

Minutes of The 2019 Annual General Meeting of Shareholders Of Nation Broadcasting Corporation Public Company Limited

Date , Time and Place

The meeting was held on April 25, 2019 at 2 p.m. , at the Conference Room, 9 Floor, Room B ,Interlink Tower ,Debaratna Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

Prior to the commencement of the Meeting, Ms. Supawan Waraporn Toh and Mr. Archvin Suksri (the "Meeting Facilitator") were assigned to conduct the meeting, informed the Meeting that at present, the Company's registered capital is THB 720,343,962.00 and paidup capital is THB 535,436,809.00 divided into 535,436,809 ordinary shares, at the par value of THB 1 per share. In this The 2019 General Meeting of Shareholders, there were a total of 32 shareholders attending the Meeting in person and by proxy, representing 404,305,719 shares or equivalent to 75.51 percent of the total issued shares of the Company. The quorum was thus constituted in accordance with the Company's Articles of Association.

Directors attending the Meeting :

- | | | |
|-----------------|---------------------|--|
| 1. Mr. Sontiyon | Chuenruetainaidhama | Chairman of the Board of Director |
| 2. Mr.Shine | Bunnag | Director and Vice Chairman of the Board of Directors |
| 3. Mr.Sutee | Phongpaiboon | Independent Director , the Member of Audit Committee and Chairman of the Nomination and Remuneration Committee |
| 4. Mr. Pornchai | Reonghathainont | Independent Director , the Member of Audit Committee the Member of Nomination and Remuneration Committee. |
| 5. Mr. Metha | Soonthornjit | Independent Director and the Member of Audit Committee |
| 6. Ms. Veerawan | Vararuth | Independent Director |
| 7. Ms. Aura-Orn | Akrasanee | Independent Director and the Member of Nomination and Remuneration Committee. |
| 8. Ms. Lakana | Ratwongsakul | Director and Assistant to Managing Director |

8 Directors of a total 10 directors attended the meeting.

Absent directors :

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| 1. Assoc.Prof.Dr.Sungsidh Piriyaangsan | Independent Director and Chairman of The Audit Committee |
| 2. Mr.Chatchai Pokogwai | Director and Managing Director |

Executives attending the Meeting

- | | | |
|------------------|---------------|-------------------------------|
| 1. Ms. Aeumsree | Boonhachairat | Chief Marketing Officer |
| 2. Mr. Jira | Hongsumroeng | Acting Executive Editorial |
| 3. Ms. Somthawil | Thepsawas | Assistant Executive Editorial |
| 4. Mr. Sutthirak | Utthamontri | Assistant Executive Editorial |
| 5. Mr. Pakorn | Puengnetr | Assistant Executive Editorial |

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|-----------------|-----------------|---|
| 6. Ms. Wilawan | Sinthornchaikul | Senior Director Customer Relations and Corporate Events |
| 7. Ms. Suwannee | Wacharapasakorn | Senior Accounting and Finance Manager |

Corporate Secretary

Mr. Yods Boonyuen

The legal advisor.

Pow & Associates Law Office Co.,Ltd.

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 2019 Annual General Meeting of Shareholders and to nominate directors through the Board of Directors. The nomination form could be downloaded from www.nbc.co.th and sent to the Chairman of the Board of Directors via postal mail from November 23, 2018 to January 29, 2019.

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 29, 2019 to April 9, 2019 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. Pornchai Reonghathainont , Independent Director, 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 those 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.

5. Voting in the following manner. The voting will be considered void. It is considered as a Invalid.
1. A ballot that are marked in other numbers besides the name of the person who has been nominated as the company is shown on the screen.
 2. A ballot is marked with more than one slot
 3. A ballot is with the intention of conflicting. Or do not show any intention.
 4. A ballot have been modified and no signature has been issued.

Preliminary Proceedings

Mr.Sontiyān Chuenruetaidhama Chairman of the board acting chairman of the meeting opening The 2019 Annual General Meeting of Shareholders

After that, the chairman assigned the conductor of the meeting. Conduct the meeting according to the agenda as follows.

Agenda 1 : To consider and certify Minutes of the 2018 Annual General Meeting of Shareholders

The Meeting Facilitator informed that the company secretary had prepared the minutes of the 2018 Annual General Meeting of Shareholders , which was held on April 9, 2018 and the board of directors considered that it was correct according to the resolution of the annual general meeting of shareholders. Presented to the meeting to consider approving the minutes of the annual general meeting of shareholders for 2018, which has details as per attachment 1 in the invitation letter that the company has been delivered to the shareholders.

