
Invitation to the 2023 Annual General Meeting of Shareholders



Nation Group (Thailand) Public Company Limited

Wednesday 12 April 2023 at 10.00 a.m.

(to be held as an e-meeting only)

Attending in person

Shareholders will be able to register through the system from 08.00 a.m. of 4 April 2023 to 10.00 a.m. of 12 April 2023

Attending by proxy (It is recommended to appoint an Independent Director as your proxy.)

Shareholders are requested to submit the proxy appointment documents to the Company by post to the following address within 10 April 2023:

Company Secretary's Office

Nation Group (Thailand) Public Company Limited

1854, 9th Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

The Company would also like to request for cooperation from shareholders to follow the Explanation on Meeting Attendance Registration, Proxy Appointment, and Submission of Questions in Advance, and Guidelines for Attending of Electronic Meeting by Inventech Connect (Enclosure 8).

-Translation-

30 March 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders to be held as an electronic meeting (e-meeting)

Attention: Shareholders

- Enclosures:
1. Copy of the Extraordinary General Meeting of Shareholders No. 1/2022
(for consideration of agenda item 1)
 2. Definition of the Independent Directors
 3. Roles and responsibilities of Audit Committee
 4. Rules and procedures for nomination of directors
 5. Profiles of the persons being nominated as directors in place of those who are retiring due to the rotation **(for consideration of agenda item 5)**
 6. Details the persons being nominated as auditors for the year 2023 **(for consideration of agenda item 7)**
 7. Chapter 6 (Meeting of Shareholders) of the Articles of Association of the Company
 8. Guideline for Attending of Electronic Meeting by Inventech Connect
 9. Profiles of Independent Directors for Proxy Appointment
 10. Meeting Registration Form (QR Code) and the Annual Report 2022 (One Report) in QR Code format
 11. Proxy Form A, Form B and Form C (or such Proxy can be downloaded at www.nationgroup.com)
 12. Questionnaire form for the 2023 Annual General Meeting of Shareholders

Reference is made to the Board of Directors' Meeting No. 2/2023 of Nation Group (Thailand) Public Company Limited (the "Company") held on 28 February 2023, which resolved to hold the 2023 Annual General Meeting of Shareholders of the Company on 12 April 2023 at 10.00 a.m. as an electronic media (e-meeting) only pursuant to the Emergency Decree on Electronic Meetings B.E. 2563 (including the amendments) and the relevant regulations (If you are unable to attend the e-meeting, the Company recommends that you appoint an independent director as your proxy instead of attending the meeting in person), with the business on the agenda as follows.

Agenda item 1: To consider and adopt the Minutes of the Extraordinary General of Shareholders No. 1/2022 held on December 29, 2022

Facts and reasons: The Extraordinary General of Shareholders No. 1/2022 held on December 29, 2022. The Company has already provided a copy of such report to the Stock Exchange of Thailand. In addition, the Company has published through the Company's website at www.nationgroup.com for the shareholders to acknowledge the minutes of the meeting and verify the correctness within a reasonable time. It appeared that there was no objection or request for correction from anyone. Herewith, a copy of the minutes of the meeting was attached in Enclosure 1.

The Opinion of the Board of Directors: The Board of Directors was of the opinion that the said minutes of the meeting had been accurately and completely recorded. Therefore, it was deemed appropriate to propose such minutes of the meeting for consideration and adoption by the shareholders' meeting.

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 2: To consider and acknowledge the operating results of the Company for the fiscal period ended December 31, 2022

Facts and Reasons: The Company summarized its operating results and significant changes occurred in 2022 in the annual report 2022 (One Report), which is delivered to the shareholders in a QR Code form as in Enclosure 10.

The Opinion of the Board of Directors: The Board of Directors resolved to propose to the 2023 Annual General Meeting of Shareholders to acknowledge the Company's operating results for the fiscal period ended December 31, 2022.

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

Agenda item 3 : To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2022

Facts and Reasons: In order to comply with Section 112 of the Public Limited Companies Act BE 2535 (including the amendments) ("Public Limited Companies Act") and the Company's Articles of Association, Article 39, it requires the Board of Directors to prepare a balance sheet and profit and loss account and the auditor's audit report together with the annual report of the Board of Directors at the end of the fiscal year of the Company to propose to the shareholders' meeting at the Annual General Meeting for approval.

The Company prepared the separate financial statements and consolidated financial statements of the Company and its subsidiaries for the fiscal year ended December 31, 2022. The financial statements were audited by Certified Public Accountant, reviewed by the Audit Committee, and approved by the Board of Directors' meeting and it is found that the statements were correct in accordance with financial reporting standards. Details were in the 2022 Annual Report (One Report) in the form of QR Code as per Enclosure 10.

The Opinion of the Board of Directors: The Board of Directors resolved to approve and deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2022 audited by the Certified Public Accountant, reviewed by the Audit Committee, and approved by the Board of Directors' meeting.

Remark: The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 4 : To consider and approve the non-allocation of the net profit as legal reserve and the suspension of dividend payments for the operating results of 2022

Facts and Reasons: To comply with Section 115 of the Public Limited Companies Act and the Articles of Association, Article 42, which prohibits the payment of dividends from proceeds other than profits, also, referring to the Section 116 of the Public Limited Companies Act and Article 40 of the Articles of Association, the company must allocate a portion of an annual net profit as a reserve fund of not less than five percent of the annual net profit less accumulated losses carried forward (if any) until this reserve fund is at least ten percent of the registered capital.

The Company has a policy to pay dividends of not more than 65% of the net profit of the Company's separate financial statements. It depends on the investment plan, necessity, and other suitability in the future under the condition that such action is in the best interest of shareholders.

Regarding the operating results of the year 2022, the Company's financial statements had a cumulative loss from the consolidated financial statements is 2,976.55 million Baht and from the separate financial statement is 2,766.63 million Baht. Therefore, the Company is unable to pay dividends for its operating results for the year 2022 and cannot allocate its net profit as a legal reserve fund.

The Opinion of the Board of Directors: The Board of Directors considered and approve and deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider the omission of the allocation of net profits as a legal reserve fund and omission of the dividend payment for operating results of 2022 as the Company had accumulated losses.

Remark: The resolution for this agenda must be approved with a majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 5 : To consider and approve the re-election of directors to replace those retiring by rotation in 2023

Facts and Reasons: According to the Section 71 of the Public Limited Companies Act and the Articles of Association, Article 15, stipulating that at every Annual General Meeting of Shareholders, one-third of the directors must retire from office. If the number of directors cannot be divided into three parts, then the number of directors closest shall vacate.

At present, there are eight directors (1 person is in the process of recruiting in total there are 9 directors), three directors retired by rotation as follows:

1. Mr. Marut Arthakaivalvatee Director and Chairman of the Board of Directors
2. Mr. Shine Bunnag Director, Vice Chairman of the Board of Directors,
Chairman of the Executive Committee and
Chief Executive Officer
3. Mr. Apivut Thongkam Independent Director and Chairman of the Audit Committee

The Company's Nomination and Remuneration Committee (excluding the directors with having interests in this agenda) has carefully scrutinized and carefully considered the qualifications of the directors who would retire by rotation as in the 2023 Annual General Meeting of Shareholders for the three persons in accordance with the criteria and process of selection. The Nomination and Remuneration Committee considered that these three persons are knowledgeable, experienced, and skillful which are beneficial to the Company's operations and they possess qualifications suitable for the Company's business operation as well as having qualifications and not prohibited characteristics as stipulated by the Public Limited Companies Act and the Securities and Exchange Act B.E. 2535 (including the amendments) including relevant announcements. In addition, the persons nominated as independent directors of the Company are qualified in accordance with the definition of independent directors of the Stock Exchange of Thailand and that of the Company, who are able to express their opinions independently and are fully qualified as independent directors in accordance with the laws and relevant regulations. Therefore, the Nomination and Remuneration Committee deemed appropriate to propose that the 2023 Annual General Meeting of Shareholders shall consider and approve the appointment of the above three directors who have to retire by rotation to resume as directors of the Company for another term.

In this regard, the profiles of the persons nominated to serve as directors in place of the directors who are due to retire by rotation are shown in Enclosure 5.

In addition, the company has provided an opportunity for shareholders to nominate persons to be considered for selection as the Company's directors in advance from December 6, 2022 to February 6, 2023 via the Company's website. However, no shareholder appeared to nominate any other person to be considered for the selection as the Company's director. Therefore, the meeting was requested to consider and approve the appointment of the three directors to return to serve as directors of the Company for another term.

The Opinion of the Board of Directors: The Board of Directors, based on the consideration and recommendation of the Nomination and Remuneration Committee (excluding the directors with having interests in this agenda), considered and approved and deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of the three

directors retired by rotation. All three of them shall be re-elected to serve as directors of the Company for another term, with details as proposed above. The proposed three directors are as follows.

1. Mr. Marut Arthakaivalvatee Director and Chairman of the Board of Directors
2. Mr. Shine Bunnag Director, Vice Chairman of the Board of Directors,
Chairman of the Executive Committee and
Chief Executive Officer
3. Mr. Apivut Thongkam Independent Director and Chairman of the Audit Committee

In this regard, as Mr. Marut Arthakaivalvatee, Director and Chairman of the Board of Directors, is considered as a director having interest in this agenda, the Board of Directors deemed appropriate to appoint Mr. Thanachai Santichaikul, Chairman of the Nomination and Remuneration Committee, as a Chairman of the Board of Directors in the 2023 Annual General Meeting of Shareholders for this Agenda instead.

Remark: The resolution of this agenda must be approved with a majority vote of the shareholders attending the meeting and casting their votes. (In considering the appointment of directors to replace those retiring by rotation in 2023, the Company will propose to the meeting for individual approval)

Agenda item 6 : To consider and approve the determination of remuneration of the Company's directors and sub-committees for 2023

Facts and Reasons: To comply with Section 90 of the Public Limited Companies Act and the Articles of Association of the Company, Article 20, which stipulates that the directors are entitled to receive remuneration from the Company, the shareholders' meeting may determine the fixed amount or set the criteria for it periodically or have the criteria remained in effect; until changes are necessary.

The Board of Directors is of the opinion that the selection of directors and the consideration of the remuneration of directors for the media business is important. The Company, therefore, has a policy for its Nomination and Remuneration Committee to consider and screen the nomination of directors and consider the remuneration of directors. The Nomination and Remuneration Committee has

carefully scrutinized the suitability of various matters. That is, considering the performance of the Company and the size of the business of the Company by taking into account the suitability and in accordance with the duties and responsibilities of the Board of Directors and the sub-committees by comparing from the same industry and the average remuneration based on a similar business size. Therefore, it is deemed appropriate to propose that the 2023 Annual General Meeting of Shareholders consider approving the determination of remuneration of the Company's directors and sub-committees for the year 2023 in the total amount 2,400,000 Baht by quarterly payment (excluding the meeting allowance of the Nomination and Remuneration Committee, which will be paid per time) , as follows:

Position	Remuneration		Unit
	2023 (Proposed)	2022	
Annual Remuneration			
Chairman of the Board of Directors	400,000	400,000	Baht / person / year
Chairman of the Audit Committee	400,000	400,000	Baht / person / year
Members of the Audit Committee	300,000	300,000	Baht / person / year
Independent Directors (Non-members of the Audit Committee)	200,000	200,000	Baht / person / year
Directors	200,000	200,000	Baht / person / year
Meeting Allowances			
Chairman of the Nomination and Remuneration Committee	20,000	20,000	Baht / person / meeting
Members of the Nomination and Remuneration Committee	10,000	10,000	Baht / person / meeting

The Opinion of the Board of Directors: The Board of Directors, based on the consideration and recommendation of the Nomination and Remuneration Committee (excluding the directors with having interests in this agenda), considered and approved and deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the determination of remuneration of the Company's directors and sub-committees for the year 2023 in the total amount 2,400,000 Baht by quarterly payment (excluding the meeting allowance of the Nomination and Remuneration Committee, which will be paid per time) as the above-presented details.

Remark: The resolution for this agenda must be approved by a vote of not less than two-thirds of the total votes from the shareholders attending the meeting.

Agenda item 7 : To consider and approve the appointment of auditors and the determination of remuneration of the auditors for the fiscal period ended December 31, 2023.

Facts and Reasons: To comply with Section 120 of the Public Limited Companies Act and the Articles of Association of the Company, Article 46, which stipulates that the annual general meeting of shareholders appoints an auditor and determines the audit fee of the company every year. In appointing the auditor, the same auditor may be re-appointed.

