

13 August 2020

Subject : Notification on Resolution of the Board of Directors' Meeting No. 7/2020, Cancellation of the 2020 Annual General Meeting of Shareholders, and Determination of the 2020 Annual General Meeting of Shareholders (New Meeting).

To : Director and Manager  
The Stock Exchange of Thailand

Nation Broadcasting Corporation Public Company Limited (“the Company”) would like to inform the resolutions of the Board of Directors' Meeting No. 7/2020, held on 13 August 2020. The significant resolutions are as follows:

1. Due to the large number and significance of the information and documents relevant to the entry into the connected transaction and the acquisition of assets in the 2020 Annual General Meeting of Shareholders. The Company and all related persons are in the process of consultation and gathering of the additional information, so that the Company is unable to prepare documents and information related to such agenda with the specified schedule. Therefore, the purposes are for all shareholders to obtain the information complete and sufficient for making a decision to cast their votes in each relevant agendas and to protect benefits of the shareholders of the Company to obtain complete material information and documents for their consideration and decision making in each agendas, at least 14 days prior to the date of the meeting.

After consideration, the Board of Directors approves the cancellation of the meeting date and agendas for the 2020 Annual General Meeting of Shareholders which was scheduled to be on September 9, 2020 and the cancellation of the date for determining list of shareholders entitled to attend the 2020 Annual General Meeting of Shareholders (Record Date) which was scheduled to be on July 15, 2020.

2. Approval for the new determination of the 2020 Annual General Meeting of Shareholders to be on September 28, 2020 at 2.00 p.m. at the Conference Room, 9<sup>th</sup> Floor (Room B), Interlink Tower, Debaratna Road, Bangna-Tai Sub-District, Bangna District Bangkok 10260 with the agenda items and details same as those specified for the cancelled 2020 Annual General Meeting of Shareholders which was scheduled to be held on September 9, 2020, as follows:

**Agenda 1 To consider certifying the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2019, held on 18 November 2019**

**Agenda 2 To acknowledge the Company's operational results for the year 2019**

**Agenda 3 To consider approving the financial statements for the year ended 31 December 2019**

The Board of Directors' meeting No. 2/2020, held on 25 February 2020, resolved to approve to propose to the 2020 Annual General Meeting of Shareholders to consider approving the financial statements and the statements of comprehensive income of the Company for the fiscal year ended 31 December 2019 which were considered by the Audit Committee and audited by the certified public accountant.

**Agenda 4 To consider approving the suspension of allocation of net profit as legal reserve and the suspension of dividend payment from the operational results for the year 2019**

The Board of Directors' meeting No. 2/2020, held on 25 February 2020, resolved to approve to propose to the 2020 Annual General Meeting of Shareholders to consider approving the suspension of allocation of net profit as legal reserve since the Company has net loss based on the separate financial statements of the Company and the suspension of dividend payment from the operational results for the year 2019 since the Company has retained loss based on the separate financial statements of the Company.

**Agenda 5 To consider approving the appointment of directors in replacement of directors who will retire by rotation**

The Board of Directors' meeting No. 2/2020, held on 25 February 2020, resolved to approve to propose to the 2020 Annual General Meeting of Shareholders to consider approving the appointment of directors in replacement of directors who will retire by rotation. In the 2020 Annual General Meeting of Shareholders, there were 4 directors retiring by rotation as follows:

- |                           |          |  |
|---------------------------|----------|--|
| 1. Mr. Sutee Phongpaiboon | Position | Independent director and Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee |
| 2. Mr. Chatchai Pokogwai  | Position | Independent director and managing director   |
| 3. Mrs. Veerawan Vararuth | Position | Independent director   |
| 4. Mr. Metha Soonthornjit | Position | Independent director and member of the Audit Committee   |

The 2020 Annual General Meeting of Shareholders is proposed to consider approving the appointment of the following 3 directors to resume their directorship for another term.

- |                           |          |  |
|---------------------------|----------|--|
| 1. Mr. Sutee Phongpaiboon | Position | Independent director and Chairman of the Audit Committee and Chairman of |
|---------------------------|----------|--|

the Nomination and Remuneration Committee

- 2. Mr. Chatchai Pokogwai      Position Independent director and managing director
- 3. Mrs. Veerawan Vararuth      Position Independent director

In addition, the Board of Directors' meeting No. 2/2020 approved to propose to the 2020 Annual General Meeting of Shareholders to consider approving the appointment of Mr. Suttichai Bunnag to take a position of Independent director and member of the Audit Committee in replace of Mr. Metha Soonthornjit which shall retire by rotation.

