this agenda required an approval from the shareholders’ meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The President provided an opportunity to all shareholders to ask questions.

No Shareholders expressed further opinions. The Company President proposed the Meeting to consider voting for Agenda Item 8, to approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.3 in the amount of not exceeding 1,647,740,300 units to the existing shareholders of the Company who subscribed for newly issued ordinary shares offered to existing shareholders in proportion to their shareholdings (Right Offering), as well as to consider and approve the authorization to the Board of Directors of the Company or the person authorized by the Board of Directors of the Company to carry out the actions as mentioned above.

The Meeting Resolution: Having considered Agenda Item 8, the Meeting resolved to approve such details as mentioned above by the Board of Directors of the Company with the unanimous votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approved:	895,288,041	votes	Equivalent to	100%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 9 To Consider and Approve the Issuance and Offering of the Warrants to Purchase Ordinary Shares of the Company No.2 in the Amount of not Exceeding 82,387,015 Units to Directors, Executives, and/or Employees of the Company and/or Its Subsidiaries.

Ms. Jirayong Anuman-Rajadhon, Financial Consultant, informed the Meeting that in order to reward and compensate to the directors, executives and/or employees of the Company and/or its subsidiaries for their dedication and contribution and to motivate such directors, executives and/or employees to diligently work for the most and best benefits to the Company in a long term, as well as to raise fund to reserve as the Company's working capital, the meeting of the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of the Company to consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company to directors, executives, and/or employees of the Company and/or its subsidiaries No.2 ("ESOP Warrants No.2") in the amount of not exceeding 82,387,015 units without any charge, and at the exercise price of Baht 1 per share, of which the details were provided in the attachments to the invitation letters submitted to shareholders.

In addition, for the ease and successful completion of the issuance and offering of ESOP Warrants No.2, the Board of Directors of the Company deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to consider, determine or amend the terms, conditions and other details which are necessary and relevant to the issuance and offering of ESOP Warrants No.2, as necessary and appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to seeking approvals from relevant authorities and having the ordinary shares issued to accommodate the exercise of ESOP Warrants No.2 listed on the SET.

List of directors who were entitled to the allotment of ESOP-Warrant No.2

Name	Position	Allocated units	% of total issuance units	No. of Shares Held as at March 15, 2013	% of total Shares
Mr. Suthichai Yoon	Chairman of Board of Director/ Chairman of Executive Board	4,100,000	4.98	165,480,540	10.04
Mr. Sermsin Samalapa	Vice Chairman of Board of Director	4,100,000	4.98	165,000,000	10.01
Ms. Duangkamol Chotana	Director/ President	4,100,000	4.98	10,044,100	0.61
Mr .Adisak Limprungpatanakij	Director	2,500,000	3.03	10,000,000	0.61
Mr. Pana Janviroj	Director	2,500,000	3.03	10,124,500	0.61
	TOTAL	17,300,000	21.00	360,649,140	21.88

Nevertheless, these five directors would not be entitled to cast their votes for this agenda. Similarly, none of the employees would be allocated the warrants more than 5 percent of the total ones to be issued and offered for this sale.

In this connection, this agenda required an approval from the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Besides, the shares held by the shareholders who objected the issuance and offering of ESOP Warrants No.2 should not exceed 10 percent of the total number of votes of shareholders attending the meeting.

The President provided an opportunity to all shareholders to ask questions or express opinion.

The shareholder, in his opinion, found the approval of issuance and offering of the warrants to the Company's directors, executives, and/or employees a good project; however, the allocation of such warrants to Master of Ceremony (MC) should be also considered so that these personnel of high caliber could be maintained in the Company.

Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors, expressed his thanks for the shareholder's comment, and informed that the Company's Board of Directors would proceed properly with the allocation to both NMG and the Company's subsidiaries, who had already been approved by the shareholders during April 23-24, 2013.

No shareholder questioned or commented. The Company President proposed the Meeting to consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.2 in the amount of not exceeding 82,387,015 units as well as the authorization of the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to carry out the actions as mentioned above.

The Meeting Resolution: Having considered Agenda Item 9, the Meeting resolved to approve the details as mentioned above including the authorization to the Board of Directors of the Company or the person authorized by the Board of Directors of the Company to carry out the actions as mentioned above, with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, and without the disapproval of shareholders whose the total shares exceeded 10 percent of the total number of votes of shareholders attending the meeting, as follows:

Approved:	530,189,101	votes	Equivalent to	99.1677%
Disapproved:	4,449,800	votes	Equivalent to	0.8323%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 10 To Consider and Approve the Increase of the Company's Registered Capital in the Amount of Baht 1,790,269,835.95 from the Current Registered Capital of Baht 873,302,359 to the New Registered Capital of Baht 2,663,572,194.95 by Issuing 3,377,867,615 Newly Issued Ordinary Shares at Par Value of Baht 0.53 Per Share, and to Consider and Approve the Amendment to Article 4 of the Company's Memorandum of Association to Be Inaccordance with the Increase of the Company's Registered Capital.