The Audit Committee considered the qualifications and working experience of the auditors and selected the auditors for the year 2023 and proposed to the Board of Directors' meeting. The Board of Directors' Meeting approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of an auditor from EY Company Limited, an audit firm with independence and expertise in auditing, as the Company's auditors for the year 2023 by assigning one of the following auditors to audit and express opinions on the Company's financial statements as follows:

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|---------------------------------|---|
| 1. Mr.Pornanan Kitjanawanchai | Certified Public Accountant No. 7792 (never been an auditor and signed on the Company's financial statements before) and / or |
| 2. Mr. Kittiphan Kiatsompop | Certified Public Accountant No. 8050(never been an auditor and signed on the Company's financial statements before) and / or |
| 3. Mr.Chatchai Kasemsrithanawat | Certified Public Accountant No. 5813 (never been an auditor and signed on the Company's financial statements before) |

Details of the person who are nominated as auditors for the year 2023 are available in Enclosure 6.

In the case that the auditors listed above are unable to perform their duties, EY Company Limited, shall appoint other auditors of EY Company Limited. who are qualified in auditing for the Company to act as the Company's auditor and express an opinion on the Company's financial statements on behalf of those auditors. There are no auditors above, who perform their duties for more than seven years.

Besides, the three auditors have no relationship and / or have no interests with the Company, subsidiaries, jointly controlled entities, management, major shareholders, or related persons in any way; so, they are independent to audit and express opinions on the Company's financial statements. In addition, the auditors of the Company's subsidiary shall be the auditors from the same audit firm that of the Company.

It is deemed appropriate to propose that the 2023 Annual General Meeting of Shareholders consider and approve the determination of the auditors' remuneration of the Company and its subsidiaries for the year 2023 totaling not exceed 5,700,000 baht, which is an appropriate rate according to the opinion of the Audit Committee. The rate increase from the previous year by 306,500 as follows:

	Year 2023 (proposed year)	2022
Remuneration for the auditors of the Company and its subsidiaries	not exceed 5,700,000 Baht (for the Company and its 9 subsidiaries)	3,210,000 Baht, including the auditor's remuneration of the subsidiary which increased during the year in the amount of 2,183,500 baht, total auditor's remuneration 5,393,500 Baht

For other service fees, the Company and its subsidiaries do not receive other services from the audit firm that the auditor is affiliated with, person or business related to the auditor and the audit firm that the auditor is affiliated with in the previous year.

The Opinion of the Board of Directors: The Board of Directors, by considering the recommendations of the Audit Committee, resolved to approved and deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of auditors of the Company and its subsidiaries from EY Company Limited and the determination of remuneration of the auditors for the fiscal period ended December 31, 2023, as above mentioned.

Remark: The resolution for this agenda must be approved with a majority vote of the shareholders attending the meeting and casting their votes.

Agenda item 8 : To consider other business (if any).

Section 105 of the Public Limited Companies Act stipulates that the shareholders collectively holding no less than one-third of the total issued shares can propose other matters for consideration at the shareholders' meeting.

The Company would like to invite you to attend the 2023 Annual General Meeting of Shareholders on 12 April 2023 at 10.00 a.m. to be held as an electronic meeting (e-meeting) only. In this regard, details of the guidelines for attending the meeting are provided in Enclosure 8.

In case the shareholders wish to appoint a director of the Company or any other person as their proxy to attend the meeting and vote on their behalf, please complete, sign, affix THB 20 stamp duty on the Proxy Form as enclosed herewith (Form A, Form B or Form C), and submit such form together with the supporting documents for the proxy appointment to "Company Secretary's Office - Nation Group (Thailand) Public Company Limited, No. 1854, 9th /F, Debaratana Road, Bangna-Tai Sub-district, Bangna District, Bangkok 10260" at least one business day prior to the meeting date. If the shareholders wish to request for additional information or require clarifications on any issues regarding the business on the agenda to be presented at the meeting, please call the company secretary at 02-338-3289-91.

In addition, the Board of Directors has determined the date for determining the names of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) on 24 March 2023.

Please be informed accordingly.

Yours sincerely,

Nation Group (Thailand) Public Company Limited

-Signature-

(Mr. Marut Arthakaivalvatee)

Chairman of the Board

-Translation-**Minutes of the Extraordinary General Meeting of Shareholders No.1/2023****Nation Group (Thailand) Public Company Limited****Date, Time, and Place**

The Extraordinary General Meeting of Shareholders No. 1/2023 of the Nation Group (Thailand) Public Company Limited ("the Company") was held on Thursday, December 29, 2023, at 2:00 p.m. through electric media (e-meeting) live streaming from the meeting room, 10th floor, No. 1854 Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260.

Mr. Achawin Sukxi and Ms. Supawan Waraporn Tou, meeting moderator, introduced the Board members, executives, and the Company's advisors who attended the meeting as follows:

Board members attending the meeting in the meeting room

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| 1. Mr. Marut Arthakaivalvatee | Chairman of the Board of Directors |
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Directors attending the meeting via electronic media

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| 1. Mr. Shine Bunnag | Vice Chairman of the Board of Directors, Chairman of the Executive Committee and Chief Executive Officer |
| 2. Mr. Somchai Meesen | Director, Vice Chairman of the Executive Committee and Member of the Nomination and Remuneration Committee |
| 3. Mr. Thanachai Santichaikul | Independent Director, and Member of the Audit Committee, and Chairman of the Nomination and Remuneration Committee |
| 4. Mr. Chaivasit Puvapiromquan | Independent Director, and Member of the Audit Committee |

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| 5. Mr. Ka Ming Jacky Lam | Director and Member of the Nomination and
Remuneration Committee |
| 6. Mr. Jessada Buranapansri | Director |
| 7. Mr. Somboon Muangklam | Director |

Director in leave of absence

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| 1. Mr. Apivut Thongkam | Independent Director, and
Chairman of the Audit Committee |
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Executives and advisors attending the meeting

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| 1. Mrs. Warangkana Kalayanapradit | Deputy Chairman |
| 2. Ms. Natenapa Pusittanont | Senior Vice President Accounting |
| 3. Ms. Pattira Luengwilas | Corporate Secretary |
| 4. Mr. Worachart Thuaycharoen | Independent Financial Advisor
Finnex Advisory Co., Ltd. |
| 5. Ms. Yaowarote Klinboon | Legal Advisor
Hunton Andrews Kurt (Thailand) Co., Ltd. |

The meeting moderator announced to the meeting that the Board of Directors' meeting resolved to call the Extraordinary General Meeting of Shareholders No. 1/2023 via electronic media under the Emergency Decree on Meeting via Electronic Media B.E.2563 (2020) and the related requirements, and the compliance with the Company's regulations and shareholders meeting criteria as required by laws. The meeting moderator also clarified to the shareholders regarding the consideration of the meeting agenda, procedures for voting and vote counting, and the announcement of the voting results for each agenda, of which the details are as follows.

Procedures for casting e-Voting

1. The voting shall be done openly in each agenda. The shareholder or proxy shall vote only one way either agree or disagree or abstain. Voting cannot be divided into parts (unless it is voting by the custodian).

2. For the shareholders who want to vote 'disagree' or 'abstain', click the 'disagree' or 'abstain' voting button on the voting tab provided in the Inventech Systems. The voting result shall be announced at the meeting at a later time.
3. The Company determines that the shareholder shall have one minute to cast voting on each agenda, and the casting vote can be altered by the voters until the time of close of voting on that agenda.
4. In case the shareholder votes 'abstain' in the system or fails to click the voting button on the system, it is counted as an 'agree' vote.
5. In a case where the shareholders appoint the director or independent director as a proxy to attend the meeting, the Company shall be concerned with voting as per the intention of the shareholders.

Criteria for vote counting

1. The Company counts the votes of the shareholders in the meeting only those who vote 'disagree' and/or 'abstain', are then deducted from the total number of votes of the shareholders at the meeting. The remainder is considered 'agree' votes. However, The Company shall count the votes which the grantors have voted in the proxy form and record those votes in advance upon complete registration for the meeting.
2. The voting results indicate the votes based on the number of shares of the latest attendees, so there may be unequal votes for each agenda.
3. If shareholders or proxies show unclear intentions in the electronic ballots, such as casting votes for more than 1 box in the electronic ballot, or a split vote (except in the case of custodians) is considered a void ballot.
4. The system processing is based on the votes of the shareholders according to the voting procedures in each agenda, and the voting results for each agenda shall be announced to the shareholders before the meeting is closed.

Questioning at the meeting

1. Before casting vote on each agenda, the Company allows the shareholders or the proxy to ask questions or express opinions on issues relating to that respective agenda as appropriate.

2. In typing questions, the shareholders are required to type their given name and last name and identified status as either shareholder or proxy, and in the question column, specify the agenda in which the question is raised, then click send questions into the system.
3. To offer opinions or questions, make sure that the questions or issues are relevant and concise to secure an effective meeting. The Company reserves the right to take appropriate action.
4. In case there are numerous related questions transmitted into the system, the Company at its discretion shall consider and select the questions as appropriate.

At this meeting, there were shareholders attending the meeting both in person and by proxy, as follows:

Shareholders attending in person	4	persons	Total number of shares	499	shares
Shareholder proxy	33	persons	Total number of shares	2,011,896,552	shares
Total	37	persons	Total number of shares	2,011,897,051	shares
Percentage (%)	49.457	of the total number of shares sold		4,067,970,362	shares

Therefore, based on the number of shareholders attending the meeting and the number of shares above, it constitutes a complete quorum under the Company's Articles of Association and laws.

Then, Mr.Marut Arthakaivalvatee, Chairman of the Board of Directors, acting as the chairman of the meeting ("Chairman") opened the meeting and assigned the meeting moderator to conduct the meeting according to the agenda specified in the meeting invitation letter as follows:

Agenda 1: To consider the approval of the minutes of the 2022 Annual General Meeting of Shareholders held on April 29, 2022

The meeting moderator informed the meeting that the Company prepared the 2022 Annual General Meeting of Shareholders held on April 29, 2022, together having delivered the copy of such minutes of the meeting to the Stock Exchange of Thailand ("SET") within fourteen (14)

days from the meeting date and to the Ministry of Commerce within the period required by laws, and having completely published such minutes of the meeting through the Company's website at www.nationgroup.com so that the shareholders may verify its accuracy within a reasonable time. However, there is no objection or requesting amendment by the shareholders. A copy of the minutes of the 2022 Annual General Meeting of Shareholders, as appeared in Enclosure 1.

The Board of Directors viewed that such minutes of the meeting were recorded correctly, and completely. It was therefore deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve such minutes of the meeting.

The meeting moderator allowed the shareholders to ask additional questions. However, no shareholders were asking any further questions. The meeting moderator, therefore, asked the attendees to pass a resolution for this agenda.

Meeting's resolution The Meeting unanimously resolved to approve the minutes of the 2022 Annual General Meeting of Shareholders held on April 29, 2022, with the voting results as follows:

Resolution	Number of votes	Percentage
Approve	2,011,897,051	100.0000
Disapprove	0	0.0000
Abstain	0	-
Total (37 persons)	2,011,897,051	100.0000

The meeting moderator announced to the Meeting that because Agenda 2 to Agenda 5 were related matters, therefore, in considering the approval of Agenda 2 to Agenda 5, it is therefore considered conditional on each other, that is; if the matter in any agenda is not approved, other matters that have been approved shall be canceled, and there will be no further consideration for other agendas and the matters will not be approved by the shareholders' meeting.

Agenda 2: To consider the approval of issuance and offering of warrants to purchase ordinary shares of Nation Group (Thailand) Public Company Limited (NATION-W4) in the amount of 2,711,980,241 units allocated to existing shareholders who subscribe for the new ordinary shares in the right offering.