**Agenda 6 To consider approving the determination of the remuneration of directors of the Company and sub-committees for the year 2020**

The Board of Directors' meeting No. 2/2020, held on 25 February 2020, resolved to approve to propose to the 2020 Annual General Meeting of Shareholders to consider approving the determination of the remuneration of directors of the Company and sub-committees for the year 2020 in the amount of approximately Baht 2,600,000 (excluding the meeting allowance of the Nomination and Remuneration Committee which shall be paid in each time). Details of which are as follows:

Position	Remuneration		Unit
	2020 (Proposed)	2019	
Chairman of the Board of Directors	400,000	400,000	(Baht/Person/Year)
Chairman of the Audit Committee	400,000	400,000	(Baht/Person/Year)
Member of the Audit Committee	300,000	300,000	(Baht/Person/Year)
Independent Director	200,000	200,000	(Baht/Person/Year)
Non-Executive Director	200,000	200,000	(Baht/Person/Year)
Executive Director	200,000	200,000	(Baht/Person/Year)
Chairman of the Nomination and Remuneration Committee*	20,000	20,000	(Baht/Person/Year)
Member of the Nomination and Remuneration Committee *	10,000	10,000	(Baht/Person/Year)

Note : \* the meeting allowance shall be paid in each time.

**Agenda 7 To consider approving the appointment of auditors and the determination of audits' remuneration for the year 2020**

The Board of Directors' meeting No. 2/2020, held on 25 February 2020, resolved to approve to propose to the 2020 Annual General Meeting of Shareholders to consider approving the appointment of auditors of the Company and subsidiaries for the year

2020, in the number of 3 persons from KPMG Poomchai Company Limited as follows.

- |                                   |  |
|-----------------------------------|--|
| 1. Miss Pornthip Rimdusit         | Certified Public Accountant No. 5565<br>and/or |
| 2. Mrs. Sasithorn Pongadisak      | Certified Public Accountant No. 8802<br>and/or |
| 3. Miss Marisa Tharathornbunpakul | Certified Public Accountant No. 5752           |

All of the above-mentioned auditors are not shareholders of the Company and do not provide a service as consultant for the Company, have no relationship, and have no vested interest with the Company, subsidiaries, the management, major shareholders or related persons thereof. Moreover, due to such auditors' performance, there is no auditor having preformed for more than 5 years.

In addition, the Board of Directors' meeting No. 2/2020 approved to propose to the 2020 Annual General Meeting of Shareholders to consider approving the determination of audits' remuneration of the Company and subsidiaries for the year 2020 in the amount up to Baht 2,850,000. A comparison of audits' remuneration in 2020 and 2019 is as follows:

2020 (proposed)	2019
<b>4 companies</b>	<b>2 companies</b>
Baht 2,850,000	Baht 1,850,000

- Agenda 8 To consider approving the increase of the Company's registered capital and**
- Agenda 9 To consider approving the amendment to Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of registered capital**
- Agenda 10 To consider approving the allocation of the newly issued ordinary shares of the Company to the existing shareholders proportionate to their respective shareholdings (Rights Offering)**
- Agenda 11 To consider approving the entering into the transaction on acquisition of the total number of ordinary shares in Green Net 1282 Company Limited from the existing shareholders**
- Agenda 12 To consider approving the entering into the transaction on business and assets under tradename "Komchadluek" from Nation Multimedia Group Public Company Limited which is a connected transaction**

**Agenda 13 Any other matter (if any)**

3. Scheduled the date for determining list of shareholders entitled to attend the 2020 Annual General Meeting of Shareholders (Record Date) to be on 8 September 2020. In this regard, the date for determining list of shareholders entitled to be allocated for the newly issued ordinary shares proportionate to their respective shareholdings (Rights Offering) (Record Date) is still on 16 October 2020. The issuance and the offering of the newly issued ordinary shares to the existing shareholders are uncertain until an approval from the 2020 Annual General Meeting of Shareholders of the Company is granted.

Please be informed accordingly.

Sincerely yours,

.....  
(Mr.Chatchai Pokogwai)  
Managing Director