



MCOT Public Company Limited

Documents

For

The 2018 Annual General Meeting of Shareholders

**Friday, April 20, 2018
At 13.30 hrs.**

**At Ballroom Hall A
Queen Sirikit National Convention Center
60 Ratchada-Pisek Road, Klongtoey
Bangkok 10110.**

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Note: To receive the 2017 Annual Report and the 2017 Sustainability Development Report in printed form, please complete the Request Form (Enclosure 11) and fax it to Corporate Secretary Department.
Tel. +66 (0) 2201 6454, +66 (0) 2201 6491, +66 (0) 2201 6664
Fax: +66 (0) 2245 1854
E-mail: cgmcot@mcot.net, ir@mcot.net

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Ref: MCOT 6165/ 899

March 13, 2018

Subject: Invitation to the 2018 Annual General Meeting of Shareholders of MCOT Public Company Limited
To Shareholders of the Company

- Encl:
1. Copy of the Minutes of the 2017 Annual General Meeting of Shareholders held on Friday, April 21, 2017.
 2. The 2017 Annual Report and the 2017 Sustainable Development Report (CD-Rom)
 3. The Auditor's Report and Financial Statements of MCOT and its subsidiaries for the year ended December 31, 2017
 4. Curriculum Vitae of the Directors appointed to replace those who resigned prior to the completion of their tenure, the opinion of the Board of Directors and curriculum vitae of the nominees for the appointment as Directors to replace those retiring by rotation
 5. Details of the remuneration of the Company's Directors
 6. Comparison Table for Amendment to MCOT's Regulations
 7. Proxy Form A, B and C (Form B is recommended) and profiles of the Independent Directors
 8. Terms and conditions and instructions for shareholders attending the Meeting
 9. Regulations relating to the Shareholders' Meeting and the Voting Instructions
 10. Question submission prior to the 2018 Annual General Meeting of Shareholders
 11. Request Form (for receiving the 2017 Annual Report and the 2017 Sustainable Development Report in printed form)
 12. Registration Form (The Shareholder or Proxy must bring this form to the Shareholders' Meeting)
 13. Map of the meeting venue

The Board of Directors of MCOT Public Company Limited had a resolution at the Board of Directors' Meeting No. 2/2018 on Tuesday, February 27, 2018 to convene the 2018 Annual General Meeting of Shareholders on Friday, April 20, 2018 at 13.30 hrs. at Ballroom Hall A, Queen Sirikit National Convention Center, 60 Ratchada-Pisek Road., Klong Toey, Bangkok 10110. The meeting agenda is as follows:

Agenda 1: Report by the Chairman

Agenda 2: To approve the Minutes of the 2017 Annual General Meeting of Shareholders held on Friday, April 21, 2017

(Required vote : Majority vote of the shareholders present at the meeting and cast their votes)

Rationale: The 2017 Annual General Meeting of Shareholders was held on Friday, April 21, 2017. The minutes of meeting of the 2017 Annual General Meeting of Shareholders were submitted to the Stock Exchange of Thailand (SET) within 14 days upon the meeting as required by law, and posted on the Company's website (www.mcot.net/ir), a copy of which is enclosed herewith (**Enclosure 1**).

Opinion of the Board: The Board of Directors was of the opinion that the minutes of the 2017 Annual General Meeting of Shareholders, held on April 21, 2017 were complete with all the necessary information of all agenda

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items. Therefore, the Board of Directors deems it appropriate to propose to the 2018 Annual General Meeting of Shareholders to adopt the minutes of the 2017 Annual General Meeting of shareholders.

Agenda 3: To acknowledge the report on the Company's 2017 operating results (the period between January 1 - December 31, 2017)

Rationale: The Company's 2017 operating results were reported in the 2017 Annual Report and the 2017 Sustainable Development Report (**Enclosure 2**), which were distributed to each shareholder together with the notification of this Meeting.

Opinion of the Board: The Board of Directors deems it appropriate to propose the Company's 2017 operating results to the 2018 Annual General Meeting of shareholders for approval.

Agenda 4: To approve the Company's financial statements and income statement for the year ended December 31, 2017

(Required vote : Majority vote of the shareholders present at the meeting and cast their votes)

Rationale: The Company's balance sheet and statement of income for the accounting period ended December 31, 2017 as shown in the financial statements were distributed to the shareholders were certified by the Company's auditor or the Office of the Auditor General of Thailand (OAG) and they were also reviewed by the Audit Committee. The Board of Directors' Meeting No. 2/2018 on Tuesday, February 27, 2018 passed the resolution to approve the Company's balance sheet and statement of income for the accounting period ended December 31, 2017 (**Enclosure 3**), which were distributed to each shareholder together with the notification of this Meeting.

Opinion of the Board: The Board of Directors deems it appropriate to propose the Company's balance sheet and the statement of income for the accounting period ended December 31, 2017 which has been audited by the Auditor and reviewed by the Audit Committee to the 2018 Annual General Meeting of shareholders for approval.

Agenda 5: To approve the 2017 dividend payment

(Required vote : Majority vote of the shareholders present at the meeting and cast their votes)

Rationale: Clause 66 of the regulations of the Company requires that no annual dividend payment can be made unless receiving the shareholders' approval. Clause 68 requires that no dividend shall be paid other than out of profits. As long as the Company continues to sustain accumulated losses, no dividend shall be paid. Dividends for ordinary shares shall be distributed in accordance with the number of shares in equal amount on each share. The Board of Directors may pay the interim dividend to the shareholders from time to time if it deems that the Company has a reasonable profit in which to do so, and the shareholders shall be informed of such dividend payment at the next annual general meeting.

The Company's 2017 operating results for the period between January 1 - December 31, 2017 showed the Company experienced a deficit of Baht (2,543,272,342.-) , which was divided into the loss of the parent company in the amount of Baht (2,541,768,534.-) and the non-controlling interests in the amount of Baht (925,646.-).

Dividend Payment Policy: A minimum allocation of 40% of net profit after appropriation of various reserves for dividend payment. The amount of the dividend to be paid depends on the Company's future business plans, necessities and appropriateness in the future.

Comparison of Dividend Payment

Unit: Million Baht

Details of Dividend Payment	Year 2015	Year 2016	Year 2017
1. Profit (loss) of the parent company (million baht)	57.81	(783)	(2,542)
2. The numbers of shares (million)	687	687	687
3. Annual dividend (baht: share)	0.08	-	-
- Interim dividend (baht: share)	0.06	-	-
- Year-end dividend (baht: share)	0.02	-	-
4. Total dividend paid (million baht)	14	-	-
5. Dividend distribution ratio (percentage)	100	-	-

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Remark : The Company had completely set up the legal reserve at 10 percent of the registered capital since 2006

Opinion of the Board: The Board of Directors deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders for omission of dividend payment for the period between January 1 – December 2017 since the Company needs to reserve cash for future investment to enhance the Company's business competitiveness. However, such omission of dividend payment has not yet fixed exactly as the approval from the shareholders' meeting is required.

Agenda 6: To acknowledge the appointment of new directors in replacement of those who resigned prior to the completion of their tenure and those who are due to retire by rotation

(Required vote : Majority vote of the shareholders present at the meeting and cast their votes)

Rationale: 1. The Board of Directors consists of 13 members. Since May 2017, there was a director who resigned prior to the completion of his tenure, and the other director who reached the compulsory retirement age of 65 years as follows:

Name - Surname		Resignation Date
1. Mr.Distat Hotrakitya	Independent Director	May 11, 2017
2. Mrs. Jiraporn Koosuwan	Independent Director	September 21, 2017

The Nomination Committee selected candidates from both the Directors' Pool of state-owned enterprise prepared by the Ministry of Finance those from various professions by considering the candidates with caliber, abilities, expertise, experience and other necessary factors that benefit the Company's business operations. The list of the candidates who possessed the qualifications as specified in the Company's regulations and related laws was proposed to the Board of Directors for approval. The replacement Directors who served the remainder of the original Directors' term are as follows:

Director who resigned prior to completion of tenure	Replacement Director	Resolution of the Board of Directors
Miss.Sirikul Laukaikul Independent Director	Mrs.Sudarat Disayawattana Chantrawatanakul Independent Director (resign on Dec.31, 2016)	No. 13/2017 on August 22, 2017 Effective August 23, 2017
Mr.Thanawat Sungthong Independent Director	Mr.Distat Hotrakitya Independent Director	No. 13/2017 on August 22, 2017 Effective August 23, 2017

Basic information about the replacement Directors are shown in **Enclosure 4.**

For the director to replace Mrs. Jiraporn Koosuwan, since the term of such directorship shall expire in the 2018 Annual General Meeting of Shareholders, the qualified person shall be nominated to be elected the director in the same meeting.

2. Clause 38 of the Regulations of the Company prescribes that "In every ordinary annual meeting of the Company, one-thirds (1/3) of the Company's directors shall resign by rotation. Should the number of directors to be resigned by rotation not be divisible by three, a number of directors to be resign should be at the closest to one-third (1/3) of the total directors shall resign in the first year. In the second year of the registration of the Company, directors shall draw a lot to decide who shall resign from the directorship. On the third and subsequent years, the longest-serving directors shall resign. Directors who resign by rotation may resume the positions" In 2018, for 13 board members, the longest-serving directors had to resign by rotation were:

- | | |
|---|----------------------|
| 1) Mr.Veerarak Kositpaisal | Independent Director |
| 2) Professor Parichart Sthapitanonda | Independent Director |
| 3) Mr.Suvit Nakpeerayuth | Independent Director |
| 4) Mr.Piset Chiyasak | Director |
| 5) Mrs. Jiraporn Koosuwan | Independent Director |

(Mrs. Jiraporn Koosuwan retiring from directorship prior to the date of the Annual General Meeting of Shareholders since she has reached the compulsory retirement age 65 years on September 21, 2017 in accordance with the Act on Standard Qualification of Committee Members and Officials of State Enterprise, B.E. 2518 (1975). However, since the term of such directorship shall expire in the 2018 Annual

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General Meeting of Shareholders, the qualified person shall be nominated to be elected the director in the same meeting)

MCOT Plc. posted the announcement on its website inviting shareholders to propose candidates with appropriate qualifications to be nominated as the Company's directors from October 1- December 31, 2017, but none of the candidate was proposed. Therefore, the Nomination Committee sought qualified candidates from both the Directors' Pool of state-owned enterprise and those from various professions by considering the candidates with appropriateness, caliber, abilities, experience and other necessary factors that meet the Company's requirements and those with qualifications in compliance with the Company's regulations and related laws which will benefit the Company's business operations and development amid rapid legal, economic and technological changes. The Company must follow the procedures stipulated in the regulations of the office of the Prime Minister on State Enterprise Policy Determination and Government B.E. 2557 (A.D. 2014) The Nomination Committee passed the resolution to recommend the Board of Directors to propose to the 2018 Annual General Meeting of Shareholders for approval of the appointment of the following Directors:

1) Mr.Veerarak Kositpaisal	Independent Director
2) Professor Parichart Sthapitanonda	Independent Director
3) Mr.Suvit Nakpeerayuth	Independent Director
4) Mr.Piset Chiyasak	Director
5) Mr.Thawatchai Arunyik	Independent Director

Persons in No. 1-4 are the directors who were nominated to be reappointed as directors for another term. The Board of Directors considered and recommended that the persons who were nominated as Independent Directors would be able to express their opinions freely.

The details of the opinion of the Board of Directors and curriculum vitae of the nominees to be appointed as the Company's Directors are shown in **Enclosure 4**.

Opinion of the Board (Exclude the Director who is considered as having conflict of interest)

: 1. Recommended that the appointment of a new director to replace the director who had resigned prior to the completion of his term be proposed to the 2018 Annual General Meeting of Shareholders for acknowledgement.

2. Approved to propose to the Annual general meetings of shareholders to acknowledge directors resigning by rotation and to select new directors in replacement of those resigning directors, as proposed by the Nomination Committee.

Agenda 7: To approve Directors' remuneration

(Required vote : Not less than two-thirds (2/3) of the total number of votes of the shareholders present of the meeting.)

Rationale: Clause 34 of the Company's regulations requires that "The remuneration of the Board of Directors, if not provided herein, shall be determined in accordance with the resolutions of the Annual General Meeting of Shareholders, having at least a two-third (2/3) majority of votes of those members eligible and present to vote"

The Remuneration Committee carefully studied criteria for remuneration, meeting allowance and annual bonus payment to be made to directors of state enterprises listed on the Stock Exchange of Thailand and scope of management and responsibilities of the directors who were required to closely supervise the Company's policies and strategies to ensure competitiveness and sustainable growth. Also, the Committee was responsible for considering criteria for remuneration, meeting allowance and annual bonus payment of the Company on a fair and reasonable basis, in accordance with responsibilities and duties taken by the directors, a size of business and guidelines used in the same industry. The criteria for remuneration, meeting allowance and annual bonus payment for the directors was similar to that used by companies in the same industry.

The Remuneration Committee was of opinion that although the operating performance of MCOT Plc. for the year of 2017 was more satisfactory than 2016, MCOT continued suffering some losses, and it had to set aside the allowance for impairment of frequency usage license for digital terrestrial broadcasting business. These caused MCOT to suffer higher accounting loss in 2017. MCOT also had the burden to invest in program contents to increase the program popularity, attract more customers, and to boost its competitiveness with other TV channels, which were the key channels of generating the income for MCOT. In the previous year, MCOT executives and staff members joined hands to reduce the Company's cost, especially overtime cost and other operating expenses, which could be controlled effectively. The Remuneration Committee has supervised and monitored the operation of MCOT, has given the advice, and has been involved in solving the business problems

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of MCOT, and has controlled the Company's expenses efficiently and proficiently. However, since the operating performance of MCOT Plc. has not yet met the target, the Remuneration Committee was of the opinion that the criteria of compensation, meeting allowance, and annual bonus payment remained the same to those fixed in 2017. The payment of meeting allowance should not be more than once a month and the bonus payment in 2017 would be omitted as shown in **Enclosure 5**.

Opinion of the Board: The Board of Directors recommended that the remuneration of directors comprising remuneration and meeting allowance, and the criteria for bonus payment in 2018 be proposed to the 2018 Annual General Meeting of Shareholders for approval and that the Board of Directors' refusal to receive bonus from the Company due to its loss and necessity of further investment as proposed by the Remuneration Committee, be proposed to the 2018 Annual General Meeting of shareholders for acknowledgement.

Agenda 8: To approve the appointment of the Auditor for the year 2018

(Required vote: Majority vote of the shareholders present at the meeting and cast their votes)

Rationale: According to the regulations of the Ministry of Finance on State Enterprises Accounting and Financial Standard B.E. 2548 (2005), it is required that the Office of the Auditor General (OAG) shall be appointed as the auditor of state-owned enterprises. The Office of the Auditor General (OAG) have no relationships with or any interest in the Company, the Company's subsidiaries, the majority shareholders and any person related to the said persons and entities. Therefore, it is able to audit and comment on the financial statements of the Company independently. The Audit Committee therefore proposed the appointment of the OAG as the Company's Auditor without the audit fees.

Item	2017 (Baht)	2018 (Baht)
Audit Fee	1,900,000	-

As the OAG does not serve as the independent auditor of the Company's subsidiaries who are not state-owned enterprises, the subsidiaries may appoint other independent accounting firms as auditors. The Board of Directors shall supervise and ensure that the financial statements of the subsidiaries are prepared and finalized as scheduled.

Opinion of the Board: At the Meeting of the Board of Directors of MCOT Plc. No. 3/2017, on March 13, 2018, the Meeting resolved to propose to the 2018 Annual General Meeting of Shareholders to approve the appointment of the Office of the Auditor General (OAG) as the Company's Auditor without the audit fees as proposed by the Audit Committee.

Agenda 9: To approve the amendment of MCOT's Regulations

(Required vote : Not less than three-fourth (3/4) of the total number of votes of the shareholders present of the meeting and eligible to vote)

Rationale: Amendment of the MCOT's Regulations

- Article 21. To comply with Section 100 of the Public Limited Companies Act B.E.2535 (1992), as amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560 (2017) Re: Additional Amendment to the Law for Business Facilitation.

- Article 48 and 49. To comply with the Announcement of the National Council for Peace and Order No. 74/2557(2014), and the Notification of the Ministry of Information and Communication Technology regarding Standards for Electronic Conferencing Security, B.E. 2557 (2014).

The details of the proposed amendment appear in **Enclosure 6**.

Opinion of the Board: The Board deems appropriate for the Meeting to approve the amendment to Article 21 of MCOT's regulations to be Comply with Section 100 of the Public Limited Companies Act B.E.2535 (1992), as amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560 (2017) as mentioned and Article 48 and 49 to be in line with the Announcement of the National Council for Peace and Order No. 74/2557 (2014) and Natification of the Ministry of Information and Communication Technology standards for Electronic Conferencing Security B.E. 2557 (2014)

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Agenda 10: Others (if any)

MCOT Plc. fixes the list of shareholders eligible to the 2018 Annual General Meeting (Record Date) on Wednesday, March 14, 2018.

We cordially invite all shareholders to attend the Meeting at the date, time and venue specified above. The registration starts at 10.00 hrs. Please note that no souvenirs are available, but snack boxes and beverage will be provided for the shareholders and proxies present at the Meeting. The Company has adopted a policy not to give a souvenir to its shareholders at the Meeting. If you wish to delegate any independent director or other person as your proxy to attend and vote in the Meeting on your behalf, please fill in and put your signature in the enclosed Proxy Form A, B or C. The completed Proxy Form must be submitted together with other required documents to MCOT Plc. prior to the meeting date (For your convenience, please submit your Proxy Form and other required documents to the Company at least one day prior to the meeting date). The Company reserves the right to refuse the registration of any shareholders who provides incomplete and inaccurate documents.

Yours sincerely,

General



(Chatchalerm Chalermasukh)
Chairman of the Board of Directors
MCOT Public Company Limited

Corporate Secretary Department

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- Note:**
1. MCOT Public Company Limited has posted the notification of the 2018 Annual General Meeting of Shareholders together with Enclosures and Proxy Forms on the Company's website at www.mcot.net/ir.
 2. In promoting the adoption of sound corporate governance practices, the Company has developed an inquiry submission system to enable shareholders to submit to the Company their inquiries regarding the agenda of the meeting in advance. (**Enclosure 10**)
 3. MCOT Public Company Limited reserves the right to provide snacks and beverages to the proxy and shareholders who are present at the meeting only.
 4. For your convenience, please bring the Registration Form (**Enclosure 12**) to the Meeting.

**The Minutes
of
The 2017 Annual General Meeting of Shareholders
Friday, April 21, 2017
(Document for Agenda 2)**



Minutes of the 2017 Annual General Meeting of Shareholders
of MCOT Public Company Limited
on Friday, April 21, 2017
at Ballroom Hall A, Queen Sirikit National Convention Center
60 Ratchada-Pisek Road, Klongtoey, Bangkok 10110

The directors present at the Meeting

- | | |
|--------------------------------------|--|
| 1. General Chatchalerm Chalermasukha | Chairman of the Board of Directors |
| 2. Mr. Veerasak Kositpaisal | Vice Chairman and Chairman of Corporate Governance Committee |
| 3. Mr. Jirachai Moontongroy | Director |
| 4. Mr. Distat Hotrakitya | Independent Director and Chairman of Nomination Committee |
| 5. Mrs. Pantip Sripimol | Director and Chairman of Risk Management Committee |
| 6. Mrs. Patareeya Benjapolchai | Independent Director and Chairman of Audit Committee |
| 7. Mrs. Jiraporn Koosuwan | Independent Director and Chairman of Remuneration Committee |
| 8. Mr. Kraitos Ongchaisak | Independent Director |
| 9. Professor Parichart Sthapitanonda | Independent Director and Member of the Audit Committee |
| 10. Mr. Suvit Nakperayuth | Independent Director and Member of the Audit Committee |
| 11. Mr. Piset Chiyasak | Director |
| 12. Mr. Kematat Paladesh | Director and President |

The directors absent from the Meeting

- None

The executives present at the Meeting

- | | |
|-------------------------------|--|
| 1. Mr. Thanachai Wongthongsri | Executive Vice President and Chief Corporate Support Officer |
| 2. Mr. Setthavut Janwowwam | Executive Vice President and Chief Content Officer |
| 3. Mr. Wirote Trabwongwitaya | Executive Vice President and Chief Technology Officer |
| 4. Mr. Nanthasit Leksrisakul | Executive Vice President and Chief Strategy and Financial Officer |
| 5. Ms. Thanaporn Thaweepanich | Vice President, Corporate Secretary Department and Corporate Secretary |

Auditors of the Office of the Auditor General of Thailand (OAG)

- | | |
|----------------------------|---|
| 1. Ms. Woralak Saekon | Director (Auditor, Senior Professional Level) |
| 2. Ms. Darunee Teerasamith | Auditor, Professional Level |

- | | |
|--------------------------------|-----------------------------|
| 3. Ms. Porntip Lertsrisatit | Auditor, Professional Level |
| 4. Ms. Piyathida Pongtepupatam | Auditor, Practitioner Level |

Shareholders present at the Meeting

1. The Ministry of Finance, holding 452,134,022 shares (Mr. Pitaya Uthaisang, Expert Level, State Enterprise Policy Office, Ministry of Finance was the proxy).
2. The Government Savings Bank, holding 78,865,978 shares (Ms. Walaiporn Ruengchaya was the proxy).
3. Other shareholders totaling 709, holding 29,598,060 shares.

The Meeting started at 13.45 hrs.

Mr. Veerasak Kositpaisal, Vice Chairman of the Board of Directors of MCOT Plc., who acted as Chairman of the Meeting, informed the Meeting that General Chatchalerm Chalernsukha, Chairman of the Board of Directors of MCOT Plc. was now in the meeting with Prime Minister. He was the Vice Chairman of the Board of Directors; therefore, he would preside over the 2017 Annual General Meeting of Shareholders and continue it until the Chairman of the Board completed his affair and participate in this meeting, which was in compliance with Section 104 of the Public Limited Companies Act.

The Chairman announced that the meeting was currently attended by shareholders of which 372 members were shareholders holding 7,692,004 shares in total, and 200 members were shareholders assigning proxy holding 550,515,564 shares in total, totaling 572 member and 558,207,568 shares, representing 81.2412 percent of total issued shares. This constituted a quorum as required by the Company's regulations, the Chairman, therefore, started the 2017 Annual Meeting of Shareholders of MCOT Public Company Limited. Before proceeding with the meeting agenda, the Chairman invited the Company's largest shareholder to present and introduce herself to the Meeting.