The meeting moderator informed the Meeting that the Company intends to issue and offer warrants to purchase the ordinary shares of Nation Group (Thailand) Public Company Limited No. 4 (NATION-W4) (“W4 Warrants”) in the amount of 2,711,980,241 units allocated to existing shareholders who subscribe for new ordinary shares so that the Company has readiness and financial flexibility for the operations of the Company. and its subsidiaries in the future. Therefore, it was proposed to the shareholders' meeting to consider and approve as follows:

- (1) The issuance and offering of W4 warrants in the amount of 2,711,980,241 units allocated to existing shareholders who subscribe for new ordinary shares free of charge at the rate of 3 new ordinary shares per 1 unit of warrant (in case there is a fraction from the calculation according to the W4 warrant allocation ratio, the fraction is round down wholly). However, the W4 warrants are valid for 2 years from the date of issuance. The warrant holders can exercise their rights every 15th day of March, June, September, and December of each year. The exercise ratio is 1 unit of warrant is entitled to purchase 1 ordinary share at the exercise price of 0.25 baht per share, which is lower than the market price before the offering, 0.26 baht per share, which equals to 1.86 baht per share, where the market price before the offering is the weighted average price of the Company's ordinary shares traded on the stock market for the past 15 consecutive business days before the date of the Board of Directors' meeting which resolved to propose an agenda to the shareholders' meeting (Between October 21, 2022 – November 11, 2022)
- (2) Delegate the Board and/or Executive Committee and/or persons assigned by the Board of Directors and/or the Executive Committee to have the power to (a) determine and amend the conditions and other details which is necessary and appropriate in connection with the issuance and offering of warrants, such as details of the right offering, etc. (b) sign in the application documents for licenses and necessary evidence related to the issuance of warrants, including contacting and submitting an application for permission

of such documents and evidence to government agencies or other agencies related to the issuance and listing of the Warrants on the SET, and (c) taking any necessary and appropriate action concerning the issuance and offering of warrants for this time.

- (3) Authorize the Board of Directors to have the power to consider cancellation or setting the date and list of shareholders who have the right to be allocated the W4 Warrants in proportion to the number of new ordinary shares subscribed by each existing shareholder (Record Date) as appropriate, based on the benefits and effects to the Company primarily.

However, the record date for shareholders who are entitled to the allocation of W4 Warrants is the same date of determining the names of shareholders who are entitled to the allocation of newly-issued ordinary shares in proportion to their shareholding, that is on December 7, 2022. The shareholders who are entitled to receive the allocation of W4 Warrants must be shareholders who exercise the right to subscribe for new ordinary shares between January 19-20 and 23-25, 2023. The Board of Directors will further determine the issuance date and W4 warrants allocation.

The details of the issuance and offering of W4 Warrants are exhibited in Enclosure 2.

The Board deems it appropriate to propose to the shareholders' meeting to consider and approve the issuance and offering of W4 warrants in the amount of 2,711,980,241 units allocated to existing shareholders who subscribe for new ordinary shares and assign the Board of Directors and/or Executive Committee and/or persons assigned by the Board of Directors and/or Executive Committee to have the authority to take action regarding the issuance and offering of W4 warrants as detailed above.

The meeting moderator allowed the shareholders to ask for additional information. Shareholders were asking for additional information as follows:

Mr. Phuwanart Na Songkhla, a member of the Shareholders' Right Protection Volunteer of the Thai Investors Association inquired whether the Company for what purposes the capital raised from the offering of warrants will be used.

Mr. Piyapong Prasatthong, a shareholder asked if the Company will make use of the funds derived from the subscription for newly-issued ordinary shares of the Company to purchase ordinary shares in Thansettakij Multimedia Co., Ltd. (“TMM”) from the News Network Corporation Public Company Limited (“NEWS”) to be considered in Agenda 6 or not.

The Chairman assigned Mrs. Warangkana Kalayanapradit, Deputy Chairman to answer the questions. Mrs. Warangkana Kalayanapradit clarified the meeting which can be summarized as follows:

The objectives of the issuance of warrants include: 1) to be used as the Company's internal working capital and/or its subsidiaries, 2) to repay the company's loans and/or its subsidiaries, and 3) to be used for additional investments to further expand the main business and/or other promoted businesses and/or similar to the main business that Group has been in progress. The investment conditions are under the Company's investment policy framework at that respective time. The pattern of the investment may be in the form of purchasing shares, acquisition of the business, or other types of business that are under the laws, regulations, and rules of the regulatory agencies. In addition, the Company will make use of the funds derived from the subscription for newly-issued ordinary shares of the Company to purchase ordinary shares in Thansettakij Multimedia Co., Ltd. (“TMM”) from the News Network Corporation Public Company Limited (“NEWS”) to be further considered in Agenda 6.

There were no further questions, the meeting moderator asked the meeting to vote on this agenda.

Meeting's resolution: The meeting considered and resolved to approve the issuance and offering of W4 warrants in the amount of 2,711,980,241 units allocated to existing shareholders who subscribe for new ordinary shares and assigned the Board of Directors and/or Executive Committee and/or persons assigned by the Board of Directors and/or Executive Committee to have the authority to take action regarding the issuance and offering of W4 Warrants with the votes unanimously as follows:

Resolution	Number of votes	Percentage
Approve	2,011,897,051	100.0000
Disapprove	0	0.0000
Abstain	0	-
Total (37 persons)	2,011,897,051	100.0000

Agenda 3: To Consider and approve the decrease of the Company's registered capital of 507,547,903.09 baht from 2,663,572,194.95 baht into 2,156,024,291.86 baht by canceling the unissued shares of 957,637,553 shares with a par value of 0.53 baht per share, and the amendment to Clause 4 of the Memorandum of Association to be consistent with the decrease of the Company's registered capital.

The meeting moderator informed the meeting that owing to the Company wishes to issue and offer for sale the W4 warrants that have been allocated to the existing shareholders who subscribe for new ordinary shares as proposed to the shareholders' meeting for approval in Agenda 2 above, and the allocation of the new ordinary shares of the Company to existing shareholders in proportion to their shareholding, and contribution to the exercise of the W-4 warrants as proposed to the shareholders' meeting for approval in Agenda 5. For this reason, the Company needs to increase its registered capital by issuing additional ordinary shares as to be proposed to the shareholders' meeting for consideration and approval in Agenda 4.

However, the Company currently has 957,637,553 unissued shares, divided into 1) shares allocated to accommodate the exercise of Warrants to purchase ordinary shares of Nation Multimedia Group Public Company Limited No.3 (NMG-W3) which has expired in the amount of 903,530,838 shares, and 2) shares allocated accommodate the exercise of Warrants to purchase ordinary shares of Nation Multimedia Group Public Company Limited offered to directors, executives and/or employees of the Company and/or its subsidiaries (NMG-WB) which have expired in the amount of 54,106,715 shares.

To achieve the increase in the registered capital by issuance of new ordinary shares by the Company, the Company shall comply with Section 136 of the Public Limited Companies Act B.E.2535 (1992)(and the Amendments) ("Public Limited Companies Act"), requiring " the

company may increase the amount of its registered capital by issuing new ordinary shares and the issuance of new ordinary shares may be made after all the shares have been completely sold and paid-up in full unless the remaining shares are the shares issued for the exercise of rights under convertible debentures or share warrant". For this reason, the Company needs to reduce its registered capital by the cancellation of 957,637,553 unissued shares, par value of 0.53 baht per share, and the amendment to Clause 4 of the Memorandum of Association to be in line with the reduction of the Company's registered capital. The details are as follows.

- (1) Decrease the Company's registered capital of 507,547,903.09 baht from 2,663,572,194.95 baht into 2,156,024,291.86 baht by the cancellation of unissued shares of 957,637,553 shares, par value of 0.53 baht per share.
- (2) Amend Clause 4 of the Company's Memorandum of Association to be in line with the reduction of registered capital by which the original clause is canceled and replaced with the new statements as follows:

Clause 4.	Registered capital	2,156,024,291.86 Baht	(Two billion one hundred and fifty-six million, twenty- four thousand two hundred and ninety-one baht and eighty-six satang)
	Divided into	4,067,970,362 shares	(Four billion sixty- seven million, nine hundred seventy thousand three hundred and sixty-two shares)
	Par value	0.53 Baht	(fifty-three satang)
	Divided into as		
	Ordinary shares	4,067,970,362 shares	(four billion sixty-seven million, nine hundred seventy thousand three hundred and sixty-two shares)
	Preferred shares	-N/A-	-N/A-

Namely, authorizing the authorized directors of the Company and/or any person authorized by the Company's directors to have the authority to apply for registering the capital reduction and amendment to Clause 4 of the Company's Memorandum of Association to the competent registrar of Department of Business Development, Ministry of Commerce, including having the power to amend or change the request or the contents of such documents, and the power to take any action necessary in connection with such action as deemed appropriate and to comply

with the law regulations and the interpretation of relevant government agencies, including according to the instructions or orders of the registrar or officials.

The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital of 507,547,903.09 baht from 2,663,572,194.95 baht into 2,156,024,291.86 baht by the cancellation of 957,637,553 unissued shares, par value of 0.53 baht per share and the amendment to Clause 4 of the Memorandum of Association to be in line with the reduction of the Company's registered capital, and the authorization of the Company's authorized directors and/ or persons authorized by the Company's directors to perform actions related to the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association as detailed above.

The meeting moderator allowed the shareholders to ask for additional information. However, no shareholder asked for additional information. The meeting moderator, therefore, asked the meeting to vote on this agenda.

Meeting's resolution: The meeting considered and resolve to approve the reduction of the Company's registered capital of 507,547,903.09 baht from 2,663,572,194.95 baht into 2,156,024,291.86 baht by the cancellation of 957,637,553 unissued shares, par value of 0.53 baht per share and the amendment to Clause 4 of the Memorandum of Association to be in line with the reduction of the Company's registered capital, and the authorization of the Company's authorized directors and/or persons authorized by the Company's directors to perform actions related to the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association with unanimous votes as follows:

Resolution	Number of votes	Percentage
Approve	2,011,897,051	100.0000
Disapprove	0	0.0000
Abstain	0	-
Total (37 persons)	2,011,897,051	100.0000

Agenda 4: To consider and approve the increase of the Company's registered capital of 5,749,398,111.45 baht from 2,156,024,291.86 baht into 7,905,422,403.31 baht by the issuance of new ordinary shares of 10,847,920,965 shares with a par value of 0.53 baht per share, and the amendment to Clause 4 of the Memorandum of Association to be line with the increase of the Company's registered capital.

The meeting moderator informed the meeting that owing to the Company wishes to issue and offer for sale the W4 warrants that have been allocated to the existing shareholders who subscribe for new ordinary shares as proposed to the shareholders' meeting for approval in Agenda 2 above, and the allocation of the new ordinary shares of the Company to existing shareholders in proportion to their shareholding as to be proposed to the shareholders' meeting for approval in Agenda 5. For this reason, the Company needs to increase its registered capital by issuing new ordinary shares of 10,847,920,965 shares with a par value of 0.53 baht per share, and the amendment to Clause 4 of the Memorandum of Association to be in line with the increase of the Company's registered capital, as to the following details.

- (1) Increase the Company's registered capital of 5,749,398,111.45 baht from 2,156,024,291.86 baht into 7,905,422,403.31 baht by the issuance of new ordinary shares of 10,847,920,965 shares with a par value of 0.53 baht per share.
- (2) Amend Clause 4 of the Company's Memorandum of Association to be in line with the increase of registered capital by which the original clause is canceled and replaced with the new statements as follows:

Clause 4.	Registered capital	7,905,422,403.31 Baht	(seven thousand and nine hundred and five million, four hundred twenty-two thousand four hundred- and three-baht thirty-one satang)
	Divided into	14,915,891,327 shares	(fourteen thousand and nine hundred and fifteen million, eight hundred ninety-one thousand three hundred and twenty-seven shares)
	Par value	0.53 Baht	(fifty-three satang)
	Divided into as		
	Common stock	14,915,891,327 shares	(fourteen thousand and nine hundred and fifteen million, eight hundred ninety-one thousand three hundred and twenty-seven shares)
	Preferred stock	-N/A-	-N/A-

Authorizing the authorized directors of the Company and/or any person authorized by the Company's directors to have the authority to apply for registering the capital increase and amendment to Clause 4 of the Company's Memorandum of Association to the competent registrar of Department of Business Development, Ministry of Commerce, including having the power to amend or change the request or the contents of such documents, and the power to take any action necessary in connection with such action as deemed appropriate and to comply with the law regulations and the interpretation of relevant government agencies, including according to the instructions or orders of the registrar or officials.

However, the details of the Company's registered capital increase appear in Enclosure 3.

The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital 5,749,398,111.45 baht from 2,156,024,291.86 baht into 7,905,422,403.31 baht by the issuance of new ordinary shares of 10,847,920,965 shares with a par value of 0.53 baht per share and the amendment to Clause 4 of the Memorandum of Association to be in line with the increase of the registered capital, and the authorization of the Company's authorized directors and/or persons authorized by the Company's directors to perform actions related to the increased of the registered capital and the amendment to Clause 4 of the Company's Memorandum of Association as detailed above.

The meeting moderator allowed the shareholders to ask for additional information. However, no shareholder asked for additional information. The meeting moderator, therefore, asked the meeting to vote on this agenda.

