



Invitation to the 2016 Annual General Meeting of Shareholders

Nation Broadcasting Corporation Public Company Limited

April 26, 2016 at 14:00 hours

At the Conference Room A, 27th Floor, Interlink Tower,

Bangna - Trad Road (Km.4.5)



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Nation Broadcasting Corporation Public Company Limited

March 18, 2016

Subject: Invitation to the 2016 Annual General Meeting of Shareholders
To: Shareholders of Nation Broadcasting Corporation Public Company Limited

Enclosures:

1. Copy of the minutes of the 2015 Annual General Meeting of the Shareholders
2. Annual report 2015
3. Definition and qualifications of Independent Directors
4. Role and Responsibilities of Audit Committee
5. Criteria and Procedures to select the directors
6. The profiles of the proposed nominated persons to replace directors retiring by rotation
7. Details of the auditor's profiles and experience for the fiscal year 2016
8. Company's Articles of Association, Chapter 4: Shareholders' Meeting
9. Conditions and procedures of the meeting of shareholders
10. The profile of the Independent Director who may be granted a proxy
11. Registration Form for the 2016 Annual General Shareholders Meeting
12. Proxy Form B
13. 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 2016 Annual General Meeting of shareholders on April 26, 2016 at 2.00 p.m at the Conference Room A, 27th Floor, Interlink Tower, 1858/118-119, K.M.4.5 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok 10260, to consider the following agenda.

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

Facts and Reasons: The 2015 Annual General Meeting of Shareholders was held on April 27, 2015, 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 Enclosure No. 1.

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 2016 Annual General Meeting of Shareholders to consider and certify the above-mentioned minutes.

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

Facts and Reasons: The operating results of the Company and the report of the Board of Directors of the Company for the year 2015 are provided in the 2015 annual report in Enclosure No. 2 which was sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the Company's operating results and the Board of Directors' report for the year 2015

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

Facts and Reasons: The consolidated financial statements of the Company and its subsidiaries as at December 31, 2015 were audited by the auditors and examined by the Audit Committee, the details of which is provided in the 2015 annual report in Enclosure No.2 which was sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the Company's financial statements ending December 31, 2015 which have been audited by the authorized auditors and examined by the Audit Committee.

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

Facts and Reasons: 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, the Company had been the net profit (pursuant to separate financial statements) THB 59.31 million or THB 0.11 per share. The summary information of net profit (pursuant to separate financial statements) and dividend payment compared to previous years are as below:

Dividend Schedule	2015	2014	2013
1. Net Income (pursuant to separate financial statements) (THB Millions)	59.31	49.41	56.60
2. Less legal reserve	3.00	2.50	2.90
3. Number of share (Millions shares)	535.44	534.71	534.41
3.1 No. of shares entitled to interim dividend	-	534.42	179.47
3.2 No. of shares entitled to annual dividend	-	534.71	534.41
4. Earnings per share (THB)	0.11	0.09	0.16
5. Total dividend paid per share (THB:Share)	0.08	0.08	0.14
5.1 Interim dividend	-	0.06	0.11
5.2 Annual dividend	0.08	0.02	0.03
6. Total dividend paid (THB Millions)	42.84	42.78	46.42
7. Dividend Payout (after legal reserve of separate financial statements) (Percentage)	76.08	91.19	86.44

Remark: (1) The above rate of annual dividend was deducted the rate of interim dividend was approved by the Board of Directors and shall be approved at the 2016 Annual General Meeting of Shareholder on April 26, 2016, and calculated based on the number of ordinary shares as of March 18, 2016

(2) The above percentage of dividend payment is higher than that offered under the dividend policy but not more than the terms and condition of NBC-W1

Opinion of the Board of Directors: 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. 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.

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

Facts and Reasons: Clause 15 of the Company's Articles of Association stipulated that in every general shareholder's meeting, the term limits of one-third of the Directors expire. At present, there were 10 directors. In 2016, four directors whose term limits expired were as following:

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

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 December 4, 2015 to January 29, 2016. However, no shareholder nominated any person to be the Company's director.

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.

Opinion of the Board of Directors: The Board of Directors of the Company, excluding the interested directors in this agenda, has considered the qualifications of the directors including their experiences, expertise and performance of the four nominated directors and it appears that four directors have proven to be highly dedicated to their duties and responsibilities pursuant to good corporate governance, which led to the great benefits of the Company. Therefore, the Board of Directors deems it appropriate to propose to the 2016 Annual General Meeting of the Shareholders to consider and approve the appointment of directors who retire by rotation to continue their terms as the directors of the Company with details as follows:

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

(The details of the directors who are nominated to be the directors of the Company for another term and the appointed directors are provided in Enclosure No.6).

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

Criteria for Director's Remunerations Proposal: The Company's Board of Directors is of the opinion that it was a very important for a corporation to nominate its directors and consider such directors' remuneration. The Company has a policy to allow the Company's Board of Directors to consider and nominate directors and their remuneration under strict rules which require the Board of Directors to consider the suitability of the directors and their remuneration by taking into consideration the directors and directors' remuneration of other similar industries as well as an average of directors' remuneration of other businesses with the same size and the growth of business and profit of the Company.