The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

The chairman therefore asked the shareholders' meeting to approve the minutes of the 2018 annual general meeting of shareholders.

The meeting considered resolved to certify the minutes of the 2018 annual general meeting of shareholders. the meeting was held on April 9, 2018 with a majority vote of the shareholders attending the meeting and having the right to vote with the following votes.

Agree	Amount	402,608,282	Votes	Representing (%)	99.56
Disagree	Amount	0	Votes	Representing (%)	0.00
Abstention	Amount	1,777,437	Votes	Representing (%)	0.44
Voided ballot	Amount	0	Votes	Representing (%)	0.00
Total	Amount	404,385,719	Votes	Representing (%)	100.00

Note: in this agenda, there was a shareholder and / or the proxies attending the meeting, increasing 1 person with the number total shares increased by 80,000 shares, including shareholders and proxies attending the meeting in this agenda, totaling 33 persons, totaling 404,385,719 shares.

Agenda 2 : To acknowledge the Company's operating results and the Board of Directors' report for the year 2018.

The Chairman invited Mr. Shine Bunnag, Vice Chairman of the Board of Directors to report on the company's performance and provide the Board of Directors report for the year 2018.

Mr. Shine Bunnag, Vice Chairman of the Board of Directors, informed the meeting that Mr. Chatchai Pokogwai, Managing Director, was unable to attend the meeting due to urgent family matters, and so the Vice Chairman would provide the report to the meeting in his place. He said that the company had still been unable to issue the financial statements for 2018 as it was in the process of collating information of the company and the auditor. Therefore, in this agenda, a report of the company's performance in 2018 and business plan for 2019 was given, as follows:

1. Operational Framework: The editorial department had been restructured based on the strategy of providing live and in-depth news content, and coverage of all situations.

2. Adjustment of Program and Presentation Format: As the shareholders had been informed or who had seen television programs, Nation TV 22 places a strong emphasis on news. It is the leading digital news channel in Thailand, creating content and adjusting its programming to attract more viewers. Programs, aired from morning until evening, include Nation Morning News, broadcast from 6.00-8.00; Nation Kon Khao Khem, broadcast from 8.00-9.45; Thansettakij Hour, broadcast from 13.00-14.00; and Nation Tan Khao, broadcast from 18.20-20.00

3. Development of Basic Revenues: The management has negotiated with the program producers to cancel time sharing fee contracts or revenue sharing contracts and has hired program producers and changed to collection of rental charges instead.

4. Development of Digital Media: By focusing on branding to expand the viewer base via social media channels. The effectiveness can be seen in the growth of revenues and the number of page views in 2018, as follows:

Period	Revenue (million Baht)	Page views (million)
1 st half year	1.03	26.13
2 nd half year	2.94	84.59
Growth rate	64.91 %	223.79 %

Followers of all Nation TV applications, such as Facebook, YouTube, LINE, Instagram and Twitter totaled 10.85 million followers as of December 31, 2018.

5. 2018-2019 Ratings Trends



Before the programming adjustments (between January and April 2018), the average number of viewers of Nation TV 22 was 61,262 people per minute. Following programming adjustments (between May and December 2018), the average number of viewers rose to 111,948 people per minute, representing an increase of 83 percent. In March 2019 the average audience figure was 158,578 people per minute.

Plans to enable the company to break even or make a profit in 2019 are as follows:

Strategic Policy

1. Increase the viewer base in Bangkok and surrounding areas.
2. Attract new audiences in regional and provincial areas.
3. Adjust program layouts to ensure that groups of viewers are watching programs at all times in order to improve ratings stability, with the goal of increasing average daily audiences of not less than 150,000 viewers by the end of 2019. At present, the number of viewers has already reached the target. Nonetheless, the management plans to increase targets above this figure in future.
4. Continuous development of personnel, content, media channels and digital media.
5. Increase sales teams and improve sales management with the goal of meeting the demands of customers via Total Media Solutions that rely increasingly on creative ideas.