Meeting's resolution: The meeting considered and resolve to approve the increase of the Company's registered capital 5,749,398,111.45 baht from 2,156,024,291.86 baht into 7,905,422,403.31 baht by the issuance of new ordinary shares of 10,847,920,965 shares with a par value of 0.53 baht per share and the amendment to Clause 4 of the Memorandum of Association to be in line with the increase of the registered capital, and the authorization of the Company's authorized directors and/or persons authorized by the Company's directors to perform actions related to the increased of the registered capital and the amendment to Clause 4 of the Company's Memorandum of Association with unanimous votes as follows:

Resolution	Number of votes	Percentage
Approve	2,011,897,051	100.0000
Disapprove	0	0.0000
Abstain	0	-
Total (37 persons)	2,011,897,051	100.0000

Agenda 5: To consider and approve the allocation of the new ordinary shares of the Company to the existing shareholders in proportion to their shareholding, and to accommodate the exercise of the W-4 warrants to purchase the ordinary shares of the Nation Group (Thailand) Public Company Limited (NATION-W4) allocated to the existing shareholders who subscribe for new ordinary shares.

The meeting moderator informed the meeting that owing to the Company wishes to issue and offer for sale the W4 warrants allocated to the existing shareholders who subscribe for new ordinary shares as proposed to the shareholders' meeting for approval in Agenda 2 above, and issue and offer for sale to the new ordinary shares to the existing shareholders in the amount of 8,135,940,724 shares with a par value of 0.53 baht per share. For this reason, the Company is necessary to allocate the new ordinary shares of the Company in the amount of 10,847,920,965 shares, par value of 0.53 baht per share as follows:

- (1) Allocation of new ordinary shares in the amount of 8,135,940,724 shares with a par value of 0.53 baht per share to the existing shareholders in proportion to their shareholding at the ratio of 1 existing ordinary share to 2 new ordinary shares. However, the pricing of the new ordinary shares by the Company to the existing shareholders is based on shareholding proportion at the price of 0.09 baht per share, which is lower than the par value, based on the weighted average market price of the Company's ordinary shares for the past 15 consecutive business days prior to the date of the Board of Directors' Meeting No. 8/2022 on 14 November 2022 (between 21 October 2022 - 11 November 2022), which equals to 0.26 baht, and a discount of approximately 65.38 percent from the said price and setting a date of listing shareholders who are entitled to receive the allocation of newly-issued ordinary shares in proportion to their shareholding on December 7, 2022 and setting

- a subscription date for new ordinary shares between 19 - 20 and 23 - 25 January 2023 (total 5 business days) by assigning the Board of Directors and/or Executive Committee and/or persons assigned by the Board of Directors and/or Executive Committee to have the power to take action related to the allocation of newly-issued ordinary shares , including but not limited to the following matters: (a) the determination of details regarding the allocation of newly-issued ordinary shares , for example, how to allocate new ordinary shares; one time or from time to time, offering period, IPO price, payment method of subscription and other terms and conditions relating to the allocation of such new ordinary shares; (b) entering into negotiations, making agreements and signing contracts and related documents, and signing subscription application form, request for grace period, and any evidence and related documents necessary to the allocation of the new ordinary shares, including but not limited to providing information and submitting documents to the Office of the Securities and Exchange Commission (“SEC Office”), Thailand Securities Depository Company Limited, Ministry of Commerce or other related agencies as well as listing the new ordinary shares as listed securities on the Stock Exchange of Thailand (SET) and (c) to perform any other acts necessary and relevant to the allocation of the new ordinary shares, including the appointment of an attorney to perform the acts under items (b) to (c).
- (2) Allocation of new ordinary shares in the amount 2,711,980,241 shares with a par value of 0.53 baht per share to accommodate the exercise of W4 warrants in the amount of 2,711,980,241 units allocated to existing shareholders who subscribe for and are allocated new ordinary shares in proportion to their shareholding free of charge at the rate of 3 new ordinary shares per 1 unit of warrants (in case there is a fraction from the calculation according to the warrant allocation ratio, such fractions shall be rounded off the whole amount) by assigning the Board of Directors and/or Executive Committee and/or persons assigned by the Board of Directors and/or Executive Committee to have the power to take action related to the allocation of newly-issued ordinary shares to support the exercise of the W4 Warrants, including but not limited to (a) signing various application documents; and necessary evidence related to the allocation of such new ordinary shares, as well as contacting and

submitting an application for approval of such documents and evidence to government agencies or agencies related to the allocation of such new ordinary shares, and the listing of such new ordinary shares on the SET, and (b) take any action necessary and appropriate in connection with the allocation of such new ordinary shares.

The details of the allocation of newly-issued ordinary shares of the Company appear in Enclosure 3.

The Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the allocation of newly-issued ordinary shares to the existing shareholders, and to accommodate the exercise of the W4 warrants allocated to the existing shareholders who subscribe for new ordinary shares, and the authorization of the Company's authorized directors and/or persons authorized by the Company's directors to have the power to take action related to the allocation of newly-issued ordinary shares and to support the exercise of the W4 Warrants, as detailed previously.

The meeting moderator allowed the shareholders to ask for additional information. However, no shareholder asked for additional information. The meeting moderator, therefore, asked the meeting to vote on this agenda.

Meeting's resolution: The meeting considered and resolve to approve the allocation of new ordinary shares to the existing shareholders, to accommodate the exercise of the W4 warrants allocated to the existing shareholders who subscribe for new ordinary shares, and the authorization of the Company's authorized directors and/ or persons authorized by the Company's directors to have the power to take action related to the allocation of newly-issued ordinary shares and to support the exercise of the W4 Warrants with unanimous votes as follows:

Resolution	Number of votes	Percentage
Approve	2,011,897,051	100.0000
Disapprove	0	0.0000
Abstain	0	-
Total (37 persons)	2,011,897,051	100.0000

Agenda 6: To consider and approve the purchase of ordinary shares in Thansettakij Multimedia Co., Ltd. which is considered a related-party transaction.

The meeting moderator informed the meeting that whereas the Company wishes to purchase 20,074,998 ordinary shares, or representing 100% of total shares in TMM which has engaged in the business of printing media, television programs, and online media under the "Thansettakit" trademark from NEWS at a total purchase price of not exceeding 240 million, baht or approximately 11.96 baht per share. The Meeting of the Board of Directors No. 9-1/2022 on November 23, 2022, resolved to approve such the proposed transactions at the shareholders' meeting.

Entering the investment in the TMM may result that the Company being capable of operating the business of printing media, television programs, and online media under the "Thansettakit" trademark, which will thrust the expansion of the main business and related businesses of the Group, including but not limited to the publishing business which focuses on expanding into the digital media industry with high growth prospects. In addition, the Group can expand the market share of leading media producers both in daily newspapers and three-day newspapers, and new media business, thereby resulting that the Group can stand up as a full leader, having customer base expansion, and increased bargaining power. In addition, the Group can mobilize power to organize on-ground activities at a large scale. This investment is also in line with the Group's strategic plan to drive the connection of three main businesses, namely offline, online, and on-ground.

The aforesaid transaction is considered an asset acquisition transaction under the Notification of the Capital Market Supervisory Board No. Thor Jor. 20/2551 Re: Criteria of significant transaction that would be an acquisition or disposition of assets and the Notification of the Stock Exchange of Thailand Re: Disclosure of information and performance of listed companies in the acquisition or disposition of assets B.E.2547 (2004) (and Amendments) (collectively referred to as the "Acquisition/Disposition Notifications"). The size of such transaction is calculated from the reviewed consolidated financial statements of the Company for the nine months ended September

30, 2022, and TMM's audited financial statements for the year ended December 31, 2021, based on the total value of consideration criterion, which is the criterion that has the highest result equal to 23.63%. However, the acquisition of other assets in the past six months before the date on which the Board of Directors approved two such transactions, namely, the establishment of a subsidiary (namely, Post Today Co., Ltd.) to purchase service marks; and copyright in online media under the name "Post Today" and "NewClear Online" and the purchase of ordinary shares in the Nation News Company Limited. The aforesaid acquisition size, upon combined calculation with the acquisition of other assets according to the total value of consideration criteria, provides the highest value equal s to 55.36 percent. Therefore, such transaction is classified as Type 1 according to the Acquisition or Disposition Notifications, i.e., the transaction with the transaction size is equal to or higher than 50 percent but less than 100 percent, the Company therefore shall be responsible for disclosure of the such transaction to the SET, and seek 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, and without counting the votes for shareholders who have an interest, and appointing an independent financial advisor to provide opinions on the transaction and forward such opinions together with the notice of the meeting to the shareholders no less than 14 days in advance. However, such transaction is also considered a purchase or transfer of the business of other entities or private companies to belong to the possession of the Company according to Section 107 (2)(b) of the Public Limited Company Act, whereby the Company must obtain approval from the shareholders' meeting with votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote without counting the votes for shareholders who have an interest.

In addition, the aforementioned transaction is considered a related-party transaction according to the Notification of the Capital Market Supervisory Board No. Thor Jor. 21/2551 Re: Rules for Entering into Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Compliance of the Listed Companies on Connected Transactions B.E. 2546 (and Amendments) ("Connected Transaction Notification"). Because the NEWS is a related party of the Company (The Company and NEWS have the same major shareholders, namely Miss Aura-Orn Akrasanee, who holds 10.08 percent and 20.03 percent of the total issued shares of the Company and NEWS respectively as of the date the Board of

Directors resolved to approve the proposed transaction to the shareholders' meeting for approval, which is a transaction relating to assets or services with a value of more than 20 million baht and exceeding 3% of the net tangible asset values according to the reviewed consolidated financial statements of the Company for 9-month period ended September 30, 2022, amounted to 347.64 million baht, such a transaction is considered a large transaction and the Company therefore shall have to disclose information about such transaction to the SET, and seek 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. without counting the votes on the part of the shareholders who have an interest and appointing an independent financial advisor to provide opinions on the transaction and forwarding such opinions to the shareholders together with the meeting notice no less than 14 days in advance. However, the Company has had no other connected transactions with NEWS or its related persons within the past six months before the Board of Directors Meeting No.9-1/2022.

In this regard, the Company has appointed Finnex Advisory Co., Ltd. as an independent financial advisor to provide opinions on the transactions as required by the Acquisition or Disposition Notifications and the Connected Transaction Notifications.

The details of the purchase of ordinary shares in TMM appear in Enclosure 4 and the Opinion Report of the Independent Financial Advisor appears in Enclosure 5.

In addition, during the most recent negotiations of the TMM share purchase agreement between the Company's management and the NEWS, it was found that the Company is capable of a cash payment of the first installment within the transaction completion date of 10 million baht. However, the Company still intends to make payment of the second installment and is desirous to amend the first installment payment from the original amount of 50 million baht into 10 million baht, which payment shall be made on the transaction completion date, and amend the second payment from the original amount of not exceeding 190 million baht into not exceeding 230 million baht, which payment shall be made within 45 days from the transaction completion date, and the Company shall pledge additional shares in TMM to the NEWS in the amount of 3,344,144 shares (formerly 15,894,396 shares), totaling 19,238,540 shares.

The Board of Directors (by non-interested directors) was of the view that entering into the transaction and the value of consideration in entering into such transaction is appropriate, reasonable, and for the benefit of the Company and all shareholders of the Company in the long run. As to the reasons stated under Clause 1.8 of Enclosure 4, the Company has still sufficient working capital for business operations, and entering into the transaction will not significantly affect the Company's working capital. Thus, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the purchase of ordinary shares in TMM, which is considered a connected transaction.

However, Miss Aura-Orn Akrasanee, as a shareholder of 821,117,442 shares in the Company who has an interest in such transaction as she is a major shareholder of the NEWS shall be prohibited from voting at the shareholders' meeting.

The meeting moderator allowed shareholders to ask for additional information. Shareholders were asking for additional information as follows:

Mr. Phuwanart Na Songkhla, a member of the Shareholders' Right Protection Volunteer of the Thai Investors Association inquired that at the shareholders' meeting of NEWS in the morning, NEWS clarified the reason for selling shares in TMM was because TMM had a loss of the operating results as a result of the changing format of the existing media business, so, he would like to know how much confident the Company is upon buying shares in TMM that it will not lose as it ever in the past, and how to administrate the acquired business to grow.

The Chairman assigned Mr. Somchai Meesen, Director, Vice Chairman of the Executive Committee, and Member of the Nomination and Remuneration Committee to answer the question, Mr. Somchai Meesen then clarified to the meeting which can be summarized as follows:

In the consideration of the TMM's financial statements, the Management discovered the reason why the TMM had a loss of the operating results, since the investment in financial technology (FinTech) business, TMM has to borrow money and has interest burden related to such investment. However, the Management has considered the EBITDA and operating profit of TMM and viewed that the business is likely to continue. In addition, the purchase of ordinary shares in TMM enables the Company to obtain benefit from resource sharing for maximum

benefits (Synergy) combined with media under other brands of the Company, for example, Krungthep Turakij and Post Today, etc., thereby enabling the Company to reduce operating costs and result in economies of scale, including the expansion of customer base and mobilize power to organize large-scale events that are in line with the strategic plan of the Group in pushing the connection of three main businesses, namely offline, online and on-ground.

