

March 27, 2017

Subject : The Schedule of the 2017 Annual General Meeting of Shareholders and the omission of the dividend payment ([Additional information](#))

Attention: President
The Stock Exchange of Thailand

Nation Broadcasting Corporation Public Company Limited (the “**Company**”) would like to inform the resolutions from its Board of Directors’ meeting, No. 2/2017 held on March 17, 2017 at 14.00 p.m. with details as follows:

1. Approve the omission of the dividend payment for the operating results of the year ended December 31, 2016

The Board of Directors considered and resolved to propose the 2017 Annual General Meeting of Shareholders to approve the omission of the dividend payment for the operating results of the year ended December 31, 2016 since the Company had loss from the operation of the year 2016.

2. The appointment of directors to replace those who completed the terms

The Board of Directors resolved to propose the 2017 Annual General Meeting of Shareholders to approve the appointment of directors to replace those who completed the terms and re-appointing them to continue another term as below:

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

3. Approve the annual remuneration of directors for the year 2017

The Board of Directors resolved to propose the 2017 Annual General Meeting of Shareholders to approve the annual remuneration of directors for the year 2017 to pay remuneration to Independent Directors, Audit Committee and Non-Executive Directors only (*The directors’ remuneration of the executive directors who are employees of the company or subsidiaries will not be paid.*)

4. The appointment of auditors and audit fees for the year 2017

The Board of Directors resolved to propose the 2017 Annual General Meeting of Shareholders to consider and approve the appointment of Ms. Patamavan Vadhanakul, CPA Registration No. 9832; or Mr. Veerachai Ratanajaratkul, CPA Registration No. 4323; or Ms. Vannaporn Jongperadechanon, CPA Registration No. 4098; as auditor, all of whom were from KPMG Phoomchai Audit Ltd. to audit the financial statements of the Company and its subsidiaries and to propose audit fees for the year 2017.

5. The Meeting resolved to propose in the 2017 Annual General Meeting of Shareholders to consider amendment to the company regulation No. 27 to clarify the authority of authorized signatories of the company, as described below:

Original regulation

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

Amended regulation

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

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

6. The meeting resolved to propose to the 2017 Annual General Meeting of Shareholders to consider amendment to the company’s objectives and amend the Memorandum of Association Article 3 regarding the company’s objectives. The amendment will expand the scope of the company’s business objectives by revising two existing objectives, namely Article 17 and Article 20, and adding one additional objective, Article 37, as follows:

Article 17 (revised wording)

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

Article 20 (revised wording)

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

Article 37 (additional objective)

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

The meeting also resolved to propose to the 2017 Annual General Meeting of Shareholders to consider amendment to the Memorandum of Association Article 3 regarding the company’s objectives, increasing the number of Articles from 36 to 37.

7. The fixing of dates of the 2017 Annual General Meeting of Shareholders and closing share registration book

- 7.1 The date and place of the 2017 Annual General Meeting of Shareholders would be on April 26, 2017 at 2.00 pm. at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna-Trad Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok 10260
- 7.2 The name of shareholders who are entitled to attend the 2017 Annual General Meeting of Shareholders shall be recorded on April 3, 2017 (Record Date) and collected in pursuant to section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by the closing of the Share Registration Book on April 4, 2017.

8. The agenda for the 2017 Annual General Meeting of Shareholders would be as follows:

- Agenda 1 To acknowledge the minutes of the 2016 Annual General Meeting of Shareholder held on April 26, 2016 and the minutes of the Extraordinary General Meeting of Shareholder No. 1/2016 held on December 23, 2016
- Agenda 2 To consider and certify the Company's operating results and the Board of Directors' report for the year 2016
- Agenda 3 To consider and approve the Company's financial statements for the year 2016 ended December 31, 2016
- Agenda 4 To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2016
- Agenda 5 To consider and approve the appointment of directors to replace those who completed the terms
- Agenda 6 To consider and determine the remuneration of directors for the year 2017
- Agenda 7 To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2017
- Agenda 8 To consider and approve the amendment to the Company's Articles of Association (Article 27)
- Agenda 9 To consider and approve the amendment of the business objectives of the company and approve the amendment of the Clause 3 of the Memorandum of Association (The business objectives of the company)
- Agenda 10 Any other matters (if any)

Please be informing accordingly.

Sincerely yours,

Supawat Sa-nguan-ngam
Managing Director