Ms. Jirayong Anuman-Rajadhon, Financial Consultant, informed the Meeting that in order to accommodate the issuance and offering as well as the exercise of Warrants No.3 and ESOP Warrants No.2 pursuant to Agenda 8 and 9 above, as well as to utilize the proceeds received from the capital increase for (i) the subscription of newly issued ordinary shares of the Company's subsidiaries which were NBC and NINE; (ii) an investment in a digital television business, education business, related business to the existing business of the Company; (iii) a reserve as the Company's working capital; and (v) repayment of the Company's debt to creditors of the Company, the Board of Directors of the Company deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital in the amount of Baht 1,790,269,835.95 from the current registered capital of Baht 873,302,359 to the new registered capital of Baht 2,663,572,194.95 by issuing 3,377,867,615 new ordinary shares at par value of Baht 0.53 per share.

Additionally, in order to be in accordance with the increase of the Company's registered capital above, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital by cancelling the existing provision and replacing it with the following provision:

"No. 4	Registered Capital	Baht 2,663,572,194.95	(Two thousand six hundred sixty-three million five hundred seventy two thousand one hundred ninety-four Baht and ninety-five Satang)
	Divided into	5,025,607,915 shares	(Five thousand twenty-five million six hundred seven thousand nine hundred and fifteen shares)
	With par value of	Baht 0.53	(Fifty three Satang)
	Divided into		
	Ordinary shares	5,025,607,915 shares	(Five thousand twenty-five million six hundred seven thousand nine hundred and fifteen shares)
	Preferred shares	-	-"

In this connection, this agenda required an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The President provided an opportunity to all shareholders to ask questions or express opinion.

No shareholder questioned or commented. The Company President proposed the Meeting to consider and approve the increase of the Company's registered capital in the amount of Baht 1,790,269,835.95 from the current registered capital of Baht 873,302,359 to the new registered capital of Baht 2,663,572,194.95 by issuing 3,377,867,615 newly issued ordinary shares at par value of Baht 0.53 per share, and to consider and approve the amendment to Article 4 of the Company's Memorandum of Association to be in accordance with the increase of the Company's registered capital.

In this connection, this agenda required an approval from the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The Meeting Resolution: Having considered Agenda Item 10, the Meeting resolved to approve such details as mentioned above by the Board of Directors of the Company with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approved:	890,838,241	votes	Equivalent to	99.5030%
Disapproved:	4,449,800	votes	Equivalent to	0.4970%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 11 To Consider and Approve an Allocation of the Newly Issued Shares of the Company.

Ms. Jirayong Anuman-Rajadhon, Financial Consultant, informed the Meeting that pertinent to the proposal by the Board to the Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital in Agenda 10 above, the Board of Directors of the Company deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares of the Company in the amount of not exceeding 3,377,867,615 shares at par value of Baht 0.53 per share with details as follows:

11.1 the allocation of not exceeding 1,647,740,300 newly issued ordinary shares of the Company at par value of Baht 0.53 per share by offering to existing shareholders of the Company in proportion to their shareholdings (Rights Offering) with details as follows:

- (a) The newly issued ordinary shares should be offered at the ratio of 1 existing ordinary share to 1 newly issued ordinary share at the offering price of Baht 1 per share.
- (b) The existing shareholders should be entitled to subscribe for the newly issued ordinary shares in accordance with, less than, or in excess of their entitlements, according to their entitlement ratio. In this regard, the existing shareholders who subscribed for the newly issued ordinary shares in accordance with or less than their entitlements should be allocated with such shares in a full amount and the existing shareholders who oversubscribed for the newly issued ordinary shares should be allocated with the excess shares only if there were remaining newly issued ordinary shares from the offering to existing shareholders who subscribed for the newly issued ordinary shares in proportion to their subscription rights. In addition, the Company should allocate the remaining newly issued ordinary shares to the existing shareholders who wished to oversubscribe for the remaining shares based on a pro rata basis, at the same offering price as that offered to other existing shareholders. In the event that the amount of the remaining newly issued ordinary shares were less than the amount of shares for which the existing shareholders wished to oversubscribe, the Company should allocate the remaining newly issued ordinary shares to each existing shareholder who oversubscribed for such remaining shares based on a pro rata basis. In this connection, this process should continue until there was no remaining newly issued ordinary share.
- (c) The names of shareholders who were eligible to subscribe for newly issued ordinary shares together with Warrants No.3 pursuant to the terms specified by the Company should be recorded on Thursday March 14, 2013 (Record Date) and collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the “**Securities Act**”) by the closing of the Register Book on Friday March 15, 2013. In this connection, the subscription and payment period for the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholdings should be on June 10-14, 2013. However, the above subscription rights to the newly issued ordinary shares and Warrants No.3

were still uncertain as prior approval from the shareholders' meeting of the Company was required.

- (d) In the event where there were remaining shares from the subscription by existing shareholders of the Company, the Company should propose to the next shareholders' meeting to approve the reduction of the registered capital of the Company.
- (e) In this regard, the shareholders who subscribed for and were allocated with the newly issued ordinary shares should also be allocated with Warrants No.3 at the ratio of 1 newly issued ordinary share to 1 unit of warrant without any charge. The exercise ratio of such Warrants No.3 should be 1 unit of warrant to 1 newly issued ordinary share and the exercise price of such Warrants No.3 should be Baht 1 per share.