There were no further questions at the meeting, and the meeting moderator then asked the meeting to vote on this agenda.

Meeting's resolution: The meeting (by non-interested shareholders) considered and resolved to approve the purchase of ordinary shares in TMM which is considered a connected transaction with unanimous votes as follows:

Resolution	Number of votes	Percentage
Approve	1,191,979,609	100.0000
Disapprove	0	0.0000
Abstain	0	-
Total (37 persons)	1,191,979,609	100.0000

Agenda 7: Other matters (if any)

The meeting moderator informed the meeting that the agendas had been completely considered according to the agenda specified in the meeting invitation letter. Therefore, the shareholders were allowed to propose other agendas for consideration in the meeting

The shareholders under Section 105 of the Public Companies Act or ask for more information.

Mr. Noppadol Pakornnimitdee, a shareholder, informed the meeting that the Company will make use of the funds derived from the capital increase to purchase ordinary shares in TMM and/or invest in other businesses in the proportion of approximately 43 percent of the capital received. In this regard, what are the Company's approaches in selecting businesses for which the funds derived from the capital increase will be invested?

The Chairman assigned Mr. Somchai Meesen, Director, Vice Chairman of the Executive Committee, and Member of the Nomination and Remuneration Committee to answer the

question, Mr. Somchai Meesen then clarified to the meeting which can be summarized as follows:

The Company primarily uses the funds derived from the capital increase to purchase ordinary shares in TMM as it is a media business related to the core business which results that the Company can reduce costs and increasing revenue to grow even more.

The Company will consider additional investments in other businesses, and consider the effective media business that generates income and profits to yield good returns for shareholders.

No shareholders proposed other matters to the meeting for consideration. The Chairman thanked all attendees and closed the meeting at 3:20 p.m.

-Signature-
Signature _____ Chairman of the Meeting
(Mr. Marut Arthakaivalvatee)
Chairman

-Signature-
Signature _____ Deputy Chairman
(Mrs. Warangkana Kalayanapradit)
Minutes Reviewer

-Signature-
Signature _____ Company Secretary
(Ms. Patthira Luengwilas)
Minutes Recorder

Definition of the Independent Directors

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

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

Independent Directors' qualifications are as follows:

1. Hold not over 1% of paid-up capital of the company, its subsidiaries and joint venture companies, or other related companies or juristic persons with potential conflict of interest. This includes shares held by related persons according to Article 258 of Securities and Exchange Act.
2. Shall not be executive directors, staff or employees or consultants who receive regular benefits from the company, or personal consultants to the company's management, its subsidiaries and joint venture companies, or other persons with potential conflict of interest. Independent Directors shall not have any interests in such manner for at least 2 years prior to appointment date. This qualification does not refer to independent directors who used to serve as government officials or advisors to any government agencies which are the major shareholders or executives of the company.
3. Shall not have or used to have business relationships, financial benefits or other forms of benefit whether directly or indirectly, in business affairs and management of the company, its subsidiaries or joint venture companies, or related companies, which might obstruct the exercise of independent judgment, or shall not be or used to be major shareholders, or executives of the company except in the case that such interests finished at least 2 years prior to the appointment date.
4. Shall have no blood relationship or relationship through legal registration in the forms of parents, spouse, siblings and children, or children's spouses with executive directors, management, controllers, or major shareholders of the company or its subsidiaries of executive directors, management, controllers, or the persons who are nominated for an executive position or executives of the company or its subsidiaries.

5. Shall not be open or secret nominees of directors, major shareholders or any groups of shareholders of the company who are related to any major shareholders or any groups of the company's shareholders.
6. Shall perform their duties and exercise their judgment without the influence of executive directors or major shareholders of the company, and related persons or their relatives.
7. Shall not be or used to be auditors of the company, its subsidiaries, joint venture companies, the major shareholders or the company's executives. The Independent Directors shall not be major shareholders, executives or business partners of juristic person under the management of the auditor of the company, its subsidiaries, joint venture companies, major shareholders or the company's executives except when such activities finished at least 2 years prior to the appointment date.
8. Shall not work or used to work in a profession that included law and financial consultant services and asset appraising, which receives service fees of over 2 million baht per year from the company, its subsidiaries and joint venture companies or major shareholders or the company's executives. In the case that the profession is registered as a person juristic, this rule covers the case of being the major shareholder, executives, or business partner of that professional service, except such services ended at least 2 years prior to the appointment date.
9. Shall not operate any business in the same nature and in competition with the business of the Company, subsidiary company, nominee shareholder in partnership, or director in management level, employee, staff, advisor who receive the regular salary or hold more than 1 percent of the voting shares in other company operating the business in the same nature and in competition with the business of the Company or subsidiary.
10. Shall not have any other characteristic which prevents them from being able to give independent opinions on the management of the company.

Roles, duties and responsibilities of the Audit Committee

- 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.
- 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.
- Review the risk assessment and risk management systems to oversee that they are appropriate, adequate and efficient as well as giving opinions on the Company's sustainable business development process, taking into account responsibility for the environment, society and corporate governance good and efficient
- Review business operating procedures to oversee that they are in compliance with rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand as well as other laws related to the company business.
- Recommend nominations of the independent auditors and the auditors' remuneration to the Board. Review with the independent auditors the objectives 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 may have a material impact on the company's financial reports and to attend a meeting with the auditor without the presence of the management at least once a year.
- Review the connecting transactions or transactions that may have conflicts of interest to ensure that they are accurate, complete and in compliance with rules and regulations of the supervising agencies as well as disclose complete information of the transactions to ensure that they are appropriate and most beneficial to the company.
- Review the company's compliance with private sector's anti-corruption and certification programmes, including the Collective Action Coalition Against Corruption's Self-Evaluation Tool.
- Issue an Audit Committee Report to be included in the company's annual report and to be signed by the Audit Committee chairperson, This shall contain the following information as a minimum:
 - Opinions concerning the correctness, completeness and trustworthiness of the financial reports of the company.
 - Opinions concerning the adequacy of the company's internal control system.
 - Opinions concerning the company's risk management system
 - Opinions concerning the company's compliance with the laws and regulations of the Securities and Exchange Commission and regulations of the Stock Exchange of Thailand, or any law governing the company's business.

- Opinions concerning the appropriateness of the auditor.
 - Opinions concerning transactions that may involve conflicts of interest.
 - The number of Audit Committee meetings and attendance record for each of the Audit Committee members.
 - Opinions or overall observations that the Audit Committee has found during the performance of its duties 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 by the Board of Directors.
- Performance of other activities as assigned by the Board of Directors with the consent of the Audit Committee.

Rules and procedures for nomination of directors

Nomination of Directors

The Company's Board of Directors has the opinion that the nomination of directors and consideration of directors' remuneration for media businesses is important. The company has the policy to require Nomination and Remuneration Committee of the Company ("Nomination Committee") to be responsible for screening the nomination of directors and determining remuneration for directors and sub-committees. The Nomination Committee is responsible for nominating suitable persons to replace directors who have completed their terms. The Nomination Committee applies using the appropriate number of structures and the composition of the Board of Directors, including the appropriateness of size, types, and complexity of businesses in recruiting and nominating the right person. The nominated person must possess sound knowledge, experience and expertise qualified to be a director, an independent director of the Company and sub-committee. The Nomination Committee also considers the remuneration for directors and sub-committees of the company by benchmarking from the same industry and the average remuneration based on the similar business size. In addition, the Nomination Committee considers business expansion and profit growth of the company for consideration to propose the opinions to the Board of Directors for further approval at the shareholders' meeting.

In the year 2023, the Company provides opportunities for minority shareholders to nominate a person to be a director by nominating through the Board of Directors before the Annual General Meeting of Shareholders from December 6, 2022, to February 6, 2023, with the information for consideration of the qualifications and the consent of the nominee. The result showed that no shareholder nominated a person to be a director of the company.

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

Name : Mr. Marut Arthakaivalvatee

Position : Chairman of the Board of Directors

Age : 68 years

Address : 60/12 Soi Chokchai Ruammit, Chomphon Subdistrict,
Chatuchak District, Bangkok 10900



Education Qualification:

- Master of Business Administration, Chulalongkorn University
- Bachelor of Communication Arts, Chulalongkorn University

Training Course (s):

Thai Institute of Directors (IOD)

- Directors Accreditation Program (DAP) 2009
- Anti-Corruption for Executive Program (ACEP) 2014

Academy of Business Creativity Sripatum University

- Academy of Business Creativity (ABC) Class 2/2014

Digital Transformation for CEO

- Digital Transformation for CEO Class 1/2019

Experience:

Position held in other listed companies

Sep 28, 2017 – Present	Chairman of the Board of Directors And Advisor to the Executive Committee Nation Group (Thailand) Plc. (Formerly Nation Multimedia Group Plc.)
2016 – Present	Vice Chairman VGI Plc.
2015 – Present	Member of the Corporate Governance Committee VGI Plc.
2012 - Present	Member of the Nomination and Remuneration Committee VGI Plc.
2007 – Present	Director VGI Plc.

Position held in other non- listed companies

2018 – Present	Director Ads chaophraya Co., Ltd.
2018 – Present	Director Supremo Media Co., Ltd.
2017 - Present	Director VGI Global Media (Malaysia) SDN BHD
2017 – Present	Director The Icon VGI Co., Ltd.
2016 - Present	Chairman of Executive Committee and Director Arrow Media Co., Ltd.
2009 - Present	Director Point of View (POV) Media Group Co., Ltd.
2007 – Present	Director VGI Advertising Media Co., Ltd.

No. of Shares Held as at February 8, 2023

-None-

Relationship Characteristics

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

Information holding the post of the Company's Director and Meeting Attendance in 2022

Holding the post of the Company's Director	The Meeting Attendance in 2022			
As of December 31, 2022	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
5 Year 3 Month (Appointed as a director since September 28 , 2017)	10/10	N/A	1/1	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	No.	Number	No.	Type of Director
1	- Vice Chairman - Member of the Corporate Governance Committee - Member of the Nomination and Remuneration Committee - Director VGI Plc.	7	- Director Ads chaophraya Co., Ltd. - Director Supremo Media Co., Ltd. - Director VGI Global Media (Malaysia) SDN BHD - Director The Icon VGI Co., Ltd. - Director Arrow Media Co., Ltd. - Director Point of View (POV) Media Group Co., Ltd. - Director VGI Advertising Media Co., Ltd.	-	-

Type of Nominated Director: Chairman of the Board of Directors

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

Name : Mr. Shine Bunnag

Position : Vice Chairman of the Board of Directors

Age : 42 years

Address : 88/88 Soi Sukhumvit 39 (Phrom Phong), Khlong Tan Nuea Subdistrict,
Watthana District, Bangkok 10110



Education Qualification:

- Master of Business Administration Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Bachelor of the London School of Economics and Political Science (LSE)

Training Course (s):

Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 78/2009

Experience:

Position held in other listed companies

Apr 1, 2020 – Present	Chief Executive Officer Nation Group (Thailand) Plc. (Formerly Nation Multimedia Group Plc.)
Jan 11, 2019 – Present	Director, Vice Chairman of the Board of Directors and Chairman of the Executive Committee Nation Group (Thailand) Plc. (Formerly Nation Multimedia Group Plc.)
May 14, 2020 – Present	Director, the Authorized Director as the Acting President Aqua Corporation Plc.

Position held in other non- listed companies

Sep 29, 2022 - Present	Director Post Today Co., Ltd.
Dec 23, 2021 - Present	Director Khobsanab Co., Ltd.
Nov 15, 2021 - Present	Director Nation TV Co., Ltd. (Formerly NBC Next Vision Co., Ltd.)
Aug 27, 2019 - Present	Director Swenn Corporation Co., Ltd.

No. of Shares Held as at February 8 , 2023

-None-

Relationship Characteristics

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

Special interest in the agenda.

