

**March 9, 2018**

Subject : The Schedule of the 2018 Annual General Meeting of Shareholders, Omission of the dividend payment and Appointment of Directors to replacing resigned directors (additional-Auditors)

Attention: Director and Manager  
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. 3/2018 held on March 9, 2018 at 15.30 p.m. with details as follows:

1.Appointment of Mr.Somchai Meesen Director to Vice Chairman of the Board

2. Appointment of Mr. Chatchai Pokogwai as Director and Managing Director replace Mr.Supawat Sansangam, who resigned from his position as director and Managing Director. The duration of the appointment is equal to remaining time of resigned Director. Effective from March 10, 2018 onwards.

3.Approve the change in binding signatories of the Company’s directors to be in line with the appointment of new director as follows: “Mr. Sontiyon Chuenruetainaidhama , Mr. Chatchai Pokogwai , Ms. Lakana Ratwongsakul , Mr.Somchai Meesen , Mr. Supoth Piansiri any two from these five directors jointly sign with company seal affixed”.

4. Resolved to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the omission of the dividend payment for the operating results of the year 2017.

5.Resolved to propose the 2018 Annual General Meeting of Shareholders to approve the appointment of directors to replace those who completed the terms as below:

- 1) Mr. Supong Limtanakool Independent Director and Chairman of the Audit Committee
- 2) Mr. Jessada Promjart Independent Director and Member of the Audit Committee
- 3) Mr. Somchai Meesen Director

Mr. Supong Limtanakool and Mr. Jessada Promjart, informed his intention not to be nominated for another appointed term as a director due to the fact that he has other duties.

The Board of Directors considered and resolved to propose to the 2018 Annual General Meeting of Shareholders to approve the appointment Mr. Somchai Meesen the directors who will be retired by rotation for another term .In addition, approval the appointment Mr.Sutee Phongpaiboon as a Chairman of the Audit Committee in order to replace Mr.Supong Limtanakool and approve the appointment Mr.Pornchai Ruenghathainon as a Member of the Audit Committee in order to replace Mr.Jessada Promjart who is due to be retired by rotation.

6. Resolved to propose the 2018 Annual General Meeting of Shareholders to approve the annual remuneration of directors for the year 2018 to pay remuneration to Independent Directors, Audit Committee and Non-Executive Directors only (The directors' remuneration of the directors who are employees of the company or subsidiaries will not be paid.)

Position	Amount per person for year 2018 (Proposed) (THB / Person)	Amount per person for 2017 (THB / Person)
Chairman	400,000	400,000
Chairman of Audit Committee	400,000	400,000
Member of Audit Committee	300,000	300,000
Independent Director	200,000	200,000
Executive Director* <i>(those who are employees of the Company or its subsidiaries )</i>	-None-	-None-

7. Resolved to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the appointment of Ms.Sasithorn Pongadisak CPA Registration No.8802; or Ms.Marisa Tharathornbunpakul CPA Registration No. 5752; or Mr.Thanit Osathalert CPA Registration No. 5155 ; 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 2018 is Baht 1,850,000

8. Resolved to propose to the 2018 Annual General Meeting of Shareholders to schedule the 2018 Annual General Meeting of Shareholders and the date to determine the name of shareholders who are entitled to attend the 2018 Annual General Meeting of Shareholders (Record Date) as follows:

8.1. The date, time and venue for the 2018 Annual General Meeting of Shareholders shall be on April 9, 2018 at 10.00 a.m., at the Conference Room, 7<sup>th</sup> Floor, Nation University Tower, 1854 K.M.4.5 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok 10260.

8.2. The date to determine the name of shareholders who are entitled to attend the 2018 Annual General Meeting of Shareholders shall be on March 23, 2018 (Record Date).

9. The agenda for the 2018 Annual General Meeting of Shareholders would be as follows:

Agenda 1: To report the Company's operating results and the Board of Directors' report for the year 2017

Agenda 2: To consider and approve the Company's financial statements for the year ended December 31, 2017

Agenda 3 : To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2017

Agenda 4 : To consider and approve the appointment of directors to replace those who completed the terms

Agenda 5 : To consider and determine the remuneration of directors for the year 2018



Agenda 6 : To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2018

Agenda 7 : Any other matters (if any)

Please be informing accordingly.

Sincerely yours,

Mr. Supawat Sansangam  
**Managing Director**