Targets

1. Improve the channel's ratings to be in the top 10 in the digital TV group. Currently, the channel is already among the top 10.
2. Develop revenue streams from Digital Media and Social Media, which are anticipated to become important sources of revenue for the company.
3. Develop personnel in line with the Digital Media and new presentation formats, as well as the changing behavior of media consumers.
4. Examine potential revenue streams from other sources, such as by entering into partnerships in the home shopping business and organizing tours under 'Nation Around The World' project, which has received good feedback from fans.
5. Accord greater importance to all stakeholder categories.

Shareholders : Receive appropriate returns on investments, in line with business norms.

Customers : Benefit from new service offerings under the Total Media Solution: Offline, Online and On Ground concept.

Employees : Appropriate levels of compensation and welfare, with job stability.

Financial institutions : Payment of debts on schedule and in line with loan conditions. For the company, the only debt burden should be the digital TV license fee. The management has already negotiated with the financial institutions.

Society: As the company is involved in mass communications, importance is given to disseminating accurate news and information in line with the editorial policy to produce content to serve the nation, religions and monarchy, and while also taking into account audience groups that rely on the accuracy of the news and information.

Strategic directions to achieve targets.

1. Develop in-depth news with detailed analyses, in terms of the information presented, people and places.

2. Foster recognition and loyalty through the style of presentation and reinforce the channel's status as the leading news station.
3. Foster links between digital media and television, without limits.
4. Establish a regional network of journalists and rescue volunteers to become a news agency with reporters nationwide who are ready to submit reports to expand the audience base in provincial areas.

The Chairman gave the shareholders an opportunity to ask questions and express their opinions.

The meeting facilitator notified the meeting about the progress made in joining the Thai Private Sector Collective Action Coalition Against Corruption (CAC), reflecting the company's concerns over corruption. By setting a policy for all employees to practice and submitting documents showing the company's intention to participate in CAC in 2013 and later in 2017, the company received membership approval for the three years ending 2020.

In 2019, in preparation for renewal of membership in 2020, the company plans to send relevant personnel to participate in various training courses organized by CAC and the Thai Institute of Directors (IOD) for use as guidelines in the preparation of the various reports required for the extension of certification.

This agenda is aimed to inform matters only and no voting is necessary.

The meeting acknowledged.

Agenda 3 To consider and approve the Company's financial statements for the year ended December 31, 2018.

The Meeting Facilitator informed the meeting that due to agenda 2 as the vice chairman has informed the meeting that since the financial statements cannot be issued to certify the results of operations ended on December 31, 2018 therefore the company necessary to refrain for considering this agenda , and when the financial statements for the year 2018 have been approved by the auditor, the company will present to the meeting of shareholders for further consideration.

The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

Khun Phuvanat Na Songkhla, Representative of the Voluntary Protection of Shareholders, The Thai Investors Association raised the questions as follows:

Question: Would like to know the main reasons that the company still unable to issue financial statements for the year ended December 31, 2018, which resulted in the NBC shares being marked by the SP. Expected to be able to issue financial statements for the year ended December 31, 2018 ?

Khun Suwanee Wacharapasakorn Senior Accounting and Finance Manager clarified that the main reason for the company still unable to issue financial statements for the year ended December 31, 2018 due to the preparation of estimated future revenues and expenses throughout the life of the main assets, namely digital TV license by using the method of calculating returns by discounted cash flow (DCF) and preliminary,

the company expected to be able to issue financial statements for the year ended December 31, 2018 within May 2019.

No shareholder asked any questions or comments.

The meeting acknowledged.

Agenda 4 To consider and approve the omission of the dividend payment for the operating Results of the year ended December 31, 2018

The Meeting Facilitator informed the Meeting that, according to the Article of Association Clause 45 of the Company's Articles of Association stipulates that, "The Company shall not make dividend payment from other sources of money other than profits." According to the Company's dividend payment policy, the dividend shall be paid at a rate of no more than 40 percent of the Company's net profit depending on the investment plan, necessity and other suitability in the future. But because the company still unable to issue financial statements to certify the operating results for the year ended December 31, 2018 because it is in the process of collecting accounting data to prepare annual financial statements 2018 .

However because of the company's performance that appeared in the 9 months financial statements of the third quarter of 2018 reviewed by the auditor of the company and already submitted to the Stock Exchange of Thailand with a loss of 71.64 million baht and having deficit in the amount of 1,333.62 million baht in the consolidated financial statements, and in the amount of 1,168.34 million baht in the Company Separate financial statements

Therefore, according to the above regulations, the board of directors has considered agreed that the company unable to pay dividends from the operating results for the year ended December 31,2018, and propose to the shareholders consider and approve the omission of dividend payment. for the operating results for the year ended December 31, 2018.