Facts and Reasons: The remuneration for the Company's directors in 2015, which was approved in the 2015 Annual General meeting of Shareholders, is paid to the chairman of the Board of Directors in an equal amount to the chairman of the Audit Committee. The executive directors shall receive the remuneration at the same rate as the non-executive directors. The payment was paid quarterly.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and determine the remuneration for the Company's directors for the year 2016 based on a quarterly basis without any other forms of remuneration, with details as follows:

Position	Amount per person for year 2016 (Proposed Year)	Amount per person for 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 remuneration of directors for the year 2016 will not more than Baht 2,600,000. (which equals to the previous year)

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

Facts and Reasons: The Board of Directors, under the recommendation by the Audit Committee, deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the appointment of KPMG Phoomchai Audit Ltd. as an auditor of the Company with the following persons as the Company’s auditors for the year 2016:

1. Ms.Patamavan Vadhanakul, Registration No. 9832, who will sign the financial statements of the Company for the year 2016, It is the third year or
2. Mr.Winid Silamongkol, Registration No. 3378 or
3. Mr.Veerachai Ratanajaratkul, Registration No. 4323 or
4. Ms.Vannaporn Jongperadechanon, Registration No. 4098.

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

In addition, the Board of Directors, under the recommendations by the Audit Committee, deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2016 in respect of the Company, and its subsidiaries, totaling 3 companies, in the total amount of Baht 900,000.- (which equals to the previous year)

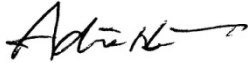
With respect to other service fees, the Company and its subsidiaries did not receive any other services from the audit firm to which the auditors belong, any other persons or entities related to the auditors or the such audit firm in the previous year.

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 2016 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2016 and the determination of directors’ remuneration as mentioned above (details of which are provided in Enclosure No. 7)

Agenda 8 To consider other matters (if any)

Please be invited to attend the meeting at the date, time and venue specified above. 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.

Sincerely yours,



Mr. Adisak Limprungpatanakit
Chief Executive Officer

**Minutes of The 2015 Annual General Meeting of Shareholders
of
Nation Broadcasting Corporation Public Company Limited**

Date and Place

The meeting was held on April 27, 2015, at 2:00 p.m.at the Conference Room A, 27th Floor, Interlink Tower, 1858/118-119Bangna-Trad Road, Bangna, Bangkok

Directors attending the Meeting

- | | |
|---------------------------------|--|
| 1. Mr. Suthichai Sae-Yoon | Chairman of Nation Group and Director |
| 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. Mrs.Suphanee Dechaburananon | Independent Director |
| 7. Miss Duangkamol Chotana | Director |
| 8. Miss Aeumsree Boonhachairat | Director |
| 9. Mr. Thepchai Sae-Yong | Director |

9 out of a total number of 10 directors attended the meeting.

Directors who did not attend the Meeting:

- | | |
|---------------------------------|---|
| 1. Mr. Kittichai Lattisophonkul | Independent Director and the Member of
Audit Committee |
|---------------------------------|---|

Executives attending the Meeting

- | | |
|-----------------------------------|--|
| 1. Mr. Weerasak Phongaksorn | Executive Editor, Television News |
| 2. Mr. Kanok Ratwongsakul | Assistant to President, Reporter |
| 3. Miss Chamaiporn Kongpech | Senior Vice President, Radio and Event |
| 4. Mrs. Nongnat Hanwilai | Senior Vice President, Corporate Strategy &
CSR |
| 5. Miss Chutintra Wattanakul | Senior Vice President, New Media |
| 6. Mrs. Lakana Ratwongsakul | Senior Vice President |
| 7. Mr. Supawat Sa-nguan-ngam | Senior Vice President |
| 8. Mrs. Wararak Leelertphan | Senior Vice President, Advertising |
| 9. Miss Patchara Chaiwong | Senior Vice President, Advertising |
| 10. Mrs. Suwannee Wacharapasakorn | Senior Finance Manager |
| 11. Miss Wipaporn Unsook | Accounting Manager |

Auditors attending the Meeting

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

Legal Consultants observing the Meeting

- | | |
|-----------------------------|-------------------------------------|
| 1. Mr. Kraisorn Meesom-ngam | 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 2015 Annual General Meeting of Shareholders and to nominate directors through the Board of Directors three months prior to the Meeting. 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 November 21, 2014 to January 30, 2015.

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 17, 2015 to March 31, 2015 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 Mr. Metha Soonthornjit, Independent Director and the Member 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 534,707,847. The shareholders attending the Meeting were as follow:

- 29 shareholders attending the Meeting in person held 18,930,030 shares, accounting for 3.54 % of the total shares.
- 43 shareholders authorized their proxies to attend the Meeting held 399,435,146 shares, accounting for 74.70 % of the total shares.
- A total of 72 shareholders attending the Meeting held 418,365,176 shares or 78.24 % of the total shares.

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

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

Agenda 1 To acknowledge the minutes of the 2014 Annual General Meeting of Shareholder held on April 3, 2014

Chief Executive Officer informed the Meeting that Secretary had compiled the Minutes of the 2014 General Meeting of Shareholders, which was held on April 3, 2014. 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 2014 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 2014 General Meeting of Shareholders held on April 3, 2014.

The Meeting had considered and adopted the minutes of the 2014 Annual General Meeting of Shareholders resolution with a majority votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	412,392,176	votes	Equivalent to	98.57%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	6,000,000	votes	Equivalent to	1.43%
Total:	418,392,176	votes	Equivalent to	100.00%

Remarks: In this agenda, there were additional 1 shareholder that attended the meeting, representing 27,000 shares after agenda 1 was approved.

Agenda 2 To consider and approve the Company's operating results and the Board of Directors' report for the year 2014

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 2014 are available in the 2014 Annual Report that the Company mailed to the shareholders with the meeting invitation letter. Nonetheless, the Company's operating results 2014 was summarized for the shareholders acknowledgement as follows:

In 2014, the Company had total revenue of Baht 741.87 million, increased by 9 percent from Baht 680.67 million as compared with 2013, net profit of Baht 10.72 million, and decrease of 79 percent from Baht 51.04 million, compared to last year because costs increased.