-None-

Information holding the post of the Company's Director and Meeting Attendance in 2022

Holding the post of the Company's Director	The Meeting Attendance in 2022			
As of December 31, 2022	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
4 Year (Appointed as a director since January 11 , 2019)	9/10	N/A	1/1	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	No.	Number	No.	Type of Director
1	- Director - Executive Director - Acting President - Acting Executive Chairman Aqua Corporation Plc.	4	- Director Post Today Co., Ltd. - Director Khobsanab Co., Ltd.	-	-

Listed Company		Non Listed Company		Rival incorporation	
No.	Type of Director	No.	Number	No.	Type of Director
			- Director Nation TV Co., Ltd. - Director Swenn Corporation Co., Ltd.		

Type of Nominated Director: Vice Chairman of the Board of Directors

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

Name : Mr. Apivut Thongkam

Position : Independent Director and Chairman of the Audit Committee

Age : 61 years

Address : 27 Soi Inthamara 37, Junction 2, Din Daeng Subdistrict,
Din Daeng District, Bangkok 10400



Education Qualification:

- Master of Laws, American University, USA
- Master of Comparative Law, Howard University, USA
- Thai Bar Association
- Bachelor of Laws, Ramkhamhaeng University

Training Course (s):

Thai Institute of Directors Association (IOD)

- Director Certification Program Course (DCP) Class 89/2007
- Director Refreshment Training Program (RFP) Class 7/2022

Digital Transformation for CEO

- Digital Transformation for CEO Class 1/2019

Krungthep Turakij / Thansettakij

- Treasure of Wisdom Methods of Investment “Wealth of Wisdom Course: WOW#1”
Class 1 Year 2022

World Intellectual Property Organization, Switzerland

- Diploma in Intellectual Property

Criminal Justice School, Michigan

- Diploma in Computer Crime Trends and Crime, School of Criminal

Thammasat Association under the Royal Patronage

- Executive Diploma Program “Thammasart for Society” 7th class
- Diploma in Executive Course “Senior Executives of Thammasart Golf Course for Society”
2nd class

National Defence College National Defense Studies Institute

- Diploma of Advance Security Management Prohram, Class 6
- Nation Defense Collage, NationInstitute of Defense (Wor Por Or class 54 (Por Ror Or
Class 24))

Ministry of Justice

- Training in techniques of negotiation, dispute settlement and crisis resolution, class 1, Ministry of Justice

Dharmniti Seminar and Training Co., Ltd.

- High-level tax accounting seminars for lawyers and businessmen, Class 1 Central Tax Court

Denpasa, Indonesia

High-level tax accounting seminars for lawyers and businessmen, Class 1 Central Tax Court

Lead Business Institute of Cornell University

Diploma of Global Business Leaders and Lead Business Institute of Cornell University 1/2016

Experience:**Position held in other listed companies**

Jan 3, 2018 - Present	Independent Director and Chairman of the Audit Committee Nation Group (Thailand) Plc. (Formerly Nation Multimedia Group Plc.)
Oct 29, 2021 - Present	Director and Executive Director Aqua Corporation Plc.
Oct 28, 2022 - Present	Chairman Director Index Creative Village Pcl.

Position held in other non- listed companies

Nov 6, 2020 - Present	Director Thai Consumer Distribution Center Co., Ltd.
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No. of Shares Held as at February 8, 2023

: 1,000 shares

Relationship Characteristics

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

Information holding the post of the Company's Director and Meeting Attendance in 2022

Holding the post of the Company's Director	The Meeting Attendance in 2022			
As of December 31, 2022	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
5 Year (Appointed as a director since January 3 , 2018)	10/10	4/4	1/1	0/1

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	No.	Number	No.	Type of Director
2	- Director and Executive Director Aqua Corporation Plc. - Chairman Director Index Creative Village Pcl.	1	- Director Thai Consumer Distribution Center Co., Ltd.	-	-

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

Enclosure 6

Brief profiles of the persons being nominated as auditor for the year 2023

2022	2023 (Proposed Year)
KPMG Phoomchai Audit Ltd.	EY Office Limited
1. Mrs.Sasithorn Pongadisak CPA Registration No. 8802 2. Ms.Marisa Tharathornbunpakul CPA Registration No. 5752 3. Miss.Pronthip Rimdusit CPA Registration No. 5565 Ms.Sasithorn Pongadisak the certified public accountant who affixed her signature to certify the Company's financial statement for five years Remuneration for the auditors of the Company and its subsidiaries, 3,210,000 Baht, including the auditor's remuneration of the subsidiary which increased during the year in the amount of 2,183,500 baht, total auditor's remuneration 5,393,500 Baht As for other service charges, the Company and its subsidiary 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. Pomanan Kitjanawanchai CPA Registration No. 7792 2. Mr. Kittiphan Kiatsompop CPA Registration No. 8050 3. Mr. Chatchai Kasemsrithanawat CPA Registration No. 5813 Mr. Pomanan Kitjanawanchai the certified public accountant who affixed her signature to certify the Company's financial statement for first years Remuneration for the auditors of the Company and its subsidiaries, not exceed 5,700,000 Baht (for the Company and its 9 subsidiaries) (the audit fee for the company is 2,850,000 baht) As for other service charges, the Company and its subsidiary 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

Profile and Work Experience of Auditors

Mr.Pornanan Kitjanawanchai

Partner

(Audit Department)

EY Office Limited

Certified Public Accountant No.7792



Profiles and Work Experience

- | | | |
|--|---|---|
| Working Period | : | 1999 - present |
| Professional Qualification | : | Certified Public Accountant (Thailand) and Auditor approved by the office of The Securities and Exchange Commission of Thailand |
| Academic Qualification | : | Master's degree in Economic, National Institute of Development Administration
Bachelor's degree in Accounting, Chulalongkorn University |
| Professional Experience | : | More than 23 years of audit working experience with EY serving clients in a wide range of industries including listed companies and other limited companies both domestic and oversea. He has great expertise in the business of mass transit system, manufacturing, service, and real estate development. Moreover, he also has experience in providing consultancy services in respect of merger and acquisition exercises. |
| Relationship with or Interest in (except for the audit service) the Company, Subsidiaries, Executives, Major Shareholders, or their Related Persons Capable of Undermining the Ability to Perform Duties Independently | : | - None - |
| Contact Details | : | EY Office Limited
33rd Floor, Lake Rajada Office Complex, 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110
Telephone : 0 2264 9090 ext. 77092
Facsimile : 0 2264 0789
E-mail : pornanan.kitjanawanchai@th.ey.com |

**Articles of Association of the Company, Chapter 6 on shareholders' meeting
Nation Multimedia Group Public Co., Ltd.**

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

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

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

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

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.

Explanation on Meeting Attendance Registration, Proxy Appointment, and Submission of Questions in Advance, and Guidelines for Attending of Electronic Meeting by Inventech Connect

Meeting Attendance Registration and Proxy Appointment

1. Shareholders and proxies who wish to attend the e-meeting

1.1 In case of shareholders attending the meeting in person:

- In case of Thai individual shareholders, an identification card or civil servant identification card must be presented.
- In case of foreign individual shareholders, a passport or document used in lieu of a passport must be presented.
- In case of change of first name or surname, evidence of such change must be presented.

For further information, please see the Guidelines for Attending of Electronic Meeting by Inventech Connect as attached herewith

1.2 In case of proxy appointment:

- The shareholder appointing a proxy may grant the rights attached to all, but not a part, of the shares held to the proxy (except in case of custodians).
- The proxy shall submit only one proxy form that has been duly completed and signed (any material amendment, crossing out or erasure must be accompanied by the grantor's signature) and all of the required supporting documents to the Company by email to corporate_secretary@nationgroup.com and submit the originals via post to the following address within 10 April 2023:

Company Secretary's Office

Nation Group (Thailand) Public Company Limited

No. 1854, 9th Floor, Debaratana Road, Bangna-Tai Sub-district, Bangna District, Bangkok 10260

In addition, the Company will provide THB 20 stamp duty to accommodate any shareholder who has not affixed the same on the proxy form.

- Supporting **documents of the proxy**: A copy of the identification card or civil servant identification card certified as true copy by the proxy must be provided.
- Supporting **documents of the grantor**:
- In case of Thai individual shareholders, a copy of the identification card or civil servant identification card certified as true copy by the grantor must be provided.
- In case of juristic person shareholders:

- In case of Thai juristic persons, a copy of the affidavit issued not more than six months by the Department of Business Development, the Ministry of Commerce, certified as true copy by the authorized representative(s) of such juristic person, and a copy of the identification card of the authorized representative(s) certified as true copy by the authorized representative(s) must be provided.
- In case of foreign juristic persons, a copy of the affidavit issued not more than six months by the relevant authority in the country where the juristic person is established, certified as true copy by the authorized representative(s), and a copy of the passport of the authorized representative(s) certified as true copy by the authorized representative(s) must be provided. If the certification of the documents were made in a foreign country, further certification of the signatures by a notary public or an office or a person authorized to certify signatures as generally accepted is also required.
- If using a fingerprint in lieu of a signature, a fingerprint of the left thumb must be affixed together with the wordings “fingerprint of the left thumb of” accompanied by the signatures of two witnesses attesting to the genuineness of such fingerprint. A copy of the identification card or civil servant identification card certified as true copy by the witnesses must also be provided.

1.3 In case of a deceased shareholder, the executor of the estate of the deceased may attend the meeting in person or appoint a proxy. A copy of the court’s order appointing the executor certified as true copy by the executor must be provided.

1.4 In case of a minor shareholder, the father, mother or legal guardian of the shareholder may attend the meeting in person or appoint a proxy. A copy of the household registration or birth certificate or any other identification document of the minor shareholder certified as true copy by the father, mother or legal guardian of the shareholder must be provided.

1.5 In case of an incompetent or quasi-incompetent shareholder, the guardian or custodian of the shareholder may attend the meeting in person or appoint a proxy. A copy of the court’s order appointing the guardian or custodian certified as true copy by the guardian or custodian must be provided.

2. Shareholders who do not wish to attend the e-meeting

For shareholders who are unable to attend the e-meeting by themselves, the Company recommends that they appoint an Independent Director (per Enclosure 9) as their proxy to attend the meeting on their behalf by using only one of the Proxy Forms A, B and C (per Enclosure 11).

Submission of Questions in Advance

Shareholders may submit questions relating to each agenda item in advance by submitting the Question Form for Shareholders’ Meeting (per Enclosure 12), by email to corporate_secretary@nationgroup.com within 7 April 2023. The Company will compile the questions for each agenda items to be recorded in the minutes of the meeting after the meeting is adjourned.

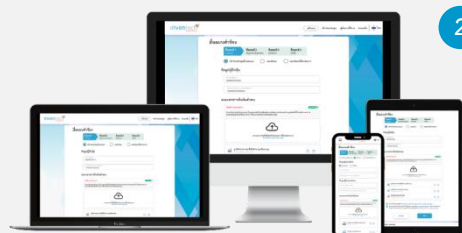
Shareholders or proxies who attend the meeting can also ask questions during the meeting.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/NATION232102R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**** Merge user accounts, please using the same email and phone number ****

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration page
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 4 April 2023 at 8:30 a.m. and shall be closed on 12 April 2023 Until the end of the meeting.

3. The electronic conference system will be available on 12 April 2023 at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 10, 2023 at 5.00 p.m.