The Chairman provided the opportunity to the shareholders to ask questions and express opinions.

No shareholder asked any questions or comments.

The chairman asked the shareholders' meeting to approve the omission of dividend payment for the year ended December 31, 2018. The meeting considered and resolved with a majority vote of the shareholders attending the meeting and having the right to vote. As follows:

Agree	Amount	402,518,282	Votes	Representing (%)	99.53
Disagree	Amount	0	Votes	Representing (%)	0.00
Abstention	Amount	1,897,437	Votes	Representing (%)	0.47
Voided ballot	Amount	0	Votes	Representing (%)	0.00
Total	Amount	404,415,719	Votes	Representing (%)	100.00

Note : in this agenda, there was a shareholder and /or the proxies attending the meeting increased by 1 person, with the total number of 30,000 shares, including shareholders and proxies attending the meeting in this agenda, totaling 34 shareholders, with a total of 404,415,719 shares.

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

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

- 1) Mr. Sontiyon Chuenruetainaidhama Position Director and Chairman of the Board of Directors , holding the position until present, about 1 year. He has experience, knowledge and expertise in mass communication
- 2) Assoc.Prof.Dr.Sungsidh Piriyarangsan Position Independent Director and Chairman of The Audit Committee , held the position until the present, about 11 months. He has experience, knowledge and academic expertise
- 3) Ms.Lakana Ratwongsakul Position Director , held the position until the present, about 2 years and 4 months. She has experience, knowledge and expertise in mass media and business administration
- 4) Ms.Aura-Orn Akrasanee Position Independent Director , holding the position until the present, about 1 year 1 month. She has experience, knowledge and expertise in journalism, finance and business management

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 November 23, 2018 to January 29, 2019. However, no shareholder nominated any person to be the Company's director.

The board of directors has considered in accordance with the criteria for nomination of directors of the company and considered the appropriate qualifications of the 4 directors who retired from the position in the above agenda which consists of experience, knowledge and expertise and in accordance with the principles of corporate governance.

Therefore, it is deemed appropriate to propose to the shareholders' meeting to appoint all 4 directors whose term has expired. Which the qualification of the proposed director appear in attachment 5 in the invitation letter that the company sent to shareholders.

The chairman informed the meeting that because of this agenda, i, the chairman of the board acting as chairman of the meeting , khun Lakana Ratwongsakul ,and khun Aura-Orn Akrasanee considered as a stakeholder therefore requesting permission to leave the meeting room temporarily during the consideration of this agenda for transparency therefore, he assigned khun Shine Bunnag, vice chairman of the board of directors. acting as the chairman of the meeting in this agenda instead

khun Shine Bunnag as the chairman of the meeting allowed shareholders to ask questions and express opinions

No shareholder asked any questions or comments.

The Chairman then proposed the meeting to consider and approve the appointment of four directors who retired upon the expiration of the office term to the re-appointment for another term.

However, to ensure transparency and compliance with the Good Corporate Governance, shareholders were asked to consider and elect the directors individually and all ballots were kept.

In this regard, the meeting approved this resolution as follows:

1. **Mr. Sontiyon Chuenruetainaidhama** holding the position of director and chairman of the board of directors resolved to appoint with a majority vote as follows:

Agree	Amount	402,518,282	Votes	Representing (%)	99.53
Disagree	Amount	0	Votes	Representing (%)	0.00
Abstention	Amount	1,897,437	Votes	Representing (%)	0.47
Voided ballot	Amount	0	Votes	Representing (%)	0.00
Total	Amount	404,415,719	Votes	Representing (%)	100.00

2. **Assoc.Prof.Dr.Sungsidh Piriyarangsan** holding the position of independent director and chairman of the audit committee resolved to appoint with a majority vote as follows:

Agree	Amount	402,518,282	Votes	Representing (%)	99.53
Disagree	Amount	0	Votes	Representing (%)	0.00
Abstention	Amount	1,897,437	Votes	Representing (%)	0.47
Voided ballot	Amount	0	Votes	Representing (%)	0.00
Total	Amount	404,415,719	Votes	Representing (%)	100.00