For financial position, the company's assets as of the year ended 2014 was THB 2,803.43million, an increase of 72 percent, because the license to use the spectrum and operates television (which there was none in a previous year); total liabilities were THB 1,391.50 million, an increase of 663 percent because of the existing accruals of the licenses to use the spectrum and operates television. The shareholders' equity was THB 1,411.94 million, a decrease of 2 percent compared to last year.

Of total revenues in 2014, it can be divided by business segments as follows.

1. Revenue from Free Television Business at Baht 7.26 million, decreasing by 42 percent as compared to last year due to no operation on free TV channels. Currently there are few operations on free TV.
2. Revenue from Digital TV Business at Baht 429.51 million, increased by 22 percent as compared to last year
3. Revenue from New Media Business at Baht 184.15 million, increased by 11 percent as compared to last year
4. Revenue from special events at Baht 43.47 million, decreased by 22 percent as compared to last year
5. Revenue from Radio Business at Baht 26.53 million, decreased by 19 percent as compared to last year
6. Other revenue at Baht 22.46 million, decreased by 20 percent as compared to last year

Revenue by business segment to total revenue ratio as follows; income from Digital TV representing 60 percent, revenue from Free TV representing 1 percent, revenue from new media representing 26 percent, revenue from special events representing 6 percent, revenue from radio business representing 4 percent and other revenues representing 3 percent of total revenue.

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 2014.

The Meeting had considered and adopted the Company's operating results and the Board of Directors' report for the year 2014 with a majority votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	412,392,176	votes	Equivalent to	98.57%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	6,000,000	votes	Equivalent to	1.43%
Total:	418,392,176	votes	Equivalent to	100.00%

Remarks: In this agenda, there were additional 2 shareholders that attended the meeting, representing 30,100 shares after agenda 2 was approved.

Agenda 3 To consider and approve the Company's audited financial statements for the year ended December 31, 2014

Chief Executive Officer informed the Meeting that the financial statements of Nation Broadcasting Corporation Public Company Limited as of December 31, 2014 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 2014 Annual Report earlier mailed to shareholders, along with the meeting invitation letter.

Chief Executive Officer provided shareholders with an opportunity for question and comment.

Mr. Earn Suriyachai, a shareholder had an additional question as follow.

He asked how the licenses to use the spectrum and operates television have been amortized, whether the payment is made in the early year as equally as the later year or not.

Chief Executive Officer explained that payment adopts the straight-line accounting over the license term of 15 years.

The shareholders raised neither questions nor comments. Chief Executive Officer then asked the Meeting to vote for Agenda Item 3to considerand approve the financial statements for the year ending December 31, 2014.

The Meeting had considered and approved the financial statements for the year ended December 31, 2014 with a majority votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	411,922,276	votes	Equivalent to	98.45%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	6,500,000	votes	Equivalent to	1.55%
Total:	418,422,276	votes	Equivalent to	100.00%

Remarks: In this agenda, there were additional 2 shareholders that attended the meeting, representing 200 shares after agenda 3 was approved.

Agenda 4 To consider and approve the dividend payment from the Company's operation for the financial year ending December 31, 2014

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 the shareholders when it considers that the company has enough 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 the rights and obligations of the issuer and holders of warrants to purchase ordinary shares of the Company (or NBC-W1) dated June 5, 2013imposes 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 90percent 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.

According to the 2014 performance in the separate financial statement, it showed net profit of THB 49.41 million or THB 0.09 per share. The Board of Directors of the Company deemed it appropriate to propose to the 2014 Annual General Meeting of Shareholders to consider and approve the dividend payment from the Company’s operation for the financial year 2014 ending December 31, 2014, at 0.08 Baht per share. The Board of Directors took into consideration the payment of interim dividend at 0.06 Baht per share on December 4, 2014, and resolved to put forth in the 2015 Annual General Meeting of Shareholders for the approval of final dividend payment to the shareholders at 0.02 Baht per share for 534.71 million shares, totaling 10.70 million Baht. The names of shareholders who are eligible to dividend payment shall be recorded on Tuesday May 12, 2015 (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 Wednesday May 13, 2015, and the date of dividend payment shall be on Wednesday May 27, 2015.

Chief Executive Officer provided shareholders with an opportunity to question and express their views.

No questions were raised and no additional views were expressed. The Company President then asked the Meeting to vote for Agenda 4, to approve the dividend payment for the year 2014 ended December 31, 2014

The Meeting had considered and approved the dividend payment for the year ending December 31, 2014 with a majority votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	412,422,476	votes	Equivalent to	98.57%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	6,000,000	votes	Equivalent to	1.43%
Total:	418,422,476	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 2015 there are three directors retired by rotation as follows:

- 1) Mr. Supong Limtanakool Independent Director and the Chairman of Audit Committee
- 2) Mr. Kittichai Lattisophonkul Independent Director and the Member of Audit Committee
- 3) Mrs. Suphanee Dechaburananon Independent Director

The Company provided an opportunity for all minority shareholders to nominate qualified persons to be the Company's directors, from November 21, 2014 to January 30, 2015 via www.nbc.co.th. However, no shareholders were nominated for director position.

In this regard, Mr. Kittichai Lattisophonkul as the Independent Director and the Member of Audit Committee has expressed his intention not to be reappointed as an Independent Director and Audit Committee for another term.

The Board of Directors, excluding directors with interest, viewed and considered that Mr. Supong Limtanakool and Mrs. Suphanee Dechaburananon 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.

