

April 29, 2015

Subject: Resolutions of the 2015 Annual General Meeting of Shareholders

To: Director and Manager
The Stock Exchange of Thailand (SET)

Nation Multimedia Group Public Company Limited (the **"Company"**) would like to inform the resolutions of its 2015 Annual General Meeting of Shareholders held on April 29, 2015 at 14:00 hours. Before the commencement of the Meeting, Mr. Suthichai Yoon informed the Meeting that he already resigned from the position of Chairman of the Company since 28 April 2015, but he still remains a director and executive of the Company, and the Board of Directors appointed Mr. Nittimon Hastindra Na Ayudhya as the Chairman of the Board of Directors with effective on 28 April 2015 onwards.

The Chairman of the Board of Directors acting as the Chairman of the Meeting has clarified to the Meeting that there is a new group of shareholders that has acquired shares in the Company recently, and there are also some news published widely that such new group of shareholders, acquiring shares in the Company, are acting in concert to exercise their voting rights as shareholders of the Company for the purpose of business takeover. There are also arguments that Mr. Suthichai Yoon and Mr. Sermsin Samalapa are deemed to be those who failed to comply with such aforementioned law as well. In this regard, the Company has submitted its letters to various authorities to expedite the investigation process to confirm whether such shareholders are acting in concert to takeover the Company's business. If it is confirmed, the avoidance and incompliance of such relevant laws is at fault, unfair to and affect the right of the original group of shareholders of the Company. Therefore, the Chairman has exercised his power under the law as deemed necessary and appropriate to protect the right and benefit of the original group of shareholders by not allowing the new group of shareholders, having behavior of acting in concert pursuant to the news, to attend the Meeting as well as not allowing Mr. Suthichai Yoon and Mr. Sermsin Samalapa to exercise their votes in all agenda items.

Once the Meeting convened, there were 936 shareholders attending the meeting in person and by proxy, holding 1,377,958,516 shares or 41.55 percent of total paid-up shares. The Meeting passed the resolutions as follows:

1. Certified the minutes of the 2014 Annual General Meeting of Shareholder held on April 4, 2014.

In this regard, the meeting approved this resolution with majority votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	867,980,482	votes	Equivalent to	99.67 (%)
Disapproved:	350,900	votes	Equivalent to	0.04 (%)
Abstained:	2,568,592	votes	Equivalent to	0.29 (%)
Total	870,899,974*	votes	Equivalent to	100.00 (%)

*Remark: Mr. Suthichai Yoon and Mr. Sermsin Samalapa did not exercise their voting right.

2. Certified the Company's operating results and the Board of Directors' report for the year 2014.

In this regard, the meeting approved this resolution with majority votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	849,328,974	votes	Equivalent to	97.52 (%)
Disapproved:	11,500	votes	Equivalent to	0.00 (%)
Abstained:	21,559,500	votes	Equivalent to	2.48 (%)

Total	870,899,974*	votes	Equivalent to	100.00 (%)
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*Remark: Mr. Suthichai Yoon and Mr.Sermsin Samalapa did not exercise their voting right.

3. Approved the Company's financial statements for the year for the year 2014 ended December 31, 2014.

In this regard, the Meeting approved this resolution with majority votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	847,361,174	votes	Equivalent to	97.29 (%)
Disapproved:	3,011,000	votes	Equivalent to	0.35 (%)
Abstained:	20,527,800	votes	Equivalent to	2.36 (%)
Total	870,899,974*	votes	Equivalent to	100.00 (%)

*Remark: Mr. Suthichai Yoon and Mr.Sermsin Samalapa did not exercise their voting right.

4. Acknowledged and endorsed the interim dividend payment pursuant to the resolution of the Board of Directors No. 5/2015 held on 27 April 2015 instead of the annual dividend payment

In this regard, the meeting approved this resolution with majority votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	842,103,074	votes	Equivalent to	96.70 (%)
Disapproved:	26,490,100	votes	Equivalent to	3.04 (%)
Abstained:	2,306,800	votes	Equivalent to	0.26 (%)
Total	870,899,974*	votes	Equivalent to	100.00 (%)

*Remark: Mr. Suthichai Yoon and Mr.Sermsin Samalapa did not exercise their voting right.