3. **Ms.Lakana Ratworngsakul** holding the position of director resolved to appoint with a majority vote as follows :

Agree	Amount	402,518,282	Votes	Representing (%)	99.53
Disagree	Amount	0	Votes	Representing (%)	0.00
Abstention	Amount	1,897,437	Votes	Representing (%)	0.47
Voided ballot	Amount	0	Votes	Representing (%)	0.00
Total	Amount	404,415,719	Votes	Representing (%)	100.00

4. **Ms.Aura-Orn Akrasanee** holding the position of Independent Director resolved to appoint with a majority vote as follows :

Agree	Amount	402,518,282	Votes	Representing (%)	99.53
Disagree	Amount	0	Votes	Representing (%)	0.00
Abstention	Amount	1,897,437	Votes	Representing (%)	0.47
Voided ballot	Amount	0	Votes	Representing (%)	0.00
Total	Amount	404,415,719	Votes	Representing (%)	100.00

Khun Shine Bunnag, vice chairman of the board of directors that acts as the chairman of the meeting in the agenda invited the directors who left the meeting room temporarily back to the meeting room and invited Khun Sontiyen Chuenruetainaidhama, Chairman of the board of director acting as the chairman of the meeting in the next agenda.

Agenda 6 To consider and determine Director remunerations and Sub-committee for the year 2019

The Chairman assigned the meeting facilitator inform the meeting of according to the board of directors' opinion that the nomination of directors and the consideration of remuneration for the board of directors for media business is important. Therefore agreed to appoint a sub-committee came up to develop the matter according to the board of directors' resolution on February 26,2019.

Proposing the remuneration of the directors and the sub-committee of the year 2019, the board of directors acting for scrutiny person to perform duties as a director and sub-committees and consider remuneration for directors and sub-committees in detail to the suitability by comparing from the same industry and the average remuneration based on similar business size including considering business expansion and profit growth of the company for consideration.

The company would like to propose to the 2019 annual general meeting of shareholders to consider and approve the remuneration of the company's directors. and sub-committees for the year 2019, scheduled to be paid on a quarterly basis as follows:

Position	Remuneration
Chairman of the Board of Directors	400,000 Baht / year
Chairman of The Audit Committee	400,000 Baht / year
Member of The Audit Committee	300,000 Baht / person / year
Independent Director	200,000 Baht / person / year
Executive Director	200,000 Baht / person / year
Chairman of the Nomination and Remuneration Committee. *	20,000 Baht / Meeting
Member of the Nomination and Remuneration Committee. *	10,000 Baht /Meeting

Note :* the allowance will paid per meeting

The Chairman provided the opportunity to shareholders to ask questions and make comments.

Mr. Phuvanat Na Songkhla, Representative of the Voluntary Protection of Shareholders, The Thai Investors Association raised the following question:

Question: The committee has performed quite a lot of duties as the company is facing a period of very intense competition and it is agreed that the proposed remuneration of the Board of Directors and sub-committees for the year 2019 is reasonable. However, according to the financial statements for the 9-month period ending the third quarter of 2018, reviewed by the company's auditor with accumulated losses in the consolidated financial

statements of Baht 1,333.62 million and a deficit in the separate financial statements of Baht 1,168.34 million, how confident is the Board of Directors of being able to manage this situation? When can the company be returned to profitability?

Mr. Shine Bunnag, Vice Chairman of the Board of Directors, replied that according to the NCPO's order No. 4/2562 that waived the license fee minimum amount for the last two installments and the minimum amount of the fourth installment together with the solution of the network rental (MUX), currently the company is establishing a working committee to discuss with the NBTC the benefits to the company and the criteria. As for the operations of the company, as reported in the Action Plan for the year 2019 in Agenda 2, only in March 2019, Nation TV 22 is able to achieve the targets set for the end of 2019. The channel will probably be ranked in the top 10 among all 22 digital TV channels and will have average audiences of not less than 150,000 people per minute. Therefore, it is expected that this year the company will achieve profitable performance according to its goal. For the accumulated loss in the consolidated financial statements of Baht 1,333.62 million and in the separate financial statements of Baht 1,168.34 million from the 9-month financial statements ending the third quarter of 2018, the management will consider the directions to be taken once again. After the company has submitted the financial statements for the year ended December 31, 2018 and financial statements for the first quarter ended March 31, 2019, there will be some ways to reduce the accumulated losses.