Mr. Pitaya Uthaisang, Expert Level, State Enterprise Policy Office and Proxy of the Ministry of Finance, presented and introduced herself.

Mr. Veerasak Kositpaisal, Vice Chairman, announced that the Company's Board of Directors currently consisted of 13 members in total. At present, there were 12 directors who have been in directorship. The directors present at the Meeting were listed below.

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|---|--|
| 1. Mr. Veerasak Kositpaisal | Vice Chairman and Chairman of Corporate Governance Committee |
| 2. Mr. Jirachai Moontongroy | Director |
| 3. Mrs. Pantip Sripimol | Director and Chairman of Risk Management Committee |
| 4. Mrs. Patareeya Benjapolchai | Independent Director and Chairman of Audit Committee |
| 5. Mrs. Jiraporn Koosuwan
Remuneration | Independent Director and Chairman of Committee |
| 6. Mr. Kraits Ongchaisak | Independent Director |
| 7. Professor Parichart Sthapitanonda | Independent Director and Member of the Audit Committee |

- | | |
|--------------------------|--|
| 8. Mr. Suvit Nakperayuth | Independent Director and Member of the Audit Committee |
| 9. Mr. Piset Chiyasak | Director |
| 10. Mr. Kematat Paladesh | Director and President |

As General Chatchalerm Chalernsukha, Chairman of the Board of Directors of MCOT Plc. together with Mr. Distat Hotrakitya, Independent Director and Chairman of Nomination Committee, were on the way to the Meeting. Mr. Veerasak Kositpaisal, Vice Chairman of the Board of Directors of MCOT Plc., presided over this Meeting and introduced the President of MCOT Plc., Mr. Kematat Paladesh who started performing his duty on April 1, 2017, to the Meeting.

Mr. Kematat Paladesh, President, introduced senior executives, Corporate Secretary and auditors of the Office of the Auditor General of Thailand to the Meeting.

Mr. Veerasak Kositpaisal, Vice Chairman, then, delegated Ms. Thanaporn Thaweepanich, Corporate Secretary, to inform the shareholders of the voting procedure and meeting rule.

Ms. Thanaporn Thaweepanich, Corporate Secretary, informed the Meeting that, in vote casting, one share shall be counted as one vote. Each shareholder shall have his/her votes at equal to total number of shares he/she holds or may be authorized. For the resolution of the Annual General Meeting of Shareholders in each agenda, a shareholder is eligible to cast his/her votes to either approve, or disapprove, or abstain from voting on the ballots. The Chairman, then, shall ask the Meeting to pass the resolution by asking the shareholders who cast their disapproval or abstention votes to raise their hands. The Company's staff would collect all those ballots first, and the ballots of other shareholders casting their approval votes shall be collected later. After the vote counting, the voting results of each agenda item shall be announced to the Meeting, which are divided into 3 categories: approval, disapproval, and abstention, and shown by the percentage of shareholders required to pass the resolution. The vote counting shall include votes of all shareholders present at the Meeting, and votes by proxies. Only shares held by the shareholders registered to attend that particular agenda item shall be counted. For the agenda item regarding the election of directors, the voting results shall be announced by individuals. In case that a shareholder has an inquiry or wants to share his/her opinion about each agenda item, please inform the Company's staff who stands by at the microphone. When permitted by the Chairman, the shareholder shall introduce himself/herself before raising questions or sharing opinions.

Mr. Veerasak Kositpaisal, Vice Chairman, informed that, for transparency of vote counting, MCOT Plc., delegated two independent vote counting witnesses as volunteered by minor shareholders. Such witnesses were:

1. **Miss Sunthorn Maibutda, Proxy of Mrs. Orathai Sathitirat, Shareholder**, proposed herself as the vote counting witness.

2. **Mrs. Anyaporn Promsin, Proxy of Mrs. Nuanla-o Iamsa-at, Shareholder**, proposed herself as the vote counting witness.

Then, the Chairman proceeded with the following meeting agenda.

Agenda 1: Report by the Chairman

Mr. Veerasak Kositpaisal, Vice Chairman, informed the Meeting that the Company allowed its minority shareholders to propose the agenda items to the Annual General Meeting of Shareholders, and to nominate candidates for the Company's directors so as to comply with the Principle of Corporate Governance. MCOT Public Company Limited has notified the criteria of granting the shareholder's rights to propose agenda items to the Annual General Meeting of Shareholders, including the nomination for directors of MCOT Public Company Limited via www.mcot.net/ir from October 1 - December 31, 2016.

At the end of period permitting the shareholders to propose to the 2017 Annual General Meeting of Shareholders the agenda items, and to nominate candidates as the Company's directors, no agenda or a list of candidates to be nominated as the Company's directors was proposed via post, e-mail or facsimile.

To promote good corporate governance and to prioritize the Company's shareholders, an inquiry system was provided so that the shareholders could submit their inquiries in advance regarding agenda items to the Annual General Meeting of Shareholders by post, e-mail, or facsimile from March 27 to April 7, 2017. At the end of such period, no inquiry was submitted.

The Company has already submitted all documents related to the Annual General Meeting of Shareholders to Thailand Securities Depository Company Limited on March 20, 2017. Such documents were also delivered to all shareholders on March 24, 2017.

Agenda 2: To adopt the Minutes of the 2016 Annual General Meeting of Shareholders held on Friday, April 22, 2016

Mr. Veerasak Kositpaisal, Vice Chairman, informed the Meeting that the Company prepared the minutes of the Annual General Meeting of Shareholders held on April 22, 2016, which was earlier submitted to the Stock Exchange of Thailand within 14 days as required by law. The minutes of meeting was also sent to the shareholders in advance together with other related documents for the Meeting. Such minutes was also sent to the commenting shareholders via registered postal service for consideration. In case that any shareholder wanted to correct such minutes, he/she was required to notify the Company within a period of 7 days. The shareholder's correction for the minutes of meeting would be informed in the Meeting as well. However, if no shareholder wanted to correct such minutes, the Meeting shall adopt and certify the minutes of the 2016 Annual General Meeting of Shareholders held on April 22, 2016.

Mr. Seksan Supasaeng, Shareholder, stated that he has not yet received the Notice to the Annual General Meeting of Shareholders delivered by the Company via post. Therefore, he has not yet considered any details in the financial statements and the minutes of the 2016 Annual General Meeting of Shareholders MCOT Plc. in which he has given some comments and remarks.

Mr. Veerasak Kositpaisal, Vice Chairman, explained that the Shareholder was entitled to propose the alteration of the minutes of the meeting. If no other issues were raised, he would propose the Meeting to pass the resolution to adopt the minutes of the 2016 Annual General Meeting of Shareholders.

Resolution The Meeting resolved to adopt the minutes of the 2016 Annual General Meeting of Shareholders held on April 22, 2016, by the following votes:

Approved	560,274,562	votes, representing	99.9896%
Disapproved	29,000	votes, representing	0.0051%
Abstained	29,156	votes, representing	0.0052%
Voided Ballot	0	vote	

Agenda 3: To acknowledge the report on the Company's 2016 operating results (period between 1 January – 31 December 2016)

Mr. Veerasak Kositpaisal, Vice Chairman, delegated Mr. Kematat Paladesh, President, to report to the Meeting.

Mr. Kematat Paladesh, President, presented the Company's operating performance for the year 2016 in the form of video presentation to the Meeting for acknowledgement. The 2016 Annual Report and the 2016 Sustainable Development Report of MCOT Plc. in the form of CD-ROM have been delivered to the shareholders earlier together with the Notice to the Annual General Meeting of Shareholders. More details were described below.

MCOT Plc. has retained its potential as a large media organization. However, its potential has not yet been utilized fully. Therefore, the direction of MCOT Plc. in 2017 would be "The Year of Engagement and Partnership" and "One team One Company One direction". "Engagement" is to tie relationship with viewers, audience, and platform users. "Partnership" meant the program producers who used to produce various programs for MCOT Plc. but they turned to produce them for other television channels. MCOT Plc. wanted to draw certain qualify program producers to work with MCOT Plc. The programs produced by these qualify producers would also be merged with those produced by MCOT Plc. under the theme of "One team One Company One direction". This media convergence would help mitigate the working on different and disconnected thoughts. Finally, MCOT Plc. would be able to move forward quicker.

The business operation guideline in 2017 would be:

1. Decrease of loss for the remaining quarters of this year under appropriate cost management.

2. Corporate restructuring by boosting the staff's efficiency. Some divisions might be merged together for cost reduction and increase of profit.

3. Refreshing the presentation style of 9 MCOT HD, which was the core product of MCOT Plc. The actions included:

3.1 Defining the budget for the production of program contents.

3.2 Defining the concept of Wisdom TV to enlarge ideas and wisdom.

3.3 Improving the program contents to be most relevant to the viewers at each period.

3.4 Fixing the program proportion: 40 percent for news and documentary programs, 30 percent for light edutainment, 15 percent for drama-film, and 15 percent for sports program.

3.5 Making the graphic screen more attractive for first impression among viewers who viewed 9 MCOT HD and MCOT Family at Channel 14.

4. Re-positioning MCOT Family, Channel 14 by:

4.1 Developing MCOT Family to be a television station for small and medium-sized enterprises (SME), Startup, and Civil State. The programs would prioritize career development, product development, and market seeking for the community-based enterprises and new generations, which were also consistent with the government policy on Thailand 4.0.

4.2 The contents broadcast via MCOT Family, Channel 14 should be presented via multi-platforms. The Company would operate the E-commerce business by means of the real-time TV online product order and purchase.

5. Improving the digital platform and social media as follows:

5.1 The Company's website at www.mcot.net would be improved to be easier approached by users. The contents would be presented via video portal web from the photo archives of the Thai News Agency, which had the largest network.

5.2 The Company's website at www.mcot.net would be connected with its digital media in 53 radio stations located in the central region and other provinces nationwide, and with existing 9 entertain programs and new program of 9 MCOT HD and MCOT Family, Channel 14.

5.3 The Company would develop the E-commerce system to support the SME and community enterprise businesses.

5.4 The Company's applications would be improved to serve the specific needs of each target group.

6. Shifting the competence and effectiveness of the Radio Agency

6.1 Radio station 97.5 FM would be improved to replace SEED 97.5 FM, which has been closed down. This station would be rebranded to be "Mellow Station" with a focus on knowledge and easy-listening music for more variable listeners.

6.2 Provincial radio stations would be developed to be the cluster radio for the business strength in each area, e.g. north, northeastern, etc.

7. Non-broadcast business

7.1 Development of 3 big plots of land would be urged; namely, land at Bang Pai, land at Nong Khem, and land at the Cultural Center. The Company aimed at opening the entrance and exit for the land utilization within the end of 2017.

7.2 2600 MHz frequency was being prepared to operate the TV subscription business. At present, the signal test has been undertaken. The signal posts from the mobile networks of AIS and True have been leased already. The press release regarding the test of TV subscription service would be done in next month.

In addition, MCOT Plc. prioritized the anti-corruption activities. In collaboration with the Office of the NACC, the moral organization model would be provided to make the Company free of politics and fraud. It was expected that this project would take 3-4 months.

Mr. Chatri Charoennueng, Shareholder, had the following comments:

1. Previously, several presidents of MCOT Plc. resigned. The Shareholder proposed MCOT Plc. to increase the remuneration for another 10 percent or to offer certain securities of MCOT Plc. to the President as a motive because this position was significant to the Company's business operation. To ensure the management continuity, the person working in this position should have been in office for at least 5 years. However, two years ago, the Shareholder proposed MCOT Plc. to increase the remuneration for the directors who have contributed to regulate MCOT Plc. However, if the increasing remuneration was impossible, other additional benefits should be considered.

2. MCOT Plc. should consider improving certain improper programs in its schedule, e.g. Millionaire Taxi Program broadcast on 20.30 – 21.20 hrs. on Sundays. In this program, the moderator dressed like a taxi driver, but he was improperly dressed. His words and treatment to the program guests were improper. This program could be received via online media in other countries, which might impact Thailand's image. The Shareholder used to advise MCOT Plc. to improve this program, but no action has been undertaken.

3. MCOT should develop the 50-Rai land tangibly and rapidly because this land development project could add more value and income for the Company. This project has been initiated for 6-7 years ago, but no concrete actions have been performed. It was projected that if this land development could be completed, the land value would be more than Baht 5,000-6,000 million.

Mr. Veerasak Kositpaisal, Vice Chairman, explained the case of 50-Rai land development as follows:

1. Now, the Company was solving the problem of entrance and exit areas, which needed the cooperation from certain government entities that have possessed some adjacent plots of land, e.g. Mass Rapid Transit Authority of Thailand (MRTA), The State Railway of Thailand (SRT), and Ministry of Culture. The negotiations between these agencies were on progress.

2. The 50-Rai land development had to be in conformity with the procedure set forth in the Private Investments in State Undertakings Act, B.E. 2556. In this 50-Rai land, one-sixths of the high buildings could be constructed. This land was far from the Thailand Cultural Center station of the orange-line electric train about 400 meters.

Mr. Chanchai Kulthawarakorn, Shareholder, raised the questions to the President about the Company's property management concept, policy, and methods for 3 significant transactions with the highest value for the utmost benefit of the shareholders.

1. 50-Rai land
2. Nong Khem-Bang Pai land
3. 2600 MHz frequency (MMDS)

Mr. Kematat Paladesh, President, explained as follows:

1. The 50-Rai land has been on process of the feasibility study for land development. The project value would be linked to the construction of the orange-line electric train at the Thailand Cultural Center station. MCOT Plc. did not limit the height of buildings constructed there, but fix the area development zones, which consisted of 3 zones. In Zone A covering 15 Rai, the 23-storey building was permitted, and it might be the offices for rent with other necessary facilities and parking lot. Regarding the latest progress about the entrance and exit of this land, General Chatchalerm Chalermasukha, Chairman of the Board of Directors of MCOT Plc. has already met and discussed with Mr. Arkhom Termittayapaisith, Minister of Communications who has regulated the Mass Rapid Transit Authority of Thailand (MRTA) and the State Railway of Thailand (SRT). MCOT Plc. now coordinated with the operational level. The Board of Directors of MCOT Plc. has absolutely supported the 50-Rai land development project while the Management of MCOT Plc. has urged all related actions for the utmost benefit of the organization.

2. For a plot of land at Bang Pai, the Company has negotiated for purchasing or renting certain adjacent areas to open the entrance and exit areas for approximately 200 square wah. The Management of MCOT Plc. would survey this area within 2 weeks. If this problem could be solved, the land value at Bang Pai would be hiking.

3. For a plot of land at Nong Khem, it was a property to be handed over by Bangkok Entertainment Co., Ltd. to MCOT Plc. after the expiration of the Joint Operation Contract for the television broadcast service in 2020. MCOT Plc. had to negotiate with Bangkok Entertainment Co., Ltd. to open the entrance and exit areas as well in order to enhance the joint benefits there. MCOT Plc. might negotiate with Southeast Asia University who has owned the adjacent area by jointly establishing the branch office of MCOT ACADEMY there.

4. For 2600 MHz frequency (MMDS), MCOT Plc. has confirmed with the National Broadcasting and Telecommunications Commission (NBTC) to receive the allocation of network code, and to ask permission for temporary use of the network code of the telecommunication service provider so that the Company would be able to operate the TV subscription service.

Mr. Viroj Songwattana, Shareholder, congratulated Mr. Kematat Paladesh for being appointed as the President of MCOT Plc. and he had the following questions:

1. Length of solving the entrance and exit problem for the 50-Rai land.
2. Details about co-investors for the 50-Rai land development whereas MCOT Plc. had to conform to the procedure set forth in the Private Investments in State Undertakings Act, B.E. 2556.
3. Probability of developing the 50-Rai land before the construction of the Thailand Cultural Center Station of the orange-line electric train or such land development would start after the complete construction of the Thailand Cultural Center Station of the orange-line electric train.

Mr. Veerasak Kositpaisal, Vice Chairman, explained as follows:

1. The entrance and exit of the 50-Rai land involved 2 agencies whose plots of land were adjacent. They were:

1.1 Mass Rapid Transit Authority of Thailand (MRTA) – From negotiations, both MRTA and MCOT Plc. could reach certain agreements together, that is, MCOT Plc. would pay the monthly rental for MRTA's permission to open such entrance and exit in such area.

1.2 The State Railway of Thailand (SRT) – At present, the SRT has been negotiating with a private company that was the existing lessee of such area, and SRT was trying to solve this obligation.

However, General Chatchalerm Chalerm sukha, Chairman of the Board of Directors of MCOT Plc. has already met and discussed with Mr. Arkhom Termpittayapaisith, Minister of Communications for permission to open such entrance and exit from that 50-Rai land. MCOT Plc. aimed at opening the entrance and exit at both sides of such land.

2. Regarding the construction project of the Thailand Cultural Center station of the orange-line electric train by the Mass Rapid Transit Authority of Thailand (MRTA), it was on the stage of engineering design. It was expected that the construction would be completed within 2-3 years. The 50-Rai land development of MCOT Plc. was certainly linked to the construction of the Thailand Cultural Center station of the orange-line electric train because this would enable MCOT Plc. to construct the high buildings and not be prohibited by the BMA urban planning law. If the 50-Rai land of MCOT Plc. could be connected with the entrances to the Thailand Cultural Center station of the orange-line electric train, the value of this land would be higher.

3. In respect with co-investors for the 50-Rai land development, MCOT Plc. had to follow the procedure prescribed in the Private Investments in State Undertakings Act, B.E. 2556. However, this issue was still unclear; therefore, most investors have waited for the construction movement of the Thailand Cultural Center station of the orange-line electric train. However, to find out co-investors, MCOT Plc. would definitely issue the Term of Reference (TOR) and open the bid to select the co-investors offering the highest benefit to MCOT Plc.

Mr. Seksan Supasaeng, Shareholder, stated that MCOT Plc. should speed up the following 5 policies:

1. The tangible plan for revenue increase should be placed.
2. Unnecessary expenses should be reduced.
3. Overtime payments to the staff should be appropriate and not take effect to their working.
4. The Company should coordinate with the government authorities to spend their project expenditure with MCOT Plc. as a state enterprise.
5. Many projects stated in the action plan of MCOT Plc. should be quickly implemented for the utmost benefit of the organization.

In addition, the President should promote the Company's corporate governance as a role model and to be trusted by the shareholders.

Mr. Chatri Charoennueng, Shareholder, had the following comments:

1. The Company should arrange the shareholders to visit its operation.
2. The expense on arranging the shareholder meeting, especially on meeting place, should be reduced. The place belonged to MCOT Plc. or any government agency might be used to save the expense.

Mr. Veerasak Kositpaisal, Vice Chairman, explained that MCOT Plc. selected the venue for the meeting of shareholders in each year by considering the appropriate expenses and most convenience for the shareholders. If the meeting was held at any place of MCOT Plc., it might not be convenient for the shareholders. By the same amount of expenses, the Company decided to select the meeting venue under the lowest amount of budget and the most convenience in traveling.

Mr. Veerasak Kositpaisal, Vice Chairman, then, proposed the Meeting to consider and acknowledge the Company's operating results for the year of 2016 (January 1 – December 31, 2016).

Resolution The Meeting acknowledged the report on the Company's operating results for the year of 2016 (for a period between January 1 - December 31, 2016).

General Chatchalerm Chalerm sukha, Chairman of the Board of Directors of MCOT Plc., was now present at the Meeting. He introduced himself to the shareholders and presided over the Meeting and continued other agenda items.

Agenda 4: To approve the Company's Financial Statements and Statement of Income for the year ended December 31, 2016

The Chairman delegated Mr. Nanthasit Leksisakul, Executive Vice President and Chief Strategy and Financial Officer, to present the Company's financial results to the Meeting.

Mr. Nanthasit Leksisakul, Executive Vice President and Chief Strategy and Financial Officer, reported the Company's operating results for the year of 2016 as shown in the Financial Statements and Statement of Income of the Company for an accounting period ended 31 December 2016, which were reviewed and certified by the Office of the Auditor General of Thailand as the Company's auditor, and previously delivered to the shareholders together with the Invitation Letter of this Meeting. The results were summarized below.

1. The Company's Financial Statements as of 31 December 2016

The Company had assets in the total of Baht 10,199.004 million, comprising current assets totaling Baht 2,131.720 million and non-current assets totaling Baht 8,067.284 million.

The Company's liabilities totaled Baht 3,633.111 million, which consisted of current liabilities amounting to Baht 1,676.832 million and non-current liabilities amounting to Baht 1,956.279 whereas the shareholders' equity was at Baht 6,565.893 million.

2. The Company's Statement of Income for an accounting period from January 1 - December 31, 2016

The Company's income totaled Baht 2,891.224 million. This income may be divided into revenues from television and radio operations Baht 2,279.488 million, joint operations Baht 421.103 million, additional income aside from agreement Baht 46.760 million, and other income Baht 143.873 million.

The Company's expenses totaled Baht 3,762.019 million. Company experienced a deficit of Baht (757.787) million, which was divided into the loss for the owners of the parent company in the amount of Baht (734.885) million and the non-controlling interests in the amount of Baht (22.902); this accounted for the loss per share at Baht (1.07) million.

Mr. Chatri Charoennueng, Shareholder, raised his question about the Company's high amount of deficit.

Mr. Nanthasit Leksrisakul, Executive Vice President and Chief Strategy and Financial Officer, explained that the Company's huge loss was resulted by:

1. Declining income, especially sharp decline of income in the television business.
2. One-time expenses occurred in 2016, e.g. service fee discount for the leasing fees of digital terrestrial broadcasting network amounting to Baht 163 million, allowance for impairment of investments in SeedMCOT Co., Ltd. amounting to Baht 49 million, doubtful accounts of GMMB Co., Ltd., amounting to Baht 52.7 million, doubtful accounts of SeedMCOT Co., Ltd. amounting to Baht 40 million, etc.

However, the radio business has continued enjoying the profit. In 2016, it has earned the profit amounting to Baht 380 million. The Company has also received the revenue from the Joint Operation Contract.

