



Nation Broadcasting Corporation Public Company Limited

Invitation to the 2017 Annual General Meeting of Shareholders

On Wednesday, April 26, 2017

At 2.00 p.m., 7th Floor Conference Room,

Nation University Tower, No.1854, Bangna-Trad Road KM.4.5,

Bangna, Bangna, Bangkok 10260

Important Notes :

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



March 31, 2017

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

Attention: Shareholders

Enclosures:

1. Copy of the minutes of the 2016 Annual General Meeting of the Shareholders
2. Copy of the minutes of Extraordinary General Meeting of Shareholders No.1/2016
3. Annual Report 2016
4. Definition of the Independent Directors
5. Roles and Responsibilities of the Audit Committee
6. Criteria and Procedures to select the directors
7. Brief profiles of the persons being nominated as directors in place of those who are retiring due to rotation
8. Brief profiles of the persons being nominated as auditor for the year 2017
9. Articles of Association of the Company, Chapter 4: Shareholders' Meeting
10. Conditions and procedures of the meeting of shareholders
11. Profiles of the independent directors in support of their appointment as proxies
12. Registration Form for the Annual General Shareholders Meeting
13. Proxy (Form A) and (Form B)
14. Map of the venue of the meeting of the shareholders

The Board of Directors of Nation Broadcasting Corporation Public Company Limited (the “**Company**”) has resolved to call the 2017 Annual General Meeting of Shareholders on Wednesday, April 26, 2017 at 2.00 p.m. at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna-Trad Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok 10260, to consider the following agenda.

Agenda Item 1: To acknowledge the minutes of the 2016 Annual General Meeting of Shareholder held on April 26, 2016 and the minutes of the Extraordinary General Meeting of Shareholder No. 1/2016 held on December 23, 2016

Facts and Reasons: The 2016 Annual General Meeting of Shareholders was held on 26 April 2016 and the Extraordinary General Meeting of Shareholders No. 1/2016 was held on 23 December 2016, a copy of the minutes of which has been submitted to the Stock Exchange of Thailand (the “**SET**”) within 14 days from the date of the meeting pursuant to relevant laws. In addition, the company has disseminated such minutes via the Company’s website at www.nbc.co.th in order to inform all shareholders of the minutes of the Shareholders’ meeting and allow them to check the accuracy of the minutes within a given period of time. In this regard, it did not appear that there was any shareholder opposing or requesting for amendment of such minutes. The copy of the minutes of the Shareholders’ meeting is provided in Enclosures No. 1 and No. 2.

Opinion of the Board of Directors: The Board of Directors of the Company considered and was of the opinion that the minutes of the Shareholder's meeting were correct and complete. Thus, the board deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider and certify the above-mentioned minutes.

Agenda Item 2: To consider and certify the Company's operating results and the Board of Directors' report for the year 2016

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

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

Agenda Item 3: To consider and approve the Company's financial statements for the year 2016 ended December 31, 2016

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

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

Agenda Item 4: To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2016

Facts and Reasons: Clause 45 of the Company's Articles of Association stipulates that, "The Company shall not make dividend payment from other sources of money other than profits." According to the Company's dividend payment policy, the dividend shall be paid at a rate of no more than 40 percent of the Company's net profit depending on the investment plan, necessity and other suitability in the future.

According to the Company's operating results for the year 2016, the Company had a net loss in the amount of THB 275.46 million for its consolidated financial statement and THB 40.13 million for its separate financial statement. Therefore, the Company could not make the dividend payment as specified in the Articles of Association of the Company.

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

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

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

- | | |
|-------------------------------|---|
| 1) Mr.Metha Soonthomjit | Independent Director
and Member of The Audit Committee |
| 2) Mrs.Veerawan Vararuth* | Independent Director |
| 3) Mr. Supawat Sa-nguan-ngam* | Director |

Remark*: Mrs.Veerawan Vararuth was appointed as a replacement for Miss Aeumsree Boonhachairat for the remaining period of 4 months. Mr. Supawat Sa-nguan-ngam was appointed as a replacement for Mr.Adisak Limprungpatanakit also for the remaining period of 4 months. These two persons were appointed by the Extraordinary General Meeting of Shareholders No. 1/2559 on December 23, 2016.

In addition, the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from January 5, 2017 to February 7, 2017. However, no shareholder nominated any person to be the Company's director.

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

- | | |
|------------------------------|---|
| 1) Mr.Metha Soonthomjit | Independent Director
and Member of The Audit Committee |
| 2) Mrs.Veerawan Vararuth | Independent Director |
| 3) Mr. Supawat Sa-nguan-ngam | Director |

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

(The details of the directors nominated to hold office for another term are set out in Enclosure 7.)

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

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

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

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

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

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

Agenda Item 7: To consider and approve the appointment of the Company's auditors and the determination of audit fee for the year 2017

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

1. Ms.Patamavan Vadhanakul, CPA Registration No. 9832, who will sign the financial statements of the Company for the year 2016, It is the fourth year or
2. Mr.Veerachai Ratanajaratkul, CPA Registration No. 4323 or
3. Ms.Vannaporn Jongperadechanon, CPA Registration No. 4098.

Brief profiles of the auditors above are in Enclosure No.8.

All of the above three auditors have neither relationship with nor interests in the Company, its subsidiaries, its management, major shareholders or any related parties thereof. Therefore, they are independent to examine and able to express an unbiased opinion on the financial statements of the Company. Their performances were sound and satisfactory and their qualifications are not contrary to the regulations of the SET.

In addition, the Board of Directors, under the consideration and suggestion of the Audit Committee, deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2017 in respect of the Company and 2 subsidiaries in the total amount of THB850,000. (Decrease THB50,000 when compared to the previous year due to the number of the subsidiaries decreased by 2 companies, the audit fee of the Company is THB800,000).

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

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

Agenda Item 8: To consider and approve the amendment to the Company's Articles of Association (Article 27)

Facts and Reasons: The amendment to the company regulation No. 27 is to clarify the authority of the authorized signatories of the company, as described below:

Original regulation

"The meeting of shareholders or the meeting of Board of Directors may specify or change the names and/or the numbers of the directors authorized to sign and bind the Company."

Amended regulation

"The Board of Directors may specify or change the names and/or the numbers of the directors authorized to sign and bind the Company."

Persons authorized to sign on behalf of the company must be two (2) directors who jointly sign and affix the company seal.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the amendment to the Company's Articles of Association (Article 27).

Remark: The resolution in this agenda must be approved by not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda Item 9: To consider and approve the amendment of the business objectives of the company and approve the amendment of the Clause 3 of the Memorandum of Association (The business objectives of the company)

Facts and Reasons: The amendment will expand the scope of the company's business objectives by revising two existing objectives, namely Article 17 and Article 20, and adding one additional objective, Article 37, as follows:

Article 17 (revised wording)

*“Article 17 To cooperate the business on trade, production, arrangement, shooting of TV program, **both related and unrelated to the performance of shows and live or prerecorded programs,** radio, information, business news, sports and academic news, charity, agriculture, industry, handicraft, commerce, management on entertainment business of all kinds, photography, film development, including advertising and public relations.*

Article 20 (revised wording)

*“Article 20 To operate the business of bidding or signing any contract or applying for a concession, leasing, registration or receiving a license on TV station, radio station or other mass media to produce a program from the government, government agency, **state organization, state enterprise, corporation or private agency,** or use in the business according to the entire objectives for an individual, group of persons, legal entity, state enterprise, government agency, **state organization, corporation, private agency,** or overseas organization”*

Article 37 (additional objective)

“To operate the business of organizing events, seminars, product launches, staff parties, birthday parties, awards ceremonies, press conferences, fashion shows, exhibitions, fairs of all types, campaign activities, awards receipts and presentations.”

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders to consider amendment to the company's objectives by revising two existing objectives and adding one additional objective and to consider amendment to the Memorandum of Association Article 3 regarding the company's objectives by increasing the number of Articles from 36 to 37.

Remark: The resolution in this agenda must be approved by not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda Item 10: To consider any other matters (if any)

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

Please be informed accordingly.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'Thepchai Sae Yong', written in a cursive style.