Therefore, the Board of Directors has considered and approved the appointment of Mr. Jessada Promjart to replace Mr. Kittichai Lattisophonkul as the Independent Director and the Member of Audit Committee.(The details of the directors who are nominated to be the directors of the Company for another term and the appointed directors are provided in Enclosure No.6).

Chief Executive Officer provided shareholders with an opportunity to question and express their views.

No questions were raised by shareholders. Chief Executive Officer proposed the Meeting to make a resolution to approve appointment for two directors who completed their term to reassume the position for another term and appoint Mr. Jessada Promjart to replace Mr. Kittichai Lattisophonkul who does not wish to be considered as director 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. Supong Limtanakool

Approved:	411,922,476	votes	Equivalent to	98.45%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	6,500,000	votes	Equivalent to	1.55%
Total:	418,422,476	votes	Equivalent to	100.00%

2) Mrs. Suphanee Dechaburananon

Approved:	411,922,476	votes	Equivalent to	98.45%
Disapproved:	500,000	votes	Equivalent to	0.12%
Abstained:	6,000,000	votes	Equivalent to	1.43%
Total:	418,422,476	votes	Equivalent to	100.00%

3)Mr. Jessada Promjart

Approved:	411,922,476	votes	Equivalent to	98.45%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	6,500,000	votes	Equivalent to	1.55%
Total:	418,422,476	votes	Equivalent to	100.00%

Remarks: In this agenda, there were additional 2 shareholders that attended the meeting, representing 20,680 shares after agenda 5 was approved.

Agenda 6 To consider the remuneration of directors for the year 2015

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 2015 were available in the meeting invitation letter mailed to the shareholders.

In this regard, the total remuneration of directors for the year 2015 amounted to Baht 2,600,000 based on a quarterly basis without any other forms of remuneration. The remuneration for Chairman of the Board would be the same rate as that of the Chairman of Audit Committee. Similarly, the Executive Directors would receive the same remuneration as the Non-Executive Directors. The remuneration payment would be made quarterly.

Position	Remuneration for the Year 2015 (Proposed Year)	Remuneration for the Year 2014
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 shareholders with an opportunity to question and express their views.

The shareholders raised neither questions nor or expressed further opinions. Chief Executive Officer proposed the Meeting to consider voting for Agenda 6, to approve the directors' remuneration for the year 2015.

The Meeting had considered and approved the remuneration of directors for the year 2015 as earlier stated with a majority vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting as follows:

Approved:	411,943,156	votes	Equivalent to	98.45%
Disapproved:	500,000	votes	Equivalent to	0.12%
Abstained:	6,000,000	votes	Equivalent to	1.43%
Total:	418,443,156	votes	Equivalent to	100.00%

Remarks: In this agenda, there were additional 2 shareholders that attended the meeting, representing 2,001 shares after agenda 6 was approved.

Agenda 7 To consider and approve the appointment of Company’s auditors and the determination of audit fee for the year 2015

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 2015 for the second 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 2015 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 shareholders with an opportunity to question and express their views.

No shareholders expressed further opinions. The President proposed the Meeting to consider voting for Agenda Item 7, to approve the appointment of the Company’s auditors and the auditors’ fee for the year 2015.

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 2015 with the fee at Baht 900,000 with a majority vote of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	411,945,157	votes	Equivalent to	98.45%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	6,500,000	votes	Equivalent to	1.55%
Total:	418,445,157	votes	Equivalent to	100.00%

Agenda 8 To consider other matters (if any)

Chief Executive Officer provided shareholders with an opportunity to question and express their views.

Volunteer representative protecting shareholder right and the proxy of Thai Investors Associations, Mr. Pramote Ruangsub, inquired that the Company had signed a declaration of intent to join the Collective Action Coalition Against Corruption with the Institute of Directors (IOD), he would like the Company to explain what has been going on.

Chief Executive Officer, the company completely signed a declaration of intent to join the Collective Action Coalition Against Corruption with the Institute of Directors (IOD), the Company is willing to give cooperation and the company's policy has placed an importance on the anti-corruption on continuous basis. Over the past year, the Company had executed as follows:

1. Improve and review anti-corruption, to be part of the Code of Business Ethics and Good Practice for Newcomers, to ensure that all employees are aware of its importance continuously.
2. Provide training seminars on Business Ethics to the staffs, to ensure that they are aware of the importance and compliance strictly.

Shareholder, Mr. Bancherd Suedee questioned as well.

Question 1 - When reading the report of the opinion of the Independent Financial Adviser: IFA on digital TV auction, it analyzed that the revenue from advertising in 2015 will increase, so I'd like to know if the company could complete its operation as stated in the report.

Chief Executive Officer explained that the operating results were somewhat lower in the early years than estimated figures; however, that of the long term operation shall be considered. The estimates of the IFA, based on the assumption that the NBTC has successfully implemented the policy regarding to the coupon distribution or publicity timely as scheduled, however; it was achieved partially.

However, the Nation TV channel was improved overall. That's to say; in the past, it relied on other channels like analog channels; not own channels, resulted that it may be of the considerable risk at the swaying in income, as evidenced by the revenue figure of over the past 4-5 years. However, as in a possession of own channels, together with the whole ratings of the digital TV system has expanded, consequently such a risk has decreased and revenue increased although the possible estimates have still not met as to the IFA's analysis, because the competition has been stiff and the advertising agency had a more bargaining power to choose a channel. However, I believe that in the next 2-3 years, the advertising rates will be met as anticipated by the IFA.