Mrs. Wanida Pichalai, Shareholder, had the following comments and enquiries:

1. MCOT Plc. should differentiate its contents. Except the edutainment contents the Company has focused on, other moral programs should be presented to improve the society.
2. MCOT Plc. has possessed a large amount of assets, especially plots of land. The Shareholder proposed that the Company establish a subsidiary in charge of asset management directly because the asset management, especially real estate, was different from the television and radio business currently operated by MCOT Plc. If these properties were managed by professionals with skills and experience in property; it could give the good returns to the Company and shareholders. Such as Chulalongkorn, it has owned many plots of land, and it established the Property Management Office. Finally, it met success in the property management for more earnings. The Company might seek for other different business operations like PTT Plc. that has operated Amazon coffee business and has earned the good revenues from it.

Ms. Walaiporn Ruengchaya, Proxy of Government Savings Bank, enquired about the policy of MCOT Plc. in cost management because, from the financial statements in 2016, the Company's cost has dropped slightly while its income fell sharply.

Mr. Kematat Paladesh, President, explained that the slight decrease of management cost if compared with the huge fall of income in 2016 was resulted by the high amount of one-time expenses. However, MCOT Plc. has already defined the plans for revenue increase and cost management for the Company's better control of expenses.

The Chairman added the following issues:

1. For the Shareholder's advice on establishment of a subsidiary for property management, MCOT Plc. has taken into account this model.
2. MCOT Plc. has consistently improved the program contents by mainly considering investment cost-effectiveness and program rating due to high competition in the digital television business.
3. Regarding the financial statements, previously, only accounting entries in respect with revenues from engineering service have been recorded. But, now, MCOT Plc. obtained the cash flow from the service network customers who have gradually paid the service fee.
4. In respect with expenses, MCOT Plc. has tried for the most efficient management so that it would have better operating performance and no loss in the future.

Mr. Seksan Supasaeng, Shareholder, had the following enquiries:

1. Returns from investments by MCOT Plc. as well as investment policy for tangible returns.
2. Progress in case of True Visions Plc. after the contract expiration, and petition to the Office of the National Anti-Corruption Commission.
3. Progress of returning 2600 MHz (MMDS) held by MCOT Plc.

Mr. Kematat Paladesh, President, explained about the case of True Visions Plc. that, upon the expiry of the Contract, True Visions Plc. had to return all assets to MCOT Plc. The Joint Operation Contract required that True Visions make the total investment in its operation for transmission and receiving equipment. In this regard, True Visions Plc. would proceed with providing and handing over the equipment and assets to MCOT Plc. after the expiration of the Contract. Upon the end of the Joint Operation Contract on September 30, 2014, True Visions Plc. handed over the equipment to MCOT Plc. The Company's Assets Verification Committee was established to check the equipment and asset value under the Joint Operation Contract. The verification result has been reported to the Board of Directors of MCOT Plc. already.

The Chairman gave details about the Company's actions as follows:

1. For 2600 MHz (MMDS), MCOT Plc. has jointly operated the business with a private company to obtain some benefits from this frequency. At present, MCOT Plc. has filed an application to the National Broadcasting and Telecommunications Commission (NBTC) for a license, and also coordinated closely with the NBTC so that the business plan would be completely implemented.
2. Regarding the radio business, MCOT Plc. has regularly monitored any and all rules and regulations relating to spectrum allocation by the NBTC. As the Government has issued the measures for promotion of broadcasting and telecommunications business for public interest, MCOT Plc. would continue retaining its right in the broadcasting business and frequency possession under the same scope and right for another 5 years.
3. In case of complaints filed to the Chairman of MCOT Plc. or via other channels, once any complaint was filed; it would be undertaken under the whistleblowing process placed by MCOT Plc. However, some complaints lacked the explicit evidence. If a complaint was filed to several agencies, the fact investigation and investigation result report would be duplicated. In particular, if the complaint was filed to the Office of the National Anti-Corruption Commission (NAAC), other agencies had to wait for the investigation result from the NAAC. Therefore, the whistleblower should file his/her complaint via any channel provided by MCOT Plc. first and it would proceed with the investigation before reporting the investigation result to such whistleblower later.

The Chairman proposed the Meeting to approve the Company's Financial Statements and Statement of Income for the year ended December 31, 2016.

Resolution The Meeting resolved to approve the Company's Financial Statements and Statement of Income for the year ended December 31, 2016 by the following votes:

Approved	560,545,701	votes, representing	99.9919%
Disapproved	7,500	votes, representing	0.0013%
Abstained	36,556	votes, representing	0.0065%
Voided Ballot	1,000	votes, representing	0.0001%

Agenda 5: To approve the 2016 dividend payment

The Chairman delegated Mr. Nanthasit Leksrisakul, Executive Vice President and Chief Strategy and Financial Officer, to present the report of interim dividend payment and payment of dividend for the year 2016 to the Meeting.

Mr. Nanthasit Leksrisakul, Executive Vice President and Chief Strategy and Financial Officer, reported the meeting that the Board of Directors deems it appropriate to propose to the 2017 Annual General Meeting of Shareholders for approval of the non-payment of dividend for the period between January 1 – December 2016 since the Company had to reserve cash for future investment for enhancing the Company's competitiveness in the industry.

The Chairman stated that, in 2016, every member of the Board of Directors of MCOT Plc. has made his/her best endeavor to give all beneficial advice and comments to make the Company's operating performance upsurge. Nevertheless, due to the harsh competition and being a large organization with limitations in rules and regulations on state enterprise, they have taken effect to the corporate movements. However, the Board of Directors and the Management of MCOT Plc. have already defined the revenue seeking guideline, especially revenues from the government projects, which would drive the Company's operating performance higher.

The Chairman proposed the Meeting of Shareholders to approve the omission of dividend payment for the year 2016.

Resolution The Meeting approved the non-payment of dividend payment for the year 2016 by the following votes:

Approved	560,013,803	votes, representing	99.8969%
Disapproved	441,312	votes, representing	0.0787%
Abstained	136,342	votes, representing	0.0243%
Voided Ballot	0	vote	

Agenda 6: To acknowledge the appointment of new directors in replacement of those who resigned prior to the completion of their tenure and those who retired by rotation

The Chairman informed the Meeting that, to be in line with the Principles of Good Corporate Governance, four directors who had to retire by rotation and also attended this Meeting wished to leave the meeting room during this agenda. These three directors were:

1) Mr. Jirachai Moontongroy	Director
2) Mrs. Pantip Sripimol	Director
3) Mrs. Patareeya Benjapolchai	Independent Director
4) Mr. Kraitos Ongchaisak	Independent Director

As Mr. Distat Hotrakitya, Independent Director and Chairman of Nomination Committee of MCOT Plc., has been in the meeting at the National Legislative Assembly and he was on the way to the Meeting, he assigned Ms. Thanaporn Thaweepanich, Corporate Secretary, as the Secretary to the Nomination Committee, to present to the Meeting all related details about the appointment of directors to replace those who resigned prior to the completion of their tenure and those who retired by rotation.

Ms. Thanaporn Thaweepanich, Corporate Secretary, as the Secretary to the Nomination Committee, reported to the Meeting as follows:

The Board of Directors of MCOT Plc. consisted of 13 members. From April 2016 to April 2017, three directors resigned prior to the completion of their tenure as listed below.

Name - Surname		Resignation Date
3. General Sakol Sajjanit	Independent Director	August 31, 2016
4. Mr. Sivaporn Chomsuwan	Director and President	October 31, 2016
5. Mrs. Sudarat Disayawattana Chantrawatanakul	Independent Director	December 31, 2016

1. The Nomination Committee has sought for a qualified candidate to be elected as director in place of General Sakol Sajjanit from the Directors' Pool and the list of qualified professionals based on knowledge, skills, expertise, and experience, which were most relevant to the Company's needs (skill matrix) for the Company's utmost operation and development. Other qualifications of the director as defined in the Company's regulations and other related laws were also considered. Eventually, Mr. Jirachai Moontongroy was nominated to the meeting of the Board of Directors, No. 17/2016 on December 27, 2016. The directors in place of those resigning prior to the completion of their tenure would have the tenure of directorship equivalent to the remaining term of office of the resigning directors.

The profiles of the directors in place of those resigning prior to the completion of their tenure were presented on the screen, and have been sent to the shareholders earlier (Enclosure 4).

2. For the director elected to replace Mr. Sivaporn Chomsuwan, the nomination was in line with the methods and procedure required by all related laws and regulations of the Company. The meeting of the Board of Directors, No. 6/2017 on April 18, 2017 resolved to elect Mr. Kematat Paladesh, President of MCOT Plc., to replace Mr. Sivaporn Chomsuwan, the director who resigned prior to the completion of tenure. Mr. Kematat Paladesh shall be called "President" according to the Regulations of MCOT Plc.

3. The nomination for the director to replace Mrs. Sudarat Disayawattana Chantrawatanakul, the director who resigned prior to the completion of tenure, has been on process.

4. In this year, one-thirds of directors had to retire by rotation. At present, the Company's Board of Directors consisted of 13 members; therefore, 4 directors had to retire by rotation as listed below.

1) Mr. Jirachai Moontongroy	Director
2) Mrs. Pantip Sripimol	Director
3) Mrs. Patareeya Benjapolchai	Independent Director
4) Mr. Kraits Ongchaisak	Independent Director

MCOT Plc. posted the announcement on its website inviting shareholders to propose candidates with appropriate qualifications to be nominated as the Company's directors from October 1- December 31, 2016, but none of the candidates was proposed.

The Nomination Committee sought qualified candidates from both the Directors' Pool of state-owned enterprise and those from various professions by considering the candidates with appropriateness, caliber, abilities, experience and other necessary factors that meet the Company's requirements and those with qualifications in compliance with the Company's regulations and related laws which will benefit the Company's business operations and development amid rapid legal, economic and technological changes. The Nomination Committee passed the resolution to recommend the Board of Directors to propose to the 2017 Annual General Meeting of Shareholders for approval of the appointment of the following Directors:

1) Mr. Jirachai Moontongroy	Director
2) Mrs. Pantip Sripimol	Director
3) Mrs. Patareeya Benjapolchai	Independent Director
4) Mr. Montri Sanghirun	Independent Director

Persons in No. 1-3 are the directors who were nominated to be reappointed as directors for another term.

The profiles of the directors nominated as directors have been previously sent to the shareholders for consideration together with the Notice to the Annual General Meeting of Shareholders (Enclosure 4). Their profiles were now presented on the screen.

1) Mr. Jirachai Moontongroy, Director

With skills and expertise in management and business administration, and law, he used to be the Chairman of the Board of the Provincial Waterworks Authority. At present, he is the Permanent Secretary for the Office of the Prime Minister, which is the government agency governing MCOT Plc. His knowledge and experience were beneficial to govern and give advice on the operation of MCOT Plc. for its utmost interest.

Throughout his director tenure, he has performed his duties appropriately, and has regularly attended the meetings of the Board of Directors.

His vision for directorship was as follows:

"Having the vision of being a highly creative media company, MCOT, as a state-owned media organization under the supervision of the Prime Minister's Office, has strived to achieve excellence in delivering its broadcast services and operated its businesses in accordance with the government's policies to build public awareness and understanding which will contribute to the people's well-being and the country's sustainable development."

2) Mrs. Pantip Sripimol, Director

With skills and expertise in management and business administration, law, strategy, planning and development, and society, she has acted as the Chairman of the Risk Management Committee, and the member of the Remuneration Committee of MCOT Plc. At present, she acts as an advisor on state enterprise development, the State Enterprise Policy Office, and also a director of Krungthai Card Public Company Limited. Her knowledge and experience were beneficial to govern and give advice on the operation of MCOT Plc. for its utmost interest.

Throughout her director tenure, she has performed her duties appropriately, and has regularly attended the committee meetings.

Her vision for directorship was as follows:

“MCOT is a state-owned enterprise whose mission is to provide broadcast services and to be one of Thailand’s leading operators in mass media, information technology and communication that offers quality and useful content to the public and generates a return and builds state shareholders’ confidence.”

3) Mrs. Patareeya Benjapolchai, Independent Director

With skills and expertise in economics, finance, banking, management and business administration, strategy, planning and development, accounting, and society, she has acted as the Chairman of the Audit Committee, the member of the Corporate Governance Committee, and the member of the Remuneration Committee of MCOT Plc. At present, she is the director of TISCO Financial Group Public Company Limited, the director and Chairman of the Audit Committee of Bangkok Glass Public Company Limited. Her knowledge and experience were beneficial to govern and give advice on the operation of MCOT Plc. for its utmost interest.

Throughout her director tenure, she has performed his duties appropriately, and has regularly attended the committee meetings.

Her vision for directorship was as follows:

“Striving to develop MCOT to be a well-managed and efficient organization focusing on developing new business models to enhance its competitiveness and sustain its business growth based on transparency and accountability and in accordance with the principles of good governance.”

4) Mr. Montri Sanghirun, Independent Director

With skills and expertise in management and business administration, and information technology, he used to be the Managing Director of PTT ICT Solution Company Limited. His knowledge and experience were beneficial to govern and give advice on the operation of MCOT Plc. for its utmost interest.

His vision for directorship was as follows:

“Striving to develop MCOT to be an integrated media company equipped with stable, safe and advanced technology and innovation to enhance its operations and create long-term value for offering a variety of media services that meet the needs of audience of all age groups and genders as well as to develop new business models necessary for enhancing its competitiveness and creating its stable, prosperous and sustainable growth.”

Mr. Seksan Supasaeng, Shareholder, raised his questions and opinions as follows:

1. The effective date when Mr. Sivaporn Chomsuwan vacated his office from the event that Mr. Sivaporn Chomsuwan held the prohibited characteristics as prescribed by the Standard Qualifications for State Enterprise Board Members and Staff Act, that is, he has worked as the management in a company that was a counter-party with MCOT Plc. and he has vacated office from such company less than 3 years before being nominated as the President of MCOT Plc., which might not be the same date he resigned.

2. The Shareholder disagreed with the nomination of Mrs. Patareeya Benjapolchai, Chairman of the Audit Committee, to be re-elected as the independent director of MCOT Plc. because she was a member of the Nomination Committee nominating Mr. Sivaporn Chomsuwan, who held the prohibited characteristic as prescribed by the Standard Qualifications for State Enterprise Board Members and Staff Act, to be the President of MCOT Plc. As the Chairman of

the Audit Committee, she should have taken care of the Company's management, but the Company has suffered a huge loss.

The Chairman explained as follows:

1. In case of the nomination of Mr. Sivaporn Chomsuwan as the President, the nomination process has been in conformity with the procedure prescribed by all related laws and regulations. However, as Mr. Sivaporn Chomsuwan has not informed of his directorship in such company in his application; thus, the Nomination Committee for the Director – General / President was unable to check this matter at that time. When the complaint about the qualification of Mr. Sivaporn Chomsuwan was filed, MCOT Plc. promptly set up the Investigation Committee, and Mr. Sivaporn Chomsuwan has already clarified this case to the Investigation Committee. Nevertheless, for some ambiguous issues, MCOT Plc. submitted the notice for discussion with the Office of the Council of State in order to enhance the lawful practice. In addition, when Mr. Sivaporn Chomsuwan resigned from the position of director and the President, it deemed that the Employment Contract came to an end automatically.

The Investigation Committee has also inspected all undertakings during the time Mr. Sivaporn Chomsuwan has worked as the President of MCOT Plc. There was no fraud or interest offering to the company where Mr. Sivaporn Chomsuwan used to be the director and made him have the prohibited characteristic as prescribed by law. Additionally, Mr. Sivaporn Chomsuwan has performed his duties honestly, has provoked some benefits to the Company, and has been widely accepted by the media regime. His remuneration during such employment period was in line with the Employment Contract; therefore, there were no reasonable grounds that the Company rejected to pay the remuneration to him or to recall the paid remuneration, which was in accordance with the court's sentence in case of employment.

2. Every member of the Board of Directors of MCOT Plc. had determination and intention to perform his/her duties by giving the policies and advice beneficial to the Company's operation, especially Mrs. Patareeya Benjapolchai as the Independent Director and the Chairman of the Audit Committee. She has used her best endeavor to perform her duties by giving several useful advice in respect with the new business operation models, acquisition of business alliance, and improvement of broadcast programs and presentation to attract more viewers.

Mr. Distat Hotrakitya, Independent Director and Chairman of Nomination Committee of MCOT Plc., participated in the Meeting.

Mr. Distat Hotrakitya, Independent Director and Chairman of Nomination Committee of MCOT Plc., added as follows:

1. As the Chairman of the Investigation Committee, which was assigned by the Board of Directors of MCOT Plc. to investigate the qualifications of holding the position of the President of Mr. Sivaporn Chomsuwan, the Investigation Committee has undertaken the investigation by inviting the representative of the agency regulating the compliance with the Standard Qualifications for State Enterprise Board Members and Staff Act, and other related persons to give all information. After the investigation, the problem about the qualifications of Mr. Sivaporn Chomsuwan was found; therefore, the Investigation Committee reported this problem to the Board of Directors of MCOT Plc., which resolved to assign the Management of MCOT Plc. to submit the notice to the Ministry of Finance and the Office of the Council of State for discussion about the qualifications of Mr. Sivaporn Chomsuwan as well as the period of lacking the qualifications causing the termination of the Employment Contract so that this case became apparent and the consideration result would be the standard for other state enterprises.

2. As the Chairman of the Nomination Committee, he has given some advice to the Management of MCOT Plc. to formulate an apparent system of qualification inspection by imposing the undertaking process and persons relating to the qualification inspection to ensure

that the selected person held the full qualifications with no prohibited characteristics. Then, the Board of Directors of MCOT Plc. resolved to assign the Company's Management to accept the comments and remarks of the Nomination Committee for further actions.

Mr. Sittichok Boonvanit, Shareholder, raised his enquiries and opinions as follows:

1. The investigation result by the Investigation Committee for the case of Mr. Sivaporn Chomsuwan might insist that he has not conducted any fraud causing the financial damage to the Company, but the legal issue was still doubtful although he had no any fraud management.

2. The cases or other parties in which fraud might be discovered, which seriously impaired the Company's advantages.

3. The nomination system and performance evaluation system should be efficiently controlled because the good principles and the corporate governance could prevent the persecution and unfair treatment.

The Chairman explained as follows:

1. The Investigation Committee has investigated the case of Mr. Sivaporn Chomsuwan, and his intention of fraud causing any damage to the Company was not found. This was only an error of checking the prohibited characteristics as prescribed by law, which might cause the conflicts of interest.

2. If anyone had any additional evidence and wished to file the petition for further actions, he/she could file the compliant via channels provided, and MCOT Plc. would perform the actions based on the complaint process.

The Chairman proposed the Meeting to acknowledge the appointment of directors to replace those resigning prior to the completion of their tenure, and to elect the directors of the Company to replace those retiring by rotation. In this regard, one vacancy would be reserved for the director who would pass the nomination process to be elected to replace the director who resigned prior to the completion of tenure, which has been on process.

Resolution The Meeting acknowledged the appointment of directors to replace those resigning prior to the completion of their tenure. The Meeting also resolved to elect the directors of the Company to replace those retiring by rotation as proposed by the Nomination Committee, by the following votes:

1) Mr. Jirachai Moontongroy

Director

Approved	559,892,570	votes	or	99.8741%
Not Approved	492,870	votes	or	0.0879%
Abstained	212,620	votes	or	0.0379%
Voided Ballot	0	vote		

2) Mrs. Pantip Sripimol

Director

Approved	560,270,970	votes	or	99.9416%
Not Approved	111,470	votes	or	0.0198%
Abstained	215,620	votes	or	0.0384%
Voided Ballot	0	vote		

3) Mrs. Patareeya Benjapolchai

Independent Director

Approved	560,277,514	votes	or	99.9428%
Not Approved	112,026	votes	or	0.0199%
Abstained	208,520	votes	or	0.0371%
Voided Ballot	0	vote		

4) Mr. Montri Sanghirun

Independent Director

Approved	560,368,928	votes	or	99.9591%
Not Approved	13,500	votes	or	0.0024%
Abstained	215,632	votes	or	0.0384%
Voided Ballot	0	vote		

The persons from No. 1 – 3 were previously appointed the Directors who retired by rotation and were re-appointed as Directors.

MCOT Plc. has reserved a vacant post of Director for the qualified candidate to be appointed the Director to replace the Director who retired prior to completion of tenure. The nomination process is being carried out.

Agenda 7: To approve Directors' remuneration

The Chairman, delegated Mrs. Jiraporn Koosuwan, Independent Director of MCOT Plc. as Chairman of the Remuneration Committee, to report to the Meeting.

Mrs. Jiraporn Koosuwan, Independent Director of MCOT Plc. as Chairman of the Remuneration Committee, reported to the Meeting that The Remuneration Committee carefully studied criteria for remuneration, meeting allowance and annual bonus payment to be made to directors of state enterprises listed on the Stock Exchange of Thailand and scope of management and responsibilities of the directors who were required to closely supervise the Company's policies and strategies to ensure competitiveness and sustainable growth. Also, the Committee was responsible for considering criteria for remuneration, meeting allowance and annual bonus payment of the Company on a fair and reasonable basis, in accordance with responsibilities and duties taken by the directors, a size of business and guidelines used in the same industry. The criteria for remuneration, meeting allowance and annual bonus payment for the directors was similar to that used by companies in the same industry. Due to a significant decrease in the Company's operating results in 2016 compared to the previous year, an investment in digital terrestrial TV network provision to cover service areas as prescribed in the National Broadcasting Telecommunication and Commission's Operational Plan, an investment in content production to attract more viewers and increase ratings and competitiveness of MCOT's TV stations which was expected to generate higher revenue, and all employees' efforts

and contribution in reducing overtime and operational expenses allowing the Company to effectively manage the overall expenses. The Board of Directors was of the opinion that with the Board of Directors' duties and responsibilities in supervising, monitoring, providing advices and taking part in solving problems in the Company's operations, the Board of Directors should take accountability in the Company's unfavorable operating results that fell short of the target.

