

**Minutes of Extraordinary General Meeting of Shareholders No. 1/2016
Nation Broadcasting Corporation Public Company Limited (the “Company”)**

Monday 23 December 2016, at 0930 hrs.

**Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna–Trad
Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok**

Director in attendance:

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

Legal Advisor of the Company in attendance:

1. Mr. Wittaya Kaewkungsadan

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

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

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

1. Voting and vote counting

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

In accordance with Section 104 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 34 of the Company' Articles of Association, the chairman of the board of directors shall act as the chairman of the meetings. If the chairman of the Board of Directors is not present at a meeting or cannot perform his duty, and if there is a vice-chairman of the Board of Directors, the vice-chairman of the Board of Directors present at the meeting shall be the chairman of the meeting. If there is no vice-chairman of the Board of Directors or if the vice-chairman of the Board of Directors is not present or cannot perform his duty, the meeting shall elect one shareholder present at the meeting to be chairman of the meeting. In this regard, the position of the chairman of the Board of Directors is vacant and there is no vice-chairman of the Board of Directors, therefore, the Meeting Facilitator proposed that the Meeting elect one of the shareholders attending the Meeting

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

Clause 36 Chairman of the meeting shall oversee the meeting to ensure the meeting is conducted in a manner consistent with the order of the Agenda Items set forth in the invitation letter, except the case where the meeting resolves with at least two-third of the votes by shareholders who are present at the meeting to re-arrange the order of the agenda items.

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

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

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

Clause 38 Except where otherwise stipulated by this articles or applicable laws, the final judgment or the resolution of the shareholders' meeting shall be based on the majority votes of the shareholders who are present at the meeting. However, in the case that the votes are equal, the chairman of the meeting shall exercise additional one vote as the final ruling.

After completely detailed, the shareholders or its proxies who were present at the meeting shall be required to nominate themselves or other shareholders or other proxies who were present at the meeting and consented to the nomination to be appointed by the resolution of the meeting to act as Chairman for the Extraordinary General Meeting of Shareholders No. 1/2016 of the Company. Following the nomination, the meeting attendants were required to vote if the nominated person should be approved by the resolution of the meeting. The voters at the meeting were required to vote only one or more than nominated

person (s) with the use of the agenda I ballot which they received it when registering to attend the meeting.

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

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

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

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

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

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

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

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

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

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

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

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

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

In accordance with Section 104 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 35 of the Company' Articles of Association, the chairman of the board of directors shall act as the chairman of the meetings. If the chairman of the Board of Directors is not present at a meeting or cannot perform his duty, and if there is a vice-chairman of the Board of Directors, the vice-chairman of the Board of Directors present at the meeting shall be the chairman of the meeting. If there is no vice-chairman of the Board of Directors or if the vice-chairman of the Board of Directors is not present or cannot perform his duty, the meeting shall elect one shareholder present at the meeting to be chairman of the meeting. In this regard, the position of the chairman of the Board of Directors is vacant and there is no vice-chairman of the Board of Directors, therefore, the Meeting Facilitator proposed that the Meeting elect one of the shareholders attending the Meeting to be the Chairman of the Extraordinary General Meeting of Shareholders No. 1/2016 of the Company.

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

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

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

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

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

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

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

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

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

The moderator explained to the meeting that because the current position of the directors of the company is vacant that the remaining number of the directors is too less to be constitute a quorum for the Board of Directors o' Meeting, so the company could not nominate the persons whom the Board has favored to the meeting to consider the appointment of directors in the similar manner the general meeting of shareholders is conducted. In addition, the right to appoint directors to manage the affairs of the company is a fundamental right under the laws for all shareholders of the company, therefore; the shareholders of the company have the right to nominate the qualified individuals with no legal prohibitions to be elected and to be considered to serve as director of the company in the Extraordinary General Meeting of Shareholders No. 1/2016.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Remark : In this election, there were 6 persons nominated by the shareholders to be elected as the directors of the Company.

: During this agenda item 2, 1 shareholder additionally attended the Meeting, representing 100shares, in aggregate.

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

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

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

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

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

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

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

Resolution:

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

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

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

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

(Ms. Pranee Srikamneard)

Signed _____ - *Signature* - _____ Corporate Secretary

(Ms.Siriwan Nilsuwankosit)

Minutes Taker