Mr. Thepchai Sae Yong
Chairman

-Translation-

**Minutes of The 2016 Annual General Meeting of Shareholders
of
Nation Broadcasting Corporation Public Company Limited**

Date and Place

The meeting was held on April 26, 2016, at 2:00 p.m. at the Conference Room A, 27th Floor, Interlink Tower, 1858/118-119 Bangna-Trad Road, Bangna, Bangkok

Directors attending the Meeting

- | | |
|--|--|
| 1. Mr. Suthichai Sae-Yoon
Editorial | Director and Director, Chief Adviser to
& Management Boards |
| 2. Mr. Sermsin Samalapa | Vice Chairman of Nation Group and
Chairman of the Board of Director |
| 3. Mr. Adisak Limprungpatanakit | Director and Chief Executive Officer |
| 4. Mr. Supong Limtanakool | Independent Director and
the Chairman of Audit Committee |
| 5. Mr. Metha Soonthornjit | Independent Director and the Member of
Audit Committee |
| 6. Mr. Jessada Promjart | Independent Director and the Member of
Audit Committee |
| 7. Miss Duangkamol Chotana | Director |

7 out of a total number of 10 directors attended the meeting.
(Another two directors positions pending the replacement.)

Directors who did not attend the Meeting:

- | | |
|--------------------------|----------|
| 1. Mr. Thepchai Sae-Yong | Director |
|--------------------------|----------|

Executives attending the Meeting

- | | |
|----------------------------------|--|
| 1. Mr. Weerasak Phongaksorn | Executive Editor, Television News |
| 2. Miss Chamaiporn Kongpech | Senior Vice President, Radio and Event |
| 3. Mrs. Nongnat Hanwilai | Senior Vice President, Corporate Strategy &
CSR |
| 4. Miss Patchara Chaiwong | Senior Vice President, Advertising |
| 5. Mrs. Lakana Ratwongsakul | Senior Vice President |
| 6. Mr. Supawat Sa-nguan-ngam | Senior Vice President |
| 7. Mrs. Suwannee Wacharapasakorn | Senior Finance Manager |
| 8. Miss Wipaporn Unsook | Senior Accounting Manager |

Auditors attending the Meeting

1. Miss. Patamavan Vadhanakul Certified Public Auditor No. 9832

Legal Consultants to participate in monitoring the voting agenda

1. Mr. Adisorn Aroonsong Pow & Associates Law Office Limited

Prior to Meeting Agenda, the Company informed the Meeting of Corporate Governance Policy relating to the protection of shareholders' rights and the provision of fair and equal treatment to all shareholders. The Company conducted this shareholders' meeting based on the following guidelines:

1. The Company provided the opportunities to shareholders to propose agenda for the 2016 Annual General Meeting of Shareholders and to nominate directors through the Board of Directors. The nomination form could be downloaded from www.nbc.co.th and sent to the Chairman of the Board of Directors via postal mail from December 4, 2015 to January 29, 2016.

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

2. The Company provided the opportunities to shareholders to send the questions in advance of the Annual General Meeting of Shareholders via www.nbc.co.th or fax number 0-2338-3904 from March 18, 2016 to March 31, 2016 to the members of the Board and executives to gather information and prepare themselves for the Meeting.

No question was sent in advance to the Meeting.

3. The Company provided the opportunities to shareholders, who could not attend the Meeting, to appoint an independent director as their proxy in the Meeting. This year, independent director who was given authorization as proxy was 4. Mr. Supong Limtanakool, Independent Director and the Chairman of Audit Committee, whose brief profile was attached to the meeting invitation letter.

4. The voting regulations for the annual general meeting of shareholders' were in accordance with the Company's Articles of Association stated in Clause 36 to 38 of Chapter 4 on "Shareholders' Meeting", which were attached to the meeting invitation letter sent to each shareholder in advance.

Clause 36 "The Chairman of the Meeting or their delegation is responsible to ensure that the meeting is held in compliance with the Company's Articles of Association on meetings and as stated in the agenda of the meeting invitation letter unless two-thirds of shareholders attending the Meeting vote for a reorder of the agenda."

Clause 37 "The Shareholders are entitled to exercise their rights to vote their shares: one share, one vote. In case that Shareholders have any special interest in the any agenda item, they will relinquish their rights to vote for this item, except for the voting for directors."

Clause 38 “Unless Articles of Association or law state, otherwise, considerations or resolutions made by the Meeting shall be based on majority votes from shareholders attending the Meeting. If both the approved and the disapproved votes are equal, one vote from the Chairman shall be required to resolve a decision.”

For the Annual General Meeting of Shareholders today, in the vote on each agenda item, if no shareholders objected or otherwise commented, it would be considered unanimously approved as proposed by Chairman. However, if there were shareholders who disagreed or abstained on any agenda, they were asked to raise their hands, and any shareholders who wish to vote disagree or abstain, voting in the ballot that were distributed to the shareholders prior to the registration meeting would be used by marking the ballot paper to meet the terms and signed the ballot every time. Then the staffs will collect the ballots to count and collect points; this includes the shareholders attending the meeting in person or by proxy. The Chairman will announce to the shareholders at each session. A shareholder can vote as equal to the number of shares held; one share one vote.

The Articles of Association mentioned above would be applied to each agenda item, except agenda 5, which was to consider the election of directors to replace those retiring by rotation. For this item, the shareholders had to cast their votes individually. All ballots would be collected for transparency and to be in accordance with the Corporate Governance Policy.

In case the shareholder did not return the ballot to the officer, his/her vote would be counted as an agreed a vote for that agenda. After the votes for an agenda were counted and announced, that voting on such respective agenda was considered finalized.

Preliminary Proceedings

Mr. Sermsin Samalapa, Chairman, presided over the meeting. He has opened the meeting and informed that the total number of shares which had been sold was 535,436,609. The shareholders attending the Meeting were as follow:

- 28 shareholders attending the Meeting in person held 11,964,525 shares, accounting for 2.24% of the total shares.
- 31 shareholders authorized their proxies to attend the Meeting held 396,344,428 shares, accounting for 74.02% of the total shares.
- A total of 59 shareholders attending the Meeting held 408,308,953 shares or 76.26% of the total shares.

The quorum was presented according to the Company’s regulations.

The Chairman assigned Mr. Adisak Limprungratanakit, Chief Executive Officer, to conduct the Meeting.

Agenda 1 To acknowledge the minutes of the 2015 Annual General Meeting of Shareholder held on April 27, 2015

Chief Executive Officer informed the Meeting that Secretary had compiled the Minutes of the 2015 General Meeting of Shareholders, which was held on April 27, 2015. The Company’s Board of Directors viewed and considered the report right and accurate according to the resolution of the Shareholders’ Meeting. Therefore, they proposed the

Meeting to consider adopting the minutes of the 2015 General Meeting of Shareholders as detailed attached, which had been delivered to the shareholders together with the meeting invitation letter.

Chief Executive Officer provided the shareholders with an opportunity to raise any questions and comments.

No shareholder raised any comment. Chief Executive Officer proposed the Meeting to consider the matter and resolve to adopt the minutes of the 2015 General Meeting of Shareholders held on April 27, 2015.

The Meeting had considered and adopted the minutes of the 2015 Annual General Meeting of Shareholders resolution with an unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	408,308,953	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Total:	408,308,953	votes	Equivalent to	100.00%

Agenda 2 To consider and approve the Company's operating results and the Board of Directors' report for the year 2015

Chief Executive Officer informed the Meeting that the Company had produced the report of the Company's operating results and the report of the Company's Board of Directors. The details of the Company's Operating Results in 2015 are available in the 2015 Annual Report that the Company mailed to the shareholders with the meeting invitation letter.

Nonetheless, the Company's operating results 2015 was summarized for the shareholders acknowledgement as follows:

In 2015, the Company had total revenue of Baht 846.15 million, increased by 14 percent from Baht 741.87 million as compared with 2014, total expenses of Baht 871.32 million, increased by 15 percent from Baht 755.04 million as compared with 2014. Due to the increase in Digital TV Network expense, an amortization of Digital TV Licenses and related expenses of Digital TV Business, the Operating results of a loss of Baht 20.56 million, increased by 103 percent from a loss of Baht 10.11 million as compared with 2014.

For financial position, the Company's assets as of the year ended 2015 was THB 2,439.77 million, a decrease of 8 percent, total liabilities were THB 1,123.27 million, a decrease of 12 percent. The equity was THB 1,316.50 million, a decrease of 5 percent compared to last year.