- 11.2 the allocation of not exceeding 1,647,740,300 newly issued ordinary shares of the Company at par value of Baht 0.53 per share to accommodate the exercise of Warrants No.3 to be offered to existing shareholders of the Company who subscribed for newly issued ordinary shares offered to the existing shareholders in proportion to their shareholdings (Rights Offering) and had been allocated with such newly issued ordinary shares of the Company so issued and offered.
- 11.3 the allocation of not exceeding 82,387,015 newly issued ordinary shares of the Company at par value of Baht 0.53 per share to accommodate the exercise of ESOP Warrants No.2.

In addition, for the ease and successful completion of the above allocation, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to consider, determine or amend the details of the allocation, conditions and other relevant details of the allocation as well as the issuance and offering of newly issued ordinary shares and the issuance of ordinary shares to accommodate the exercise of Warrants No.3 and ESOP Warrants No.2, as necessary and appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to having the said shares listed on the SET.

The President provided the opportunity for shareholders to comment and question.

The shareholder asked about the Company's confidence in the digital television bidding and the plan with actions in case of not winning the bid.

Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors, replied that the Company was rather confident in winning the bid. The Executive Board of Directors had analyzed continually its potential competitors, especially some other news channels that must have got for their own the teamworks of news reporters, but not by daily employment, who were not only of high capabilities, abundant skills, and solid experiences but also of high loyalty to organization. It, with all these reasons, was of course, the Company was well prepared and ready for such a bidding.

No shareholder questioned or commented. The Company President thus proposed the Meeting to approve the allocation of newly issued ordinary shares of the Company in the amount of not exceeding 3,377,867,615 shares at par value of Baht 0.53 per share with details as previously mentioned, as well as the authorization of the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to carry out the actions as mentioned above.

In this connection, this agenda required an approval from the shareholders' meeting with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.

The Meeting Resolution: Having considered Agenda Item 11, the Meeting resolved to approve such details as mentioned above by the Board of Directors of the Company with the majority votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	891,018,241	votes	Equivalent to	99.5231%
Disapproved:	4,269,800	votes	Equivalent to	0.4769%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 12 To Consider and Approve the Issuance and Offering of Debentures in an Amount of not Exceeding Baht 1,500,000,000.-

Ms. Jirayong Anuman-Rajadhon, Financial Consultant, informed the Meeting that in order to raise fund to reserve as the Company's working capital and to cope with the Company's business expansion, as well as to repay the existing debts which would help reduce the Company's financial burden cost, the Board of Directors of the Company deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the issuance and offering of debentures in an amount of not exceeding Baht 1,500,000,000 with details as follows:

Type	: All types of debenture, specified or unspecified names of the holders, subordinated or unsubordinated, secured or unsecured and with or without representatives of the debenture holders.
Currency	: Baht / US Dollar and/or other currencies.

Total value of Debentures	: Not exceeding Baht 1,500,000,000. In case of issuance in foreign currency, the exchange rate quoted on the date of issuance of debentures (Issue Date) in each occasion should be applied.
Face value	: Baht 1,000 (One thousand) per unit
Maturity	: The Board of Directors of the Company and/or any person(s) appointed by the Board of Directors of the Company were entitled to determine the terms of the debentures as appropriate, depending on the type of debentures and prevailing market conditions.
Allocation Methods	: The debentures would be offered in Thailand and/or abroad, to the public and/or institutional investors and/or high net worth investors and/or specific investors. Such offerings might be offered in one or several offerings and/or on a revolving basis. In addition, the issuance and offering could be in separate occasions. The debentures might also be issued and offered to existing holders of debentures which were going to be matured or redeemed prior to maturity terms. In this regard, the Company would comply with laws, regulations and any other related rules as well as obtain necessary approvals from regulated authorities.
Premature Redemption	: The holders of the debentures and the Company might or might not be entitled to the right to premature redemption, subject to the terms and conditions of each issuance. In this regard, the Company would comply with laws, regulations and any other related rules as well as obtain any necessary approvals from relevant regulatory.
Special Condition	: In the case where the Company had redeemed or repaid the principal of the debentures issued under the total offering amount authorized above, the Company might additionally issue and offer debentures in substitution of the debentures in the amount so redeemed or repaid.
Objectives	: 1. For repayment of existing debts which would help reducing the financial burden cost to the Company. 2. For use as the working capital and for business expansion.

In addition, for the ease and successful completion of the issuance and offering of debentures, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company and/or the person appointed by the Board of Directors of the Company to (i) consider and determine details and other conditions relating to the issuance and offering of the debentures such as name, offering procedures, offering amount of each issuance, types of debentures, type of security, offering price per unit, period of redemption, redemption prior to maturity, interest rate,

principle and interest repayment method, allocation process, and other details of the offering of the debentures; (ii) appoint financial advisors and/or underwriters and/or credit rating agencies and/or any persons related to the issuance and offering of debentures; and (iii) negotiate, enter into agreements as well as sign any relevant documents and contracts, and perform any acts relating to the issuance and offering of debentures as necessary and appropriate, including having such debentures listed on debentures secondary market or any other secondary markets as well as to obtain any necessary approval from relevant regulatory.