Mr. Sontiyon Chuenruetainaidhama, Chairman of the Board of Directors, added that the channel's current rating is considered an important variable that can generate income from increased sales of advertising. The current Executive Board initiated a plan in March 2018 to adjust programming and advertising conditions, collaborated with partners to undertake business tours, and organize activities for fans of the channel to meet and socialize with news presenters. The activities enabled Nation TV to climb the ratings from No. 16 to No. 13 and currently to No. 10, which is in line with the goals set by the management. The plan to closely link TV and digital media to support the changing behavior of viewers and the efforts to develop new revenue streams for the company are also expected to help reduce the company's accumulated losses.

No shareholders asked further questions or expressed any opinions.

The chairman therefore requested the meeting to consider and vote on the agenda to determine remuneration for directors of the company and the sub-committee for the year 2019.

The meeting considered resolved to approve the determination of the directors' remuneration for the year 2019 as proposed by the chairman with votes of not less than two-thirds of the votes of the shareholders attending the meeting and having the right to vote. with the following votes.

Agree	Amount	402,519,538	Votes	Representing (%)	99.53
Disagree	Amount	0	Votes	Representing (%)	0.00
Abstention	Amount	1,897,437	Votes	Representing (%)	0.47
Voided ballot	Amount	0	Votes	Representing (%)	0.00
Total	Amount	404,416,975	Votes	Representing (%)	100.00

Note: in this agenda, there was a shareholder and / or the proxies attending the meeting increased 1 person , with the total number of 1,256 shares, including shareholders and proxies to attend the meeting in this agenda, totaling 35 persons, totaling 404,416,975 shares

Agenda 7 To consider and approve the appointment of the Company's auditors and the determination of audit fee for the year 2019

The Chairman assigned the meeting facilitator inform the meeting of according to the board of directors the consideration and recommendation of the audit committee is proposed to the shareholders' meeting. to approve the appointment of KPMG Phoomchai audit company limited as the auditor for the year 2019 of the company as follows:

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|----------------------------------|----------------------|---------|
| (1) Ms.Sasithorn Pongadisak | CPA Registration No. | 8802 or |
| (2) Ms.Marisa Tharathornbunpakul | CPA Registration No. | 5752 or |
| (3) Mr.Thanit Osathalert | CPA Registration No. | 5155 |

Ms.Sasithorn Pongadisak, will sign the financial statements of the Company for the year 2019, It is the second year. Brief profiles of the auditors above are in Enclosure No.6.

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

Audit Committee, deems it appropriate to propose to the 2019 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2019 in respect of the Company and it's subsidiaries, total 2 companies ,amount of THB 1,850,000. (equal to last 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 such audit firm in the previous year.

Chairman provided the shareholders with an opportunity to raise any questions and comments.

No shareholder asked any questions or comments.

The Chairman then proposed the meeting to consider and vote for the appointment of the Company's auditors and the determination of audit fee for the year 2019.

The meeting considered approved the appointment of KPMG Phoomchai Audit limited as the auditor of the year 2019 as follows:

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|----------------------------------|----------------------|---------|
| (1) Ms.Sasithorn Pongadisak | CPA Registration No. | 8802 or |
| (2) Ms.Marisa Tharathornbunpakul | CPA Registration No. | 5752 or |
| (3) Mr.Thanit Osathalert | CPA Registration No. | 5155 |

Ms.Sasithorn Pongadisak, will sign the financial statements of the Company for the year 2019, It is the second year. the total amount of THB 1,850,000 with a majority votes of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Agree	Amount	402,639,538	Votes	Representing (%)	99.56
Disagree	Amount	0	Votes	Representing (%)	0.00
Abstention	Amount	1,777,437	Votes	Representing (%)	0.44
Voided ballot	Amount	0	Votes	Representing (%)	0.00
Total	Amount	404,416,975	Votes	Representing (%)	100.00

Agenda 8 : To consider and approve the amendment to the Company's objectives and the Memorandum of Association, Clause 3. (Objectives)

The Chairman assigned the meeting facilitator informed the meeting that to consider and approve the amendment of the company's objectives and amendment to clause 3 of the memorandum of association regarding the company's objectives in order to support the bidding with government agencies which will determine the qualifications according to the objectives of the company.