The Remuneration Committee considered that it deemed appropriate to formulate the criteria of remuneration, meeting allowance, and annual bonus payments, which should be the same to the criteria applied in 2016, that is, the meeting allowance payment would be made once a month until there is a change as approved by the Shareholders' Meeting, while the annual bonus for the year 2016 would be omitted. The details proposed to the 2016 Annual General Meeting of Shareholders for consideration were as follows:

Committee / Subcommittees	2017	
	Remuneration (Monthly)	Meeting Allowance (per meeting attended)
1. The Board of Directors - Chairman - Members	Baht 40,000.- (Existing rate) Baht 20,000.- (Existing rate)	Baht 15,000.- per month To be received once a month from 15 times per year imposed previously (in case of presence at the meeting only) Baht 5,000.-/Month (Existing rate)
2. The Audit Committee - Chairman - Members	Baht 12,500.- (Existing rate)	Baht 10,000.-/Month (Existing rate)
3. The Nomination Committee	Baht 10,000.- (Existing rate)	Baht 10,000.-/Month (Existing rate)
4. The Remuneration Committee		Baht 10,000.-/Month (Existing rate)
5. The Risk Management Committee	-	Baht 10,000.-/Month (Existing rate)
6. The Corporate Governance Committee	-	Baht 10,000.-/Month (Existing rate)
7. The Labor Relations Committee	-	Baht 10,000.-/Month (Existing rate)
8. Committees, sub-committees and Working groups other than No. 1-7 (Only directors appointed by the Board of Directors)	-	Baht 10,000.-/Month (Existing rate)
	-	

Any director appointed as a member of more than 2 committees, sub-committees or working groups other than that of the Board of Directors (including No.2-8) shall receive the meeting allowances from only two committees. (Existing rate)
Remuneration of members of the Board of Directors and the Audit Committee, who take up their position in the middle of the month shall be calculated in accordance with the length of their taking up position. The Chairman and Vice Chairman of each committee shall receive 25% and 12.5% additional Meeting allowance, respectively.

- **Other benefits** -none-

- **Criteria of annual bonus payments to the Company's Directors**

The Board of Directors approved that the criteria for the payment for Directors' annual bonus for the year 2017 in accordance with the principle approved for the year 2016, until there is a change as approved by the Shareholders' Meeting. The details of the criteria are as follows:

Bonus for the Company's Directors for the year of 2017	
Directors' Bonus	Not more than 0.25% of the net profit and not more than Baht 500,000.-/ Director
In case MCOT receives less than 3.00 points in the state enterprise performance measurement, the bonus for Directors shall be proportionately adjusted as follows: - Less than 3.00 but not less than 2.50 points: the bonus for each director shall be reduced by 25%. - Less than 2.50 but not less than 2.00 points: the bonus for each director shall be reduced by 50%.	
The Chairman and Vice Chairman shall receive additional 25% and 12.5 % of bonus, respectively.	

- **Annual bonus payments to the Company's Directors in 2016**

For the annual bonus payments to the Company's directors in 2016 that were in line with the criteria approved by the 2016 Annual General Meeting of Shareholders on April 22, 2016, the Board of Directors proposed to omit the bonus payment for the year 2016 because the Company has suffered some loss, and would make investments for its business operation.

Mr. Chatri Charoennueng, Shareholder, had the following opinions:

1. Agreed with the fixing of remuneration, meeting allowance, and bonus payments to the Company's directors.
2. He gave his advice on increasing the remuneration to skillful and capable personnel as a motive for working with the Company.

Mr. Seksan Supasaeng, Shareholder, had an opinion that the remuneration payment should depend on various factors, e.g. knowledge, ability, and conduct. Any personnel who were able to manage the Company until it became secure, prosperous, and sustainable under the Principles of Corporate Governance and benefits to the Company should be given the appropriate remuneration.

The Chairman, proposed the Meeting to approve the remuneration for the Company's directors for the year of 2017, and bonus payment criteria for the year of 2017, until there is a change as approved by the Shareholders' Meeting and acknowledge the Board of Directors' refusal to receive bonus from the Company for the year 2016, due to its loss and necessity of further investment.

Resolution The Meeting resolved to approve the remuneration of directors for the year of 2017 (remuneration and meeting allowances) and the bonus payment criteria for the year of 2017, which may be revised by the resolution of the Shareholders' Meeting, and acknowledge the Board of Directors' refusal to receive bonus from the Company for the year 2016, due to its loss and necessity of further investment by the following number of votes:

Approved	560,436,239	votes	or	99.9711%
Not Approved	37,800	votes	or	0.0067%
Abstained	124,021	votes	or	0.0221%
Voided Ballot	0	vote		

Agenda 8: To approve the appointment of the Auditor and determination of its audit fee for the year of 2017

The Chairman, delegated Mrs. Patareeya Benjapolchai, Director as the Chairman of the Audit Committee, to report to the Meeting.

Mrs. Patareeya Benjapolchai, Director, as the Chairman of the Audit Committee, reported the Meeting that the Board of Directors, by approval of the Audit Committee, resolved to propose to the Shareholders' Meeting for approval of the appointment of the Office of the Auditor General of Thailand (OAG) as the Company's Auditor in accordance with the regulation of the Ministry of Finance on State Enterprises Accounting and Financial Standard B.E. 2548 (A.D. 2005), which requires that the OAG shall be designated as state enterprises' auditor. In addition, the OAG is the state auditor with creditability, good work performance, and skillful and capable personnel. Therefore, the Audit Committee considered and proposed the Office of the Auditor General of Thailand (OAG) to be the Company's Auditor to receive the remuneration for the year of 2017 in the amount of Baht 1,900,000.- (one million and nine hundred thousand Baht), which remained unchanged from the previous year.

The OAG had no relationship or conflicts of interest with the Company, executives, major shareholders or anyone related to such persons. The Company's subsidiaries and associated companies were not the state enterprises, so they were able to appoint other independent audit firm.

Resolution The Meeting resolved to approve the appointment of the Office of the Auditor General of Thailand as the Company's Auditor in the year of 2017 and the payment of audit fees of Baht 1,900,000.- (one million and nine hundred thousand Baht) by the following number of votes:

Approved	560,449,639	votes	or	99.9735%
Not Approved	26,500	votes	or	0.0047%
Abstained	121,921	votes	or	0.0217%
Voided Ballot	0	vote		

Agenda 9: Others (if any)

The Chairman, announced that this agenda permitted the shareholders to raise questions, concerns, or suggestions relating to the management of the Company's operation.

Mr. Seksan Supasaeng, Shareholder, had the following enquiries and opinions:

1. The end of Rai-Som case.
2. The working environment should be created by encouraging the staff to be involved in driving the operating performance. He proposed 3 means to motivate the staff's work contributions, e.g. omniscience to problems, work rapidity, and creativity. If the staff of MCOT Plc. adhered to these means, he was confident that MCOT Plc. would earn the fast growth and prosperity.
3. The Shareholder urged the action for opening the entrance and exit of land possessed by MCOT Plc., especially 50-Rai land that should be completed before the orange-line electric train route started the service.

Mr. Sittichok Boonvanit, Shareholder, raised his enquiries and opinions as follows:

1. The reason or policy of revising the Cartoon One-piece program at MCOT HD previously broadcast on every Saturday – Sunday to be broadcast on every Saturday only. This program on Sundays was replaced by Dragon Ball Kai program.
2. MCOT Plc. should invest in the production of the drama or cartoon programs, which were different from other competitors and worthwhile for investment such as Thai hero cartoon relating to Thai military or police. The Company might produce the series promoting patriotism under the national roadmap placed by the Government in the future. The presentation technologies might be used to make it more attractive. Because, at present, Thai children might no longer like the cartoon program as they thought such program was nonsense. The cartoons with good contents about national politics, administration, or security could partly promote patriotism and knowledge in Thai children. The investments on such production might be supported by the government, private or state enterprise sector.
3. At present, 9 MCOT HD has allocated most of its broadcast schedule to the cartoon program whereas the Company's competitors have broadcast other favorite cartoon programs in new versions or they have broadcast the wonderful graphic animation cartoons. If comparing between the broadcast schedule, 9 MCOT HD had disadvantages. For the drama or teenage series programs broadcast by 9 MCOT HD, they were not attractive if compared with other competitors.

The Chairman explained as follows:

1. For the case of Rai-Som Co., Ltd., it has been on trial by the Appeal Court. It was expected that this case might be appealed to the Supreme Court, which took a long time. In case of the complaint about the fraud of advertising fee between MCOT Plc. and Rai-Som Co., Ltd. to several authorities including the Office of the NACC, MCOT Plc. has appointed several investigation committees and the investigations results showed no additional fraud evidence or offenders. Therefore, the fact investigation undertaken by MCOT Plc. should be stopped for the Company's advance. In respect with the Office of the NACC, it would be based on its procedure whereas MCOT Plc. would give the full cooperation in providing the information or other evidence as requested, but its investigation process could not be interrupted or urged.
2. The Board of Directors of MCOT Plc. has valued the comments and advice given by the shareholders for its further improvements. By the recognition to the harsh competition and huge loss, in every board meeting, the Board of Directors has tried to give advice on many development models, content development, e.g. drama, cartoon, etc., guideline of revenue earnings from new businesses, and improvement of all working systems in order to boost the

Company's income and corporate competitiveness. In addition, the Board of Directors has extremely focused on anti-corruption, and, consequently, has tried to fix various measures to make MCOT Plc. a transparent and fraud-free organization.

Mr. Chatri Charoennueng, Shareholder, had an opinion that MCOT Plc. should motivate the shareholders who registered for the meeting to attend the Company's Annual General Meeting of Shareholders until it was adjourned.

The Chairman, then, expressed his appreciation to all shareholders who shared opinions in various issues.

He also appreciated the shareholders who volunteered to be the vote counting inspectors. He invited the vote counting inspectors to receive some souvenirs from the President of MCOT Plc. The Chairman also expressed his thanks to all of shareholders and proxies who have attended the Meeting.

In summary, there were 466 shareholders who were present at the Meeting, and 245 proxies, or there were 711 shareholders in total, holding 560,598,060 shares or 81.5891 percent of total shares sold.

The Meeting was adjourned at 17.17 hrs.

Ms. Thanaporn Thaweepanich, Corporate Secretary, Minute Taker



(Mr. Kematat Paladesh)
President
MCOT Public Company Limited



(General Chatchalerm
Chalernsukha)
Chairman of the Board of

**The 2017 Annual Report
and
The 2017 Sustainable Development Report
(January 1–December 31, 2017)
CD-Rom**

(Document for Agenda 3)

**Auditor's report and Financial Statement
of
MCOT Plc. and its Subsidiaries**

**the year ended December 31, 2017
(Document for Agenda 4)**

**Curriculum Vitae of the Independent Director appointed to replace
the Director who resigned prior to the completion of his tenure
(Document for Agenda 6)**



Name-Surname : Miss Sirikul Laukaikul

Date of Birth : 58

Proposed Position : Independent Director

Education Background : Ph.D. Human Resource Development, International Program, Bhurapa University & Victoria University, Australia
: M.A. Advertising Management, University of Teaxas at Austin, Austin Texas, USA
: B.A. Mass Communications, Maor Flim Production, Chulalongkorn University

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand
: None

Board member / Management in Non - Listed Company - The Stock Exchange of Thailand
: Founder & Principal Consultant, The Brandbeing Consultant Co., Ltd.
: Director, Being Sustain Co., Ltd.

Work Experience : 2016 – Present Board Advisor, Torism Authority of Thailand
: 2016 – Present Member of Promotion Business Committee, The Thai Red Cross Organ Donation Centre
: 2016 – Present Member of TAT's Assets Value Working Committee
: 2015 – Present Chairman of Subcommittee on TAT's Tourism Campaign Brand-building Support

Certifications : Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP) Class 252/2018
: Others
- Top Executive Program in Commerce and Trade (TEPCoT) Class 4, Commerce Academy
- EXCET – The Millennials Class 3, TK Park

Specific knowledge and expertise : Management and Business Management (Human Resource Management, Marketing and sale, Media and Multimedia)

Terms of Directorship at MCOT :

No.	Period	Resolution
No. 1	August 23, 2017 – April 2019	The Board of Directors' Meeting No. 13/2017 on August 22, 2017, to replace Mrs. Sudarat Disayawattana Chantrawatanakul

Family relationship with directors and executives : None
Holding positions at other companies which may case a conflict of interest to MCOT Plc. : None
Qualification according to Cabinet's Resolution on January 24, 2011 redarding the appointment of High-level government officials or persons as directors in many state enterprise : Yes
Qualification according to the laws and does not have prohibited qualification : Yes
Shareholding status : 0.0044

Additional qualifications for independent directors nominated

(Interest in the Company/ Parent Company/ Subsidiary/ Associated Company/ or person(s) who may have conflicts of interest at present or during the past 2 years)

Relationship	Qualifications	
1. Being a director who has been involved in management, an official, a staff or an advisor who has received the salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having business relationship with the Company by way of providing any professional service, e.g. legal advisor, financial advisor, etc.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Being a director appointed to be the representative of the Company's director, major shareholder, or shareholder who has relationship with the major shareholder.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4. Having family relationship between directors and executives.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Background of illegal conduct during the past 10 years	Qualifications	
1. Having been a bankrupt person or having never been dishonest person in bankruptcy and incompetent or quasi-incompetent.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having been sentenced by a final judgment of the Court to imprisonment except for an offence committed through negligence or a petty offence, or having never been sentenced by a final judgment of the Court to imprisonment for an offence against properties committed through dishonesty.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having been subjected to a judgment or the court order to nationalize his/her property due to irregular wealth or tremendous increase of asset.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

As of February 28, 2018

**Curriculum Vitae of the Independent Director appointed to replace
the Director who resigned prior to the completion of his tenure
(Document for Agenda 6)**



Name-Surname : Mr. Thanawat Sungthong

Date of Birth : 49

Proposed Position : Independent Director

Education Background : LL.M. Thammasart University
: LL.B. Thammasart University

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand
: None

Board member / Management in Non - Listed Company - The Stock Exchange of Thailand
: Permanent Law Councillor, Office of the Council of State
: Director, National Housing Authority

Work Experience : 2011 – 2012 Director of Legislative Bureau Acting, Office of the Council of State

Certifications

: Thai Institute of Directors Association (IOD)
- None -

: Others
- None -

Specific knowledge and expertise
: Law (Business Law, Public Law)

Terms of Directorship at MCOT :

No.	Period	Resolution
No. 1	August 23, 2017 – April 2019	The Board of Directors' Meeting No. 13/2017 on August 22, 2017, to replace Mr. Distat Hortrakitya

Family relationship with directors and executives : None

Holding positions at other companies which may case a conflict of interest to MCOT Plc. : None

Qualification according to Cabinet's Resolution on January 24, 2011 redarding the appointment of High-level government officials or persons as directors in many state enterprise : Yes

Qualification according to the laws and does not have prohibited qualification : Yes

Shareholding status : None

Additional qualifications for independent directors nominated

(Interest in the Company/ Parent Company/ Subsidiary/ Associated Company/ or person(s) who may have conflicts of interest at present or during the past 2 years)

Relationship	Qualifications	
1. Being a director who has been involved in management, an official, a staff or an advisor who has received the salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having business relationship with the Company by way of providing any professional service, e.g. legal advisor, financial advisor, etc.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Being a director appointed to be the representative of the Company's director, major shareholder, or shareholder who has relationship with the major shareholder.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4. Having family relationship between directors and executives.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Background of illegal conduct during the past 10 years	Qualifications	
1. Having been a bankrupt person or having never been dishonest person in bankruptcy and incompetent or quasi-incompetent.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having been sentenced by a final judgment of the Court to imprisonment except for an offence committed through negligence or a petty offence, or having never been sentenced by a final judgment of the Court to imprisonment for an offence against properties committed through dishonesty.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having been subjected to a judgment or the court order to nationalize his/her property due to irregular wealth or tremendous increase of asset.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

As of February 28, 2018

The Comments of the Nomination Committee and Curriculum Vitae of the Nominees for Directors (Document for Agenda 6)

The Board of Directors consists of 13 members. In 2017, the longest-serving Directors who must retire by rotation are as follows:

1) Mr. Veerasak Kositpaisal	Independent Director
2) Prof. Parichart Sthapitanonda	Independent Director
3) Mr. Suwit Nakpeerayuth	Independent Director
4) Mr. Piset Chiyasak	Director
5) Mrs. Jiraporn Koosuwan	Independent Director

(retiring from directorship prior to the date of the Annual General Meeting of Shareholders since she is at full age of 65 years on September 21, 2017 in accordance with the Act on Standard Qualification of Committee Members and Officials of State Enterprise, B.E. 2518 (1975). However, since the term of such directorship shall expire in the 2018 Annual General Meeting of Shareholders, the qualified person shall be nominated to be elected the director in the same meeting)

The Nomination Committee was designated by the Board of Directors to select the nominees with suitable qualifications, knowledge, skills, and relevant experience as well as other necessary qualifications that benefit the Company's business operations and recommend the Board of Directors to propose the list of nominees to the 2018 Annual General Meeting of Shareholders for approval of the appointment of the nominees to replace the Directors retiring by rotation.

The Company has posted an announcement on its website inviting the shareholders to propose the agenda and qualified candidates for directorship, but neither agenda nor candidate was proposed by the shareholders.

Pursuant to Article 12/1 of the Standard Qualifications of Directors and State Enterprise Employees Act, B.E. 2518 (1975) requiring that no less than one-thirds of the total numbers of directors of a state-owned enterprise shall be selected from the Directors' Pool of state-owned enterprise prepared by the Ministry of Finance and the notification issued by the Securities and Exchange Commission and the Stock Exchange of Thailand No. Kor Lor Tor. Kor. (Wor) 30/2552 Re: The Number of independent directors dated October 21, 2009 which stipulates that it is required that no less than one-thirds of the total numbers of directors are independent directors, therefore, in performing the aforementioned obligations, it is required that the Company's Board of directors consist of 5 directors to be selected from the Directors' Pool of state-owned enterprise and 5 independent directors. As currently, the Board of Directors consists of 5 directors selected from the Director's Pool of state-owned enterprise and 8 independent directors. Consequently, the directors to retire at this Meeting include 3 from the Directors' Pool of state-owned enterprise and 2 independent directors.

The Nomination Committee selected candidates from both the Directors' Pool of state-owned enterprise and those from various professions by considering the candidates with caliber, knowledge, expertise, experience and other necessary factors that benefit the Company's business operations amid changing legal, economic and technological situations. Curriculum vitae of the candidates were also provided under their consent to enable to the Nomination Committee to carefully consider the candidates' qualifications in accordance with the following criteria and qualifications for MCOT Directors.

1. Possessing the qualifications and not having any characteristics prohibited by the following laws:
 - The Standard Qualifications of Directors and State Enterprise Employees Act B.E. 2518 (1975), for example; holding the position of director in not more than 3 state-owned enterprises
 - Public Limited Companies Act
 - Securities and Exchange Act
 - Regulations of MCOT Public Company Limited

2. Possessing the qualifications that meet the Company's requirements and are necessary for its business operations, the details of which are as follows:

Specific Knowledge or Expertise	Sector
1. Economic Finance and Banking	<ul style="list-style-type: none"> • Finance
2. Management and Business Management	<ul style="list-style-type: none"> • Organization Management • Risk Management • Internal Control • Human Resource Management • Business Management • Marketing and Sale • Media and Multimedia
3. Law	<ul style="list-style-type: none"> • Business Law • Public Law
4. Strategic Planning and Development	<ul style="list-style-type: none"> • Strategic Planning • Security
5. Telecommunication and Information Technology	<ul style="list-style-type: none"> • Broadcasting and Information Technology
6. Accounting	<ul style="list-style-type: none"> • Accounting • Accounting Audit
7. Social	<ul style="list-style-type: none"> • Corporate Governance • Social Responsibility

3. Other general qualifications: persons with caliber, skills, and experience that are necessary for the Company's growth and development, and who fully contribute their physical strength, spirit and knowledge to the progress of the Company.

4. The nominees proposed for the appointment as an Independent Director must possess the following qualifications:

“Independent director” refers to a Director who possesses independence in expressing his/her opinion, and his/her qualifications are specified below.

1) holding shares not more than 0.5% of the issued and paid-up share capital in the parent company, subsidiaries, affiliates or juristic persons who may cause any conflict of interest. This includes shares held by his/her related persons under Section 258 of the Securities and Exchange Act;

2) not being involved in the management of the Company and not being an officer, employee, advisor with regular salary nor a person authorized to control the Company, any of its subsidiary, associated company, same-level subsidiary, or juristic person, which may have conflicts of interest, within the past 2 years prior to taking the office;

3) not being a person related by blood or registration under laws, such as father, mother, spouse, brother, sister or child including child's spouse, with any executive, major shareholder, person with authorization or person who will be nominated as executive or person with authorization of the Company or its associated company;

4) having no business relation with the Company in terms of other professional services such as legal advisor, financial advisor, asset appraiser etc., covering all types of business transactions, such as normal business transaction, transactions relating to rental or lease of property, assets or services and offer or receipt of financial assistance;

5) not being a Director appointed as the representative of the Company's Director, major shareholder or shareholder who is related to the Company's major shareholder;

6) not having other characteristics that impede the exercise of the right to freedom of opinion and expression;

7) being a Director with qualifications as specified in No.1-6 who may be assigned by the Board of Directors to make decisions in the business operation of the Company, its subsidiary, associated company, same-level subsidiary company, or juristic person, which may have conflicts of interest, adopting collective decision making approach.

The definition of an “Independent Director” as set forth by the Company is tighter than the minimum requirements as described in the notification of the Capital Market Supervisory Board Re: The Acquisition of Share in the Business, which stipulates that the minimum amount of shares held by an independent director shall not exceed 1% of the total number of shares eligible to vote for the Company, any of its subsidiary, associated company, or juristic person which may have conflicts of interest.

MCOT Plc. sets out the minimum amount of shares to be held by the Company's independent director which shall not exceed 0.5% of the issued and paid-up share capital in the parent company, subsidiaries, affiliates or juristic persons who may cause any conflict of interest, including those held by related persons under Section 258 of the Securities and Exchange Act, with reference to shareholding proportion as specified in the Act on Standards Qualifications for Directors and Employees of State Enterprises.