In this connection, this agenda required an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The Company President provided the opportunity for shareholders to comment and question.

No shareholders questioned or commented. The Company proposed the Meeting to vote to approve the issuance and offering of debentures in an amount of not exceeding Baht 1,500,000,000 as well as the authorization of the Board of Directors of the Company or the person authorized by the Board of Directors of the Company to carry out the actions as mentioned above.

The Meeting Resolution: Having considered Agenda Item 12, the Meeting resolved to approve such details as mentioned above by the Board of Directors of the Company with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approved:	895,108,041	votes	Equivalent to	99.9799%
Disapproved:	180,000	votes	Equivalent to	0.0201%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 13 To Consider Other Matters (if any)

The Company President announced this agenda gave the shareholders the opportunities to express any of their comments but with no casting of votes.

The Company President announced this agenda gave the shareholders the opportunities to express any of their comments but with no casting of votes.

Mr. Kijpol Praipaisankij, as a proxy, asked about the Company's directions as compared with whole industry that tended to slow down during the first 2-3 months of 2013, and about the feasibility of increase or decrease for the incomes of digital television project that the Company could estimate.

The Company President replied the Company's incomes was expectedly better than the average of industry seeing that the leadership in such important parts of media including variety of multi-media would help the Company grow up continuously.

The shareholder asked how many channels the Group of Companies expected to win for the bid.

Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors, informed the Company got interested in bidding for 3 channels totally, i.e. news channel, variety channel and kid channel. But the principal and core channel of the Group of Companies was news channel

No other questions was asked.

The Chairman of the Meeting then expressed his thanks to the shareholders and directors for attending the Meeting.

The Meeting adjourned at 16.10 hours.

Signature..........Chairman
Mr. Suthichai Yoon

Signature..........President
Ms. Duangkamol Chotana

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 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.

Terms and Conditions 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. The Board of Directors will nominate the qualified candidates for Directors and Independent Directors to the shareholders to consider at the Annual General Meeting.

In 2014, the Company provides the opportunity to minority shareholders to nominate candidates as Directors by proposing the candidates' names with details of qualifications and the candidates' letters of consent through the Company's Board of Directors three months prior to Annual General Meeting of Shareholders, which would be between November 22, 2013 and January 31, 2014. No shareholder proposes candidates for directorship.

Definition and Qualification 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 have any other characteristic which prevents them from being able to give independent opinions on the management of the company.

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

Name : **Mr. Pakorn Borimasporn**

Age : 67 Years

Address : 71/195 Moo 6, Banmai sub-district, Pak Kret district,
Nonthaburi Province, 11120



Education Background

- : MA. in Electrical Engineering, Chulalongkorn University
- : BA. in Electrical Engineering, Chulalongkorn University

Training :

Thai Institute of Directors Association

- Directors Certification Program (DCP#17) - Fellow Member

Capital Market Academy - The Stock Exchange of Thailand

- Capital Market Academy Leadership Program (CMA#3)

Thai Listed Companies Association , The Stock Exchange of Thailand (TLCA)

- Executive Development Program (EDP # 1)

Training Course (s) 2013

- Journey to the developments of Good Corporate Governance under the "ASEAN Corporate Governance Scorecard"

Experience :	1993 – Present	Director & Chief Executive Officer Lighting & Equipment Public Co., Ltd
	1997 - Present	Independent Director and Chairman of The Audit Committee Nation Multimedia Group Plc.
	1999 - Present	Chairman of the Executive Committee L&E Manufacturing Co., Ltd.
	2004 - Present	Chairman and Chairman of The Audit Committee Porn Prom Metal Public Co., Ltd.
	2010 - Present	Chairman of the Executive Committee L&E Solidstate Co., Ltd.

Type of Current Director : Independent Director and Chairman of the Audit Committee

No. of Shares Held as at December 27, 2013

: 587,708shares (0.02%)

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(such as Auditor or Legal Consultant)	-None-
3. Having business relationship(such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	-None-

Information Holding the post of the Company's Director and Meeting Attendance in 2013

Holding the post of the Company's Director	The Meeting Attendance in 2013		
As of December 31, 2013	Board of Directors	Audit Committee	Annual General Meeting
16 Years 8 Months (Appointed as a director since April 29, 1997)	7/7	4/4	1/1

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
2	1. Director & Chief Executive Officer / Lighting & Equipment Public Co., Ltd 2. Chairman & Chairman of The Audit Committee / Porn Prom Metal Public Co., Ltd	2	-	-

Type of Nominated Director: Independent Director/Chairman of the Audit Committee

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

Name : Mr. Nivat Changariyavong

Age : 71 years

Education Background

- Honorary Doctorate in Business Administration,
Chiang Rai Rajabhat University
- Assumption Commercial College Bangkok (ACC)

Training

Thai Institute of Directors Association

- : Director Accreditation Program (DAP #36)

Experience	: 1985 – Present	Managing Director Green Siam Co., Ltd
	1989 - Present	Director Evergreen International Hotel Property (Bangkok) Co., Ltd.
	1990 - Present	Director Evergreen International Holding (Thailand) Co., Ltd.
	1991 - Present	Director Evergreen Container Terminal (Thailand) Co., Ltd.
	1997 - Present	Director Nation Multimedia Group Plc.
	2001 - Present	Chief Executive Officer Evergreen Shipping Agency (Thailand) Co., Ltd.
	2003 - Present	Director Evergreen Logistics (Thailand) Co., Ltd.
	2010 - Present	Independent Director Eternal Energy Public Co., Ltd.

