

12 October 2016

Subject: Extraordinary General Meeting of Shareholders No. 1/2016 for appointment of new directors

Attention: President
The Stock Exchange of Thailand

Enclosures: 1. Criteria for Shareholders to Proposed Director Nominee
2. Criteria for Director Nomination and Election of Nation Broadcasting Corporation Public Company Limited

Nation Broadcasting Corporation Public Company Limited (the “**Company**”) would like to inform you that the Office of the Securities and Exchange Commission (the “**SEC Office**”) issued a letter to the three directors of the Company, i.e. 1) Mr. Adisak Limprungpatanakij; 2) Miss Duangkamol Chotana; and 3) Mr. Sermsin Samalapa, stating that the five directors possess untrustworthy characteristics as the directors and executives of the Company due to the legal action initiated by the public prosecutor on the charge of their non-compliance with the duties as prescribed by the law with respect to the 2015 Annual General Meeting of Nation Multimedia Group Public Company Limited, and as a result such persons were forced to discontinue performing the duties as the directors of the Company from 6 October 2016. The details of which have been conveyed to the Stock Exchange of Thailand (the “**Stock Exchange**”).

In furtherance of the above, six out of ten director positions of the Company are vacant, comprising the three director positions with respect to the directors who were forced to discontinue performing the duties on 6 October 2016 as described above and three director positions that are vacant as follows:

- 1) The vacant director position as Miss Aeumsree Boonhachairat resigned from her directorship on 31 January 2016 and the Board of Directors has not appointed any person to replace her.
- 2) The vacant director position as Mrs. Suphanee Dechaburananon resigned from her directorship on February 17, 2016 and the Board of Directors has not appointed any person to replace her.
- 3) The vacant director position as Mr. Suthichai Sae-Yoon resigned from his directorship on 21 September 2016 and the Board of Directors has not appointed any person to replace him.

As a result, a large number of director positions are vacant and it is impossible to convene a meeting of the Board of Directors as a quorum cannot be formed. Therefore, I, Mr. Thepchai Sae-Yong, as the remaining director, have the duty to act on behalf of the Board of Directors to convene a meeting of shareholders within one month from the date on which the number of directors is less than the number required to form a quorum (that is from 6 October 2016) to elect the new directors in place of the six directors who have vacated office under the provision of Section 83 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) which

require the remaining directors to perform their duty on behalf of the Board of Directors only the convening of the shareholders' meeting to consider and approve the appointment of the new directors in replacement of the vacant position. After the appointment of directors in replacement of the vacant position, the Company will be then able to operate its business as usual.

On behalf of the Board of Directors, the Company would like to inform you that Extraordinary General Meeting of Shareholders No. 1/2016 will be convened on 7 November 2016, at 13.30 hrs., at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna–Trad Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok 10260. The agenda items to be considered at Extraordinary General Meeting of Shareholders No. 1/2016 are as follows:

- Agenda Item 1: To approve the appointment of the Chairman of Extraordinary General Meeting of Shareholders No. 1/2016;
- Agenda Item 2: To approve the election of six directors to hold office in place of the vacant positions; and
- Agenda Item 3: To approve the amendment to the authorization of directors.

26 October 2016 is scheduled as the date to record the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 1/2016 (Record Date) and; 27 October 2016 is scheduled as the date to close the share register to list the names of the shareholders (Closing Date) in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto).

In addition, the Company would like to inform you that since the number of the remaining directors in the Board of Directors does not meet the quorum of a meeting of the Board of Directors, the Company is unable to nominate the names of the persons approved by the Board of Directors and propose to a meeting of shareholders for consideration and appointment in accordance with the same procedure as that for calling a meeting of shareholders in a normal case. Furthermore, the right to appoint directors to assume the management of the Company is a fundamental right of every shareholder of the Company under the law. Therefore, the shareholders of the Company have the right to nominate any person who is qualified and does not possess the untrustworthy characteristics as prescribed by law for consideration and appointment as a director of the Company in Extraordinary General Meeting of Shareholders No. 1/2016. In order to ensure that the arrangement and the process at Extraordinary General Meeting of Shareholders No. 1/2016 are carried out in good order without any interruption, **the shareholders, who intend to nominate any person for consideration above, are hereby requested to submit the names and profiles of the persons to be nominated for the appointment as the directors of the Company by 2 November 2016** to propose to the Extraordinary General Meeting of Shareholders No. 1/2016 on 7 November 2016 for consideration, by using the Director Nomination Form and the Criteria for Director Nomination and Appointment of Nation Broadcasting Corporation Public Company Limited which is enclosed herewith in support of your decision.

Please be informed accordingly.

Sincerely yours,
Nation Broadcasting Corporation Public Company Limited

Mr. Thepchai Sae-Yong
For and on behalf of the Board of Directors