After reviewing the required qualifications and composition of the Directors that must meet the Company's requirements and are necessary for its business operations, the Nomination Committee was of the opinion that policies and directions of the Company as well as continuity must be in accordance with the current situation and relevant rules and regulations due to the intensified competition in the media industry, requirements to comply with the laws and regulations, It deems appropriate to propose the following persons who possess knowledge and expertise that meet the required qualifications as needed and necessary for the Company's business, and comply with the Company's skill matrix, without prohibited characteristics as specified in the Company's regulations and other relevant laws on composition of the director of MCOT Plc. to the 2018 Annual General Meeting of Shareholders to be held on April 20, 2018:

1. Mr. Veerasak Kositpaisal, Independent Director

With skills and expertise in management and business administration in respect with strategy, development planning, and social development, he has acted as the Chairman of the Corporate Governance Committee, and a member of the Risk Management Committee of MCOT Plc. At present, he is the chairman of HMC Polymers Company Limited, the director and the member of the Audit Committee of TOA Paint (Thailand) Public Company Limited, and the director and the member of the Audit Committee of Saphip Company Limited. His knowledge and experience would be applied to supervise and give advice on the operation of MCOT Plc. for its utmost interest.

Throughout his director tenure, he has performed his duties appropriately, and has regularly attended the meetings of the Board of Directors.

2. Prof. Parichart Sthapitanonda, Independent Director

With skills and expertise in management and business administration, and society, she has acted as the member of the Audit Committee and the Nomination Committee of MCOT Plc. At present, she acts as Dean of the Faculty of Communication Arts, Chulalongkorn University. Her knowledge and experience in mass media would be applied to supervise and give advice on the operation of MCOT Plc. for its utmost interest.

Throughout her director tenure, she has performed her duties appropriately, and has regularly attended the committee meetings.

3. Mr. Suvit Nakpeerayuth, Independent Director

With skills and expertise in telecommunications and information technology, he has acted as the member of the Audit Committee, and the Risk Management Committee of MCOT Plc. At present, he is the permanent lecturer in the Electronic Engineering Department, Faculty of Engineering, Chulalongkorn University, and the director of True Vision Cable Public Company Limited. His knowledge and experience would be applied to supervise and give advice on the operation of MCOT Plc. for its utmost interest.

Throughout his director tenure, he has performed his duties appropriately, and has regularly attended the committee meetings.

4. Mr. Piset Chiyasak, Director

With skills and expertise in management and business administration, and law, he has acted as the member of the Corporate Governance Committee of MCOT Plc. His knowledge and experience would be applied to supervise and give advice on the operation of MCOT Plc. for its utmost interest.

Throughout his director tenure, he has performed his duties appropriately, and has regularly attended the committee meetings

5. Mr. Thawatchai Arunyik, Independent Director

With skills and expertise in management and business administration (marketing and sales), and strategy, development planning (strategic planning), he used to act as the chairman of Thailand Privilege Card Company Limited, and the Governor of Tourism Authority of Thailand. His knowledge and experience in business administration would be applied to supervise and give advice on the operation of MCOT Plc. for its utmost interest.

There fore, MCOT Plc. Have to continue the policy in supervising the Company in line with the circumstances and relevant regulations, and to perform the actions in accordance with the procedure specified in the Regulation of the Office of the Prime Minister regarding State Enterprise Policy Determination and Governance, B.E. 2557, and the guideline for appointment of state enterprise directors in accordance with the resolution of the Council of Ministers on July 18, 2017,

The Board of Directors of MCOT Plc. No. 2/2018 on February 27, 2018 was of the opinion that the qualifications of the aforementioned nominees were suitable in compliance with the Company's regulations and related laws and beneficial to the Company's business operations and development. Therefore, the Board of Directors passed a resolution to propose to the 2018 Annual General Meeting of Shareholders for approval of the appointment of these four nominees as Directors. The Directors having possible conflict of interest in this matter should not vote.

Curriculum Vitae of the Independent Director Retiring by Rotation and Being Re-Nominated for Directorship MCOT Public Company Limited



Name-Surname : Mr. Veerasak Kositpaisal

Date of Birth : 63

Proposed Position : Independent Director

Education Background : M.Sc. in Mechanical Engineering, Texas A&I University, USA
: B.Eng. in Mechanical, Chulalongkorn University

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand

: Director, Member of Audit Committee, TOA Paint (Thailand) Plc.

Board member / Management in Non - Listed Company - The Stock Exchange of Thailand

: Chairman, HMC Polymers Co., Ltd.
: Director, Member of Audit Committee, SAPTHIP Co., Ltd.
: Vice President, Federation of Thai Industries
: Member of Supervisory Committee on Corporate Governance and Good Governance in State Enterprises, State Enterprise Policy Office.

Work Experience : 2015 Director, Member of Risk Management Committee, PTT Global Chemical Plc.
: 2012 - 2014 CEO and President, Thai Oil Plc.
: 2009 - 2014 Senior Executive Vice President, Downstream Petroleum Business Group, PTT Plc.

Certifications

: Thai Institute of Directors Association (IOD)
- Risk Management Program for Corporate Leaders (RCL) Class 2/2015
- Finance for Non-Finance Director Program (FND) Class 30/2006
- Director Certification Program (DCP) Class 82/2006
: Others
- Top Executive Program in Commerce and Trade (TEPCoT) Class 2, Commerce Academy
- Certificate, Leadership Program Class 11, Capital Market Academy
- The Executive Program of Energy Literacy for a Sustainable Future Class 5, Thailand Energy Academy (TEA)
- Leadership Development Program “Enhancing Competitiveness”, International Institute for Management Development (IMD)

Specific knowledge and expertise

: Management and Business Management (Organization Management, Business Management, Market and sale)
: Strategic Planning and Development (Strategic Planning)
: Social (Corporate Governance, Social Responsibility)

Terms of Directorship at MCOT :

No.	Period	Resolution	Term of Directorship
No. 1	January 28, 2015 – April 24, 2015	The Board of Directors’ Meeting No. 2/2015 on January 27, 2015, to replace Ms.Chularat Suteethorn	4 Months
No. 2	April 24, 2015 – April, 2018	2015 Annual General Meeting of Shareholders on April 24, 2015	3 Years

Terms of Directorship at MCOT :

Meeting	2016	2015	2014
1. Board of Directors	17/18 (94.44%)	16/17 (94.11%)	15/15 (100%)
2. Shareholder	1/1 (100%)	1/1 (100%)	1/1 (100%)
3. Corporate Governance Committee	2/2 (100%)	5/5 (100%)	4/4 (100%)
4. Risk Management Committee	5/5 (100%)	6/7 (85.71%)	4/5 (80%)

Family relationship with directors and executives : None

Holding positions at other companies which may case a conflict of interest to MCOT Plc. : None

Qualification according to Cabinet's Resolution on January 24, 2011 redarding the appointment of High-level government officials or persons as directors in many state enterprise : Yes

Qualification according to the laws and does not have prohibited qualification : Yes

Shareholding status : None

Additional qualifications for independent directors nominated

(Interest in the Company/ Parent Company/ Subsidiary/ Associated Company/ or person(s) who may have conflicts of interest at present or during the past 2 years)

Relationship	Qualifications	
1. Being a director who has been involved in management, an official, a staff or an advisor who has received the salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having business relationship with the Company by way of providing any professional service, e.g. legal advisor, financial advisor, etc.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Being a director appointed to be the representative of the Company's director, major shareholder, or shareholder who has relationship with the major shareholder.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4. Having family relationship between directors and executives.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Background of illegal conduct during the past 10 years	Qualifications	
1. Having been a bankrupt person or having never been dishonest person in bankruptcy and incompetent or quasi-incompetent.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having been sentenced by a final judgment of the Court to imprisonment except for an offence committed through negligence or a petty offence, or having never been sentenced by a final judgment of the Court to imprisonment for an offence against properties committed through dishonesty.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having been subjected to a judgment or the court order to nationalize his/her property due to irregular wealth or tremendous increase of asset.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Director Performance in 2017

1. To jointly define the business policy, direction, and strategic plan; to monitor the operating performance of the Company whether or not it meets the target anticipated; and to provide advice beneficial to business development of MCOT Plc.

2. To act as the Chairman of the Corporate Governance Committee; to review the good corporate governance policy to ensure that it complies with the criteria, regulations, and requirements of the relevant supervisory authorities, as well as the Principle of Good Corporate Governance for Listed Companies, Year 2017 as prescribed by the Office of the Securities and Exchange Commission; to give advice and guideline on the good corporate governance and business ethics in the future, and on the extended scope of good corporate governance to cover other related stakeholders in order to shift the standard on good corporate governance of MCOT Plc.

3. As the member of the Risk Management Committee, to formulate the policy, strategy, and guideline of preparing the risk management plan to be relevant to the overall strategy of MCOT Plc.; and to supervise the implementations of such risk management plan, policy, strategic plan, and action plan of MCOT Plc.

4. As the Chairman of the Strategy and Organization Development Subcommittee, to screen and monitor the affairs relating to the organization development, and personnel management to be in line with the guideline and policy given by the Board of Directors of MCOT Plc.; and to give advice and comments on solving the problems hindering the business operation and development of MCOT Plc.

5. As the Chairman of the Working Group for Land Development Projects of MCOT Plc., to give the policy, recommendations and comments on land development of MCOT Plc.

Vision

Manage MCOT Plc. to be the quality and moral media organization presenting useful information to the society under the principle of corporate governance, constant development, keeping pace with technology, and giving suitable returns to the shareholders.

As of February 28, 2018

Curriculum Vitae of the Independent Director Retiring by Rotation and Being Re-Nominated for Directorship MCOT Public Company Limited



Name-Surname : Professor Parichart Sthapithanonda

Date of Birth : 49

Proposed Position : Independent Director

Education Background : Ph.D. in International Development Communication, Ohio University, USA
: M.A. in Communication Arts, Chulalongkorn University
: B.A. Faculty of Arts, Chulalongkorn University

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand
: None

Board member / Management in Non - Listed Company - The Stock Exchange of Thailand
: Dean of Faculty of Communication Arts, Chulalongkorn University
: Director, Panjapat Co., Ltd.
: Member of Board of Research Council of Thailand, National Research Council of Thailand
: Member and Secretary of National Reform Commission on Mass Communication Technology and Information Technology

Work Experience : 2008 – Present President of Social Association of Thailand
: 2014 – 2015 Chairman, SeedMCOT Co., Ltd.

Certifications
: Thai Institute of Directors Association (IOD)
- Advanced Audit Committee Program (AACP) Class 21/2015
- Financial Statements for Directors (FSD) Class 26/2014
- Director Certification Program (DCP) Class 198/2014

: Others
- Visiting Scholar, Harvard University 2006 – 2007
- High level Media Executive Class 1, ISRA Intitute
- Advanced Certificate Course in Strengthening Peaceful Society Class 2, College of Politics and Governance, King Prajadhipok's Intitute
- Certificate, Leadership Program Class 12, Capital Market Academy
- The Executive Program of Energy Literacy for a Sustainable Future Class 1, Thailand Energy Academy (TEA)

Specific knowledge and expertise
: Management and Business Management (Media and Multimedia)
: Social (Social Responsibility)

Terms of Directorship at MCOT :

No.	Period	Resolution	Term of Directorship
No. 1	June 25, 2014 – April 24, 2015	The Board of Directors' Meeting No. 13/2014 on June 24, 2014, to replace Mr. Chakraphan Yomchinda	10 Months
No. 2	April 24, 2015 – April, 2018	2015 Annual General Meeting of Shareholders on April 24, 2015	3 Years

Meeting Attendances :

Meeting	2017	2016	2015	2014
1. Board of Directors	16/18 (88.88%)	16/17 (94.11%)	17/17 (100%)	14/15 (93.33%)

Meeting	2017	2016	2015	2014
2. Shareholder	1/1 (100%)	1/1 (100%)	1/1 (100%)	-
3. Audit Committee	10/11 (90.90%)	12/12 (100%)	6/6 (100%)	-
4. Risk Management Committee	4/4 (100%)	6/6 (100%)	8/8 (100%)	5/5 (100%)

Family relationship with directors and executives : None

Holding positions at other companies which may case a conflict of interest to MCOT Plc. : None

Qualification according to Cabinet's Resolution on January 24, 2011 redarding the appointment of High-level government officials or persons as directors in many state enterprise : Yes

Qualification according to the laws and does not have prohibited qualification : Yes

Shareholding status : None

Additional qualifications for independent directors nominated

(Interest in the Company/ Parent Company/ Subsidiary/ Associated Company/ or person(s) who may have conflicts of interest at present or during the past 2 years)

Relationship	Qualifications	
1. Being a director who has been involved in management, an official, a staff or an advisor who has received the salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having business relationship with the Company by way of providing any professional service, e.g. legal advisor, financial advisor, etc.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Being a director appointed to be the representative of the Company's director, major shareholder, or shareholder who has relationship with the major shareholder.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4. Having family relationship between directors and executives.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Background of illegal conduct during the past 10 years	Qualifications	
1. Having been a bankrupt person or having never been dishonest person in bankruptcy and incompetent or quasi-incompetent.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having been sentenced by a final judgment of the Court to imprisonment except for an offence committed through negligence or a petty offence, or having never been sentenced by a final judgment of the Court to imprisonment for an offence against properties committed through dishonesty.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having been subjected to a judgment or the court order to nationalize his/her property due to irregular wealth or tremendous increase of asset.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Director Performance in 2017

1. To jointly define the business policy, direction, and strategic plan; to monitor the operating performance of the Company whether or not it meets the target anticipated; and to provide advice beneficial to business development of MCOT Plc.

2. As the member of the Audit Committee, to review the efficiency and proficiency of the internal control, good corporate governance process, and risk management process; to review to ensure that the financial statements of MCOT Plc. are provided accurately and reliably; and to review the operation of MCOT Plc. to ensure that it complies with all relevant laws, regulations, and requirements.

Vision

1. To encourage MCOT Plc. to be the leading mass communication organization that operates the business under unity and mass communication integrated service system together with the communication innovation, contemporary, and international standard.

2. To develop cooperation with other mass communication parties and national and international public organizations to develop the good corporate governance system of MCOT Plc.; and to shift MCOT Plc. to be the prototype organization that is creative and transparent, and to create the national value.

Curriculum Vitae of the Independent Director Retiring by Rotation and Being Re-Nominated for Directorship MCOT Public Company Limited



Name-Surname : Mr. Suvit Nakpeerayuth

Date of Birth : 59

Proposed Position : Independent Director

Education Background : M.Eng. in Electrical Engineering, Chulalongkorn University
: B.Eng. in Electrical Engineering, Chulalongkorn University

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand
: None

Board member / Management in Non - Listed Company - The Stock Exchange of Thailand
: Assitant Professor (Lecturer, Department of Electrical Engineering),
Chulalongkorn University
: Director, True Vision Cable Plc.
: Director, Soft Contour Co., Ltd.

Work Experience : 1990 – Present Assitant Professor (Lecturer, Department of Electrical Engineering), Chulalongkorn University
: Digital Communication, Information Theory and Coding, Digital TV and High Speed Digital Signal Intergrity

Certifications
: Thai Institute of Directors Association (IOD)
- Advanced Audit Committee Program (AAP) Class 26/2017
- Director Certification Program (DCP) Class 218/2016
- Risk Management Program for Corporate Leaders (RCL) Class 1/2015
- Director Accreditation Program (DAP) Class 120/2015
: Others
- None -

Specific knowledge and expertise
: Telecommunication and Information Technology (Broadcasting and Information Technology)

Terms of Directorship at MCOT :

No.	Period	Resolution	Term of Directorship
No. 1	April 24, 2015 – April, 2018	2015 Annual General Meeting of Shareholders on April 24, 2015	3 Years

Meeting Attendances :

Meeting	2017	2016	2015
1. Board of Directors	17/18 (94.44%)	16/17 (94.11%)	12/13 (92.30%)
2. Shareholder	1/1 (100%)	1/1 (100%)	-
3. Audit Committee	11/11 (100%)	-	-
4. Risk Management Committee	5/5 (100%)	7/7 (100%)	3/5 (92.30%)

Holding positions at other companies which may case a conflict of interest to MCOT Plc. : None
Qualification according to Cabinet’s Resolution on January 24, 2011 redarding the appointment of High-level government officials or persons as directors in many state enterprise : Yes
Qualification according to the laws and does not have prohibited qualification : Yes
Shareholding status : None

Additional qualifications for independent directors nominated

(Interest in the Company/ Parent Company/ Subsidiary/ Associated Company/ or person(s) who may have conflicts of interest at present or during the past 2 years)

Relationship	Qualifications	
1. Being a director who has been involved in management, an official, a staff or an advisor who has received the salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having business relationship with the Company by way of providing any professional service, e.g. legal advisor, financial advisor, etc.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Being a director appointed to be the representative of the Company’s director, major shareholder, or shareholder who has relationship with the major shareholder.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4. Having family relationship between directors and executives.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Background of illegal conduct during the past 10 years	Qualifications	
1. Having been a bankrupt person or having never been dishonest person in bankruptcy and incompetent or quasi-incompetent.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having been sentenced by a final judgment of the Court to imprisonment except for an offence committed through negligence or a petty offence, or having never been sentenced by a final judgment of the Court to imprisonment for an offence against properties committed through dishonesty.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having been subjected to a judgment or the court order to nationalize his/her property due to irregular wealth or tremendous increase of asset.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Director Performance in 2016

1. To jointly define the business policy, direction, and strategic plan; to monitor the operating performance of the Company whether or not it meets the target anticipated; and to provide advice beneficial to business development of MCOT Plc.

2. As the member of the Audit Committee, to review the efficiency and proficiency of the internal control, good corporate governance process, and risk management process; to review to ensure that the financial statements of MCOT Plc. are provided accurately and reliably; and to review the operation of MCOT Plc. to ensure that it complies with all relevant laws, regulations, and requirements.

3. As the member of the Risk Management Committee, to formulate the policy, strategy, and guideline of preparing the risk management plan to be relevant to the overall strategy of MCOT Plc.; and to supervise the implementations of such risk management plan, policy, strategic plan, and action plan of MCOT Plc.

Vision

“To mutually change the business direction of MCOT Plc. so that it is capable of overcoming the media crisis resulted by local factors, and the impact from rapid changes of technology, for the maximum and sustainable interest of the Company and the society.”

Curriculum Vitae of the Director Retiring by Rotation and Being Re-Nominated for Directorship MCOT Public Company Limited



Name-Surname : Mr. Piset Chiyasak

Date of Birth : 53

Proposed Position : Director

Education Background : LL.M. Temple University, USA (Scholarship Offered by Office of the Civil Service Commission)
: LL.B. Thammasart University

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand
: None

Board member / Management in Non - Listed Company - The Stock Exchange of Thailand
: Legal Consultant, Electronic Transactions Development Agency (Public Organization)

Work Experience : 2016 – 2017 Acting President, MCOT Plc.
: 1997 – 2016 General Manager, Thai Entertainment Content Trade Association
: 2015 Consultant, Thai Entertainment Content Trade Association
: 1997 – 2015 Managing Director, Phonorights (Thailand) Co., Ltd.

Certifications : Thai Institute of Directors Association (IOD)
- Driving Company Success with IT Governance (ITG) Class 1/2016
- Risk Management Program for Corporate Leaders (RCL) Class 2/2015
- Director Certification Program (DCP) Class 213/2015
: Others
- None -

Specific knowledge and expertise : Management and Business Management (Organization Management)
: Law (Business Law, Public Law)

Terms of Directorship at MCOT :

No.	Period	Resolution	Term of Directorship
No. 1	April 24, 2015 – April, 2018	2015 Annual General Meeting of Shareholders on April 24, 2015	3 Years

Meeting Attendances :

Meeting	2017	2016	2015
1. Board of Directors	17/18 (94.44%)	16/17 (94.11%)	12/13 (92.30%)
2. Shareholder	1/1 (100%)	1/1 (100%)	-
3. Risk Management Committee	1/1 (100%)	2/2 (100%)	-
4. Corporate Governance Committee	2/2 (100%)	-	-

Holding positions at other companies which may case a conflict of interest to MCOT Plc. : None
Qualification according to Cabinet’s Resolution on January 24, 2011 redarding the appointment of High-level government officials or persons as directors in many state enterprise : Yes
Qualification according to the laws and does not have prohibited qualification : Yes
Shareholding status : None

Background of illegal conduct during the past 10 years	Qualifications	
4. Having been a bankrupt person or having never been dishonest person in bankruptcy and incompetent or quasi-incompetent.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
5. Having been sentenced by a final judgment of the Court to imprisonment except for an offence committed through negligence or a petty offence, or having never been sentenced by a final judgment of the Court to imprisonment for an offence against properties committed through dishonesty.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
6. Having been subjected to a judgment or the court order to nationalize his/her property due to irregular wealth or tremendous increase of asset.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Director Performance in 2016

1. To be Acting President of MCOT Plc.
2. To jointly define the business policy, direction, and strategic plan; to monitor the operating performance of the Company whether or not it meets the target anticipated; and to provide advice beneficial to business development of MCOT Plc.
3. To act as the Chairman of the Corporate Governance Committee; to review the good corporate governance policy to ensure that it complies with the criteria, regulations, and requirements of the relevant supervisory authorities, as well as the Principle of Good Corporate Governance for Listed Companies, Year 2017 as prescribed by the Office of the Securities and Exchange Commission; to give advice and guideline on the good corporate governance and business ethics in the future, and on the extended scope of good corporate governance to cover other related stakeholders in order to shift the standard on good corporate governance of MCOT Plc.
4. To provide advice and recommendations on copyright law to Thai News Agency and other departments in MCOT Plc.

Vision

“To manage MCOT Plc. to be the digital organization with full potential and corporate social responsibility, and creation of quality contents presented via every media channel.”

As of February 28, 2018

Curriculum Vitae of the Independent Director Nominee for MCOT Public Company Limited



Name-Surname : Mr. Thawatchai Arunyik

Date of Birth : 63

Proposed Position : Independent Director

Education Background : Bachelor of Science, University of the East, Manila, Philippines

Present Position

Board member / Management in Listed Company - The Stock Exchange of Thailand

: Independent Director, Airports of Thailand Plc.