Question 2 - Based on information obtained from several economists, stating that the growth rate of the television industry will decline, so I would like to ask the opinion of the company

on this matter and to know the corporate innovation that promotes more new generation people to watch TV.

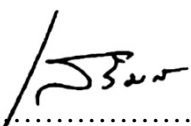
Chief Executive Officer explained, at his opinion, he was of the opinion that among media industry, TV industry is the largest industry both in America and Europe, although the innovative platforms have been emerging over the past one year. The proportion of audiences for analog TV channels accounted for approximate 25 percent, which decreased as compared to last year. Thus, it's expected that a significant change will occur in the future for media landscape in Thailand, especially the New Media which offers many business opportunities. In addition, when the analog channels cease its broadcasting by 2018 as expected, the fair competition will occur.

The Company has a huge promising opportunity for the New Media because of its diversity in multiplatform which the company is relatively well-equipped. Obviously, the revenue of New Media was 25%, as high as one-quarter of total revenues; it is considered relatively large compared with other companies in the same business. Although the revenue from audience on the social media was somewhat small at the beginning, it has potential to reach the large number of viewers, which is similar to the international business. Also, the company hopes that the government's policy will be developed to support the New Media increasingly; it's expected that it is a promising opportunity in the next 3-5 years.

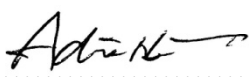
The shareholders raised neither questions nor express additional comments.


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

The Meeting ended at 3:30 p.m

Signature.......... Chairman of the Meeting
Mr. Sermsin Samalapa



Signature..........Chief Executive Officer
Mr. Adisak Limprungpatanakit

Signature..........Director
Miss Duangkamol Chotana

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 2016, 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 December 4, 2015 and January 29, 2016. 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. Sermsin Samalapa		
Type of director proposed for election	Director and Chairman		
Present position	Director and Chairman		
Date of appointment as Director	November 9, 2011		
Age	48 years		
Education	<ul style="list-style-type: none"> - Master of Science in Real Estate Development, Massachusetts Institute of Technology (MIT), Cambridge, MA, USA - Bachelor of Architecture from Faculty of Architecture, Chulalongkorn University - Effective Strategies for Media Companies, Executive Education from Harvard Business School, Harvard University Cambridge, MA, USA 		
Director training programs	Thai Institute of Directors Association Director Accreditation Program (DAP # 24/2004)		
Training Course (s) 2015	None		
Position held in other listed companies (3 Companies)	2010 - 2011	Director - Nation Multimedia Group Plc.	
	2011 - Mar 2015	Director - Nation Broadcasting Corporation Plc.	
	2011 - Present	Director - Nation International Edutainment Plc.	
	2012 - Present	Vice Chairman - Nation Multimedia Group Plc.	
	Mar 2015 - Present	Executive Chairman - Nation Multimedia Group Plc.	
	Mar 2015 - Present	Chairman - Nation Broadcasting Corporation Plc.	
Position held in other non-listed companies (1 Companies, 2 University)	2010 - Present	University Council - South-East Asia University	
	2011 - Present	Director - Nation U Co., Ltd.	
	Aug18, 2015 - Present	University Council - Nation University	


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

Position held in a competing business / related business that may cause conflict of interest	None
No. of Shares Held as at December 30, 2015	None
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	None
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years 1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	Involved in managing and oversee the operations of Nation Multimedia Group Public Company Limited as the companies stated following; 2011 - Present Director - Nation International Edutainment Plc. Mar 2015 - Present Executive Chairman - Nation Multimedia Group Plc. 2011 - Present Director - Nation U Co., Ltd. Aug18, 2015 - Present University Council - Nation University
2. Being a professional service provider (such as Auditor or Legal Consultant)	None

No of years Holding the Post of the Company's Director and The Meeting Attendance in 2015

Holding the post of the Company's Director As at December 31, 2015	Meeting Attendance in 2015		
	Board of Directors	Annual General Meeting	Extraordinary General Meeting
4 Years 1 Month (Appointed as a director since Nov 9, 2011)	3/6	1/1	-

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

Name - Surname	Mr. Suthichai Sae-Yoon		
Type of director proposed for election	Director		
Present position	Director		
Date of appointment as Director	January 8, 1993		
Age	70 Years		
Education	<ul style="list-style-type: none"> - Assumption Commercial College Bangkok (ACC) - Saengthong School , Had Yai , Songkhla - 		
Director training programs	Thai Institute of Directors Association Director Accreditation Program (DAP # 54/2006)		
Training Course (s) 2015	None		
Position held in other listed companies (3 Companies)	1971 - 2012	Editor in Chief - Nation Multimedia Group Plc.	
	2011 - Mar 2015	Chairman - Nation Broadcasting Corporation Plc.	
	2012 - Mar 2015	Chairman - Nation Multimedia Group Plc.	
	2012 - Mar 2015	Chairman - Nation International Edutainment Plc.	
	Mar 2015 - Present	Director - Nation Broadcasting Corporation Plc.	
	Mar 2015 - Present	Director, Chief Adviser to Editorial & Management Boards - Nation Multimedia Group Plc.	
	Mar 2015 - Present	Director - Nation International Edutainment Plc.	
Position held in other non- listed companies (6 Companies, 1 University)	2006 - Present	Director - NML Co., Ltd.	
	2008 - Present	Director - Nation News Network Co., Ltd.	
	2011 - Present	Director - Nation U Co., Ltd.	
	2012 - Present	Director - NBC Next Media Co., Ltd.	
	2012 - Present	Director - Nation Edutainment Co., Ltd.	
	2014 - Present	Director - Nation Global Edutainment Co., Ltd.	
	Aug18, 2015-Present	Honorary Member - Nation University	