5. Approved the appointment of KPMG Poomchai Audit Co Ltd as an auditor of the Company and of its subsidiaries with the following persons as the Company's auditors for the year 2015:

1. Ms.Patamavan Vadhanakul, Registration No. 9832, who will sign the financial statements of the Company for the year 2015 for the first year or
2. Mr.Winid Silamongkol, Registration No. 3378 (previously signed the financial statement of the Company) or
3. Mr.Veerachai Ratanaharatkul, Registration No. 4323 or
4. Ms.Vannaporn Jongperadechanon, Registration No. 4098.

Approved the remuneration of the auditors for the year 2015 in respect of the Company, its subsidiaries and joint venture entities, totaling 10 companies, in the total amount of Baht 3,560,000-.

In this regard, the meeting approved this resolution with majority votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	850,606,182	votes	Equivalent to	97.67 (%)
Disapproved:	20,242,000	votes	Equivalent to	2.32 (%)
Abstained:	51,792	votes	Equivalent to	0.01 (%)
Total	870,899,974*	votes	Equivalent to	100.00 (%)

*Remark: Mr. Suthichai Yoon and Mr.Sermsin Samalapa did not exercise their voting right.

6. In this agenda of the appointment of directors in replace of those who retire by rotation, the Chairman informed the Meeting not to consider this matter so that there is no vote in this agenda and the Meeting should go on to consider the next agenda. The reason for not allowing the Meeting to consider this agenda is for fairness to all shareholders of the Company. Due to the Chairman has exercised his rights as the Chairman of the Meeting not allowing the shareholders who are acting in concert to takeover the Company' business as appeared in the news to attend the Meeting as well as not allowing Mr. Suthichai Yoon and Mr.Sermisin Samalapa to exercise their votes in all agenda items. For the time being, the Company has submitted its letters to all relevant authorities to expedite the investigation process to confirm whether such shareholders are acting in concert to takeover the Company's business. The Chairman clarified that other agenda items are related only to the routine management of the Company, which are not significant matters that could be a conflict issue between the new group of shareholders and the original group of shareholders. However, this agenda of director appointment is deemed a material one, therefore, to be fair to each group of shareholder that was not allowed to attend the Meeting or exercise their votes, the Meeting should not consider and approve the appointment of directors in replace of those who retire by rotation in the Meeting today.
7. Approved payment of remunerations of Director for the year 2015. The payment would be made quarterly with no any other forms of compensation.

Position	Remuneration
Chairman	400,000 Baht/Person/year
Chairman of Audit Committee	400,000 Baht/Person/year
Audit Committee	300,000 Baht/Person/year
Non Executive Director	200,000 Baht/Person/year
Executive Director	200,000 Baht/Person/year

In this regard, the meeting approved this resolution with affirmative votes of not less than two-third of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approved:	850,215,982	votes	Equivalent to	97.62 (%)
Disapproved:	20,371,900	votes	Equivalent to	2.34 (%)
Abstained:	312,092	votes	Equivalent to	0.04 (%)
Total	870,899,974*	votes	Equivalent to	100.00 (%)

*Remark: Mr. Suthichai Yoon and Mr.Sermisin Samalapa did not exercise their voting right.

8. Approved the issuance and offering of debentures in an amount of not exceeding Baht 2,500 million with details as follows:

Type	: All types of debenture, specified or unspecified names of the holders, subordinated or unsubordinated, secured or unsecured and with or without representatives of the debenture holders.
Currency	: Baht / US Dollar and/or other currencies.
Total value of Debentures	: Not exceeding Baht 2,500 Million. In case of issuance in foreign currency, the exchange rate quoted on the date the debentures are issued and offered in each occasion shall be applied.
Face value	: Baht 1,000 (One thousand) per unit
Maturity	: The Board of Directors and/or any person(s) appointed by the Board of Directors are entitled to determine the terms as appropriate, depending on prevailing market conditions at such time the debentures are issued and offered in each occasion.