In 2015, the Company had total revenue of Baht 846.15 million. Revenue by business segment to total revenue ratio as follows; income from Digital TV representing 66 percent, revenue from Free TV representing 1 percent, revenue from new media representing 20 percent, revenue from special events representing 7 percent, revenue from radio business representing 3 percent and other revenues representing 3 percent of total revenue.

Of total revenues in 2015, it can be divided by business segments as follows.

1. Revenue from Free Television Business at Baht 8.12 million, increasing by 12 percent as compared to last year.
2. Revenue from Digital TV Business at Baht 560.62 million, increased by 31 percent as compared to last year.
3. Revenue from New Media Business at Baht 171.34 million, decreased by 7 percent as compared to last year.
4. Revenue from special events at Baht 58.45 million, decreased by 34 percent as compared to last year.
5. Revenue from Radio Business at Baht 25.81 million, decreased by 3 percent as compared to last year.
6. Other revenue at Baht 21.81 million, decreased by 57 percent as compared to last year

Chief Executive Officer provided the shareholders with an opportunity to raise any questions and comments.

The shareholders raised neither questions nor comments. Chief Executive Officer proposed the Meeting to consider voting in agenda 2, considered and approved the Company's operating results and the Board of Directors' report for the year 2015.

The Meeting had considered and adopted the Company's operating results and the Board of Directors' report for the year 2015 with an unanimous votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	408,308,953	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Total:	408,308,953	votes	Equivalent to	100.00%

Agenda 3 To consider and approve the Company's audited financial statements for the year ended December 31, 2015

Chief Executive Officer informed the Meeting that the financial statements of Nation Broadcasting Corporation Public Company Limited as of December 31, 2015 had been audited by the auditors and reviewed by the Audit Committee that was accurate and complete in accordance with generally principles of accounting, as shown in the Company's 2015 Annual Report earlier mailed to shareholders, along with the meeting invitation letter.

Chief Executive Officer provided the shareholders with an opportunity to raise any questions and comments.

The shareholders raised neither questions nor comments. Chief Executive Officer proposed the Meeting to consider voting in agenda 3 to consider and approve the financial statements for the year ended December 31, 2015.

The Meeting had considered and approved the financial statements for the year ended December 31, 2015 with an unanimous votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	408,308,953	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Total:	408,308,953	votes	Equivalent to	100.00%

Agenda 4 To consider and approve the dividend payment from the Company's operation for the financial year ending December 31, 2015

Chief Executive Officer informed the Meeting that according to the Article of Association Clause 45 of the Company's Articles of Association stipulated that "Annual dividend can be paid with approval from the shareholders' meeting. The board may pay the dividend during the year to shareholders when it considers that the Company has adequate profit to do so. When the dividend is paid, the board has to inform the shareholders to acknowledge in the next meeting. The Company's dividend policy is to pay dividend not less than 40% of the net profit (pursuant to separate financial statements) after deduction of corporate tax, reserve by law and other necessary and appropriate reserves. This, however, depends on the financial status, operation result, investment plan and other reserves for the future.

However, the term of rights and obligations of the issuer and holders of warrants to purchase ordinary stocks of the Company (or NBC-W1) dated June 5, 2013 imposes the right adjustment conditions of the warrant to keep the benefits of the warrant holders (NBC-W1) from less depreciation; conditions on the rate of dividend imposes that. If a company pays dividends more than 90 percent of the net profits of the Company's separate financial statements, the exercise rate and the exercise price will be recalculated pursuant to the formulas given; this is to protect the rights and interests of the holders of such warrants.

From the operating results of year 2015, it showed net profit of THB 59.31 million or THB 0.11 per share. The Board of Directors of the Company deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the dividend payment from the Company's operation for the financial year 2015 from January 1, 2015 to December 31, 2015 at the rate of Baht 0.08 per share, totaling at Baht 42.84 million or 76.08 percent (after legal reserve of separate financial statements). The names of shareholders who are eligible to dividend payment shall be recorded on May 10, 2016 (Record Date), and collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the "Securities Act") by the closing of the register book to suspend the transfer of shares on May 11, 2016, and the date of dividend payment shall be on May 24, 2016.

Chief Executive Officer provided the shareholders with an opportunity to raise any questions and comments.

The shareholders raised neither questions nor comments. Chief Executive Officer proposed the Meeting to consider voting in agenda 4, to approve the dividend payment for the year 2015 ended December 31, 2015

The Meeting had considered and approved the dividend payment for the year ending December 31, 2015 with an unanimous votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	408,308,953	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Total:	408,308,953	votes	Equivalent to	100.00%

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

Chief Executive Officer informed the meeting that as to the Company's Articles of Associated Clause 15, stipulates that "in the Annual General Meeting of Shareholders, one-third of the Directors must retire by rotation". Currently, the Company has a total of 10 directors and in 2016 there are three directors retired by rotation as follows:

- 1) Mr. Sermsin Samalapa Director and the Chairman
- 2) Mr. Suthichai Sae-Yoon Director
- 3) Miss Duangkamol Chotana Director
- 4) Mr. Thepchai Sae-Yong Director

The Company provided an opportunity for all minority shareholders to nominate qualified persons to be the Company's directors, from December 4, 2015 to January 29, 2016 via www.nbc.co.th. However, no shareholders were nominated for director position.

The Board of Directors, excluding directors with interest, viewed and considered that Mr. Sermsin Samalapa Mr. Suthichai Sae-Yoon Miss Duangkamol Chotana and Mr. Thepchai Sae-Yong were equipped with experience and expertise and they had so far performed their duty according to the Corporate Governance Policy and contributed to the Company's operation. The profiles of the two directors were available as per Appendix 6 in the meeting invitation letter. Therefore, the Company's Board of Directors resolved to propose the Meeting to renew the tenure of the retiring directors for another term.

For the two vacant directors positions, the Board of Directors will seek for the qualified persons to replace the resigned directors. The result will be announced thereafter.

Chief Executive Officer provided the shareholders with an opportunity to raise any questions and comments.

The shareholders raised neither questions nor comments. Chief Executive Officer proposed the Meeting to make a resolution to approve appointment for four directors who completed their term to reassume the position for another term.

In accordance with transparency and Good Corporate Governance. The Company asked the Meeting to consider voting to elect directors individually and collected all voting cards.

The Meeting has considered with a resolution to approve the election of the directors who vacated the office by retirement with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

1) Mr. Sermsin Samalapa

Approved:	407,808,953	votes	Equivalent to	99.88%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	500,000	votes	Equivalent to	0.12%
Total:	408,308,953	votes	Equivalent to	100.00%

2) Mr. Suthichai Sae-Yoon

Approved:	407,808,953	votes	Equivalent to	99.88%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	500,000	votes	Equivalent to	0.12%
Total:	408,308,953	votes	Equivalent to	100.00%

3) Miss Duangkamol Chotana

Approved:	407,808,953	votes	Equivalent to	99.88%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	500,000	votes	Equivalent to	0.12%
Total:	408,308,953	votes	Equivalent to	100.00%

4) Mr. Thepchai Sae-Yong

Approved:	407,808,953	votes	Equivalent to	99.88%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	500,000	votes	Equivalent to	0.12%
Total:	408,308,953	votes	Equivalent to	100.00%

Agenda 6 To consider the remuneration of directors for the year 2016

Chief Executive Officer the Meeting that the Company's policy allowed the Board to recruit and set remuneration for the directors, by setting the remuneration at the same rate as the industrial standard and based on an average remuneration rate of business with similar size, including prospect for business expansion and growth of profit of the Company. The details of the directors' remuneration for 2016 were available in the meeting invitation letter mailed to the shareholders.

In this regard, the remuneration for the directors in 2016 would be equal to that in 2015. The remuneration for the Chairman of the Board would be the same as that of the Chairman of Audit Committee. Specifically, the Executive Directors would receive the same remuneration basis that received by the Non-Executive Directors. This remuneration would be made in quarterly.

Position	Remuneration for the Year 2016 (Proposed Year)	Remuneration for the Year 2015
Chairman	400,000.-	400,000.-
Chairman of Audit Committee	400,000.-	400,000.-
Member of Audit Committee	300,000.-	300,000.-
Non Executive Director	200,000.-	200,000.-
Executive Director	200,000.-	200,000.-
Total	2,600,000.-	2,600,000.-

Chief Executive Officer provided the shareholders with an opportunity to raise any questions and comments.