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

Position held in a competing business / related business that may cause conflict of interest	None
No. of Shares Held as at December 30, 2015	94,332 shares (0.02 %)
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	None
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years 1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	Involved in managing and oversee the operations of Nation Multimedia Group Public Company Limited as the companies stated following; Mar 2015 - Present Director, Chief Adviser to Editorial & Management Boards - Nation Multimedia Group Plc. Mar 2015 - Present Director - Nation International Edutainment Plc. 2006 - Present Director - NML Co., Ltd. 2008 - Present Director - Nation News Network Co., Ltd. 2011 - Present Director - Nation U Co., Ltd. 2012 - Present Director - NBC Next Media Co., Ltd. 2012 - Present Director - Nation Edutainment Co., Ltd. 2014 - Present Director - Nation Global Edutainment Co., Ltd. Aug18, 2015 - Present Honorary Member - Nation University
2. Being a professional service provider (such as Auditor or Legal Consultant)	None

No of years Holding the Post of the Company's Director and The Meeting Attendance in 2015

Holding the post of the Company's Director As at December 31, 2015	Meeting Attendance in 2015		
	Board of Directors	Annual General Meeting	Extraordinary General Meeting
21 Years (Appointed as a director since Jan 8, 1993)	4/6	1/1	-

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

Name – Surname	Ms. Duangkamol Chotana		
Type of director proposed for election	Director		
Present position	Director		
Date of appointment as Director	April 5, 2011		
Age	53 years		
Education	BA. Communication Arts, Chulalongkorn University		
Director training programs	<p>Thai Institute of Directors Association</p> <ul style="list-style-type: none"> - Director Certification Program (DCP#144/2011) - Anti-Corruption for Executive Program (ACEP 2/2012) <p>Thai Listed Companies Association, The Stock Exchange of Thailand (TLCA)</p> <ul style="list-style-type: none"> - Executive Development Program (EDP # 4) 		
Training Course (s) 2015	<p>Thai Listed Companies Association, The Stock Exchange of Thailand (TLCA)</p> <ul style="list-style-type: none"> - Leadership Development Program (LDP # 3/2015) <p>Thailand Energy Academy (TEA)</p> <ul style="list-style-type: none"> - Energy Literacy for The World (TEA#1/2015) 		
Position held in other listed companies (3 Companies)	2011 - Present	Director - Nation Broadcasting Corporation Plc.	
	2012 - Present	Director and CEO - Nation Multimedia Group Plc.	
	Mar 2015 - Present	Director and Chairman - Nation International Edutainment Plc.	
Position held in other non- listed companies (7 Companies, 1 University)	2010 - Present	Director - Krungthep Turakij Media Co., Ltd.	
	2012 - Present	Director - Nation News Network Co., Ltd	
	2012 - Present	Director - Kom Chad Luck Media Co., Ltd.	
	2012 - Present	Director and Chairman - WPS (Thailand) Co., Ltd.	
	2012 - Present	Director - NML Co. Ltd.	
	2012 - Present	Director - Nation U Co., Ltd.	
	2012 - Present	Director - Bangkok Business Broadcasting Co., Ltd.	
	Aug 18, 2015 - Present	Honorary Member - Nation University	


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

Position held in a competing business / related business that may cause conflict of interest	None
No. of Shares Held as at December 30, 2015	290,531 shares (0.05 %)
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	None
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years 1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	Involved in managing and oversee the operations of Nation Multimedia Group Public Company Limited as the companies stated following; 2012 - Present Director and CEO - Nation Multimedia Group Plc. Mar 2015 - Present Director and Chairman - Nation International Edutainment Plc. 2010 - Present Director - Krungthep Turakij Media Co., Ltd. 2012 - Present Director - Nation News Network Co., Ltd 2012 - Present Director - Kom Chad Luck Media Co., Ltd. 2012 - Present Director and Chairman - WPS (Thailand) Co., Ltd. 2012 - Present Director - NML Co. Ltd. 2012 - Present Director - Nation U Co., Ltd. 2012 - Present Director - Bangkok Business Broadcasting Co., Ltd. Aug 18, 2015 - Present Honorary Member - Nation University
2. Being a professional service provider (such as Auditor or Legal Consultant)	None

No of years Holding the Post of the Company's Director and The Meeting Attendance in 2015

Holding the post of the Company's Director As at December 31, 2015	Meeting Attendance in 2015		
	Board of Directors	Annual General Meeting	Extraordinary General Meeting
4 Years 8 Month (Appointed as a director since Apr 5, 2011)	6/6	1/1	-

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

Name – Surname	Mr. Thepchai Sae-Yong	
Type of director proposed for election	Director	
Present position	Director	
Date of appointment as Director	April 24, 2013	
Age	61 Years	
Education	Secondary school Assumption Commercial College (ACC)	
Director training programs	Thai Institute of Directors Association - Director Certification Program (DCP#177/2013) Thailand Energy Academy - Thailand Energy Academy (TEA#5/2014)	
Training Course (s) 2015	None	
Position held in other listed companies (2 Companies)	2012 - Present Editor-in-Chief - Nation Multimedia Group Plc. 2013 - Present Director - Nation Broadcasting Corporation Plc.	
Position held in other non- listed companies (2 Companies)	2012 - Present Director - Nation News Network Co., Ltd	
Position held in a competing business / related business that may cause conflict of interest	None	
No. of Shares Held as at December 30, 2015	54,000 shares (0.01 %)	