Type of Current Director : Director

No. of Shares Held as at December 27, 2013

: 2,000,000 shares (0.06%)



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 (such as Auditor or Legal Consultant)	-None-
3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	-None-

Information Holding the post of the Company's Director and Meeting Attendance in 2013

Holding the post of the Company's Director	The Meeting Attendance in 2013	
As of December 31, 2013	Board of Directors	Annual General Meeting
16 Years 8 Months (Appointed as a director since April 29, 1997)	7/7	1/1

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

Listed Company		Non Listed Company	Rival incorporation	
No.	Type of Director	Number	Number	Type of Director
1	Independent Director Eternal Energy Public Co., Ltd.	6	-	-

Type of Nominated Director: Director

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

Name : Mr. Pana Janviroj

Age : 55 years

Education Background

: MA., Tufts University, USA



Training

Thai Institute of Directors Association

- Directors Certification Program (DCP #71)

Thai Listed Companies Association, The Stock Exchange of Thailand (TLCA)

- Risk Management Seminar & Workshop

Experience	:	1988 - 1992	Senior Reporter - The Nation Nation Publishing Group Co., Ltd.
		1993 - 1994	Business Editor
		1994 - 1995	Executive Editor
		1995 - 2004	Editor - The Nation
		1997 - 1999	Group Assistant Publisher
		2005 - 2008	Chief Operating Officer of English News Business Unit Nation Multimedia Group Plc.
		2008 - Present	President Nation News Network Co., Ltd
		2011 - Present	Director Nation International Edutainment Plc.
		2012 - Present	Director Nation Multimedia Group Plc.
		2012 - Present	Director Nation Egmont Edutainment Co., Ltd.
		2012 - Present	Director Yomiuri-Nation Information Service Co., Ltd.

Type of Current Director : Director

No. of Shares Held as at December 28, 2012

: 20,249,000 shares (0.61%)

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	-None-
Item	Relationship Characteristics
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	2008 - President Nation News Network Co., Ltd. 2011 - Director Nation International Edutainment Plc. 2012 - Director Director-Nation Egmont Edutainment Co., Ltd. 2012 - Director Yomiuri-Nation Information Service Co., Ltd.
2. Being a professional service provider (such as Auditor or Legal Consultant)	-None-

Information Holding the post of the Company's Director and Meeting Attendance in 2013

Holding the post of the Company's Director	The Meeting Attendance in 2013	
As of December 31, 2013	Board of Directors	Annual General Meeting
14 Years 8 Months (Appointed as a director since April 19, 1999)	5/7	1/1

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	Director / Nation International Edutainment Plc.	3	-	-

Type of Nominated Director : Director

Agenda Item 7
The details of the auditors for the fiscal year 2013

2013	2014 Year of Proposal
KPMG Poomchai Audit Co Ltd	KPMG Poomchai Audit Co Ltd
1. Mr. Winid Silamongkol Registration No. 3378 2. Mr. Vichien Thamatrakul Registration No. 3183 3. Mr.Veerachai Ratanajaratkul Registration No. 4323 4. Ms.Vannaporn Jongperadechanon Registration No. 4098 Mr. Winid Silamongkol is the Auditor who has affixed his signature to certify the Company's financial statement in 2013 (for the first year) Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 3,725,000 Baht. (excluding NBC&NINE) 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. Mr. Winid Silamongkol Registration No. 3378 2. Mr. Vichien Thamatrakul Registration No. 3183 3. Ms.Vannaporn Jongperadechanon Registration No. 4098 4. Ms.Patamavan Vadhanakul Registration No. 9832 Mr. Winid Silamongkol is the Auditor who has affixed his signature to certify the Company's financial statement in 2014 (for the second year) Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 3,685,000 Baht. (excluding NBC&NINE) 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

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.

Term, conditions and procedures of the meeting of the shareholders

1. The case that a shareholder attends the meeting in person

- The shareholder, who is an individual person with Thai nationality, must show a personal identification document - the identity card or the state official's identity card.
- The shareholder, who is an individual person with foreign nationality, must show a personal identification document - foreign identity card, passport, or document equivalent to the passport, at the registration desk.
- If the shareholder changed name or surname, the shareholder must show evidence to prove the name or surname change.

2. The Authorization

- The shareholder can authorize only one person as proxy.
- The shareholder can state in the authorization document the intention to exercise the voting right separately for each item on the agenda, so that the authorized representative can act according to such intention.
- The authorized proxy has to submit the authorization document to the chairman of the meeting and/or the person authorized by the chairman before the meeting starts. The authorized person must fill in the form and sign signature on the authorization document. If the authorized person crosses out any words in the form, the authorized person must sign signature above all the crossed-out words. The authorization document must carry the postal stamp worth Bt20.