Clause	Amended Statements
Clause 37	To carry on the business of public relations consulting and advising, event activity organizing, publishing, television, radio, online, conference and seminar organizing, non-fiction/news production.
Clause 38	To carry on the business of providing marketing plans and public relations for goods, shops, individuals, government units to be recognized including to invite celebrities such as singers and actors to the event for public relations.
Clause 39	To carry on the event organizing business, proving services in relation to designing and organizing the products launching event, organizing of publications, exhibitions, product-displayed booths, fashion shows, public relations, meetings, conferences, banquets for both indoor and outdoor, organizing light and sound systems and other entertainment programs.
Clause 40	To carry on the business of hiring of works, trading of consumer goods and souvenirs.
Clause 41	To carry on the business of designing and producing television and radio programs, advertising media, public relations, electronic media ,product displayed booths, shops and other printing-related media in any forms, designing and creating websites, applications, renting lighting equipment or other equipment for drama and film-making, producing television programs, providing services on tape/video recording for outdoor, producing television and radio advertising, producing videos, renting recording rooms, renting music rehearse and music production rooms, renting equipment and editing, designing, producing and distributing CDs, films, television programs, books, newspapers and magazines.

Clause	Amended Statements
Clause 42	To carry on the business of designing and production of multimedia, presentations, electronic media, internet for the advertising and public relation of individuals, groups of persons, juristic persons, government units and administrative organizations.
Clause 43	To carry on the business of advertising agencies, digital media, providing service in relation to advertisings, publications, advertisements, radio media, television, online public relations, information systems.
Clause 44	To carry on the business of providing services on resource persons, guest speakers, coaching organizer, consultants.
Clause 45	To carry on the business of providing services on modeling for entertainment and performance industry.

The Chairman provided the opportunity to shareholders to ask questions and comments

No shareholder asked any questions or comments.

The chairman therefore proposed that the meeting consider and vote for approval of the amendment of the company's objectives and amendments to clause 3 of the memorandum of association (objectives)

The meeting considered resolved to approve the amendment of the company's objectives and the amendment to clause 3 of the memorandum of association (objectives) with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote as follows:

Agree	Amount	402,639,538	Votes	Representing (%)	99.56
Disagree	Amount	0	Votes	Representing (%)	0.00
Abstention	Amount	1,777,437	Votes	Representing (%)	0.44
Voided ballot	Amount	0	Votes	Representing (%)	0.00
Total	Amount	404,416,975	Votes	Representing (%)	100.00

Agenda 9 : To consider and approve the amendment to the Company's Articles of Association, Clause 21. and Clause 31.regarding the board of directors' meeting and shareholders' meeting

The Chairman assigned the meeting facilitator informed to be in line with (1) the announcement of the National Council for Peace and Order No. 74/2014 Re:Electronic Conferencing prescribed that the conference may be organized and held through electronic media; and it shall have the same effect as the conference held pursuant to a legally provided procedure. Provided that an electronic conferencing shall be conducted in accordance with the standards for electronic conferencing security imposed by the Ministry of Information and Communication Technology and as published in the Government Gazette, and (2) the amendment made to the Section 100 of the Public Limited Companies Act B.E. 2535 (1992) has

been repealed and replaced by the Order of the Head of the National Council for Peace and Order No. 21/2017 on Amendments of Laws to Facilitate the Ease of Doing Business about the Shareholders' Meeting.

1. Amending Article 21. of the Articles of Association Re: the board of directors' meeting as follows:

From "The Board of Directors must convene the meeting at least once within the period of every three months once at the province as being the location of the head office of the Company or at any other place. The Chairman of the Director is the person, calling for the board of directors' meeting, and regarding the convening of the board of directors' meeting, the Chairman of the Director or the designated person shall send the invitation letter of the meeting to the directors no less than seven days before the day of the meeting, except in the urgent case, to protect the rights and the benefits of the Company, the Company would notify of the meeting by other means and may call for the meeting earlier than that. 2 or more directors may request for the board of directors' meeting to be called, in such case, the Chairman of the Director must determine the date of the meeting and call for the meeting within fourteen days from the requesting date."

To "The Board of Directors must convene the meeting at least once within the period of every three months once at the province as being the location of the head office of the Company or at any other place. The Chairman of the Director is the person, calling for the board of directors' meeting, and regarding the convening of the board of directors' meeting, the Chairman of the Director or the designated person shall send the invitation letter of the meeting to the directors no less than seven days before the day of the meeting, except in the urgent case, to protect the rights and the benefits of the Company, the Company would notify of the meeting by other means and may call for the meeting earlier than that. 2 or more directors may request for the board of directors' meeting to be called, in such case, the Chairman of the Director must determine the date of the meeting and call for the meeting within fourteen days from the requesting date.