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

Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	None
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years 1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	Involved in managing and oversee the operations of Nation Multimedia Group Public Company Limited as the companies stated following; 2012 - Present Editor-in-Chief - Nation Multimedia Group Plc. 2012 – Present Director - Nation News Network Co., Ltd 2013 - Aug 2014 Director - Nation Multimedia Group Plc. 2014 - Jun 2015 Director - Nation International Edutainment Plc.
2. Being a professional service provider (such as Auditor or Legal Consultant)	None

Holding the post of the Company's Director As at December 31, 2015	Meeting Attendance in 2015		
	Board of Directors	Annual General Meeting	Extraordinary General Meeting
2 Year 8 Months (Appointed as a director since Apr 24, 2013)	4/6	1/1	-

Agenda Item 7
The details of the auditors for the fiscal year 2016

2015	2016 (Year of Proposal)
KPMG PHOOMCHAI AUDIT CO., LTD.	KPMG PHOOMCHAI AUDIT CO., LTD.
<ol style="list-style-type: none"> 1. Ms. Patamavan Vadhanakul Registration No. 9832 2. Mr. Winid Silamongkol Registration No. 3378 3. Mr.Veerachai Ratanajaratkul Registration No. 4323 4. Ms.Vannaporn Jongperadechanon Registration No. 4098 <p>Ms. Patamavan Vadhanakul is the Auditor who has affixed his signature to certify the Company's financial statement in 2015 (for the second 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 Registration No. 9832 2. Mr. Winid Silamongkol Registration No. 3378 3. Mr.Veerachai Ratanajaratkul Registration No. 4323 4. Ms.Vannaporn Jongperadechanon 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>

Agenda Item 7
The details of the auditors for the fiscal year 2016

General Information

Name-Surname : Ms. Patamavan Vadhanakul

Nationality : Thai

Work Place : KPMG Phoomchai Audit Ltd.

Period of employment : 23 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 where a shareholder attends a meeting in person

- The shareholder, who is an individual person with Thai nationality, must show his/her original identity card or original state official identity card to register.
- The 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 the shareholder changes his/her name or surname, the shareholder must produce evidence to prove the name or surname change.

2. Appointing a proxy:

- The shareholder who appoints the 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 where 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 to substitute 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 in the proxy form before a notary public or other agencies having similar authorities as prescribed by the laws of each respective country. The signed proxy form shall be presented to the competent officer at the Royal Thai Embassy or Consulate or an officer authorized to act on the said person's behalf, or any other person authorized to certify such documents in all respects in accordance with the law.
 - In cases where a fingerprint is affixed instead of a signature, the left thumb shall be used with a statement "the fingerprint of the left thumb of_____". The fingerprint must be affixed in the presence of two witnesses and certified. A certified copy of the identity card or state official identity card of the witness must be attached.
 - In an annual general meeting of the shareholders, if a shareholder cannot attend the meeting in person, he/she may appoint a person to act as his/her proxy or may appoint an independent director to act as his/her proxy.
 - A shareholder, who wishes to appoint an independent director of the Company as his/her proxy, shall send the proxy form completely filled in and duly signed as stated above to the Corporate Secretary's Office, together with relevant documents, at least one day before the meeting date.
- 3. **In cases where a shareholder is deceased:** The estate administration can attend the meeting in person or by proxy, provided that a court order appointing the estate administration is presented. The court order must be signed by the authorized person within six months before the meeting date.
- 4. **In cases where 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 where 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:

The registration shall start at least one hour before the meeting time or at 1300 hrs.

Voting:

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

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

Name – Surname	Mr.Supong Limtanakool	
Present position	Independent Director and Chairman of The Audit Committee	
Date of appointment as Director	March 12, 2009	
Age	63 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) 2015	None	
Position held in other listed companies (2 Companies)	2007 - Present Member of The Audit Committee Thai Polycons Plc. 2009 - Present Independent Director and Chairman of The Audit Committee Nation Broadcasting Corporation Plc.	
Position held in other non- listed companies (2 Companies)	2009 - Present Vice President for External Affairs Bangkok University 2012 - Present Director Thai Tinplate MFG Co., LTD.	
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 2016	No. (Except Agenda 6 : Consider the remunerations for directors for the year 2016)	
No. of Shares Held as at December 30, 2015	None	

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

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

No of years Holding the Post of the Company's Director and The Meeting Attendance in 2015

Holding the post of the Company's Director As at December 31, 2015	Meeting Attendance in 2015			
	Board of Directors	Audit Committee	Annual General Meeting	Extraordinary General Meeting
6 Years 9 Months (Appointed as a director since March 12, 2009)	6/6	4/4	1/1	-

(ปิดการแสดมปี 20 บาท)

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

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

1. ชื่อ นายสุพงษ์ ลิ้มธนากุล อายุ 63 ปี อยู่บ้านเลขที่ 16/3
Name Mr. Supong Limtanakool, Independent Director, Age 63 years, residing at 16/3
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 _____ หรือ
Province _____ Postal Code _____ or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันที่ 26 เมษายน 2559 เวลา 14.00 น. ณ ห้องประชุม เอ ชั้น 27 อาคารอินเทอร์ลิงค์ ทาวเวอร์ เลขที่ 1858/118-119 ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one to be above shall be my/our proxy holder to attend and vote on my/our behalf at the 2016 Annual General Meeting of Shareholders on April 26, 2016 at 14.00 hrs, at At the Conference Room A, 27th Floor, Interlink Tower, 1858/118-119 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok, Thailand or on other date, time and place as may be postponed or changed.