Board member / Management in Non - Listed Company - The Stock Exchange of Thailand

: Director, Designated Areas for Sustainable Tourism Administration
(Public Organization)

Work Experience

- : 2014 – 2015 Chairman, Thailan Privillage Card Co., Ltd.
- : 2014 – 2015 Governor, Tourism Authority of Thailand
- : 2010 – 2014 Deputy Governor for Domestic Marketing, Tourism Authority of Thailand

Certifications

: Thai Institute of Directors Association (IOD)

- None -

: Others

- Top Executives Program (Class 17), Capital Market Academy
- TAT Successors Development Program (INSEAD), Singapore
- Politics and Governance in Democratic Systems for Executives, King Prajadhipok's Institute
- Top Executive Program
- Executive Development Institute for Tourism (EDIT) Program, Hawaii, USA

Specific knowledge and expertise

: Management and Business Management (Marketing and Sales)

: Strategic Planning and Development (Strategic Planning)

Holding positions at other companies which may cause a conflict of interest to MCOT Plc. : None

Qualification according to Cabinet's Resolution on January 24, 2011 regarding the appointment of High-level government officials or persons as directors in many state enterprise : Yes

Qualification according to the laws and does not have prohibited qualification : Yes

Shareholding status : None

Additional qualifications for independent directors nominated

(Interest in the Company/ Parent Company/ Subsidiary/ Associated Company/ or person(s) who may have conflicts of interest at present or during the past 2 years)

Relationship	Qualifications	
1. Being a director who has been involved in management, an official, a staff or an advisor who has received the salary.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having business relationship with the Company by way of providing any professional service, e.g. legal advisor, financial advisor, etc.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Being a director appointed to be the representative of the Company's director, major shareholder, or shareholder who has relationship with the major shareholder.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
4. Having family relationship between directors and executives.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Background of illegal conduct during the past 10 years	Qualifications	
1. Having been a bankrupt person or having never been dishonest person in bankruptcy and incompetent or quasi-incompetent.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2. Having been sentenced by a final judgment of the Court to imprisonment except for an offence committed through negligence or a petty offence, or having never been sentenced by a final judgment of the Court to imprisonment for an offence against properties committed through dishonesty.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3. Having been subjected to a judgment or the court order to nationalize his/her property due to irregular wealth or tremendous increase of asset.	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

Director Performance in 2017

-

Vision

Technological advances, fast-growing internet media and increased digital TV channels have made the competition in digital industry more severe. Digital TV operators have tried to retain their audience base by producing a variety of programs that meet the needs of the audience whose viewing behavior are changing rapidly. Like other operators, MCOT have lost the audiences. Therefore, the Company is required to differentiate itself from others to enhance its competitiveness through creation of attractive contents (Content is the King). MCOT also acts as a station that cultivates people and the society and develops the Country's economy. This duty is in accordance with the Government's 20-Year Vision aiming to develop human resources, career and the Country.

In addition, it is important for MCOT to target new audiences by arranging new activities to create and expand its audience base.

As of February 28, 2018

Details of the remuneration of the Company's Directors (Document for Agenda 7)

The Board of Directors approved the determination of the remuneration and meeting allowance of Directors for the year 2017, until there is a change as approved by the Shareholders' Meeting and approved to propose to the 2018 Annual General Meeting of Shareholders' Meeting for approval, the details of which are as follows:

Committees /Subcommittees	Existing Rate 2017	Proposed Rate 2018
1. The Board of Directors The Board of Directors has the authority and duties to carry on the Company's business to be in line with relevant laws, the Company's objectives, regulations, and resolutions of Shareholders' Meetings with integrity, ethics, and morality, and prudence for the best benefits of the Company and its shareholders. (Clause 35 of the Company's regulations)	1) Monthly Remuneration - Chairman 40,000.- Baht - Director 20,000.- Baht 2) Meeting Allowances - Chairman - Director 15,000.- Baht/one time (Not exceeding 1 time shall be given per month.)	1) Monthly Remuneration - Chairman 40,000.- Baht - Director 20,000.- Baht 2) Meeting Allowances - Chairman - Director 15,000.- Baht/one time (Not exceeding 1 time shall be given per month.)
2. The Auditing Committee has the following authority and duties: 1) To publish the Internal Audit Charter in accordance with the Company's operations, which is required to be approved by the Board of Directors and reviewed at least once a year. 2) To ensure effectiveness of internal audit, corporate governance and risk management procedures. 3) To ensure accuracy and credibility of the Company's financial statements 4) To ensure the Company's compliance with laws, rules, regulations, Cabinet's resolutions, announcement or order relating to the Company's operations. 5) To ensure good internal control system and independent operations of the internal audit unit. 6) To study connected transactions or transactions that may cause conflicts of interest or corruption affecting the Company's operations 7) To consider and suggest to the Board of Directors regarding appointment, transfer, promotion and evaluation of the head of internal audit unit. 8) To coordinate with the Auditor on the Company's financial statements and may suggest the Auditor to review necessary transactions as well as propose determination of the Auditor's fee to the Board of Director. 9) To regulate internal control activities, preparation of financial statements, and other procedures related to anti-corruption measures. 10) To perform other duties as prescribed by law or assigned by directors of state enterprises.	1) Monthly Remuneration - Chairman 12,500.- Baht - Director 10,000.- Baht 2) Meeting Allowances - Chairman - Director 5,000.- Baht/Month	1) Monthly Remuneration - Chairman 12,500.- Baht - Director 10,000.- Baht 2) Meeting Allowances - Chairman - Director 5,000.- Baht/Month
3. The Nomination Committee 1) To review a current structure of directors to ensure its strategic appropriateness and to propose improvement guidelines and director nomination guideline in accordance with such structure. 2) To determine nomination procedures for directors, President, high-	1) Monthly Remuneration - None 2) Meeting Allowances - 10,000.-Baht/Month	1) Monthly Remuneration - None 2) Meeting Allowances - 10,000.-Baht/Month

Committees /Subcommittees	Existing Rate 2017	Proposed Rate 2018
<p>ranking executives, advisors to directors, advisors to Committees, advisors to Director-General/President or those who assume similar responsibilities but whose titles are called differently, with transparency in compliance with criteria and regulations.</p> <p>3) To select and nominate qualified persons whose characteristics are in compliance with relevant laws and regulations to be directors of MCOT or to nominate President, high-ranking executives, advisors to directors, advisors to Committees, advisors to President or those who assume similar responsibilities but whose titles are called differently to be newly appointed directors or to replace the directors retiring at the end of his/her rotation period or those retiring for other reasons, to propose to the General Annual Meeting of Shareholders for approval on a case-by-case basis.</p> <p>4) To perform other duties as assigned by the Board of directors.</p>		
<p>4. The Remuneration Committee</p> <p>1) To propose criteria for remuneration payment and models and the amount of remuneration to be paid to the directors using fair and reasonable principles in accordance with their responsibilities , based on operating results and business size as well as practical guidelines adopted in the same business, to the Board of directors to propose to the Annual General Meeting of Shareholders for approval</p> <p>2) To consider guidelines for remuneration determination and propose remuneration to be paid to Director-General/President, advisors to directors, advisors to Committees, advisors to Director General/ President or those who assume similar responsibilities but whose titles are called differently, to the Board of Directors</p> <p>3) To determine criteria and performance evaluation procedure in a management contract used for the position of President as follows:</p> <p>(1) To determine goals and KPIs for the Director-General/President to achieve within the benchmark timeframe</p> <p>(2) To assess the Director-General/President's performance in accordance with criteria and conditions specified in the management contract within the benchmark timeframe and report to the Board of directors</p> <p>4) To consider criteria for remuneration payment and models to be paid to executives equivalent to Senior Vice President or higher, using fair and reasonable and propose to the Board of directors to propose to the Annual General Meeting of Shareholders for approval</p> <p>5) To perform other duties as assigned by the Board of directors</p>	<p>1) Monthly Remuneration - None</p> <p>2) Meeting Allowances - 10,000.-Baht/Month</p>	<p>1) Monthly Remuneration - None</p> <p>2) Meeting Allowances - 10,000.-Baht/Month</p>
<p>5. The Risk Management Committee</p> <p>1) To establish policy, strategy and practical guidelines for conducting risk management plan in accordance with the Company's overall strategy, to propose to the Board of Directors to consider the overall risk management.</p> <p>2) To revise the risk management plan that should indicate sources of risk, risk measurement tools, criteria of work performance measurement, mechanism of work monitoring and evaluation, reporting and tangible control of potential risks at the suitable and acceptable level.</p> <p>3) To review the adequacy of risk management policy, strategic plan, action plan, and system as well as efficiency and proficiency of the operating system, and compliance with the preset risk management policy.</p> <p>4) To provide the risk management structure of the entire organization that is consistent with the organization's working procedure and structure.</p> <p>5) To govern and monitor the implementation of risk management plan, policy, strategic plan and action plan; and to consider the</p>	<p>1) Monthly Remuneration - None</p> <p>2) Meeting Allowances - 10,000.-Baht/Month</p>	<p>1) Monthly Remuneration - None</p> <p>2) Meeting Allowances - 10,000.-Baht/Month</p>

Committees /Subcommittees	Existing Rate 2017	Proposed Rate 2018
<p>actual operating results by comparing them with the work plan or determined targets at least in each quarter.</p> <p>6) To communicate with the Board of Directors of MCOT Plc. on improvements for more integrated risk management in the organization, and to attain the measurement criteria required by the Ministry of Finance, as well as criteria of the Stock Exchange of Thailand and other international standards.</p> <p>7) To regularly submit reports to the Audit Committee for improvements so that the risk management is contained in line with the determined policy and strategy.</p> <p>8) To appoint the working group to enrich the efficiency of risk management tasks as it deems necessary and appropriate.</p> <p>9) To perform other duties specifically assigned by the Board of Directors of MCOT Plc.</p>		
<p>6. The Corporate Governance Committee</p> <p>1) To lay out the drafted corporate governance policy , Anti-Corruption policy and business ethics and code of conduct under legal framework, resolutions of the Council of Ministers, criteria, regulations and rules currently stipulated by the organizations that govern the corporate governance such as the Stock Exchange of Thailand, the Securities and Exchange Commission, the State Enterprise Policy Office, the Ministry of Finance, supervisory ministries and other related agencies, as well as international corporate governance standards and propose to the Board of directors for approval and announcement as best practices for the directors, management and employees.</p> <p>2) To supervise and suggest policy and guidelines that enable the directors, management and employees to perform duties with responsibility in accordance with the Corporate Governance Policy, Anti-Corruption Policy and to comply with the best practices, business ethics and code of conduct.</p> <p>3) To consider, review and revise the Corporate Governance Policy and the Anti-Corruption Policy continually at least once (1) a year to keep these policies update and in line with the international standards, laws, criteria, rules and regulations as well as recommendations from internal units that have duties in the corporate governance matters as well as suggestions from shareholders on good corporate governance.</p> <p>4) To follow up and assess performance of the Directors and executives in compliance with best practices as specified in the corporate governance policy and anti-corruption policy and to propose the results with necessary suggestions to the Board of Directors by January of the next year.</p> <p>5) To prepare guidelines for good corporate governance in accordance with Corporate Governance policy and Anti-Corruption policy</p> <p>6) To review Charter for Corporate Governance, at least once a year, to ensure modernity and compliance with international practices, laws, rules, and regulations.</p> <p>7) To set MCOT's CSR policy framework and short-term and long-term operation plans to be proposed to the Board of Directors for approval prior to the end of each fiscal year; and to govern and monitor the implementations through the CSR Working Group that has the responsibilities in preparing the quarterly progress reports on CSR activities to be submitted to the Corporate Governance Committee and the Board of Directors for approval.</p> <p>8) To consult with specialists on corporate governance when necessary at MCOT's expenses.</p> <p>9) To assess performance of the Corporate Governance Committee and report the results to the Board of Directors at the end of the year.</p> <p>10) To perform any other duties assigned by the Board of Directors</p>	<p>1) Monthly Remuneration - None</p> <p>2) Meeting Allowances - 10,000.-Baht/Month</p>	<p>1) Monthly Remuneration - None</p> <p>2) Meeting Allowances - 10,000.-Baht/Month</p>

Committees /Subcommittees	Existing Rate 2017	Proposed Rate 2018
7. The Labor Relations Committee Labor Relations Committee shall have authority as specified in Section 22 and 23 of the State Enterprise Labor Relations Act, B.E.2543 (2000) as follows: 1) To provide opinions on the improvement of the Company's operation effectiveness, including the promotion and development of the Company's labor relations. 2) To reconcile and settle the conflicts within the Company. 3) To review rules and regulations concerning the Company's operations, which benefit the employers, the employees, as well as the Company itself. 4) To discuss and find solutions to the complaints from the employees or the Labor Union, including complaints relating to disciplinary punishment. 5) To give advice for the improvement of employment condition. 6) To implement and cooperate to gain effectiveness and protect the Company's interest.	1) Monthly Remuneration - None 2) Meeting Allowances - 10,000.-Baht/Month	1) Monthly Remuneration - None 2) Meeting Allowances - 10,000.-Baht/Month
8. Sub-committees and Working Groups Other than No.1 - 7 (Only Directors appointed by the Board of Directors)	1) Monthly Remuneration - None 2) Meeting Allowances - 10,000.-Baht/Month	1) Monthly Remuneration - None 2) Meeting Allowances - 10,000.-Baht/Month
Note:	1. Remuneration payment of members of the Board of Directors and members of the Audit Committee, who took up their position at any time of the month, shall be calculated in accordance with the duration of their terms. 2. Directors shall receive not more than 15 meeting allowances a year. (present in the meetings only) 3. The Chairman and Vice Chairman shall receive additional 25% and 12.5 % of meeting allowances, respectively.	1. Remuneration payment of members of the Board of Directors and members of the Audit Committee, who took up their position at any time of the month, shall be calculated in accordance with the duration of their terms. (Existing rate) 2. Directors shall receive not more than 1 meeting allowances a month. (present in the meetings only) 3. The Chairman and Vice Chairman shall receive additional 25% and 12.5 % of meeting allowances, respectively. (Existing rate)
Any Company's Directors appointed to perform duties in more than 2 committees, sub-committees or working groups other than the Board of Directors (including No.2-8) shall receive the meeting allowances from only two committees.		

- **Other benefits** none

Criteria of annual bonus payments to the Company's Directors

The Board of Directors approved that the criteria for the payment for Directors' annual bonus for the year 2018 in accordance with the principle approved for the year 2017, until there is a change as approved by the Shareholders' Meeting. The details of the criteria are as follows:

Bonus for the Company's Directors for the year of 2018	
Directors' Bonus	Not more than 0.25% of the net profit and not more than Baht 500,000.-/ Director
<p>In case MCOT receives less than 3.00 points in the state enterprise performance measurement, the bonus for Directors shall be proportionately adjusted as follows:</p> <ul style="list-style-type: none"> - Less than 3.00 but not less than 2.50 points: the bonus for each director shall be reduced by 25%. - Less than 2.50 but not less than 2.00 points: the bonus for each director shall be reduced by 50%. 	
The Chairman and Vice Chairman shall receive additional 25% and 12.5 % of bonus, respectively.	

- **Annual bonus payments to the Company's Directors in 2017**

The Board of Directors' propose to refusal to receive bonus from the Company for the year 2017, due to its loss and necessity of further investment.

(Document for Agenda 8)

Table comparing the Regulations of MCOT Plc. and the amendment

The amendment of regulations of the Company has details as set out below.

1. Article 21. To comply with Section 100 of the Public Limited Companies Act B.E.2535 (1992), as amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation.

Order of the Head of the National Council for Peace and Order No. 21/2560 On Amendments of Laws to Facilitate the Ease of Doing Business	Existing Regulations	New Regulations
<p>“Section 100 One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such Meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.</p> <p>“In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders’ meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>“In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”</p>	<p>Article 21. Any shareholders holding the aggregate amount of up to one-fifth (1/5) of all issued shares or at least twenty-five (25) shareholders holding the aggregate amount of up to one-tenth (1/10) of all issued shares, may request in writing to the Board of Directors for the holding of an Extraordinary General Meeting. The request shall clearly specify the reason for summoning the meeting. The Board of Directors shall call a meeting to take place within one (1) month from the date of receipt of the request.</p>	<p>Article 21. One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five days from the date of receipt of the notice. In the case that the Board of Directors does not hold such meeting within the period specified in the first paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five days from the lapse of the period referred in the first paragraph. In this case, it shall be deemed that such shareholder’s meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation. In the case that the quorum of the meeting convened as requested by the shareholders according to the second paragraph cannot be formed as required by this regulation, the shareholders under the second paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>

2. Article 48 and 49. To comply with the Announcement of the National Council for Peace and Order No. 74/2557, and the Notification of the Ministry of Information and Communication Technology regarding Standards for Electronic Conferencing Security, B.E. 2557.

Announcement of the National Council for Peace and Order No. 74/2557 (A.D.2014) Re: Electronic Conferencing	Existing Regulations	New Regulations
<p>Clause 5. A notice calling for a conference and related documents may be sent by an electronic mail. In this regard, the person in charge of arranging the conference must keep a copy of the notice of the conference and related documents as evidence, which may be stored in electronic data format.</p>	<p>Article 48. The Chairman or his/her designated person shall send a notice of the Board of Directors' meeting to all Directors by registered post or in person or by messenger, as the Chairman or his/her designated may think fit, at least seven (7) days prior to the Board of Directors' meeting, except in an emergency (such as to preserve the rights and benefits of the Company) when the meeting may be called by other methods and the meeting date may be fixed sooner than the period of time specified above.</p>	<p>Article 48. The Chairman or his/her designated person shall send a notice of the Board of Directors' meeting to all Directors by registered post or in person or Electronic mail or by messenger, as the Chairman or his/her designated may think fit, at least seven (7) days prior to the Board of Directors' meeting, except in an emergency (such as to preserve the rights and benefits of the Company) when the meeting may be called by other methods and the meeting date may be fixed sooner than the period of time specified above.</p>
<p>Clause 1 In this Announcement of the National Council for Peace and Order: “Electronic conferencing” means a conference required to be held by law, that is conducted through electronic media, whereby at least one third of the quorum shall attend the conference at the same conference venue and all of the conference attendees shall have their presence in the Kingdom of Thailand at the time during which the conference is held, although they are not present at the same venue but they are capable of attending the conference, consultation and discussion, as well as expression of their opinions via electronic media.</p>	<p>Article 49. A quorum of the Board of Directors' meeting requires the presence of at least half (1/2) of all Directors. If the Chairman is not present or is unable to perform his/her duties, the Vice Chairman shall act as the presiding Chairman. In case of the Vice Chairman's inability to perform his/her duties, the Directors present at the meeting shall elect among them the presiding Chairman.</p>	<p>Article 49. A quorum of the Board of Directors' meeting requires the presence of at least half (1/2) of all Directors. The meeting of the Board of Directors can be held via teleconference through electronic devices in accordance with the Order of the Head of the National Council for Peace and Order No. 74/2557 , Announcement of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 and other laws related to the teleconference, including any amendments thereof.</p>

Proxy Form

Proxy Assignment

If the shareholder cannot attend the 2018 Annual General Meeting of Shareholders, the shareholder may assign a person or the Independent Director as the proxy to attend the meeting. Enclosed herewith are three types of Proxy Forms, one of which must be chosen by the shareholder. The three types of Proxy Forms are as follows:

1. Form A: General Proxy Form
2. Form B: Specific Proxy Form
3. Form C: Partial Proxy Form (for foreign shareholders who authorize the Custodian in Thailand)

For the shareholders wishing to assign a proxy to attend the meeting, **please choose only one of the three types of Proxy Forms listed above.**

หนังสือมอบฉันทะแบบ ก. / Proxy Form (A)

เขียนที่ / Made at

วันที่ /Dateเดือน/ Monthพ.ศ /Year

1) ข้าพเจ้า I/Weสัญชาติ/Nationality

อยู่บ้านเลขที่/Residing at.....ถนน/Road.....ตำบล/แขวง/Sub district

อำเภอ/เขต /Districtจังหวัด /Provinceรหัสไปรษณีย์ /Postal Code.....

2) เป็นผู้ถือหุ้นของบริษัท อสมท จำกัด (มหาชน) จำนวนหุ้น.....หุ้น

as a shareholder of MCOT Public Company Limited, holding a total amount of shares

3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน /Roadตำบล/แขวง /Sub district

อำเภอ/เขต/Districtจังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....หรือ/or

(2) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน /Roadตำบล/แขวง /Sub district

อำเภอ/เขต/Districtจังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....หรือ/or

(3) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน /Roadตำบล/แขวง /Sub district

อำเภอ/เขต/Districtจังหวัด/Provinceรหัสไปรษณีย์ /Postal Code

หรือมอบฉันทะให้กรรมการอิสระ/ประธานกรรมการตรวจสอบ ☐ นางภทริยา เบญจพลชัย อายุ 63 ปี หรือ ☐ นางสาวศิริกุล เลากัยกุล อายุ 58 ปี
or the Independent Director/ Chairman of the Audit Committee, ☐ Mrs.Patareeya Benjapolchai, age 63 or ☐ Miss. Sirikul Laukaikul
age 58

เลขที่/Residing at No. 63/1 ถนน/Road พระราม 9/ Rama 9 ตำบล/แขวง/Sub district ห้วยขวาง/Huaykwang

อำเภอ/เขต/District ห้วยขวาง/ Huaykwang จังหวัด/Province กรุงเทพฯ/Bangkok รหัสไปรษณีย์/Postal Code 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น บมจ. อสมท
ประจำปี 2561 ในวันศุกร์ที่ 20 เมษายน 2561 เวลา 13.30 น. ณ ห้องบอลรูม Hall A ศูนย์การประชุมแห่งชาติสิริกิติ์ เลขที่ 60 ถนนรัชดาภิเษก
เขตคลองเตย กรุงเทพมหานคร 10110

Only one of above is assigned as my/our proxy to attend and vote in the 2018 Annual General Meeting of hareholders on Friday, April 20,
2018 at 13.30 hours at Ballroom Hall A, Queen Sirikit National Convention Center, 60 Ratchadapisek Road, Klongtoey, Bangkok 10110.

หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / or at any adjournment thereof to any other date, time and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

ลงชื่อ/ Signedผู้มอบฉันทะ/Grantor

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy

วันที่/ Date/...../.....

หมายเหตุ /Remarks:

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้น ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of a shareholder cannot
be split for more than one proxy.

หนังสือมอบฉันทะแบบ ข.