Company Name Nation Group (Thailand) Public Company Limited

Department Company Secretary

Address 1854 9th, 10th, 11st Floor, Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

If you have any problems with the software, please contact Inventech Call Center



02-931-9138



@inventechconnect

The system available during 4 – 12 April 2023 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



Report a problem

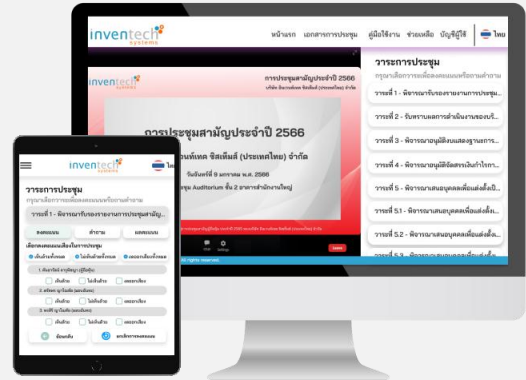
@inventechconnect



Step voting process (e-Voting)

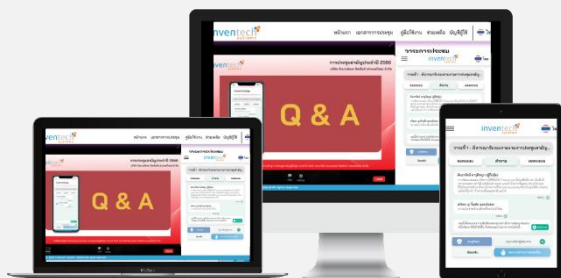
Use Cases PC/Laptop and Mobile/iPad

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button
- 3 Then click on “Join Attendance”
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
- 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then you can open microphone and camera

How to use Inventech Connect



User Manual e-Request



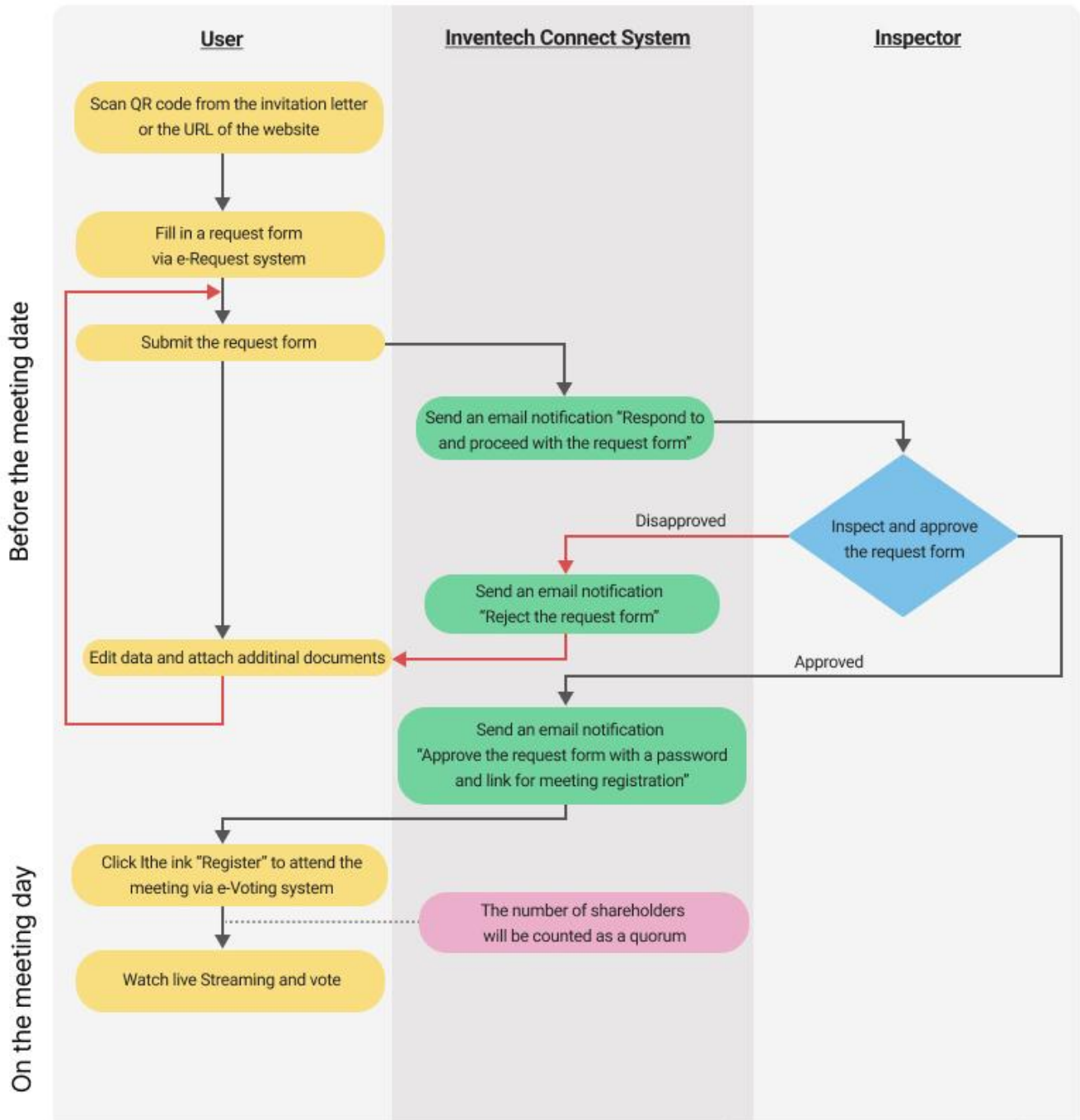
User Manual e-Voting

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**** The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



In case of merging / changing accounts

In case of submitting multiple request by using the same email and phone number, the systems will merge accounts or in case that user a has more than 1 account , he/she can click on "Change account" to switch between accounts, will still be while counted as the base account in the meeting

In case of leaving the meeting

Attendees can click on "Register for leaving the meeting", the number of your shares will be deducted from base votes in all unfinishedagenda items meeting base.

System Usage Conditions

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

Name : Mr. Thanachai Santichaikul

Position : Independent Director and Member of the Audit Committee,
and Chairman of the Nomination and Remuneration Committee

Age : 69 Years

Address : 46 Phatthanakan 65 Road, Intersection 1, Prawet Subdistrict,
Prawet District, Bangkok 10250



Education Qualification:

- Master of Business Administration, Thammasat University
- Bachelor of Accountancy, Chulalongkorn University
- Advanced Diploma in Auditing of Faculty of Commerce and Accountancy, Chulalongkorn University

Training Course (s):

Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP) Class 18/2002
- Director Certification Program (DCP) Class 1/2005
- Successful Formulation & Execution of Strategy (SFE) Class 3/2009
- Director Refreshment Training Program (RFP) Class 7/2022

King Prajadhipok's Institute

- Graduate Diploma in Politics and Governance in Democratic Systems for Executives Course, Class 11/2007 King Prajadhipok's Institute

Capital Market Academy

- Capital Market Academy Leadership Program (CMA) No.1/2005

KPMG Phoomchai Audit Ltd.

- Readiness for Personal Data Protection Act (PDPA)
- Transfer Pricing Law

Experience

Present	Chairman of the Nomination and Remuneration Committee Member of the Audit Committee and Independent Director Nation Group (Thailand) Plc (Formerly Nation Multimedia Group Plc.)
Present	Director / Managing Director Salae Printing Plc.
Present	Independent Director and Audit Committee Eastern Polymer Group Plc.
Present	Independent Director and Audit Committee M Pictures Entertainment Plc.

Present	Chairman and Independent Director AIM REIT ESTATE Management Co., Ltd.
Present	Chairman and Independent Director AIM REIT Management Co., Ltd.
Present	Chairman Siam Syndicate Technology Co., Ltd.

No. of Shares Held as at February 8, 2023

- None

Have a special interest in the agenda meeting

- None

Relationship Characteristics

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

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

Listed Company		Non Listed Company		Rival incorporation	
No.	Type of Director	No.	Number	No.	Type of Director
3	- Director, Managing Director Salee Printing Plc. - Independent Director and Audit Committee Eastern Polymer Group Plc. - Independent Director and Audit Committee. M Pictures Entertainment Plc.	3	- Chairman and Independent Director AIM REAL ESTATE MANAGEMENT Co., Ltd. - Chairman and Independent Director AIM REIT Management Co., Ltd. - Chairman of the Board of Directors Siam Syndicate Technology Co., Ltd.	-	-



หนังสือเชิญประชุม
Notice of Meeting
บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)
NATION GROUP (THAILAND) PUBLIC COMPANY LIMITED

สิ่งที่ส่งมาด้วย 10
Enclosure 10

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น
Subject Schedule of Annual General Meeting of Shareholders

วันที่ 30 มีนาคม 2566
Date

สัญชาติ
Nationality

เรียน
To
บ้านเลขที่
Address

เลขทะเบียนผู้ถือหลักทรัพย์
Shareholder's Registration No.

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ
Attachment Details of meeting document

โดยผู้ถือหลักทรัพย์จำนวนทั้งสิ้นรวม
Holding the total amount of

หุ้น/หน่วย
shares/units

ข้อมูลบริษัท / หลักทรัพย์
Company / Securities Information

หุ้นสามัญ
Ordinary share

หุ้น/หน่วย
shares/units



หุ้นบริวารสิทธิ
Preferred share

หุ้น/หน่วย
shares/units

<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NATION&date=230412>

โดยมีวาระการประชุมตามแนบท้าย
The meeting agenda is attachment

วันที่ประชุม : วันพุธที่ 12 เมษายน 2566 เวลา 10:00 น.
Meeting Date : Wednesday, April 12, 2023 at 10:00 hrs.
สถานที่ประชุม : ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)
Meeting Venue : Will be held by way of electronic means (E-AGM)

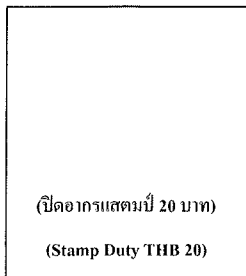
ข้าพเจ้า.....เป็น[]ผู้ถือหลักทรัพย์ []หรือผู้รับมอบฉันทะ
I/We am/are shareholder or proxy of a shareholder

ของ บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)
of NATION GROUP (THAILAND) PUBLIC COMPANY LIMITED

หมายเลขบัตรประจำตัวประชาชน.....ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น
which the identification (ID) number attend the above mentioned meeting.

ลงชื่อ.....ผู้เข้าประชุม
Sign Meeting Attendee
(.....)

เพื่อความสะดวกในการลงทะเบียนผู้ถือหลักทรัพย์หรือผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารชุดนี้มาด้วย บริษัทขอสงวนสิทธิ์ไม่รับลงทะเบียน
กรณีที่เอกสารหรือหลักฐานไม่ครบถ้วนหรือไม่ถูกต้องหรือไม่เป็นไปตามเงื่อนไข
ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่เสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR
Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NATION&date=230412> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์
เว็บไซต์: www.nationgroup.com / โทร 02383290 ต่อ - / email : -
สอบถามข้อมูลเพิ่มเติมได้ที่ SET Contact Center เว็บไซต์ : www.set.or.th/contactcenter / โทร 02 009 9999
For registration convenience, shareholders or proxy holders who will attend the meeting, please bring along this set of documents for your registration. The
Company reserves the rights not to register if the supporting document or evidence is incomplete, or incorrect, or unqualified.
The details of Meeting document is available online by scanning QR Code on this form or at URL
<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=NATION&date=230412>
You can also contact the issuer for the annual report
Website : www.nationgroup.com /Tel. +66 2383290 Ext. - / email : -
For further information please contact SET Contact Center Website : www.set.or.th/contactcenter /Tel. +662 009 9999



หนังสือมอบฉันทะแบบ ก

Proxy Form A

สิ่งที่ส่งมาด้วย 11

Enclosure 11

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

- (1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ Nationality _____
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Address No. _____ Road _____ Sub-district _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District _____ Province _____ Postal Code _____
- (2) เป็นผู้ถือหุ้นของ **บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) (“บริษัท”)**
being a shareholder of **Nation Group (Thailand) Public Company Limited (the “Company”)**
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding a total of _____ shares and having the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share: _____ shares and having the rights to vote equal to _____ votes.
☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share: _____ shares and having the rights to vote equal to _____ votes.
- (3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ รายละเอียดตามสิ่งที่ส่งมาด้วย 9)
Hereby appoint (The shareholder may appoint an independent director of the Company as a proxy as detailed in Enclosure 9.)
☐ 1. ชื่อ **นายธนะชัย สันติชัยกุล** อายุ **69** ปี อยู่บ้านเลขที่ **46**
Name **Mr. Thanachai Santichaikul** Age **69** years, residing at **46**
ถนน **พัฒนาการ 65 แยก 1** ตำบล/แขวง **ประเวศ** อำเภอ/เขต **ประเวศ**
Road **Phatthanakan 65 Road, Sub-district Prawat District Prawat**
Intersection 1
จังหวัด **กรุงเทพมหานคร** รหัสไปรษณีย์ **10250** หรือ
Province **Bangkok** Postal Code **10250** or
☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ Age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Sub-district _____ District _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province _____ Postal Code _____ or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-meeting) ในวันที่ 12 เมษายน 2566 เวลา 10.00 น. หรือที่พึงจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy where only one of them may attend and vote on my/our behalf at the 2023 Annual General Meeting to be held as an e-meeting on **12 April 2023 at 10.00 a.m.** or such other date, time and place if the meeting is adjourned.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

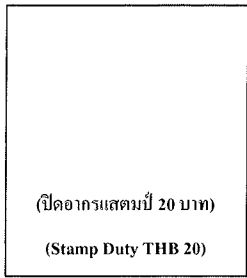
Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instruction specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ	_____	ผู้มอบฉันทะ
Signed		Grantor
ลงชื่อ	_____	ผู้รับมอบฉันทะ
Signed		Proxy
ลงชื่อ	_____	ผู้รับมอบฉันทะ
Signed		Proxy
ลงชื่อ	_____	ผู้รับมอบฉันทะ
Signed		Proxy

หมายเหตุ / Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้

A shareholder who appoints a proxy must appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.