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้ -

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

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ซึ่งประชุมเมื่อวันที่ 27 เมษายน 2558
Agenda 1 To acknowledge the minutes of the 2015 Annual General Meeting of Shareholder held on April 27, 2015
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณานุมัติและรับรองรายงานผลการดำเนินงานของบริษัทฯ และรายงานคณะกรรมการของบริษัทฯ สำหรับปี 2558
Agenda 2 To consider and approve the Company's operating results and the Board of Directors' report for the year 2015
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 3 พิจารณานุมัติและรับรองงบการเงินประจำปี 2558 สิ้นสุด ณ วันที่ 31 ธันวาคม 2558
Agenda 3 To consider and approve the Company's audited financial statements for the year ended December 31, 2015
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณานุมัติจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2558 สิ้นสุด ณ วันที่ 31 ธันวาคม 2558
Agenda 4 To consider and approve the dividend payment from the Company's operation for the financial year ending December 31, 2015
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณาแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
Agenda 5 To consider and approve the election 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 : นายเสริมสิน สมะลาภา

Name of Director : Mr. Sermsin Samalapa

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

5.2 ชื่อกรรมการ : นายสุทธิชัย แซ่หยุ่น

Name of Director : Mr. Suthichai Sae-Yoon

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

5.3 ชื่อกรรมการ : นางสาวดวงกมล ไชตะนา

Name of Director : Miss Duangkamol Chotana

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

5.4 ชื่อกรรมการ : นายเทพชัย แซ่หย่อง

Name of Director : Mr. Thepchai Sae-Yong

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

วาระที่ 6 พิจารณากำหนดค่าตอบแทนของกรรมการบริษัทฯ ประจำปี 2559
Agenda 6 To consider the remuneration of directors for the year 2016

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

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2559
Agenda 7 To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2016

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

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)
Agenda 8 To consider other matters (if there are any)

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

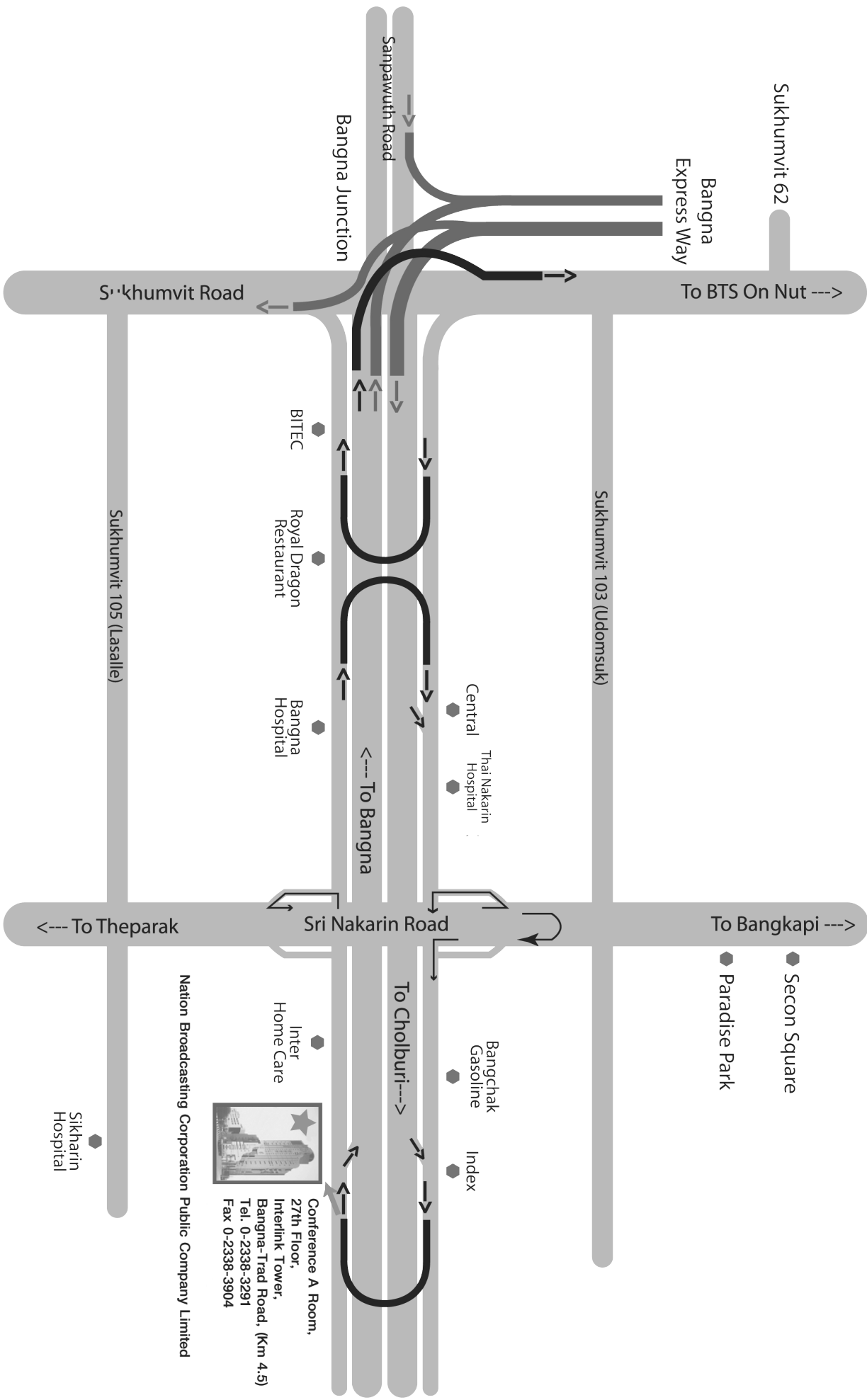
ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)
Signed Proxy

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.



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