Proxy Form (B)

Duty Stamp

20 Baht

ติดอากร

แสตมป์

เขียนที่ / Made at

วันที่/ Dateเดือน/ Monthพ.ศ /Year

1) ข้าพเจ้า I/Weสัญชาติ/Nationality

อยู่บ้านเลขที่/Residing at.....ถนน/Road.....ตำบล/แขวง/Sub district

อำเภอ/เขต /Districtจังหวัด /Provinceรหัสไปรษณีย์ /Postal Code

2) เป็นผู้ถือหุ้นของ/as a shareholder of บริษัท อสมท จำกัด (มหาชน)/MCOT Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding a total amount of shares, and is entitled to cast.....votes

หุ้นสามัญ/Ordinary shareหุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ /and is entitled to cast.....เสียง/votes

หุ้นบุริมสิทธิ/Preferred share.....หุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ/and is entitled to cast..... เสียง/votes

3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน /Roadตำบล/แขวง /Sub district

อำเภอ/เขต/Districtจังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....หรือ/or

(2) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน /Roadตำบล/แขวง /Sub district

อำเภอ/เขต/Districtจังหวัด/Province.....รหัสไปรษณีย์/Postal Code.....หรือ/or

(3) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน /Roadตำบล/แขวง /Sub district

อำเภอ/เขต/Districtจังหวัด/Provinceรหัสไปรษณีย์ /Postal Code

หรือมอบฉันทะให้กรรมการอิสระ/ประธานกรรมการตรวจสอบ ☐ นางภัทริยา เบญจพลชัย อายุ 63 ปี หรือ ☐ นางสาวศิริกุล เลากัยกุล อายุ 58 ปี
or the Independent Director/ Chairman of the Audit Committee, ☐ Mrs.Patareeya Benjapolchai, age 63 or ☐ Miss. Sirikul Laukaikul age 58

เลขที่/Residing at No. 63/1 ถนน/Road พระราม 9/ Rama 9 ตำบล/แขวง/Sub district ห้วยขวาง/Huaykwang

อำเภอ/เขต/District ห้วยขวาง/ Huaykwang จังหวัด/Province กรุงเทพฯ/Bangkok รหัสไปรษณีย์/Postal Code 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2561 ในวันศุกร์ที่ 20 เมษายน 2561 เวลา 13.30 น. ณ ห้องบอลรูม Hall A ศูนย์การประชุมแห่งชาติสิริกิติ์ เลขที่ 60 ถนนรัชดาภิเษก เขตคลองเตย กรุงเทพมหานคร 10110

Only one of above is assigned as my/our proxy to attend and vote in the 2018 Annual General Meeting of hareholders on Friday, April 20, 2018 at 13.30 hours at Ballroom Hall A, Queen Sirikit National Convention Center, 60 Ratchadapisek Road, Klongtoey, Bangkok 10110.

หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / or at any adjournment thereof to any other date, time and venue.

4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

☐ วาระที่ 1 : เรื่องที่ประธานฯ แจ้งให้ที่ประชุมทราบ

Agenda 1 : Report by the Chairman

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

- ☐ วาระที่ 2 : เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2560 วันศุกร์ที่ 21 เมษายน 2560

Agenda 2 : To approve the Minutes of the 2017 Annual General Meeting of Shareholders held on Friday, April 21, 2017

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

- ☐ วาระที่ 3 : เรื่อง พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2560 (วันที่ 1 มกราคม - 31 ธันวาคม 2560)

Agenda 3 : To acknowledge the report on the Company's 2017 operating results (the period between January 1 – December 31, 2017)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

- ☐ วาระที่ 4 : เรื่อง พิจารณาอนุมัติงบแสดงฐานะการเงิน บัญชีกำไรขาดทุน สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ 31 ธันวาคม 2560

Agenda 4 : To approve the Company's financial statements and income statement for the year ended December 31, 2017

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

- ☐ วาระที่ 5 : เรื่อง พิจารณาการจ่ายเงินปันผลประจำปี 2560

Agenda 5 : To approve the 2017 dividend payment

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

- ☐ วาระที่ 6 : เรื่อง รับทราบการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งก่อนครบวาระ และกรรมการที่ต้องออกตามวาระ และพิจารณาเลือกตั้งกรรมการแทน

Agenda 6 : To acknowledge the appointment of new directors in replacement of those who resigned prior to the completion of their tenure and those who are due to retire by rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

- ☐ การแต่งตั้งกรรมการทั้งชุด

The appointment of the whole Board of Directors

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล

The appointment of individual Directors

1. นายวีรศักดิ์ โสสิตไพศาล (Mr.Veerarak Kositpaisal)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

2. ศาสตราจารย์ปาริชาติ สถาปิตานนท์ (Professor Parichart Sthapitanonda)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

3. นายสุวิทย์ นาคพิระยุธ (Mr.Suvit Nakpeerayuth)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

4. นายพิเศษ จิยาศักดิ์ (Mr.Piset Chiyasak)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

5. นายธวัชชัย อรุณญิก (Mr. Thawatchai Arunyik)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

- ☐ วาระที่ 7 : เรื่อง พิจารณานุมัติค่าตอบแทนของกรรมการบริษัท

Agenda 7 : To approve directors' remuneration

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

- ☐ วาระที่ 8 : เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชี ประจำปี 2561

Agenda 8 : To approve the appointment of the Auditor for the year 2018

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

- ☐ วาระที่ 9 : พิจารณานุมัติการแก้ไขข้อบังคับ บมจ. อสมท

Agenda 9 : To approve the amendment of MCOT's regulations

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

- ☐ วาระที่ 10 : เรื่องอื่นๆ (ถ้ามี) / Agenda 9 : Others (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

ลงชื่อ/ Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy
(.....)

วันที่/ Date/...../.....

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder assigning a proxy can authorize only one proxy to attend the meeting and cast the vote on his/her /their behalf and all votes of a shareholder cannot be split for more than one proxy.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
- Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

ใบประกอบแบบพิมพ์หนังสือมอบฉันทะ (แบบ ข.) / Annex to the Form of Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อสมท จำกัด (มหาชน) / Grant of proxy as a shareholder of MCOT Plc.

ในการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2561 ในวันศุกร์ที่ 20 เมษายน 2561 เวลา 13.30 น. ณ ห้องบอลรูม Hall A ศูนย์การประชุมแห่งชาติสิริกิติ์ เลขที่ 60 ถนนรัชดาภิเษก เขตคลองเตย กรุงเทพมหานคร 10110

At the 2018 Annual General Meeting of Shareholders on Friday, April 20, 2018 at 13.30 hours at Ballroom Hall A, Queen Sirikit National Convention Center, 60 Ratchadapisek Road, Klongtoey, Bangkok 10110.

หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย / or at any adjournment there of to any other date, time and venue.

☐ วาระที่ /Agenda..... เรื่อง /Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ 4. ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ /Agenda..... เรื่อง /Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

☐ วาระที่ 6 : เรื่อง รับทราบการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งก่อนครบวาระ และกรรมการที่ต้องออกตามวาระ และพิจารณาเลือกตั้งกรรมการแทน

Agenda 6 : To acknowledge the appointment of new directors in replacement of those who resigned prior to the completion of their tenure and those who are due to retire by rotation

ชื่อกรรมการ

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

ชื่อกรรมการ

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

ชื่อกรรมการ

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

ชื่อกรรมการ

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

ชื่อกรรมการ

☐ เห็นด้วย / Approve

☐ ไม่เห็นด้วย / Not approve

☐ งดออกเสียง / Abstain

หนังสือมอบฉันทะแบบ ค.

Proxy Form C

Duty Stamp
20 Baht
ติดอากรแสตมป์
20 บาท

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลผู้ถือหุ้น)
(for foreign shareholders who authorize the Custodian in Thailand.)

เขียนที่ / Made at

วันที่/Date.....เดือน/Monthพ.ศ./Year

1) ข้าพเจ้า I/Weสัญชาติ/Nationality.....

อยู่บ้านเลขที่/Residing at.....ถนน/Road.....ตำบล/แขวง/Sub district

อำเภอ/เขต /Districtจังหวัด /Provinceรหัสไปรษณีย์ /Postal Code.....

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลผู้ถือหุ้นให้กับ.....

As the Custodian of (Please specify the fund name / Shareholder name)

ซึ่งเป็นผู้ถือหุ้น ของ/ as a shareholder of บริษัท อสมท จำกัด (มหาชน)/ MCOT Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding a total amount ofshares, and is entitled to castvotes

หุ้นสามัญ/Ordinary shareหุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ /and is entitled to cast.....เสียง/votes

หุ้นบุริมสิทธิ/Preferred share.....หุ้น/shares และออกเสียงลงคะแนนได้เท่ากับ/and is entitled to cast.....เสียง/votes

2) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน/Roadตำบล/แขวง/Sub district.....

อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Codeหรือ/or

(2) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน/Roadตำบล/แขวง/Sub district.....

อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Codeหรือ/or

(3) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน/Roadตำบล/แขวง/Sub district.....

อำเภอ/เขต/District.....จังหวัด/Province.....รหัสไปรษณีย์/Postal Code

หรือมอบฉันทะให้กรรมการอิสระ/ประธานกรรมการตรวจสอบ ☐นางภทริยา เบญจพลชัย อายุ 63 ปี หรือ☐นางสาวศิริกุล เลากัยกุล อายุ 58 ปี
or the Independent Director/ Chairman of the Audit Committee, ☐Mrs.Patareeya Benjapolchai, age 63 or ☐Miss. Sirikul Laukaikul age 58

เลขที่/Residing at No. 63/1 ถนน/Road พระราม 9/ Rama 9 ตำบล/แขวง/Sub district ห้วยขวาง/Huaykwang

อำเภอ/เขต/District ห้วยขวาง/ Huaykwang จังหวัด/Province กรุงเทพฯ/Bangkok รหัสไปรษณีย์/Postal Code 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2561 ในวันศุกร์ที่ 20 เมษายน 2561 เวลา 13.30 น. ณ ห้องบอลรูม Hall A ศูนย์การประชุมแห่งชาติสิริกิติ์ เลขที่ 60 ถนนรัชดาภิเษก เขตคลองเตย กรุงเทพมหานคร 10110

Only one of above is assigned as my/our proxy to attend and vote in the 2018 Annual General Meeting of hareholders on Friday, April 20, 2018 at 13.30 hours at Ballroom Hall A, Queen Sirikit National Convention Center, 60 Ratchadapisek Road, Klongtoey, Bangkok 10110.

หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / or at any adjournment thereof to any other date, time and venue.

3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

The number of votes for which I/We authorize the Proxy to vote in this meeting is

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To authorize the Proxy to cast the votes pursuant to the total number of shares

☐ มอบฉันทะบางส่วน คือ

To authorize the Proxy to cast the votes less than the total number of shares

☐ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง

Ordinary share.....shares, and is entitled to cast.....votes

☐ หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Preference Share.....shares, and is entitled to cast.....votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด/ Total.....เสียง/ votes

4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

☐ วาระที่ 1 : เรื่องที่ประธานฯ แจ้งให้ที่ประชุมทราบ / Agenda 1 : Report by the Chairman

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstain.....เสียง/ vote(s)

☐ วาระที่ 2 : เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2560 วันศุกร์ที่ 21 เมษายน 2560

Agenda 2 : To approve the Minutes of the 2017 Annual General Meeting of Shareholders held on Friday, April 21, 2017

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstain.....เสียง/ vote(s)

☐ วาระที่ 3 : เรื่อง พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2560 (วันที่ 1 มกราคม - 31 ธันวาคม 2560)

Agenda 3 : To acknowledge the report on the Company's 2017 operating results (the period between January 1 – December 31, 2017)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstain.....เสียง/ vote(s)

☐ วาระที่ 4 : เรื่อง พิจารณานุมัติงบแสดงฐานะการเงิน บัญชีกำไรขาดทุน สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ 31 ธันวาคม 2560

Agenda 4 : To approve the Company's financial statements and income statement for the year ended December 31, 2017

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstain.....เสียง/ vote(s)

☐ วาระที่ 5 : เรื่อง พิจารณาการจ่ายเงินปันผลประจำปี 2560

Agenda 5 : To approve the 2017 dividend payment

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstain.....เสียง/ vote(s)

☐ วาระที่ 6 : เรื่อง รับทราบการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งก่อนครบวาระ และกรรมการที่ต้องออกตามวาระ

และพิจารณาเลือกตั้งกรรมการแทน

Agenda 6 : To acknowledge the appointment of new directors in replacement of those who resigned prior to the completion of their tenure and those who are due to retire by rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

- ☐ การแต่งตั้งกรรมการทั้งชุด /The appointment of the whole Board of Directors

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ จดออกเสียง/Abstain.....เสียง/ vote(s)

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล

The appointment of individual Directors

1. นายวีรศักดิ์ โสสิตไพศาล (Mr.Veerarak Kositpaisal)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

2. ศาสตราจารย์ปาริชาติ สถาปิตานนท์ (Professor Parichart Sthapitanonda)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

3. นายสุวิทย์ นาคพิระยุทธ (Mr.Suvit Nakpeerayuth)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

4. นายพิเศษ จิยาศักดิ์ (Mr.Piset Chiyasak)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

5. นายธวัชชัย อรุณญิก (Mr.Thawatchai Arunyik)

☐ เห็นด้วย / Approve ☐ ไม่เห็นด้วย / Not approve ☐ จดออกเสียง / Abstain

- ☐ วาระที่ 7 : เรื่อง พิจารณานุมัติค่าตอบแทนของกรรมการบริษัท

Agenda 7 : To approve directors' remuneration

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ จดออกเสียง/Abstain.....เสียง/ vote(s)

- ☐ วาระที่ 8 : เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชี ประจำปี 2561

Agenda 8 : To approve the appointment of the Auditor for the year 2018

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

- ☐ วาระที่ 9 : วาระที่ 9 : พิจารณานุมัติการแก้ไขข้อบังคับ บมจ. อสมท

Agenda 9 : To approve the amendment of MCOT's regulations

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ จดออกเสียง/Abstain.....เสียง/ vote(s)

- ☐ วาระที่ 10 : เรื่องอื่นๆ (ถ้ามี) / Agenda 9 : Others (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐งดออกเสียง/Abstain.....เสียง/ vote(s)

5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

The Proxy's voting on any matters that are not pursuant to what is specified in this Proxy Form is considered invalid and would not be regarded as a shareholders voting.

ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case that I/we do not express my/our intention to vote on a particular matter, or do not express my/our intention clearly, or in case that the Meeting considers and resolves matters other than those specified above, as well as the case that there is any amendment made or provision of additional facts, the Proxy is entitled to consider and vote on my/our behalf as the Proxy deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act (s) undertaken by the Proxy at such meeting shall be deemed as my/our own act (s) in every respect.

ลงชื่อ/ Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy
(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy
(.....)

วันที่/ Date/...../.....

หมายเหตุ / Remarks:

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders as registered in the registration book who authorize the Custodian in Thailand use the Proxy from C

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ / Evidences to be enclosed with the proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian

3. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder assigning a proxy must authorize only one proxy to attend the meeting and cast the votes on his/her/their behalf and all votes of such shareholder cannot be split for more than one proxy.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อบทหนังสือมอบฉันทะแบบ ค. ตามแนบ Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form C.

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ (แบบ ค.) /Annex to the Form of Proxy (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อสมท จำกัด (มหาชน)/ Grant of proxy as a shareholder of MCOT Plc.

ในการประชุมสามัญผู้ถือหุ้น บมจ. อสมท ประจำปี 2561 ในวันศุกร์ที่ 20 เมษายน 2561 เวลา 13.30 น. ณ ห้องบอลรูม Hall A ศูนย์การประชุมแห่งชาติสิริกิติ์ เลขที่ 60 ถนนรัชดาภิเษก เขตคลองเตย กรุงเทพมหานคร 10110

At the 2018 Annual General Meeting of Shareholders on Friday, April 20, 2018 at 13.30 hours at Ballroom Hall A, Queen Sirikit National Convention Center, 60 Ratchadapisek Road, Klongtoey, Bangkok 10110.

หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย / or at any adjournment there of to any other date, time and venue.

☐ วาระที่ /Agenda..... เรื่อง /Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstainเสียง/ vote(s)

☐ วาระที่ /Agenda..... เรื่อง /Subject

☐ (ค) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

☐ (ง) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows;

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstainเสียง/ vote(s)

☐ วาระที่ 6 : เรื่อง รับทราบการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งก่อนครบวาระ และกรรมการที่ต้องออกตามวาระ และพิจารณาเลือกตั้งกรรมการแทน

Agenda 6 : To acknowledge the appointment of new directors in replacement of those who resigned prior to the completion of their tenure and those who are due to retire by rotation

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstainเสียง/ vote(s)

ชื่อกรรมการ

☐ เห็นด้วย/Approveเสียง/vote(s) ☐ ไม่เห็นด้วย/Not approveเสียง/vote(s) ☐ งดออกเสียง/Abstainเสียง/ vote(s)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.

เอกสารประกอบการพิจารณาการณิผู้ถือหุ้นมอบหมายให้กรรมการอิสระเป็นผู้รับมอบฉันทะ
Document submitted for consideration in the case that a shareholder assigning a proxy to the
Independent Director

ประวัติกรรมการอิสระ บมจ. อสมท
Resume of Independent Director, MCOT Plc.



ชื่อ - ชื่อสกุล	นางภัทรียา เบญจพลชัย
Name-Surname	Mrs.Patareeya Benjapolchai
	กรรมการอิสระ/ประธานกรรมการตรวจสอบ บมจ. อสมท Independent Director /Chairman of the Audit Committee, MCOT Plc.
วันเดือนปีเกิด	31 พฤษภาคม 2497 อายุ 63 ปี
Date of Birth	May 31, 1954 Age 63
ที่อยู่	63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพฯ 10310
Address	63/1 Rama 9 Road, Huay Kwang, Bangkok 10310
ประวัติการศึกษา	- ปริญญาโท พานิชยศาสตร์ (บริหารธุรกิจ) มหาวิทยาลัยธรรมศาสตร์
Education	- MBA, Thammasart University - ประกาศนียบัตรด้านการสอบบัญชีชั้นสูง จุฬาลงกรณ์มหาวิทยาลัย - Certificate, Advanced Accounting and Auditing Certificate, Chulalongkorn University - ปริญญาตรี บัญชี (บัญชีทฤษฎี) จุฬาลงกรณ์มหาวิทยาลัย - B.A. in Accountancy, Chulalongkorn University
ตำแหน่งงานปัจจุบัน	- บริษัทจดทะเบียน / Listed companies
Current Position	<ul style="list-style-type: none">• กรรมการ บมจ. ทีเอสโก้ไฟแนนเชียลกรุ๊ป• Director, TISCO Financial Group Plc.• กรรมการ บมจ.ไทยคม• Director, THAICOM Plc. <ul style="list-style-type: none">- บริษัท/หน่วยงานอื่น ๆ /Companies/Other Companies• กรรมการ ธนาคารทีเอสโก้ จำกัด (มหาชน)• Director, TISCO Bank Plc.• กรรมการ บมจ. บางกอกกล๊าส• Director, Bangkok Glass Plc.• กรรมการ สมาคมส่งเสริมสถาบันกรรมการบริษัทไทย• Director, Thai Institute of Directors Association
ประวัติการทำงาน	- ประธานกรรมการตรวจสอบ สำนักงานคณะกรรมการกำกับตลาดสินค้าเกษตรล่วงหน้าแห่งประเทศไทย
Work Experience	Chairman of Audit Committee, The Office of the Agricultural Future Trading Commission

ส่วนได้เสียในวาระการประชุม

ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นครั้งนี้

Conflict in Item

Not having conflict of interest in any agenda proposed to this Annual General Meeting of Shareholders

เอกสารประกอบการพิจารณาการณิผู้ถือหุ้นมอบหมายให้กรรมการอิสระเป็นผู้รับมอบฉันทะ
Document submitted for consideration in the case that a shareholder assigning a proxy to the
Independent Director

ประวัติกรรมการอิสระ บมจ. อสมท
Resume of Independent Director, MCOT Plc.



ชื่อ-ชื่อสกุล Name-Surname	นางสาวศิริกุล เลากัยกุล Miss Sirikul Laukaikul กรรมการอิสระ/ประธานกรรมการกำหนดค่าตอบแทน Independent Director /Chairman of Remuneration Committee
วันเดือนปีเกิด Date of Birth	9 เมษายน 2502 อายุ 58 ปี Aprilt 9, 1959 Age 58
ที่อยู่ Address	63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพฯ 10310 63/1 Rama 9 Road, Huay Kwang, Bangkok 10310
ประวัติการศึกษา Education	- ปริญญาเอก การพัฒนาทรัพยากรมนุษย์ (หลักสูตรภาษาอังกฤษ) Bhurapa University & Victoria University ประเทศออสเตรเลีย - Ph.D. Human Resource Development, International Program, Bhurapa University & Victoria University, Australia - ปริญญาโท Advertising Management มหาวิทยาลัยเท็กซัส ออสติน เท็กซัส ประเทศสหรัฐอเมริกา - M.A. Advertising Management, University of Texas at Austin, Austin Texas, USA - ปริญญาตรีนิเทศศาสตร์ สาขาการสื่อสารมวลชน (ภาพยนตร์) จุฬาลงกรณ์มหาวิทยาลัย - B.A. Mass Communications, Major Flim Production, Chulalongkom University
ตำแหน่งงานปัจจุบัน Current Position	- บริษัทจดทะเบียน / Listed companies - None - - บริษัท/หน่วยงานอื่นๆ /Companies/Other Companies - Founder&Principal Consultant บริษัท ที่ปรึกษาแบรนด์บ๊อง จำกัด - Founder & Principal Consultant, The Brandbeing Consultant Co., Ltd. - กรรมการ บริษัท บิอิงซ์สเทน จำกัด - Director, Being Sustain Co., Ltd.
ประวัติการทำงาน Work Experience	- ที่ปรึกษาคณะกรรมการ การท่องเที่ยวแห่งประเทศไทย - Board Advisor, Tourism Authority of Thailand - กรรมการส่งเสริมกิจการศูนย์รับบริจาคอวัยวะ สภากาชาดไทย - Member of Promotion Business Committee, The Thai Red Cross Organ Donation Centre

ส่วนได้เสียในวาระการประชุม

ไม่มีส่วนได้เสียในวาระที่เสนอในการประชุมสามัญผู้ถือหุ้นครั้งนี้

Conflict in Item

Not having conflict of interest in any agenda proposed to this Annual General Meeting of Shareholders

Instructions for Attending the Meeting, Assigning a Proxy and Voting Process**1. In case the shareholder attends the Meeting in person**

- **Completed and signed Registration Form (Enclosure 12)**
- **Thai Shareholders:** Present an ID card or government-issued ID card
- **Foreign Shareholders:** Present a foreign ID card, or a passport or other identification documents
- **Name / Surname change:** Present certified documents

2. In case the shareholder assigns a Proxy

- The shareholder assigning a proxy may assign more than one proxy but only one proxy can attend the Meeting and cast the votes on his/her behalf, as indicated in the attached Proxy Form.
- The shareholder may express his/her wish to assign a proxy to cast a vote as APPROVE, NOT APPROVE or ABSTAIN on each subject matter separately in the proxy form.
- The proxy must submit the completed proxy form, with the shareholder's and the proxy's signatures and a 20-Baht Duty Stamp affixed, to the Chairman of the Meeting or representative of the Chairman ahead of the Meeting. Any correction made in the proxy form must be signed by the shareholder. (The Duty Stamp will be provided by MCOT Plc.).