The shareholders raised neither questions nor comments. Chief Executive Officer proposed the Meeting to consider voting for Agenda 6, to approve the directors' remuneration for the year 2016.

The Meeting had considered and approved the remuneration of directors for the year 2016 as earlier stated with an unanimous votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting as follows:

Approved:	408,308,953	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Total:	408,308,953	votes	Equivalent to	100.00%

Agenda 7 To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2016

Chief Executive Officer informed the Meeting that, according to the recommendation of Audit Committee, the Board of Directors proposed to the general meeting of the shareholders to appoint KPMG Poomchai Audit Ltd. as the auditors of the Company as follows:

1. Miss Patamavan Vadhanakul Certified Public Auditor No 9832 will sign the financial statements of the Company for the year 2016 for the third year **or**
2. Mr. Winid Silamongkol Certified Public Auditor No. 3378 **or**
3. Mr. Veerachai Ratanajaratkul, Certified Public Auditor No. 4323 **or**
4. Miss Vannaporn Jongperadechanon Certified Public Auditor No. 4098 will be auditors for the Company.

All of the above auditors have neither relationship with nor interests in the Company, its subsidiaries, executives, shareholders or any related parties thereof. Therefore, they are independent to examine and able to express an unbiased opinion on the financial statements of the Company. The qualifications of all four auditors are not contrary to the regulations of the Stock Exchange of Thailand; their prior performances are proved sound and satisfactory.

The Board of Directors under recommendations of the Audit Committee agreed to propose to the General Meeting of the Shareholders to consider the auditor fee of fiscal year 2016 for both the Company and its subsidiaries entity totaling three companies at Baht 900,000.-, as detailed in Appendix 7 attached to the meeting invitation letter that had been sent to the shareholders.

Chief Executive Officer provided the shareholders with an opportunity to raise any questions and comments.

The shareholders raised neither questions nor comments. Chief Executive Officer proposed the Meeting to consider voting for Agenda 7, to approve the appointment of the Company's auditors and the auditors' fee for the year 2016.

The Meeting resolved to appoint Miss Patamavan Vadhanakul, certified public auditor No. 9832 and/or Mr. Winid Silamongkol Certified Public Auditor No. 3378 and/or Mr. Veerachai Ratanajaratkul Certified Public Auditor No. 4323 and/or Miss Vannaporn Jongperadechanon, licence No. 4098, the auditors of KPMG Poomchai Audit Ltd. as the auditors of the Company and its subsidiaries for the fiscal year 2016 with the fee at Baht 900,000 with an unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	408,308,953	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Total:	408,308,953	votes	Equivalent to	100.00%

Agenda 8 To consider other matters (if any)

Chief Executive Officer provided the shareholders with an opportunity to raise any questions and comments.

Shareholder, Mr. Surapoll Incam asked the following questions.

Question 1. What is the progress regarding the construction of the studio at Bang-Na.

The Chief Executive Officer replied that the studio at Bang-Na intersection in "The Coast" Building, had been renovated and installed with all the equipment. It had been used since the second quarter of year 2015. Currently, the programs that employed in this studio were the morning program such as "Khaokhan Rub Arun" and "Nation Buntheong" and the night program, "Nation Mitr Night". It had also been used in recording many other programs as well.

Question 2. Did the problem (according to the news) with the NMG affect NBC (NMG which was the parent company).

The Chief Executive Officer replied that, NBC, which was the subsidiary, had not been affected since its operation was independent.

The company's operation result that was in a loss in year 2015 was due to the highly competitive nature of the digital TV business during the past 2 years. It was also affected by the overall economic slow-down condition.

Shareholder, Mr. Chavalit Visalarnkul, asked the following questions.

Question. What was the Company's plan regarding the schedule adjustment in order to improve the rating for Channel "Nation TV 22".

The Chief Executive Officer replied that all 6 digital TV channels that provided the news programs, excluding Thai TV as it had ceased its broadcasting, had rather low ratings. This was due to their smaller viewer bases compared with that of the variety channels. For channel “NOW 26,” another channel run by the Nation Group, the broadcasting schedule was adjusted and the rating was improved. This was because of the expansion the viewer base by broadcasting the quality documentary programs from abroad.

However, the rating for channel “Nation TV 22” had been close to that received previously. Since the viewer base was still the same, to improve the rating would require the viewer base to be expanded. This would be accomplished by adjusting the broadcasting schedule to be of more variety, for example, such as having the documentary program from the US like “Nova” and “Frontline.” Also, this included the schedule change for the weekend to attract more viewers from the large population living outside the metropolitan area, which accounted for 40% of all the viewers, by having the news program presented in the format that was easier to understand.

The shareholders raised neither questions nor additional comments.

The Chief Executive Officer expressed his thanks to the shareholders for attending the Meeting.

The Meeting ended at 3:00 p.m

Signed _____ - *Signature* - _____ Chairman of the Meeting

(Mr. Sermsin Samalapa)



Signed _____ - *Signature* - _____ Chief Executive Officer

(Mr. Adisak Limprungpatanakit)

-Translation-

**Minutes of Extraordinary General Meeting of Shareholders No. 1/2016
Nation Broadcasting Corporation Public Company Limited (the “Company”)
Monday 23 December 2016, at 0930 hrs.
Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna–Trad
Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok**

Director in attendance:

- | | |
|---------------------------|--|
| 1. Mr. Thepchai Sae-Yong | Director |
| 2. Mr. Supong Limtanakool | Independent Director and the Chairman of Audit Committee |
| 3. Mr. Metha Soonthornjit | Independent Director and the Member of Audit Committee |
| 4. Mr. Jessada Promjart | Independent Director and the Member of Audit Committee |

Legal Advisor of the Company in attendance:

1. Mr. Wittaya Kaewkungsadan

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

The Corporate Secretary informed the Meeting that at present, the Company’s registered capital is THB 720,343,96, and paid-up capital is THB 535,436,609, divided into 535,436,609 ordinary shares, at the par value of THB 1 per share. In this Extraordinary General Meeting of Shareholders No. 1/2016, there were a total of 42 shareholders attending the Meeting in person and by proxy, representing 402,499,452 shares or equivalent to 75.17 percent of the total issued shares of the Company. The quorum was thus constituted in accordance with the Company’s Articles of Association.

At this meeting, before starting the meeting agenda, the moderator informed the meeting rules and procedures regarding a consideration of appointment of Chairman of the meeting as follows.

1. Voting and vote counting

(1) Voting and vote process in Chairman of Meeting selection and the administration of the company’s meeting shall be in compliance with the Section 104 of the Public Limited Company Act B.E. 2535 (and Amendment) (“Public Limited Company Act”) and the Articles of Association, Chapter 4 Annual General Meeting of Shareholders, Section 35, 36, 37 and 38, as attached to the invitation letter to shareholders in advance as follows.

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

vice-chairman of the Board of Directors or if the vice-chairman of the Board of Directors is not present or cannot perform his duty, the meeting shall elect one shareholder present at the meeting to be chairman of the meeting. In this regard, the position of the chairman of the Board of Directors is vacant and there is no vice-chairman of the Board of Directors, therefore, the Meeting Facilitator proposed that the Meeting elect one of the shareholders attending the Meeting

Clause 35 Chairman of the Board shall be the chairman of the meeting. In case where the Chairman of the Board of Directors is absent from the meeting or unable to perform his/her duty, the vice chairman will assume the chairmanship. If the vice chairman is not available or unable to perform this duty, the shareholders who are present at the meeting shall select a shareholder to act as the chairman of the meeting.

Clause 36 Chairman of the meeting shall oversee the meeting to ensure the meeting is conducted in a manner consistent with 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.

As all the agenda items set forth in the invitation letter have been thoroughly considered, the shareholders with collective shareholding of one third of the paid up shares may request the quorum to consider other agenda items not stated in the invitation letter.

Clause 37 At the shareholders' meeting, the shareholders have the right to attend the meeting and cast the votes according to the number of shares they hold. Each share accounts for one vote.

If the shareholders are closely connected to the issue raised in the meeting, their right to vote on that specific issue will be withdrawn, except for the vote for board of directors' selection.

Clause 38 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. However, in the case that the votes are equal, the chairman of the meeting shall exercise additional one vote as the final ruling.