Offering	:	The debentures will be offered in Thailand and/or abroad, to the public and/or institutional investors and/or high net worth investors and/or specific investors. Such offerings may be offered in one or several offerings and/or on a revolving basis. In addition, the issuance and offering can be in separate occasions, issuance and offering to existing holders of debentures that are going to be matured or redeemed prior to maturity term. In this regards, the Company will comply with laws, regulations and any other related rules as well as obtain necessary approvals from regulated authorities.
Premature Redemption	:	The holders of the debentures and the Company may or may not be entitled to the right to premature redemption, subject to the terms and conditions of each issuance. In this regards, the Company will comply with laws, regulation and any other related rules as well as obtain any necessary approvals from relevant regulatory.
Special Condition	:	In the case where the Company has redeemed or repaid the principal of the debentures issued under the total offering amount authorized above, the Company may issue and offer debentures additionally in substitution of the debentures within the offering amount as provided above.
Objective	:	1. For repayment of existing debts which will help reducing the burden of financial cost to the Company. 2. For use as business expansion especially Digital TV business and related and for the working capital

In addition, the Board of Directors of the Company and/or the person appointed by the Board of Directors of the Company are authorized as follows;

- 1) To consider and determine criteria, conditions and other details relating to the issuance and offering of the debentures such as its name, allocation procedures, offering amount of each issuance, types, type of security, offering price per unit, term of maturity, period of redemption, redemption prior to maturity, interest rate, principle and interest repayment method and other details of the issuance and offering of the debentures.
- 2) To appoint financial advisors and/or underwriters and/or credit rating agencies and/or relevant persons with respect to the issuance and offering of the debentures.
- 3) To negotiate, enter into agreements as well as sign any relevant documents and contracts, and take any action relating to the issuance and offering of the debentures as necessary and appropriate. In addition, it includes the listing of the debentures on its secondary market or any other secondary markets as well as to obtain any necessary approval from relevant regulatory.

In this connection, upon determination of the details relating to the issuance and offering of debentures above, the Company will inform you of relevant information accordingly.

In this regard, the meeting approved this resolution with affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approved:	842,309,424	votes	Equivalent to	96.71 (%)
Disapproved:	22,169,000	votes	Equivalent to	2.55 (%)
Abstained:	6,421,500	votes	Equivalent to	0.74 (%)
Total	870,899,974*	votes	Equivalent to	100.00 (%)

*Remark: Mr. Suthichai Yoon and Mr.Sermsin Samalapa did not exercise their voting right.

9. As the Company has included all agenda items that a group of shareholders has sent its request letter to the Company for holding the Extraordinary General Meeting of Shareholders in the agenda item 9 “Other businesses” of this Meeting as previously informed to all shareholders, the Meeting has acknowledged the opinion of the Board of Directors in various sub-agenda items and resolved as follows:

- 9.1 The Meeting acknowledged the opinion of the Board of Directors that the conflicts between the groups of shareholders are not matters which the Meeting or the Board of Directors must consider or take care of because it is a matter only between such shareholders and all shareholders of the Company are well aware of this matter from the news. It is recommended to avoid any discussion of this matters which may cause any legal issue.

- 9.2 The Meeting acknowledged the opinion of the Board of Directors that a matter on whether the qualification and behavior of Mr. Sermsin Samalapa are in compliance with the law or not, is not a matter which must be considered by the Meeting, but it is under the power of the relevant authorities and the Company has already submitted letters to them for investigation of the problem of any group of shareholders.

- 9.3 The Meeting agreed with the proposal of the Board of Directors that it is not necessary to increase the number of directors of the Company with the following votes:

Agreed:	789,953,581	votes	Equivalent to	90.07 (%)
Disagreed:	49,790,260	votes	Equivalent to	5.72 (%)
Abstained:	31,156,133	votes	Equivalent to	3.58 (%)
Total	870,899,974*	votes	Equivalent to	100.00 (%)

*Remark: Mr. Suthichai Yoon and Mr.Sermsin Samalapa did not exercise their voting right.

- 9.4 The Meeting acknowledged the opinion of the Board of Directors that the Company did not engage in any unusual transaction or will enter into any unusual transaction. In addition, if the Company will enter into any material transaction, it must propose such matter to the meeting of shareholders for consideration as required by laws.

Please be informed accordingly.

Sincerely yours,

Ms. Duangkamol Chotana
Chief Executive Officer