Documents Required for Assigning a Proxy

- **In case a shareholder assigning a proxy is a Thai citizen:**
 - 1) Registration form (Enclosure 12) that is signed by a proxy
 - 2) A completed proxy form with signature of a shareholder and a proxy (as attached with the invitation, either form A or form B), which can be downloaded from www.mcot.net/ir.
 - 3) A copy of ID card or government-issued ID card signed and certified as a true copy by a shareholder.
 - 4) A copy of ID card or government-issued ID card signed and certified as a true copy by a proxy.
- **In case a shareholder assigning a proxy is a foreigner:**
 - 1) Registration form (Enclosure 12) with signature of a proxy
 - 2) A completed proxy form with signature of a shareholder and a proxy (as attached with the invitation, either form A or form B), which can be downloaded from www.mcot.net/ir.
 - 3) A copy of passport, certificate of alien, or other identification documents signed and certified as a true copy by a shareholder.
 - 4) A copy of passport, certificate of alien, or other identification documents signed and certified as a true copy by a proxy
- **In case a shareholder assigning a juristic person as a proxy:**
 - **Thai juristic person:**
 - 1) Registration form with signature of a proxy
 - 2) A completed proxy form with signature of a juristic person assigned as proxy and shareholder (as attached with the invitation, either form A or form B), which can be downloaded from www.mcot.net/ir.
 - 3) A copy of the Company's affidavit issued by the Ministry of Commerce, with less than 1 year validity, signed and certified as a true copy by an authorized person of the company together with a copy of the ID card or government-issued ID card signed and certified as a true copy of an authorized person.
 - 4) A copy of ID card or government-issued ID card signed and certified as a true copy by an authorized person.
 - 5) A copy of ID card or government-issued ID card signed and certified as a true copy by a proxy.
- **In case a shareholder who is a foreign investor and appoints a custodian in Thailand as a share depositary:**
 - 1) Registration form (Enclosure 12) with signature of a proxy
 - 2) A completed proxy form C (as attached with the invitation) with signature of an authorized juristic person and a proxy, which can be downloaded from www.mcot.net/ir.

- 3) A copy of juristic person certificate of a custodian issued by the Ministry of Commerce, with less than 1 year validity, signed and certified as a true copy by an authorized person or proxy of a custodian (a proxy can certify a true copy on a proxy form)
- 4) A copy of ID card or government-issued ID card signed and certified as a true copy by an authorized person of a custodian
- 5) A copy of ID card or government-issued ID card signed and certified as a true copy by a proxy
- 6) A letter confirming that a custodian is a signatory in the proxy form and is authorized to operate custodian business
- 7) A copy of a proxy letter stating that a foreign shareholder grants authorization to a custodian to sign in a proxy form on behalf of such shareholder

English translation is required for any original document that is not in English. Such translation must be certified true by a shareholder or authorized person of a juristic person.

- **In case of using fingerprinting instead of signature**, use the left thumb and complete the following statement “Fingerprint taken from the left thumb of”. Fingerprinting must be carried out before 2 witnesses with their signature certifying such fingerprint as a real fingerprint of that person and submit a copy of their ID card or government ID card signed and certified as a true copy.
- In case a shareholder cannot attend the Meeting, such shareholder may assign a person or the following independent director as a proxy to vote on his/her behalf:

1. **Mrs.Patareeya Benjapolchai Chairman of the Audit Committee, MCOT Plc. or**
2. **Miss Sirikul Laukaikul Chairman of Remuneration Committee**
(Proxy Form)
Corporate Secretaty Department, MCOT Plc.
63/1 Rama IX Road, Huay kwang
Bangkok 10310

The shareholder wishing to assign the Independent Director as a proxy, please submit a complete Proxy Form in accordance with the above mentioned principles together with relevant documents to the company secretary at least 1 day prior to the Meeting.

- **To register**, a proxy must show his/her ID card or government ID card or passport (if a foreigner).

3. **In case that the shareholder is deceased:** The administrator may attend the Meeting or assign a proxy. The presentation of the court’s order appointing such person as the administrator with signature of an authorized person not exceeding 6 months prior to the Meeting is also required during the registration.
4. **In case that the shareholder is a minor:** Father or mother or legal parent may attend the meeting or assign a proxy. A copy of home registration certificate is also required.
5. **In case that the shareholder is an incompetent person:** A guardian of incompetent person may attend the Meeting or assign a proxy. The presentation of a court’s order appointing that person as a guardian and signed by an authorized person not exceeding 6 months prior to the Meeting is required.

Registration Process

The registration will start 3 hours before the Meeting or at 10.00 hrs.

- Attending the Meeting in person
 - Present a registration form on which a barcode is affixed as well as required documents to staff at a registration point.
 - Obtain a ballot.
- Assigning a proxy
 - Lodge one completed proxy form that is signed by both shareholder and proxy along with required documents to staff at a document verification point.
 - Contact a registration point to present a registration form on which a barcode is affixed, a proxy form and required documents that are already verified.
 - Obtain a ballot.

Number of Shareholders to convene the Meeting

The Meeting shall not start until the number of shareholders attending the Meeting forms a quorum, 25 shareholders and proxies, or no less than 50% (1/2) of the total number of shareholders holding shares, when combined, no less than 1/3 of the total number of the paid up capital.

Voting Process

1. The Voting must be carried out in public, 1 share for 1 vote and the resolution passed by the Meeting is determined as follows:
 - **Ordinary Case**: The adoption of the resolution of the Meeting requires a majority of the votes cast by shareholders attending the Meeting and having voting rights. In the event of an equal number of votes, the Meeting Chairman shall give the casting vote.
 - **Other Cases, as defined in the laws or the Company's regulations as an extraordinary case**: The voting process shall be carried out in accordance with such regulations. The Chairman of the Meeting shall notify the Meeting of such voting prior to commencement of the voting process.
2. Voting by a proxy: The proxy has to vote strictly in accordance with what the shareholder has indicated in the Proxy Form.
3. Shareholders who have personal interest in a matter which relates to the Company's affairs shall be prohibited to vote on that matter. The Chairman of the Meeting may ask them to leave the meeting room until the voting procedure on that matter has been completed.
4. Confidential voting can be carried out at the request of at least 5 shareholders and the resolution passed by the Meeting to carry out such a confidential voting is required. The Chairman of the Meeting shall determine the voting process and notify the Meeting of such voting prior to commencement of the voting process.
5. Clause No. 29 of the Company's regulations stipulates that the adoption of the resolution of the Meeting requires a majority of the votes cast by shareholders attending the Meeting and having voting rights. In case of equal number of votes, the Chairman of the Meeting shall have the casting vote.

MCOT Plc. reserves the right to allow only persons with all required documents to attend the Meeting.

Regulations on the Shareholder Meeting and the Voting Instruction**No. 20**

The Board of Directors shall hold the Annual General Meeting of shareholders within four months from the date ending the account period of the Company. Other Meetings of shareholders in addition to the Annual General Meeting shall be called the “Extraordinary General Meeting”, and the Board of Directors may convene the Extraordinary General Meetings of shareholders any time it deems expedient.

No. 21

Shareholders holding an aggregate number of shares not less than one-fifth of the total number of shares sold or shareholders in a number not less than twenty-five holding an aggregate number of shares not less than one-tenth of the total number of shares sold may subscribe their name to a notice requesting the Board of Directors to convene an extraordinary meeting of shareholders at any time but they must also specify reasons for such request in the notice. In such case, the Board of Directors must arrange for a meeting of shareholders within one month from the date of receipt of the notice.

No. 22

In convening a meeting of shareholders, the Board of Directors shall send out the document for the meeting to the shareholders and the Registrar for information not less than seven days before the date of the meeting. And the document shall specify place, date, time, agenda and matters to be set forth to the meeting together with reasonable details, approval, or consideration, including opinion of the Board of Directors on said matters. The document for the meeting shall also be announced in a newspaper for not less than three days before the date of the meeting.

No. 24

The Shareholders shall be eligible to attend the Meeting and to vote in every Shareholder’s Meeting. With respect to voting, every share entitles the shareholder to cast one vote. Voting shall be conducted openly unless five shareholders or more request a secret vote and the Meeting resolves accordingly. The procedures for conducting a secret vote shall be specified by the Chairman.

No.25

The shareholders may authorize other persons as proxies to attend and vote on their behalves.

The proxy shall submit this Proxy Form to the Chairman or the person designated by the Chairman before attending the Meeting. As required by the Limited Public Company Act B.E. 2535, the Proxy Form must specify the details as follows:

- (1) Number of shares being held by the grantor
- (2) Name of the proxy
- (3) Date and number of the meeting

The proxy has the number of votes equivalent to the total number of shares of the shareholder who assigns the proxy, unless, before the voting process, the proxy announces to the meeting to vote only for some shareholders, by indicating the name and number of shares of shareholders who assign the proxy.

No. 26

There must be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders, representing an aggregate number of shares not less than one-third of the total number of sold shares to constitute a quorum. If such meeting is convened due to the request of shareholders under Article No. 21, number of the shareholders present is insufficient to form a quorum upon the lapse of one hour from the time fixed for the meeting commencement, it shall be cancelled. But if such meeting is convened not up to the request of shareholders under No. 21, it shall be reconvened and the document for the meeting shall be sent to the shareholders not less than seven days and not more than fourteen days ahead of the date of the meeting, and no quorum is required in this case.

No. 28

The Chairman of the Shareholders' Meeting shall conduct the Meeting in accordance with these regulations and in the order of the agenda stated in the notice calling for meeting, unless the Meeting has passes a resolution changing the order of priority of the agenda with a vote of not less than two-thirds of the number of the shareholders attending the Meeting.

After the Meeting has been convened in accordance with the first paragraph, the shareholders holding no less than one-thirds of the total number of the shares sold may request the Meeting to consider matters other than those indicated in the notice calling for the Meeting.

If the Meeting does not complete the consideration of the agenda under the first paragraph or the matters raised by the shareholders under the second paragraph, as the case may be, and if necessary to postpone the Meeting, the Meeting shall fix the place, date and time for holding the next Annual General Meeting and the Board of Directors shall send out notice calling for such Meeting to the Shareholders no less than seven days prior to the date of such Meeting. The said notice shall be published for three consecutive days in a newspaper not less than three days prior to the date of the Meeting.

No.29

A resolution of the meeting of shareholders shall be supported by the majority of votes of the shareholders attending the Meeting and having voting rights. In the event of equal number of votes, the Meeting Chairman shall give the casting vote.

No.30

The decision-making on the following matters requires not less than three-fourth of total number of shareholders attending the Meeting and eligible to vote:

- (1) To amend contracts and regulations of the Company
- (2) To rise authorized capital
- (3) To reduce authorized capital
- (4) To issue and trade corporate bond
- (5) To merge the firms
- (6) To announce the liquidation
- (7) To trade or transfer the corporate businesses to other party partly or entirely
- (8) To purchase or take over corporate businesses of other companies, whether public company limited of company
- (9) To amend or cancel the contracts on corporate leasing partly or entirely
- (10) To assign other party to manage corporate businesses or
- (11) To merge the firm on the purpose of profit or loss share

No.31

Shareholders who have personal interest in a matter which relates to the Company's affairs shall be prohibited to vote on that matter, unless the agenda relating the vote for electing Directors.

No.34

The remuneration of the Board of Directors, if not provided herein, shall be determined in accordance with the resolutions of the Annual General Meeting of Shareholders, having at least a two-third (2/3) majority if those members eligible and present to vote.

No. 37

The rules and means for the Director selection for the Meeting of Shareholders are as follows:

- (1) One share is equivalent to one vote.
- (2) Each shareholder is able to cast all the votes pursuant to (1) for one or more nominated Directors without preference.
- (3) The nominated Directors who rank first and other respectively pursuant to the votes they received will be selected directors as the total number of directors specified. In case equal votes exceed number of directors, the Chairman of the Meeting is required to cast the vote.

Inquiry Submission in advance of the 2018 Annual General Meeting of Shareholders

Realizing the importance of the Company's shareholders as well as the promotion of the principles of corporate governance, MCOT has made an inquiry submission system available to its shareholders for submitting their inquiry relating to the meeting agenda in advance of the Shareholders' Meeting, the details of which are as follows:

1. Qualifications of shareholders eligible to submit their inquiries in advance of the Shareholders' Meeting.

Being shareholders eligible to attend and vote at the 2017 Annual General Meeting of Shareholders, whose names appear on the Company's share register book on the record date to determine shareholders eligible to attend the Shareholders' Meeting and on the closing date on which name list of shareholders is compiled in accordance with the Section 225 of the Securities and Exchange Act B.E.2535 (1992) by closing the share register book prior to the Shareholders' Meeting.

2. Inquiry submission together with the following shareholders' details

- 1) Name, address, phone and facsimile number(s), e-mail address (if any) as well as the number of shares held by each shareholder.
- 2) Inquiries to be proposed to the Shareholders' Meeting must meet the following requirements.
 - (1) Relevant to the following meeting agenda of the 2018 Annual General Meeting of Shareholders
 - To acknowledge the report on the Company's 2017 operating results (the period between January 1 - December 31, 2017)
 - To approve the Company's financial statements and income statement for the year ended December 31, 2017
 - To approve the 2017 dividend payment
 - To acknowledge the appointment of new directors in replacement of those who resigned prior to the completion of their tenure and those who are due to retire by rotation
 - To approve directors' remuneration
 - To approve the appointment of the Auditor the year 2018
 - To approve the amendment of MCOT's regulations
 - (2) Other material information

3. Channels for inquiry submission

- 1) The Company's web site: www.mcot.net/ir
- 2) E-mail : cgmcot@mcot.net
- 3) Registered mails to the following address:

Corporate Secretary Department (Inquiry Submission in advance)
MCOT Public Company Limited
63/ 1 Rama IX Road, Huaykwang
Bangkok 10310

- 4) Facsimile No. + 66 (0) 2245 1854

4. Inquiry Submission Period

Inquiry submission period has been scheduled between March 27 – April 7, 2018.

5. Answering inquiries submitted in advance of the 2016 Annual General Meeting of Shareholders

MCOT Plc. will consider answering inquiries submitted in advance of the 2017 Annual General Meeting of Shareholders via e-mails, facsimile and other channels as appropriate to allow other shareholders to equally receive information.

Inquiry Form
to be submitted in advance of
the 2018 Annual General Meeting of Shareholders

Please return the completed form to:

- 1) The Company's web site: www.mcot.net/ir
- 2) Email : cgmcot@mcot.net
- 3) Registered mails to the following address:
Corporate Secretary Department (Inquiry Submission in advance)
MCOT Public Company Limited
63/ 1 Rama IX Road, Huaykwang
Bangkok 10310
- 4) Facsimile No. +66 (0) 2245 1854.

To Corporate Secretary Department

My name is, age,

holding shares, residing at

.....

....., tel:.....,

fax:....., e-mail:.....,

would like to submit the following inquiry (inquiries) in advance of the the 2018 Annual

General Meeting of Shareholders:.....

.....

.....

.....

.....

.....

Inquiry submission period has been scheduled between March 27 – April 7, 2018.

**Request Form for the 2017 Annual Report
and the 2017 Sustainable Development Report**

Please fill in and send this form on Facsimile No. +66 (0) 2245 1854 or mail to:

Corporate Secretary Department (Request for 2017 Annual Report and SD Report)
MCOT Public Company Limited
63/1 Rama IX Road, Huay Kwang
Bangkok 10310

or e-mail to cgmcot@mcot.net

To Corporate Secretary Department

Name.....

residing at

.....

.....

.....

.....

Telephone.....

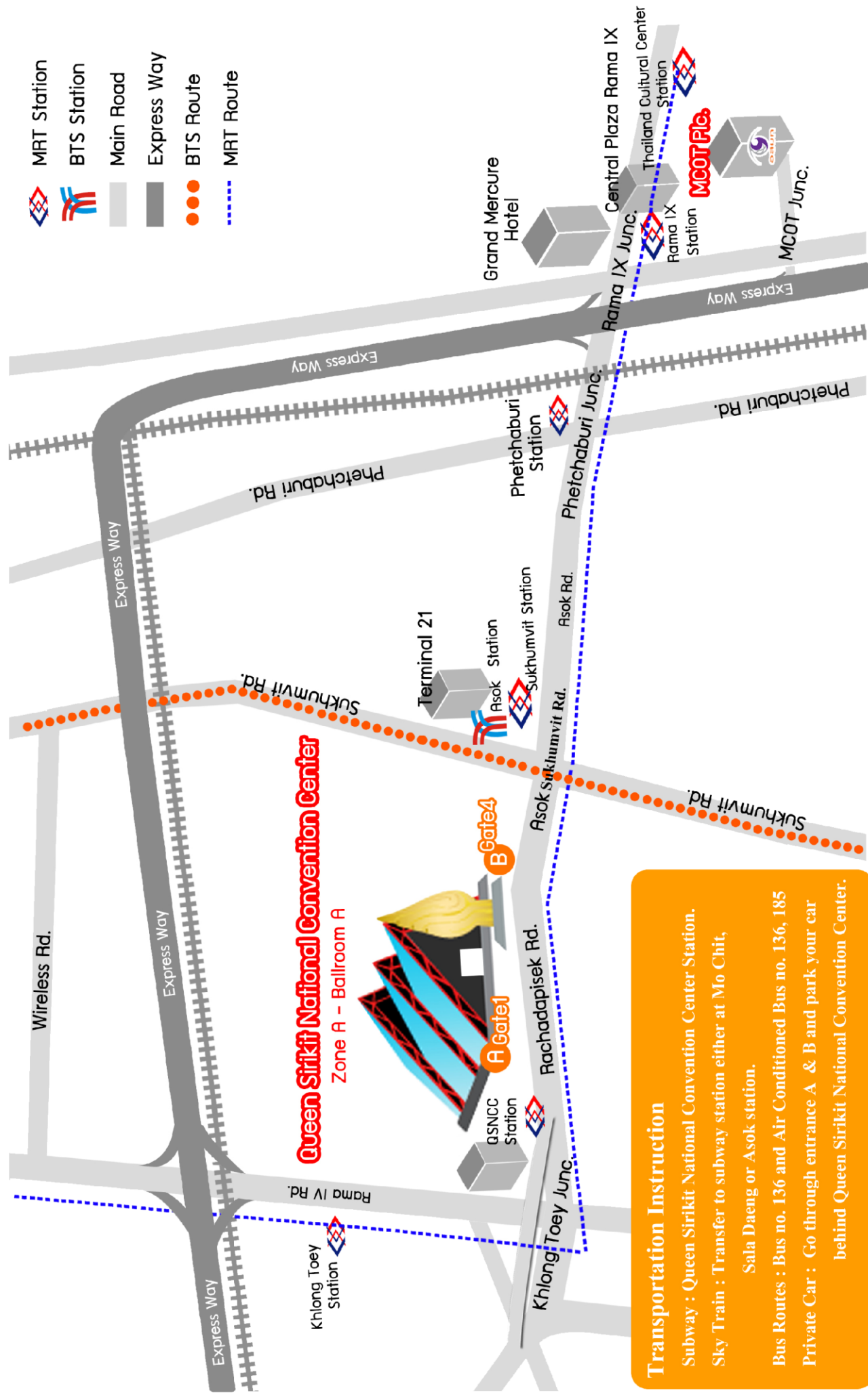
I would like to receive the following document(s) in the form of printed book(s).

☐ The 2017 Annual Report

☐ The 2017 Sustainable Development Report

Map of Queen Sirikit National Convention Center

Venue of MCOT Annual General Meeting of Shareholders



Transportation Instruction

Subway : Queen Sirikit National Convention Center Station.

Sky Train : Transfer to subway station either at Mo Chit, Sala Daeng or Asok station.

Bus Routes : Bus no. 136 and Air Conditioned Bus no. 136, 185

Private Car : Go through entrance A & B and park your car behind Queen Sirikit National Convention Center.



"หุ้นคุณ ช่วยสังคมได้"

ครบรอบ 40 ปี ตลาดหลักทรัพย์แห่งประเทศไทยที่มุ่งมั่นปฏิบัติหน้าที่
เพื่อขับเคลื่อนเศรษฐกิจไทยโดยคำนึงถึงสังคม และสิ่งแวดล้อม

เชิญชวนผู้ถือหุ้นร่วมเป็นส่วนหนึ่งในการช่วยเหลือสังคม
ด้วยการบริจาคหุ้นให้แก่มูลนิธิสายใจไทยในพระบรมราชูปถัมภ์
ผ่านโครงการ "ปันหุ้น ออมบุญ"

บริจาคได้อย่างไร >>



Service

01 > กรอกแบบคำขอบริจาคหลักทรัพย์

02 > ส่งเอกสาร

- ที่ TSD Counter Service ชั้น 1 อาคาร B ตลาดหลักทรัพย์แห่งประเทศไทย
- ทางไปรษณีย์ >>
บริษัท ศูนย์รับฝากหลักทรัพย์ (ประเทศไทย) จำกัด
ส่วนบริการลูกค้า (ชั้น1)
เลขที่ 93 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400
- ที่บริษัทหลักทรัพย์ (โบรกเกอร์) ที่ผู้ถือหุ้นใช้บริการอยู่

เอกสารประกอบการบริจาค



- สำเนาบัตรประชาชน - กรณีผู้บริจาคเป็นบุคคลธรรมดา
- สำเนานางหนังสือรับรองบริษัท - กรณีผู้บริจาคเป็นนิติบุคคล

ดาวน์โหลดแบบคำขอบริจาคและคู่มือละเอียด
เพิ่มเติมได้ที่ www.set.or.th/tsd



แบบคำขอบริจาค



ก้าวสู่ทศวรรษที่ 5