After completely detailed, the shareholders or its proxies who were present at the meeting shall be required to nominate themselves or other shareholders or other proxies who were present at the meeting and consented to the nomination to be appointed by the resolution of the meeting to act as Chairman for the Extraordinary General Meeting of Shareholders No. 1/2016 of the Company. Following the nomination, the meeting attendants were required to vote if the nominated person should be approved by the resolution of the meeting. The voters at the meeting were required to vote only one or more than nominated person (s) with the use of the agenda I ballot which they received it when registering to attend the meeting.

In voting at this agenda, the shareholders and proxies were required mark X or ✓ on the agenda I ballot for the nominated person they favored.

In the case of shareholders who disagree with the person who has been named. Or do not wish to vote, it can check the box. "Disagreed" or "Abstain" and sign in a blank ballot.

In voting for nominated persons, the voters were required to mark in the “Agreed” column corresponding to the identification number of such respective nominated candidates and sign their signature in the blank space. After the nomination, the company’s identification number was then displayed on the screen. However, in case where two or more than two persons were nominated, the voters must vote only one or more than one nominated person(s), and the voters could not be of the electoral splitting among the candidates.

In case where the shareholders disagree with any nominated persons or do not wish to vote, they can mark in the "Disagreed" or "Abstain" column and sign in the blank space. In case of correction of incorrect voting, please strikeout the original mark and always sign along with the correction.

Voting is conducted openly. One share counts one vote. After the completion of voting, the entire agenda I ballots are collected by the company on individual and occasional basis by the vote response, starting with “Agreed” and followed by “Disagreed”, and the remainders of the agenda I ballots, respectively. Collection is conducted by the company officers.

Then, the officers count and sum up the votes, and after then the company announces the voting results and the resolutions of the meeting. The resolution of the meeting is considered the majority of the shareholders who are present at the meeting and do voting. The nominated candidate obtaining the highest votes is elected as the Chairman of the Meeting. In case of tie, the voters are required to vote for the chairman of the meeting election again for those candidates whose votes are equal, and the candidate with highest votes is then chosen as the chairman of the meeting and the winning candidate is then appointed to act as chairman of the meeting.

In the event that the shareholder does not deliver the ballot to the company's officers, it shall be deemed “Abstain”. When the voting results are announced, the voting shall be final on the respective agenda.

(2) The following voting shall be deemed void and the voting on such a ballot is considered “Abstention”.

- 1) A ballot is marked in number other than the number of individuals who are nominated as displayed on the screen.
- 2) A ballot is not marked or signed.
- 3) A ballot shows the conflict of the intent.
- 4) A ballot shows a strikeout without signing.

In case of correction of incorrect voting, the voter is required to strike out the original mark and always sign along with the correction.

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

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

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

In accordance with Section 104 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 35 of the Company’ Articles of Association, the chairman of the board of directors shall act as the chairman of the meetings.

If the chairman of the Board of Directors is not present at a meeting or cannot perform his duty, and if there is a vice-chairman of the Board of Directors, the vice-chairman of the Board of Directors present at the meeting shall be the chairman of the meeting. If there is no vice-chairman of the Board of Directors or if the vice-chairman of the Board of Directors is not present or cannot perform his duty, the meeting shall elect one shareholder present at the meeting to be chairman of the meeting. In this regard, the position of the chairman of the Board of Directors is vacant and there is no vice-chairman of the Board of Directors, therefore, the Meeting Facilitator proposed that the Meeting elect one of the shareholders attending the Meeting to be the Chairman of the Extraordinary General Meeting of Shareholders No. 1/2016 of the Company.

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

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

Mr. Adisak Limprungpatanakit, a shareholder attending the Meeting in person, nominated Ms. Pranee Srikamneard to be the Chairman of the Extraordinary General Meeting of Shareholders No. 1/2016.

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

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

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	402,461,552	99.99
Disapproved	-	-
Abstained	40,788	0.01

Remark: During this agenda item, 5 shareholders additionally attended the Meeting, representing 2,888 shares, in aggregate.

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

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

The moderator explained to the meeting that because the current position of the directors of the company is vacant that the remaining number of the directors is too less to be constitute a quorum for the Board of Directors o' Meeting, so the company could not nominate the persons whom the Board has favored to the meeting to consider the appointment of directors in the similar manner the general meeting of shareholders is

conducted. In addition, the right to appoint directors to manage the affairs of the company is a fundamental right under the laws for all shareholders of the company, therefore; the shareholders of the company have the right to nominate the qualified individuals with no legal prohibitions to be elected and to be considered to serve as director of the company in the Extraordinary General Meeting of Shareholders No. 1/2016.

Besides, to ensure the smooth and effective implementation and the administration of the Extraordinary General Meeting of Shareholders No. 1/201, the company exposes the shareholders of the opportunity to be nominated and elected as the director of the Company during December 3, 2016 -December 20, 2016 that they are considered and proposed to the Extraordinary General Meeting of Shareholders No. 1/2016 held on December 23, 2016.

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

- (1) Mr. Supawat Sa-nguan-ngam
- (2) Mrs. Lakana Ratwongsakul
- (3) Mrs. Nongnat Hanwilai
- (4) Mr. Supoth Piansiri
- (5) Mr. Sirichai Chananam
- (6) Mrs. Veerawan Vararuth

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

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

Mr. Kraiwal Kadavanich, major shareholder who attended the meeting independently; asking the meeting why Mrs. VeerawanVararuth, a director who was nominated by the shareholders was not belisted in the invitation letter, and only Mrs. NongnatHanwilai, in overall profiles of the directors, was listed in the invitation and be an expertise other than the financial specialty. Besides, why did the company not use the printed form to demonstrate the profiles of the nominated directors in same way it applied to the independent committees who are a proxy, despite the form is simple.

Chairman informed the shareholders' meeting that last shareholders' meeting held on 7 November 2016, one person was nominated, but he withdrew for personal reasons, Mrs. VeerawanVararuthwas then nominated in later time; and this is why the name of Mrs. VeerawanVararuth was shown firstly. In regard of her experience and expertise, it is regarded incomplete in considering the nominated candidate's qualification. However, with her long experience of working, she has successfullyproven herself of knowledge and abilities. Regarding the printed form for directors' profile, this matter would be taken into consideration and would be of further improvement by the company.

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

Resolution :

After a due consideration, the meeting made a resolution to appoint six positions of directors to serve as director of the company to fill the vacancy. Table below displays the votes results for maximum six qualified persons who are not subject to the legal prohibitions and are nominated from among shareholders and by the resolution of the meeting by the majority of the shareholders who are present at the meeting and have right to vote.

(2.1) Mrs. Lakana Ratwongsakul holds office in place of the vacant position of Mr. Sermsin Samalapa.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	402,446,519	99.99
Disapproved	-	-
Abstained	55,821	0.01

(2.2) Mrs. Nonganat Hanwilai holds office in place of the vacant position of Ms. Duangkamol Chotana.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	402,446,519	99.99
Disapproved	-	-
Abstained	55,821	0.01

(2.3) Mr. Supoth Piansiri holds office in place of the vacant position of Mr. Suthichai Sae-Yoon.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	402,446,519	99.99
Disapproved	-	-
Abstained	55,821	0.01

(2.4) Mr. Sirichai Chananam holds office in place of the vacant position of Mrs. Suphanee Dechaburananon.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	402,446,519	99.99
Disapproved	-	-
Abstained	55,821	0.01

(2.5) Mr. Supawat Sa-nguan-ngarm holds office in place of the vacant position of Mr. Adisak Limprungpatanakit.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	402,424,740	99.98
Disapproved	-	-
Abstained	77,600	0.02

(2.6) Mrs. Veerawan Vararuth holds office in place of the vacant position of Ms. Aeumsree Boonhachairat.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	398,732,552	99.06
Disapproved	-	-
Abstained	3,769,788	0.94

Remark : In this election, there were 6 persons nominated by the shareholders to be elected as the directors of the Company.
: During this agenda item 2, 1 shareholder additionally attended the Meeting, representing 100 shares, in aggregate.

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

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

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

consideration to approve the amendment to the authorization of directors to be in line with the Articles of Association of the Company, as follows:

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

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

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

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

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

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the Meeting and casting their votes
Approved	402,486,552	100.00
Disapproved	-	-
Abstained	15,888	-

There were no shareholders raising any additional question, the Chairman expressed his appreciation to all shareholders, proxies, and attendees for their dedication in attending the Meeting, and declared the Meeting adjourned at 1030 hrs.