The documents required for the authorization

- In the case that the shareholder is an individual person with Thai nationality: a copy of identity card or state official's identity card.
- In the case that the shareholder is an individual person with the foreign nationality: personal identification document, passport, or document equivalent to passport. The shareholder must sign signature on the copy.
- In the case that the shareholder is a juristic person:
 1. Thai juristic person: a copy of the document of Commerce Ministry or relevant state departments, which confirm its juristic status. Such document of ministry or relevant departments must be issued within the period of not exceeding 6 months and the document must carry the signature of the authorities of ministry or departments. The other required documents also include a copy of identity card or that of the state official's identity card of the director of the juristic person, who is authorized to act on its behalf. The authorized person must also sign signature on the copy.
 2. The foreign juristic person: The authorized person of the juristic person must sign signature and stamp the company's sign on the authorization document in the presence of the witness officials or the relevant authorities. After the signing, the authorized person must submit the authorization document to Thai embassy, or Thai consular, or the person authorized to approve the document.

3. In the case of fingerprint, instead of the signature, the authorized person of the juristic person must imprint on the authorization document with the left thumb. The person must also write down above the fingerprint that “this is the left thumb’s fingerprint of” The authorized person must imprint the fingerprint in the presence of the two witnesses. The two witnesses also have to affix their signatures on the document, which must be enclosed with a copy of their identity cards or their state officials’ identity cards, which carry their signatures.
4. In the general shareholders’ meeting, if the shareholder cannot attend the meeting in person, the shareholder can either authorize a person or any independent directors of the company to vote on the behalf of the shareholder.
5. The shareholder, who wants to grant such authorization to the company’s independent director, must send the authorization document, which carries the shareholder’s signature, together with the other required documents, to the company’s secretary office. The documents must reach the secretary office at least one day before the meeting.
6. The authorized persons, who want to attend the meeting, must show their own identity cards/state official’s identity cards, or passports (if they are foreigners) at the meeting’s registration desk.

3. The case that the shareholder passed away

The estate manager of the departed shareholder can attend the meeting in person or in proxy. The manager or the authorized proxy must show the court document, which proves the estate manager’s status, at the meeting. The date of the signing of the court’s authority on the court document must be within the period of not exceeding six months before the meeting date.

4. The case that the shareholder is below the legal age

The parents can attend the meeting in person or in proxy. The persons, who will attend the meeting, must show a copy of the house registration paper of the shareholder.

5. The case that the shareholder is incapable of representing himself

The caretaker can attend the meeting in person or in proxy. The meeting attendee must show the court document to prove the legal status of the caretaker and the date of the signing of such document by the authority must be within the period of not exceeding six months before the meeting date.

Registration

The registration shall start at least one hour before the meeting begins or at 13.00 hrs.

Voting :

1. There shall be the open voting and one vote is equivalent to one right. The meeting resolution must comprise the following voting:
 - In the normal case: the majority voting of the shareholders, who attend the meeting and who have the voting right. If the voting is evenly divided, the meeting's chairman can vote in order to create the majority vote.
 - In the special case: the resolution will be defined by the laws or regulations in the special case and the chairman of the meeting is obliged to inform the shareholders about such laws or regulations before the voting in each agenda.
 - In case of voting for Directors in place of those retiring by rotation or appointment of new Directors, the shareholders can vote individually.
2. The proxy of the shareholder is obliged to vote in accordance with the authorization document.

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

Name : Mr. Chaveng Chariyapisuthi

Age : 69 Years

Education Background

: Assumption Commercial College Bangkok (ACC)



Training :

Thai Institute of Directors Association

- Director Accreditation Program (DAP # 36)
- Understanding Fundamental Statement (UFS # 2)
- Finance for Non-Finance Director (FN # 31)
- Monitoring the System Internal Control and Risk Mgmt. # 1
- Audit Committee Program # 20

Experience :	1983 - Present	Executive Director Siam Steel Co., Ltd.
	1991 - Present	Executive Director Siam Integrate Co., Ltd.
	1991 - Present	Executive Director SST Holding Co., Ltd.
	1991 – Present	Executive Director Siam Syndicate Technology Co., Ltd.
	1991 – Present	Executive Director Siam Steel works Co., Ltd.
	Apr 19, 1995 – Present	Independent Director and Member of The Audit Committee Nation Multimedia Group Plc.
	2009 - Present	Executive Director Siam Asia Environment Co., Ltd.