In the case of a meeting of the Board of Directors is held through electronic media, all participating directors must be in the Kingdom of Thailand and at least 1/3 of the directors must attend the meeting in the same place. An electronic conferencing must be conducted through a convention control system with secure information technology processes and must be a record of both audio and video (as the case may be) of all the directors attending the meeting throughout the meeting, including the computer traffic generated by the record, and the control system of the meeting must have the basic elements as prescribed by Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2014 (as amended)."

2. Amending Article 31. of the Articles of Association Re: the shareholders' meeting as follows:

From "The shareholders holding shares in aggregate not less than 1/5 of the total number of the shares sold or shareholders numbering not less than 25 persons holding shares amounting not less than 1/10 of the total number of shares sold may at any time submit their names in a letter requesting the Board

of Directors to call an extraordinary meeting, but the reasons for calling such meeting shall be clearly stated in such letter. In this case, the Board of Directors shall proceed to call a shareholder meeting to be held within 1 month from the date of receipt of such letter from the shareholders.”

To “The shareholders holding shares in aggregate not less than 1/5 of the total number of the shares sold or shareholders numbering not less than 25 persons holding shares amounting not less than 1/10 of the total number of shares sold may at any time submit their names in a letter requesting the Board of Directors to call an extraordinary meeting, but the reasons for calling such meeting shall be clearly stated in such letter. In this case, the Board of Directors shall proceed to call a shareholder meeting to be held within 45 days from the date of receipt of such letter from the shareholders.”

In the event that the Board of Directors does not hold the meeting within the specified period in the second paragraph, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within 45 days from the specified period in the second paragraph. In such event, the meeting shall be deemed as if it is held by the Board of Directors and the Company must responsible for the expenses incurred from the holding the meeting and provide the facilities as appropriate.

In the event that it appears that in any meeting that held as a result of the shareholders in the third paragraph, the number of the shareholders attending the meeting does not constitute a quorum, as prescribed in Article 31. of this Articles of Association, the shareholder(s) in the third paragraph must jointly responsible for the expenses incurred from the holding the meeting to the Company.”

Provided that the person, designated by the Board of Directors to proceed the registration of the amendment of the Articles of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the Registrar and authorized to proceed with anything in order to comply with the order of the Registrar for the purpose to complete the registration.

The Chairman provided the opportunity to shareholders to ask questions and comments

No shareholder asked any questions or comments.

The chairman therefore proposed that the meeting consider and vote for approval of the amendment of the company's articles of association, article 21. and article 31. The meeting considered resolved to approve the amendment of the company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote as follows:

Agree	Amount	402,519,538	Votes	Representing (%)	99.53
Disagree	Amount	0	Votes	Representing (%)	0.00
Abstention	Amount	1,897,437	Votes	Representing (%)	0.47
Voided ballot	Amount	0	Votes	Representing (%)	0.00
Total	Amount	404,416,975	Votes	Representing (%)	100.00

Agenda 10 To consider any other matters (if any)

The Chairman invited shareholders to ask additional questions.


Mr. Phuvanat Na Songkhla, Representative of the Voluntary Protection of Shareholders, the Thai Investors Association have opinion for the meeting that since this is a shareholders' meeting, shareholders expect to get to know more company's directors. He proposed to arrangement the seating for the executives and the shareholders should be equal in order to comply with the principles of good corporate governance principles. Will this be possible in the next shareholders' meeting?

The Chairman thanked the shareholder for his advice.


No shareholder asked any further questions or made additional comments.

The Chairman thanked the shareholders who attended the meeting and expressed his confidence to the shareholders that the current Board is addressing the Company's performance problems in view of the intensely competitive environment in the digital TV industry in order to reduce losses and implementing strict cost control. He expressed confidence that the company would be able to return to profit in the operating results for the year 2019.

The meeting ended at 3.45 p.m.

Signature 

(Mr.Sondhiyarn Chuenruthainaidham)
Chairman of the Board of Director

Signature 

(Mr.Yods Boonyuen)
Corporate Secretary / Minutes Taker