Signed _____ - *Signature* - _____ Chairman of the Meeting
(Ms. Pranee Srikamneard)

Signed _____ - *Signature* - _____ Corporate Secretary
(Ms.Siriwan Nilsuwankosit)

Minutes Taker

Definition and qualifications of 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.

Role and Responsibilities of Audit Committee

The Audit Committee shall be responsible for :

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

- Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.

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

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

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

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


Criteria and Procedures to Select Directors

Selection of Directors

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

In 2017, the Company provides the opportunity to minority shareholders to nominate candidates as Directors by proposing the candidates' names with details of qualifications and the candidates' letters of consent through the Company's Board of Directors three months prior to Annual General Meeting of Shareholders, which would be between January 5, 2017 and February 6, 2017. No shareholder proposes candidates for directorship.

For consideration of Agenda 5: To consider and elect directors in replacement of those who are retired by rotation

Name - Surname	Mr. Metha Soonthornjit		
Type of director proposed for election	Independent Director and Member of The Audit Committee		
Present position	Independent Director and Member of The Audit Committee		
Date of appointment as Director	March 12, 2009		
Age	57 years		
Education	<ul style="list-style-type: none"> - MMM, The Graduate School of Public Administration, NIDA - LL.B. Ramkhamhaeng University 		
Director training programs	Thai Institute of Directors Association - Director Certification Program (DCP 118/2009)		
Training Course (s) 2016	None		
Position held in other listed companies (1 company)	2009 - Present	Member of The Audit Committee - Nation Broadcasting Corporation Plc.	
Position held in other non-listed companies (1 company)	2012 - Present	Manager Law Consulting Office - Lawman & Maytha	
	2005 - 2012	Manager - Lawman Standard Co., Ltd.	
	2003 - 2004	Managing Director - Lawman Standard Co., Ltd.	
Position held in a competing business / related business that may cause conflict of interest	None		
No. of Shares Held as at October 27, 2016	None		
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	None		


For consideration of Agenda 5: To consider and elect directors in replacement of those who are retired by rotation

Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years		
1.	Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
2.	Being a professional service provider(such as Auditor or Legal Consultant)	None
3.	Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	None

No of years Holding the Post of the Company's Director and The Meeting Attendance in 2016

Holding the post of the Company's Director As at December 31, 2016	Meeting Attendance in 2016			
	Audit Committee	Board of Directors	Annual General Meeting	Extraordinary General Meeting
7 years 9 months (Appointed as a director since March 12, 2009)	3/4	6/6	1/1	1/1

For consideration of Agenda 5: To consider and elect directors in replacement of those who are retired by rotation

Name - Surname	Mrs.Veerawan Vararuth	
Type of director proposed for election	Independent Director	
Present position	Independent Director	
Date of appointment as Director	December 23, 2016	
Age	68 Years	
Education	<ul style="list-style-type: none"> - Master's Degree, Instructional Media Technology, Central Missouri State, U.S.A. - Bachelor's Degree, Bachelor of Arts, Chulakongkorn University - 	
Director training programs	<ul style="list-style-type: none"> - Higher Executive Course from the Office of the National Civil Commission - Higher Executive Course of Justice Process of the National Justice College, Ministry of Justice - Miini MBA from Kasetsart University 	
Training Course (s) 2016	<ul style="list-style-type: none"> - Taking part in the Laureate Code of Conduct and Ethics Course on September 28, 2016 - Attending Anti-Corruption, Fraud Prevention and Conflict of Interest by Mark Snyderman, Chief Ethics and Compliance Officer of Laureate on October 28, 2016 	
Position held in other listed companies (1 company)	Dec 23, 2016 - Present	Independent Director - Nation Broadcasting Corporation Plc.
Position held in other non-listed companies	None	
Position held in a competing business / related business that may cause conflict of interest	None	
No. of Shares Held as at October 27, 2016	None	
Being related persons or close relatives to management or major shareholders of the Company and its subsidiaries	None	


For consideration of Agenda 5: To consider and elect directors in replacement of those who are retired by rotation

Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years		
1.	Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
2.	Being a professional service provider(such as Auditor or Legal Consultant)	None
3.	Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	None

No of years Holding the Post of the Company's Director and The Meeting Attendance in 2016

Holding the post of the Company's Director As at December 31, 2016	Meeting Attendance in 2016		
	Board of Directors	Annual General Meeting	Extraordinary General Meeting
9 days (Appointed as a director since December 23, 2016)	1/1	N/A	N/A

For consideration of Agenda 5: To consider and elect directors in replacement of those who are retired by rotation

Name – Surname	Mr. Supawat Sa-nguan-ngam	
Type of director proposed for election	Director	
Present position	Director	
Date of appointment as Director	Dec 23, 2016	
Age	44 years	
Education	- MBA., Nation University	
Director training programs	None	
Training Course (s) 2016	None	
Position held in other listed companies (2 companies)	Dec 23, 2016 - Present Director - Nation Broadcasting Corporation Plc. 2016 - Present Director Nation Multimedia Group Plc.	
Position held in other non- listed companies	None	
Position held in a competing business / related business that may cause conflict of interest	None	
No. of Shares Held as at October 27, 2016	None	
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	None	

For consideration of Agenda 5: To consider and elect directors in replacement of those who are retired by rotation

Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years		
1.	Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
2.	Being a professional service provider(such as Auditor or Legal Consultant)	None
3.	Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	None

No of years Holding the Post of the Company's Director and The Meeting Attendance in 2016

Holding the post of the Company's Director As at December 31, 2016	Meeting Attendance in 2016		
	Board of Directors	Annual General Meeting	Extraordinary General Meeting
9 days (Appointed as a director since December 23, 2016)	1/1	N/A	N/A

Agenda Item 7
The details of the auditors for the fiscal year 2017

2016	2017 (Proposed Year)
KPMG PHOOMCHAI AUDIT CO., LTD.	KPMG PHOOMCHAI AUDIT CO., LTD.
<ol style="list-style-type: none"> 1. Ms. Patamavan Vadhanakul CPA Registration No. 9832 2. Mr. Winid Silamongkol CPA Registration No. 3378 3. Mr. Veerachai Ratanajaratkul CPA Registration No. 4323 4. Ms. Vannaporn Jongperadechanon CPA Registration No. 4098 <p>Ms. Patamavan Vadhanakul is the Auditor who has affixed his signature to certify the Company's financial statement in 2016 (for the third year)</p> <p>Compensation of the auditor for the Company and its subsidiaries totals 900,000 Baht.</p> <p>The Company and its subsidiary 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</p>	<ol style="list-style-type: none"> 1. Ms. Patamavan Vadhanakul CPA Registration No. 9832 2. Mr. Veerachai Ratanajaratkul CPA Registration No. 4323 3. Ms. Vannaporn Jongperadechanon CPA Registration No. 4098 <p>Ms. Patamavan Vadhanakul is the Auditor who has affixed his signature to certify the Company's financial statement in 2017 (for the forth year)</p> <p>Compensation of the auditor for the Company and its subsidiaries totals 850,000 Baht.</p> <p>The Company and its subsidiary 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</p>

Agenda Item 7
The details of the auditors for the fiscal year 2017

General Information

Name-Surname : Ms. Patamavan Vadhanakul

Nationality : Thai

Work Place : KPMG Phoomchai Audit Ltd.

Period of employment : 24 years

Position : Partner, Audit



Education Qualification:

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

Membership in Professional Organizations :

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

Experience :

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

**Company's Articles of Association
Nation Broadcasting Corporation Public Co., Ltd.
Chapter 4 : Shareholders' Meeting**

29. The Shareholders' meeting shall be held at the company's head office or in the nearby provinces or other location set by the board of the directors.

30. The shareholders' meeting shall be held at least once a year. Such meeting shall be called the annual general shareholders' meeting and it shall be held within 4 months after the end of the Company's fiscal year. Any other shareholders' meetings shall be called "Extraordinary shareholders' meetings." The Directors shall call the extra-ordinary meeting of the shareholders whenever they deem appropriate.

31. Minority shareholders holding collectively at least one-fifth of the total paid-up shares or no less than 25 shareholders holding collectively no less than one-tenth of the total paid-up shares are entitled to make a letter requesting the Board of Directors to call an extra-ordinary shareholders' meeting at any time. However, they are required to stipulate the reasons thereof in the letter. In this case, the Board of Directors is required to organize the meeting of the shareholders within one month after receiving the letter from the shareholders.