หนังสือมอบฉันทะแบบ ข

Proxy Form B

สิ่งที่ส่งมาด้วย 11

Enclosure 11

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

- (1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ Nationality _____
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Address No. _____ Road _____ Sub-district _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District _____ Province _____ Postal Code _____
- (2) เป็นผู้ถือหุ้นของ **บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) (“บริษัท”)**
being a shareholder of **Nation Group (Thailand) Public Company Limited (the “Company”)**
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding a total of _____ shares and having the rights to vote equal to _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share: _____ shares and having the rights to vote equal to _____ votes.
☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share: _____ shares and having the rights to vote equal to _____ votes.
- (3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ รายละเอียดตามสิ่งที่ส่งมาด้วย 9)
Hereby appoint (The shareholder may appoint an independent director of the Company as a proxy as detailed in Enclosure 9.)
☐ 1. ชื่อ **นายธนะชัย สันติชัยกุล** อายุ 69 ปี อยู่บ้านเลขที่ 46
Name Mr. Thanachai Santichaikul Age 69 years, residing at 46
ถนน พัฒนาการ 65 แขวง 1 ตำบล/แขวง ประเวศ อำเภอ/เขต ประเวศ
Road Phatthanakan 65 Road, Sub-district Prawet District Prawet
Intersection 1
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250 หรือ
Province Bangkok Postal Code 10250 or
☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ Age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Sub-district _____ District _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province _____ Postal Code _____ or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566
ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-meeting) ในวันที่ 12 เมษายน 2566 เวลา 10.00 น. หรือที่พึงจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
as my/our proxy where only one of them may attend and vote on my/our behalf at the 2023 Annual General Meeting

to be held as an e-meeting on **12 April 2023 at 10.00 a.m.** or such other date, time and place if the meeting is adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We authorize the proxy to attend the meeting and vote as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ซึ่งประชุมเมื่อวันที่ 29 ธันวาคม 2565

Agenda item 1 To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on December 29, 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; **or**
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda item 2 To consider and acknowledge the operating results of the Company for the fiscal period ended December 31, 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; **or**
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda item 3 To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; **or**
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2565

Agenda item 4 To consider and approve the non-allocation of the net profit as legal reserve and the suspension of dividend payments for the operating results of 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; **or**
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระประจำปี 2566

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Agenda item 5

To consider and approve the re-election of directors to replace those retiring by rotation in 2023

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- 5.1 ชื่อกรรมการ : นายมารุต อรรถไกรวัลลือ
- Name of Director : Mr. Marut Arthakaivalvatee
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
- Approve Disapprove Abstain
- 5.2 ชื่อกรรมการ : นายฉาย บุนนาค
- Name of Director : Mr. Shine Bunnag
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
- Approve Disapprove Abstain
- 5.3 ชื่อกรรมการ : นายอภิวิทย์ ทองคำ
- Name of Director : Mr. Apivut Thongkam
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
- Approve Disapprove Abstain

วาระที่ 6

พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการของบริษัทฯ และคณะกรรมการชุดย่อยประจำปี 2566

Agenda item 6

To consider and approve the determination of remuneration of the Company's directors and sub-committees for 2023

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
- Approve Disapprove Abstain

วาระที่ 7

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda item 7

To consider and approve the appointment of auditors and the determination of remuneration of the auditors for the fiscal period ended December 31, 2023

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
- Approve Disapprove Abstain

วาระที่ 8

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda item 8

To consider other business (if any)

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting instruction specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือ ลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิ พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ _____ ผู้มอบฉันทะ
Signed _____ Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed _____ Proxy

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed _____ Proxy

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed _____ Proxy

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะ หลายคนเพื่อแยกคะแนนเสียงได้

A shareholder who appoints a proxy must appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมด หรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข ตามแนบ

In case there are additional agenda items other than those specified above, the shareholder may fill in the Attachment to Proxy Form B as enclosed.

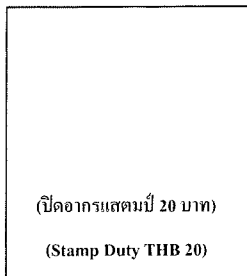
ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-meeting) ในวันที่ 12 เมษายน 2566 เวลา 10.00 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Proxy appointment by a shareholder of Nation Group (Thailand) Public Company Limited in respect of the 2023 Annual General Meeting to be held as an e-meeting on 12 April 2023 at 10.00 a.m. or such other date, time and place if the meeting is adjourned.

วาระที่	เรื่อง
Agenda item	Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <u>or</u>
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove Abstain
วาระที่	เรื่อง
Agenda item	Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <u>or</u>
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove Abstain
วาระที่	เรื่อง
Agenda item	Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร <u>หรือ</u> (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; <u>or</u>
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove Abstain



หนังสือมอบฉันทะแบบ ก

Proxy Form C

สิ่งที่ส่งมาด้วย 11

Enclosure 11

เขียนที่

Written at

วันที่

เดือน

พ.ศ.

Date

Month

Year

- (1) ข้าพเจ้า สัญชาติ
I/We Nationality
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Address No. Road Sub-district
อำเภอ/เขต จังหวัด รหัสไปรษณีย์
District Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

acting as the Custodian of

- (2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) (“บริษัท”) being a shareholder of Nation Group (Thailand) Public Company Limited (the “Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding a total of shares and having the rights to vote equal to votes as follows:
☐ หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share: shares and having the rights to vote equal to votes.
☐ หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share: shares and having the rights to vote equal to votes.

- (3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ รายละเอียดตามสิ่งที่ส่งมาด้วย 9)
Hereby appoint (The shareholder may appoint an independent director of the Company as a proxy as detailed in Enclosure 9.)
☐ 1. ชื่อ นายธนชัย สันติชัยกุล อายุ 69 ปี อยู่บ้านเลขที่ 46
Name Mr. Thanachai Santichaikul Age 69 years, residing at 46
ถนน พัฒนาการ 65 แขวง 1 ตำบล/แขวง ประเวศ อำเภอ/เขต ประเวศ
Road Phatthanakan 65 Road, Sub-district Prawet District Prawet
Intersection 1
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10250 หรือ
Province Bangkok Postal Code 10250 or
☐ 2. ชื่อ อายุ ปี อยู่บ้านเลขที่
Name Age years, residing at
ถนน ตำบล/แขวง อำเภอ/เขต
Road Sub-district District
จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-meeting) ในวันที่ 12 เมษายน 2566 เวลา 10.00 น. หรือที่พึงจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy where only one of them may attend and vote on my/our behalf at the Annual General Meeting 2023 to be held as an e-meeting on 12 April 2023 at 10.00 a.m. or such other date, time and place if the meeting is adjourned.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We authorize the proxy to attend the meeting and vote as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant my/our proxy the rights to vote in accordance with the total number of shares held and entitled to vote.

- ☐ มอบฉันทะบางส่วน คือ

Grant my/our proxy the rights to vote partially as follows:

☐ หุ้นสามัญ	_____	หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง
ordinary share:		shares and having the rights to vote equal to	votes.
☐ หุ้นสามัญ	_____	หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____	เสียง
preference share:		shares and having the rights to vote equal to	votes.
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด	_____	เสียง	
Totaling		votes.	

- (5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We authorize the proxy to attend the meeting and vote as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ซึ่งประชุมเมื่อวันที่ 29 ธันวาคม 2565

Agenda item 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on December 29, 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda item 2 To consider and acknowledge the operating results of the Company for the fiscal period ended December 31, 2022;

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda item 3 To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal period ended December 31, 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; **or**
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain

วาระที่ 4

Agenda item 4

พิจารณาอนุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2565

To consider and approve the non-allocation of the net profit as legal reserve and the suspension of dividend payments for the operating results of 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; **or**
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain

วาระที่ 5

Agenda item 5

พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระประจำปี 2566

Agenda item 5 To consider and approve the re-election of directors to replace those retiring by rotation in 2023

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; **or**
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- 5.1 ชื่อกรรมการ : นายมารุต อรรถไกรวัลวที
- Name of Director : Mr. Marut Arthakaivalvatee
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain
- 5.2 ชื่อกรรมการ : นายฉาย บุนนาค
- Name of Director : Mr. Shine Bunnag
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain
- 5.3 ชื่อกรรมการ : นายอภิวัฒน์ ทองคำ
- Name of Director : Mr. Apivut Thongkam
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
- Approve Disapprove Abstain

วาระที่ 6

Agenda item 6

พิจารณาการกำหนดค่าตอบแทนกรรมการของบริษัทฯ และกรรมการชุดย่อยประจำปี 2566

To consider and approve the determination of remuneration of the Company's directors and sub-committees for 2023

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร **หรือ**
- (a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; **or**
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

☐

เห็นด้วย

☐

ไม่เห็นด้วย

☐

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda item 7

To consider and approve the appointment of auditors and the determination of remuneration of the auditors for the fiscal period ended December 31, 2022

☐

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or

☐

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

☐

เห็นด้วย

☐

ไม่เห็นด้วย

☐

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8

พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda item 8

To consider other business (if any)

- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote in accordance with my/our voting instruction specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholder.

- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือ ลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิ พิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ

Signed

ผู้มอบฉันทะ

Grantor

ลงชื่อ

Signed

ผู้รับมอบฉันทะ

Proxy

ลงชื่อ

Signed

ผู้รับมอบฉันทะ

Proxy

ลงชื่อ
Signed

ผู้รับมอบฉันทะ
Proxy

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy Form C is used only by any shareholder whose name is recorded in the shareholder register as a foreign investor who has appointed a custodian in Thailand as trustee of the shareholder's shares.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
The following evidence must be enclosed to the proxy form:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
A power-of-attorney granted by the shareholder to the custodian authorizing the custodian to sign the proxy form on the shareholder's behalf.
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
A letter confirming that the authorized signatory of the proxy form is licensed to operate the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกคะแนนเสียงได้
A shareholder who appoints a proxy must appoint only one proxy to attend and vote at the meeting and may not split his/her votes to different proxies to vote separately.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค ตามแนบ
In case there are additional agenda items other than those specified above, the shareholder may fill in the Attachment to Proxy Form C as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน) ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-meeting) ในวันที่ 12 เมษายน 2566 เวลา 10.00 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Proxy appointment by a shareholder of Nation Group (Thailand) Public Company Limited in respect of the 2023 Annual General Meeting to be held as an e-meeting on 12 April 2023 at 10.00 a.m. or such other date, time and place if the meeting is adjourned.

วาระที่	เรื่อง
Agenda item	Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
	(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
	(b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove Abstain

วาระที่	เรื่อง
Agenda item	Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
	(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
	(b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove Abstain

วาระที่	เรื่อง
Agenda item	Subject
☐	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
	(a) The proxy is entitled to consider and vote on my/our behalf as the proxy may see fit in all respects; or
☐	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
	(b) The proxy shall vote in accordance with my/our instruction as follows:
	☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง Approve Disapprove Abstain

แบบคำถามสำหรับการประชุมผู้ถือหุ้น / Questions Form for the Shareholders' Meeting

• ข้าพเจ้า (นาย/นาง/นางสาว/อื่น ๆ) (โปรดระบุชื่อ-นามสกุล) / I/We, (Mr./Mrs./Miss/Other) (please specify name-surname)

.....

• กรุณาทำเครื่องหมาย • ในช่อง () / Please indicate • in the blank ().

() ผู้ถือหุ้น / a shareholder

() ผู้รับมอบอำนาจจากผู้ถือหุ้นชื่อ / a proxy appointed by a shareholder, namely

.....

มีคำถามเกี่ยวกับวาระต่าง ๆ ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ดังนี้ / wish to submit question(s) relating to the agenda items of the Invitation to the 2023 Annual General Meeting of Shareholders as follows:

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หมายเหตุ : โปรดส่งแบบคำถามสำหรับการประชุมผู้ถือหุ้นกลับมายังบริษัท เนชั่น กรุ๊ป (ไทยแลนด์) จำกัด (มหาชน)

ภายในวันที่ 10 เมษายน 2566 ทางอีเมลที่ corporate_secretary@nationgroup.com

Remark : Please send the completed Question Form for the Shareholders' Meeting to Nation Group (Thailand) Public Company Limited within 10 April 2023 by email to corporate_secretary@nationgroup.com.



Nation Group (Thailand) Public Company Limited

1854 9th, 10th, 11th Floor, Debaratna Road, Bangna-Tai Sub-District, Bangna District Bangkok 10260

Tel.: 0-2338-3333 Website : www.nationgroup.com