Type of Current Director : Independent Director and Chairman of The Audit Committee

No. of Shares Held as at December 27, 2013

: -None-

Having conflicts of interest in the agenda item proposed in the Annual General Meeting of Shareholders 2014

: No. (Except Agenda 6 : Consider the remunerations for directors for the year 2014)

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(such as Auditor or Legal Consultant)	-None-
3. Having business relationship(such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	-None-

Information Holding the post of the Company's Director and Meeting Attendance in 2013

Holding the post of the Company's Director	The Meeting Attendance in 2013		
As of December 31, 2013	Board of Directors	Audit Committee	Annual General Meeting
18 Years 8 Months (Appointed as a director since April 19, 1995)	7/7	4/4	1/1

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
-	-	6	-	-

หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

- (1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ nationality
อยู่บ้านเลขที่ _____
Address _____

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

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

- ☐ 1. ชื่อ นายเชวง จริยะพิสุทธิ์ อายุ 69 ปี อยู่บ้านเลขที่ 117/1 หมู่ 5
Name Mr. Chaveng Chariyapisuthi, Independent Director, Age 69 years, residing at 117/1 Moo 5
ถนน - ตำบล/แขวง คลองถนน อำเภอ/เขต สายไหม
Road Tambol/Khwaeng Klong ta-non Amphur/Khet Saimai
จังหวัด กรุงเทพฯ 10240 หรือ
Province Bangkok 10240 or

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2557 ในวันที่ 4 เมษายน 2557 เวลา 14.00 น. ณ ห้องแกรนด์บอลรูม ชั้น 5 โรงแรมเอส 31 สุขุมวิท เลขที่ 545 ซ.สุขุมวิท 31 คลองเตยเหนือ วัฒนา กรุงเทพมหานคร 10110 หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one to be above shall be my/our proxy holder to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2014 on April 4, 2014 at 14.00 hrs, at the Ballroom 5th Floor, S31 Sukhumvit Hotel, 545 Sukhumvit 31, Sukhumvit Road, Klongtoey-Nua, Wattana District, Bangkok 10110, 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2556 ซึ่งประชุมเมื่อวันที่ 25 เมษายน 2556
Agenda 1 To Consider and certify the minutes of the 2013 Annual General Meeting of Shareholder held on April 25, 2013
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 2 พิจารณาอนุมัติและรับรองรายงานผลการดำเนินงานของบริษัทฯ และรายงานคณะกรรมการของบริษัทฯ สำหรับปี 2556
Agenda 2 To consider and approve the Company's operating results and the Board of Directors' report for the year 2013
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 3 พิจารณาและอนุมัติและรับรองงบการเงินประจำปี 2556 สิ้นสุด ณ วันที่ 31 ธันวาคม 2556
Agenda 3 To consider and approve the company's audited Balance Sheet and Profit and Loss statements for the year 2013 ending December 31, 2013
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 4 พิจารณาอนุมัติจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2556 สิ้นสุด ณ วันที่ 31 ธันวาคม 2556
Agenda 4 To consider and approve the dividend payment from the Company's operation for the financial year ending December 31, 2013
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 5 พิจารณาตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
Agenda 5 To consider and approve the appointment of directors to replace those who completed the terms
- ☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด _____ เสียง
 Approve the election of the entire Board of Directors,
- ☐ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้
 Approve the election of the individual directors as follows:
- 5.1 ชื่อกรรมการ : นายปกรณ์ บริมาสปร
 Name of Director : Mr. Pakorn Borimasporn
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- 5.2 ชื่อกรรมการ : นายนิตวัฒน์ แจ่มจริยวงศ์
 Name of Director : Mr. Nivat Changariyavong
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- 5.3 ชื่อกรรมการ : นายพนา จันทรวิโรจน์
 Name of Director : Mr. Pana Janviroj
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

- วาระที่ 6 พิจารณากำหนดค่าตอบแทนของกรรมการบริษัทฯ ประจำปี 2557
Agenda 6 To consider and determine the remuneration of directors for the year 2014
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2557
Agenda 7 To consider and approve the appointment of the Company's auditor and the determination of auditor's remuneration for the year 2014
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 8 พิจารณาให้สัตยาบันการประมูลและได้มาซึ่งใบอนุญาตให้ใช้คลื่นความถี่เพื่อให้บริการโทรทัศน์ในระบบดิจิทัล ประเภท
 บริการทางธุรกิจระดับชาติ รวมตลอดถึงการปฏิบัติตามเงื่อนไขก่อนรับใบอนุญาตให้ใช้คลื่นความถี่ดังกล่าวและการ
 ดำเนินการต่าง ๆ ที่เกี่ยวข้องของบริษัทย่อยของบริษัทฯ ดังต่อไปนี้
Agenda 8 To consider and ratify the participation in the auction for and subsequent acquisition of the licenses to use allocated frequencies for national commercial digital television services as well as the fulfillment of preconditions to be granted such license and performance of any relevant acts by the subsidiaries of the Company as follows:
- 8.1 การประมูลและได้มาซึ่งใบอนุญาตให้ใช้คลื่นความถี่ ในหมวดหมู่ทั่วไปแบบความคมชัดปกติ รวมตลอดถึงการการ
 ปฏิบัติตามเงื่อนไขก่อนรับใบอนุญาตให้ใช้คลื่นความถี่ดังกล่าวและการดำเนินการต่าง ๆ ที่เกี่ยวข้องของบริษัท
 แบงคอก บิสซิเนส บรอดแคสติ้ง จำกัด
 8.1 the participation in the auction for and subsequent acquisition of the license to use allocated frequencies in Variety
 Category (Standard Definition) as well as the fulfillment of preconditions to be granted such license and
 performance of any relevant acts by Bangkok Business Broadcasting Company Limited
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- 8.2 การประมูลและได้มาซึ่งใบอนุญาตให้ใช้คลื่นความถี่ ในหมวดหมู่ข่าวสารและสาระ รวมตลอดถึงการการปฏิบัติตาม
 เงื่อนไขก่อนรับใบอนุญาตให้ใช้คลื่นความถี่ดังกล่าวและการดำเนินการต่าง ๆ ที่เกี่ยวข้องของบริษัท เอ็นบีซี เน็กซ์
 วิชั่น จำกัด
 8.2 the participation in the auction for and subsequent acquisition of the license to use allocated frequencies in News
 Category as well as the fulfillment of preconditions to be granted such license and performance of any relevant acts
 by NBC Next Vision Company Limited
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 9 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ข้อที่ 4
Agenda 9 To consider and approve the amendment to Article 4 of the Company's Articles of Association
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 10 พิจารณาเรื่องอื่นๆ (ถ้ามี)
Agenda 10 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:

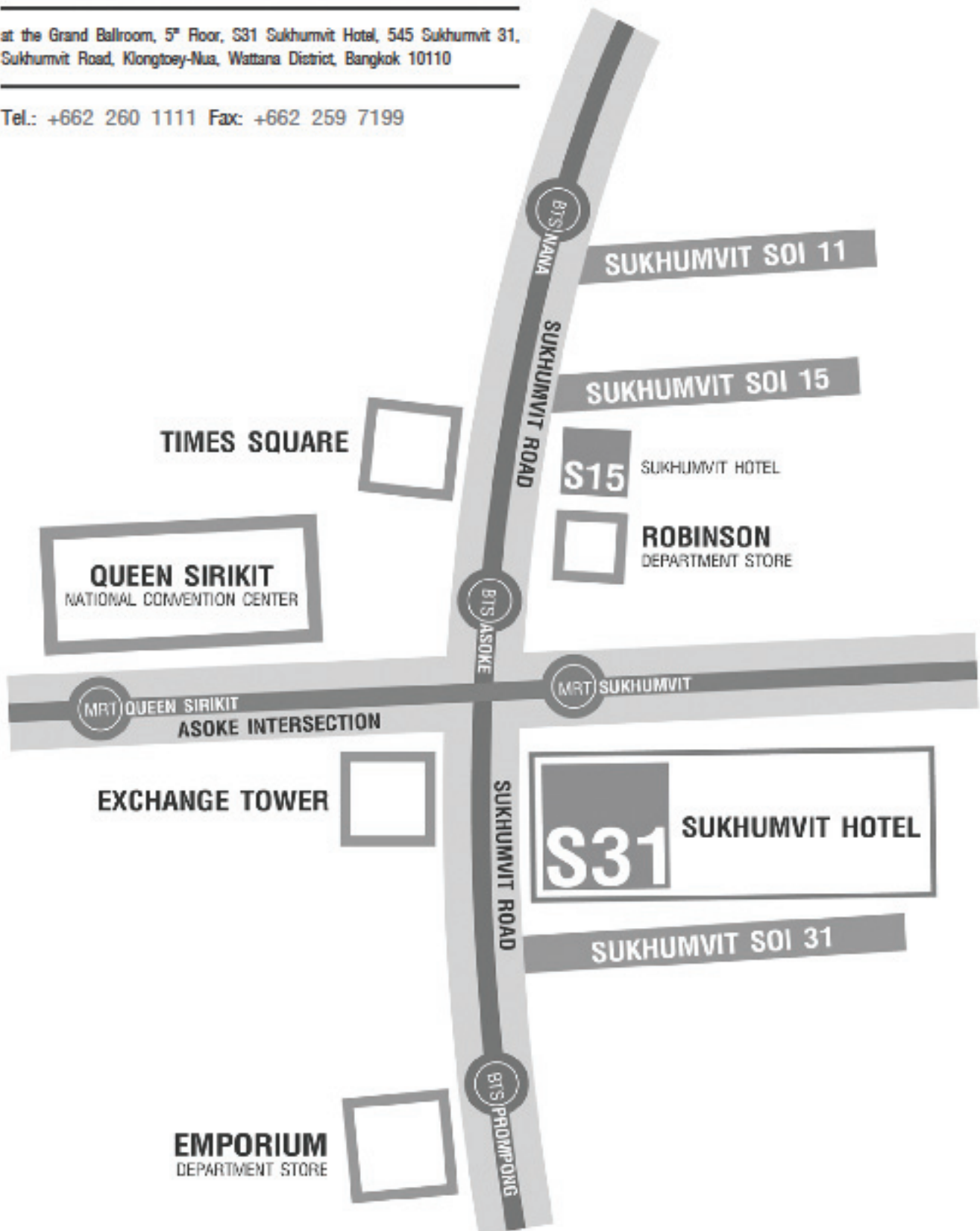
1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. The shareholder may grant all of the shares specified in clause (2) or grant only a portion of the shares less than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

LOCATION MAP

ณ ห้องแกรนด์บอลรูม ชั้น 5 โรงแรมเอส สยามซิตี สุขุมวิท เลขที่ 545
ซอยสุขุมวิท 31 ถนนสุขุมวิท แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพฯ 10110

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