32. To call a meeting of the shareholders, the Board of Directors shall make the invitation letter with the stipulated venue, date, time, agenda items and the 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.

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

The authorized letter shall be the format as stipulated by the listed company's registrar and contain these items at minimum:

- a.) amount of shares the shareholder is holding
- b.) name of the authorized
- c.) the number of the shareholders' meeting that was authorized or cast the vote

In casting the votes, the shareholders' authorized person shall have an equal amount of votes the shareholders have in total, except the shareholders' authorized person announces at the meeting before casting the votes that he/she will cast the votes for certain shareholders. In such case, the shareholders' authorized person shall state the name of the shareholders and the number of shares held.

34. At the shareholders' meeting, there must be at least 25 shareholders and their authorized persons (if any) attending, or not less than half of the total number of the shareholders with collective shareholding accounting for at least one-third of the paid-up shares, shall make the quorum.

In case that the number of the shareholders attending the meeting does not reach the amount stated as in the paragraph above at an hour past the appointment time, if the meeting is called by request of the shareholders, it shall be cancelled. However, if the meeting is not called by the request of the shareholders, it will be rescheduled and the invitation letter shall be sent to the shareholders at least 7 days prior to the meeting. In the latter case, it is not necessary that the amount of the shareholders be as stated in the first paragraph to make the quorum of the meeting.

35. 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.

36. Chairman of the meeting shall oversee the meeting to ensure the meeting is conducted in a manner consistent with 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.

As all the agenda items set forth in the invitation letter have been thoroughly considered, the shareholders with collective shareholding of one third of the paid up shares may request the quorum to consider other agenda items not stated in the invitation letter.

In case where the quorum is not able to consider the agenda items on time and it is required to postponed, whether the agenda items be on the invitation letter or added by request according to paragraph 2, the quorum is to reschedule the meeting, set the venue, time and agenda items and the invitation letter shall be sent to the shareholders 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.

37. At the shareholders' meeting, the shareholders have the right to attend the meeting and cast the votes according to the number of shares they hold. Each share accounts for one vote.

If the shareholders are closely connected to the issue raised in the meeting, their right to vote on that specific issue will be withdrawn, except for the vote for board of directors' selection.

38. 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. However, in the case that the votes are equal, the chairman of the meeting shall exercise additional one vote as the final ruling.

39. Three fourth of the total shareholders' votes present at the meeting must be tallied before making final ruling on the following issues:

a.) the company capital's increase or decrease

- b.) issuance and proposal of debentures
- c.) amendment of Memorandum of Association or the company's regulations
- d.) make, amend or cancel contracts regarding the company's business rental wholly or partially
- e.) appointment of others to manage the company's business
- f.) merging or abrogating the company
- g.) joint venture with others with the objective of sharing profit and loss
- h.) other transactions stipulated by law

40. Annual general shareholders' meeting shall engage in the following activities:

- (a.) acknowledgement of the Board of Directors' report concerning the Company's operations of the past year
- (b.) approval of the balance sheet and profit and loss account
- (c.) approval of profit allocation and dividend payment
- (d.) replacement of the directors whose term expire and determining the directors' remunerations
- (e.) appointment of the auditors and determining the Company's auditing fee
- (f.) Others (if any)

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

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

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

2. Appointing a proxy:

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

Required documents for appointing a proxy:

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

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

Documents from custodian

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

Documents from shareholder

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

Documents from proxy

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

3. In cases in which a shareholder is deceased:

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

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

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

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

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


Registration:

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

Voting:

1. The voting shall be conducted openly. One share is equivalent to one vote. The resolutions of the shareholders' meeting shall be passed by the following votes:
 - Appointment of the Chairman of the Meeting: The Company determines that the shareholders shall exercise their rights to elect a shareholder who is nominated on an individual basis, then announces the voting result for the person with the highest votes as the Chairman of the Meeting. In the case of a tie vote, the shareholders' meeting shall cast the votes to choose the Chairman of the Meeting from the persons with the equivalent votes. The person who thereafter receives the highest votes shall act as the Chairman of the Meeting.
 - Election of directors or appointment of new directors: The Company determines that the shareholders shall exercise their rights to elect or appoint the directors who are nominated on an individual basis, and then announces the voting results for the person with the highest votes ranked in order descending from the highest number of votes received to the lowest to hold office as directors until all of the vacant director positions are filled. In the case of a tie vote resulting in the number of persons being exceeding the vacant director positions, the Chairman of the Meeting shall have an additional vote as a casting vote.
 - Ordinary case: The majority of the votes cast by the shareholders attending the Meeting and casting their vote. A tied vote: The Chairman of the Meeting shall have a casting vote.
 - In other cases where the law or the article of association specifies otherwise, the Voting shall be in compliance with such law or the articles of association, provided that the Chairman of the Meeting shall inform the meeting before voting on such agenda item.
2. In cases of voting by proxy, the proxy must cast a vote in accordance with the proxy form as specified by the shareholder appointing the proxy.

**Summary Profile of the Independent Director
who may be granted a proxy**

Name - Surname	Mr.Supong Limtanakool		
Type of director proposed for election	Independent Director and Chairman of The Audit Committee		
Present position	Independent Director and Chairman of The Audit Committee		
Date of appointment as Director	March 12, 2009		
Age	65 Years		
Education	<ul style="list-style-type: none"> - Doctor of Business Administration in International Marketing, University of San Gabriel, Irvine, California, U.S.A. - Master of Science in Marketing & Consumer Behavior, California State University - Bachelor of Arts in Economics, California State University 		
Director training programs	Thai Institute of Directors Association - Director Certification Program (DCP#99/2008)		
Training Course (s) 2016	None		
Position held in other listed companies (2 companies)	2009 - Present	Independent Director and Chairman of The Audit Committee Nation Broadcasting Corporation Plc.	
	2007 - Present	Member of The Audit Committee Thai Polycons Plc.	
Position held in other non-listed companies (2 companies)	2012 - Present	Director - Thai Tinplate MFG Co., LTD.	
	2009 - Present	Vice President for External Affairs Bangkok University	
Position held in a competing business / related business that may cause conflict of interest	None		
Having conflicts of interest in the agenda item proposed in the Annual General Meeting of Shareholders 2017	None. (Except Agenda 6 : Consider the remunerations for directors for the year 2017)		
No. of Shares Held as at October 27, 2016	None		
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	None		

**Summary Profile of the Independent Director
who may be granted a proxy**

Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years		
1.	Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
2.	Being a professional service provider (such as Auditor or Legal Consultant)	None
3.	Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	None

No of years Holding the Post of the Company's Director and The Meeting Attendance in 2016

Holding the post of the Company's Director As at December 31, 2016	Meeting Attendance in 2016			
	Audit Committee	Board of Directors	Annual General Meeting	Extraordinary General Meeting
7 years 9 months (Appointed as a director since March 12, 2009)	4/4	6/6	1/1	1/1

หนังสือมอบฉันทะ (แบบ ก)

Proxy Form A

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่ ถนน ตำบล / แขวง.....

Residing at Road Tambol / Khwaeng

อำเภอ / เขต จังหวัด รหัสไปรษณีย์.....

Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด (มหาชน)

Being a shareholder of Nation Broadcasting Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

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

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

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

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง

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

(3) ขอมอบฉันทะให้

Hereby appoint

(1) อายุ ปี

age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด.....รหัสไปรษณีย์ หรือ

Province Postal Code or

(2) อายุ ปี

age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด.....รหัสไปรษณีย์

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2560 ของบริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด (มหาชน) ในวันที่ 26 เมษายน 2560 เวลา 14.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ถนนบางนา-ตราด ก.ม.4.5 แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2017 Annual General Meeting of Shareholders of Nation Broadcasting Corporation Public Company Limited on 26 April 2017 at 14.00 hrs. at the Conference Room, 7th Floor, Nation University Tower, No. 1854, Bangna-Trad Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok 10260 or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

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

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

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

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด (มหาชน)
being a shareholder of Nation Broadcasting Corporation Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ holding the total amount of _____	หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ shares and have the rights to vote equal to _____	เสียง ดังนี้ _____ votes as follows: _____
<input type="checkbox"/> หุ้นสามัญ _____ ordinary share	หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ shares and have the right to vote equal to _____	เสียง _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ preference share	หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ shares and have the right to vote equal to _____	เสียง _____ votes

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

1. ชื่อ นายสุพงษ์ ลิ้มธนากุล อายุ 64 ปี อยู่บ้านเลขที่ 16/3
Name Mr. Supong Limtanakool, Independent Director, Age 64 years, residing at 163
ถนน สุขุมวิท 33 ตำบล/แขวง คลองตันเหนือ อำเภอ/เขต วัฒนา
Road Sukhumvit 33 Tambol/Khwaeng Klongtonnua Amphur/Khet Wattana
จังหวัด กรุงเทพฯ หรือ
Province Bangkok or

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2560 ในวันที่ 26 เมษายน 2560 เวลา 14.00 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ถนนบางนา-ตราด ก.ม.4.5 แขวงบางนา เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one to be above shall be my/our proxy holder to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on April 26, 2017 at 14.00 hrs, at the Conference Room, 7th Floor, Nation University Tower, 1854 Bangna-Trad Road K.M.4.5, Bangna Sub-district, Bangna District, Bangkok10260, Thailand or on other date, time and place as may be postponed or changed.

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้.-

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects, or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my intention as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2559 และรับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2559 ซึ่งประชุมเมื่อวันที่ 23 ธันวาคม 2559
- Agenda 1 To acknowledge the minutes of the 2016 Annual General Meeting of Shareholder held on April 26, 2016 and the minutes of the Extraordinary General Meeting of Shareholder No. 1/2016 held on December 23, 2016
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ 2 พิจารณานอุมติและรับรองรายงานผลการดำเนินงานของบริษัทฯ และรายงานคณะกรรมการของบริษัทฯ สำหรับปี 2559
- Agenda 2 To consider and certify the Company's operating results and the Board of Directors' report for the year 2016
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ 3 พิจารณานอุมติและรับรองงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2559
- Agenda 3 To consider and approve the Company's financial statements for the year 2016 ended December 31, 2016
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ 4 พิจารณานอุมติงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2559
- Agenda 4 To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2016
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
- Agenda 5 To consider and approve the appointment of directors to replace those who completed the terms
- เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด _____ เสียง
Approve the election of the entire Board of Directors,
- เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้
Approve the election of the individual certain directors as follows:
- 5.1 ชื่อกรรมการ : นายเมธา สุนทรจิตร
Name of Director : Mr. Metha Soonthornjit
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- 5.2 ชื่อกรรมการ : นางวีรวรรณ วรุตม์
Name of Director : Mrs. Veerawan Vararuth
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- 5.3 ชื่อกรรมการ : นายสุภาวัฒน์ สงวนงาม
Name of Director : Mr. Supawat Sa-nguan-ngam
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ 6 พิจารณากำหนดค่าตอบแทนของกรรมการของบริษัทฯ ประจำปี 2560
- Agenda 6 To consider and determine the remuneration of directors for the year 2017
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

- วาระที่ 7 **พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2560**
Agenda 7 To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2017
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 8 **พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท ข้อ 27**
Agenda 8 To consider and approve the amendment to the Company's Articles of Association (Article 27)
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 9 **พิจารณาอนุมัติให้แก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 3 เรื่อง วัตถุประสงค์ของบริษัท**
Agenda 9 To consider and approve the amendment of the business objectives of the company and approve the amendment of the Clause 3 of the Memorandum of Association (The business objectives of the company)
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 10 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**
Agenda 10 To consider any other matters (if any)
- เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ
 (.....)
 Signed Appointer

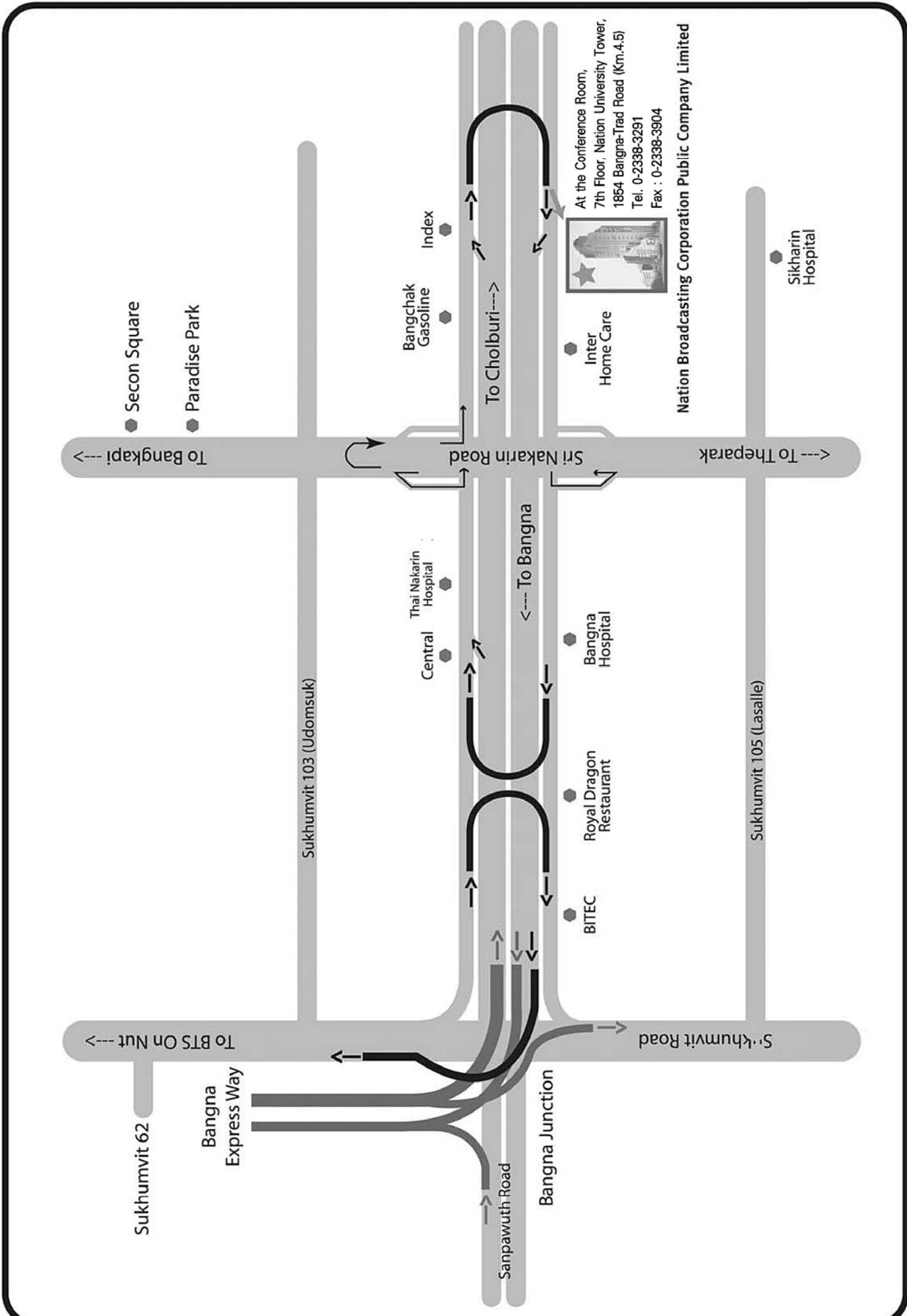
ลงชื่อ.....ผู้รับมอบฉันทะ
 (.....)
 Signed Proxy

หมายเหตุ

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

Remarks:

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



● Secon Square
● Paradise Park

To Bangkoki <--->

Sukhumvit 103 (Udomsuk)

Bangchak Gasoline
Index

To Cholburi <--->

At the Conference Room,
7th Floor, Nation University Tower,
1864 Bangna-Trad Road (Km.4.5)
Tel. 0-2338-3291
Fax : 0-2338-3904



Inter Home Care

Nation Broadcasting Corporation Public Company Limited

● Sikharin Hospital

<---> To Theparak

Thai Nakarin Hospital
Central

<---> To Bangna

Bangna Hospital

Royal Dragon Restaurant

BITEC

Sukhumvit 105 (Lasalle)

Sukhumvit 62

Bangna Express Way

To BTS On Nut <--->

Sanpawuth Road

Bangna Junction

Sukhumvit Road



Nation Broadcasting Corporation Public Company Limited

1858/51-62, 12th-13th Floor, Bangna-Trad Road, Bangna, Bangkok 10260

Tel : 0-2338-3645 Fax : 0-2338-3973