



MCOT Public Company Limited

Documents

For

The 2011 Annual General Meeting of Shareholders

**Friday, April 22, 2011
At 13.30 hrs.**

**At Studio 1, Television Building
MCOT Plc., 63/1 Rama IX Rd.,
Huay Kwang, Bangkok 10310**

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Note: To receive the 2010 Annual Report in printed form, please complete the Request Form and fax it to the Office of Corporate Secretary.
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Ref: MCOT 6153/946

March 22, 2011

Subject: Invitation to the 2011 Annual General Meeting of Shareholders of
MCOT Public Company Limited

To Shareholders of the Company

Enclose: 1. Copy of the Minutes of the 2010 Annual General Meeting of Shareholders
on April 22, 2010
2. 2010 Annual Report (CD-Rom)
3. Comments of the Board of Directors and curriculum vitae of the nominees for Directors
4. Details of the remuneration of the Company's Directors
5. Proxy Form A, B and C (Form B is recommended) and the Independent Director's biography
6. Terms and conditions and instructions for shareholders attending the Meeting
7. Articles of Association relating to the Shareholders' Meeting and the Voting Instructions
8. Request Form (for receiving the 2010 Annual Report in printed form)
9. Registration Form (The shareholder or the Proxy must bring this Form to the Shareholders' Meeting)
10. Map of the meeting venue

The Board of Directors of MCOT Public Company Limited No.3/2011 on February 28, 2011 had a resolution to convene the 2011 Annual General Meeting of Shareholders on Friday, April 22, 2011 at 13.30 hrs. at Studio 1 Television Building, 63/1 Rama IX Rd., Huay Kwang, Bangkok 10310. The meeting agendas are as follows:

1. Report by the Chairman

2. To certify the Minutes of the 2010 Annual General Meeting of Shareholders held on April 22, 2010

Rationale: The 2010 Annual General Meeting of Shareholders was held on April 22, 2010. The minutes of the 2010 Annual General Meeting of Shareholders was submitted to the Stock Exchange of Thailand (SET) within 14 days after the meeting and posted on the Company's web site, www.mcot.net/ir, a copy of which is enclosed herewith (**Enclosure 1**.)

Opinion of the Board: The minutes of the 2010 Annual General Meeting of Shareholders of MCOT Public Company Limited held on April 22, 2010 shall be presented to the shareholders' meeting for approval as they were accurately prepared.

3. To consider the report on the Company's 2010 operating results (for the period between January 1 – December 31, 2010)

Rationale: The details of the Company's 2010 operating results were shown in the 2010 Annual Report (**Enclosure 2**), which was distributed to each shareholder together with the Documents for the 2011 AGM.

Opinion of the Board: The Company's 2010 operating results shall be presented to the shareholder's meeting for approval.

4. To consider approving the balance sheet and statement of income of the Company for the year ending December 31, 2010.

Rationale: The Company's balance sheet and statement of income for the year ending December 31, 2010 shown in the 2010 Annual Report was approved by the Office of the Auditor General of Thailand (OAG) and reviewed by the Audit Committee. The Board of Directors' Meeting No. 3/2011 on February 28, 2011 approved the Company's balance sheet and statement of income for the year ending December 31, 2010 to present the shareholders' meeting (**Enclosure 2**).

Opinion of the Board: The Company's balance sheet and the statement of income for the year ending December 31, 2010 shall be presented to the shareholders' meeting for approval.

5. To acknowledge the interim dividend distribution and to consider the dividend distribution for the year 2010

Rationale: Article 66 of the Articles of Association of the Company stipulates that no annual dividend payment can be made unless receiving the shareholders' approval. Article 68 stipulates 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 numbers of shares in equal amount on each share. The Board of Directors may pay interim dividend to the shareholders from time to time if they deem that the Company has a reasonable profit in which to do so, and the shareholders shall be informed of such dividend distribution at the next annual general meeting.

The Company's 2010 operating results for the period between January 1, - December 31, 2010 shows the Company's net profit for the period of Baht 1,422,719,832, comprising the net profit of the parent company's shareholders of Baht 1,423 million and that of its minorities of Baht 23 million.

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

Data of the Comparison of Dividend Distribution is as follows:

Details of the Dividend Distribution	Year 2010	Year 2009
• Net profit of the parent company's shareholder (million Baht)	1,423	1,389
• The numbers of shares (million)	687	687
• Annual dividend (Baht: share)	1.90	1.80
- Interim dividend (Baht: share)	0.80	0.75
- Year-end dividend (Baht: share)	1.10	1.05
• Total dividend paid (million Baht)	1,305	1,237
• Dividend distribution ratio (percentage)	92	89

Opinion of the Board: The interim dividend distribution shall be presented for acknowledgement by the shareholders' meeting and the distribution of a Baht 1.90-per-share dividend for the year 2010 shall also be proposed to the shareholders' meeting for approval. The Baht 0.80-per-share interim dividend for the operating results for the period between January 1, – June 30, 2010, has been paid on October 20, 2010. The distribution of Baht 1.10-per-share dividend for the operating results for the period between July 1 – December 31, 2010, is scheduled for May 18, 2011.

In determining the shareholders who have the right to receive the dividend, the Company will apply the names of shareholders as of the Record Date of March 18, 2011 and collect the names by closing the share register book pursuant to Section 225 of the Securities and Exchange Act B.E. 2535, on March 21, 2011.

6. To acknowledge the appointment of Directors to replace those retired by rotation

Rationale: 1. Article 38 stipulates that "In every Annual General Meeting of Shareholders, one-third of the Company's Directors shall retire by rotation. Should the number of the directors to retire by rotation not be divisible by three, a number of Directors closest to one-third of all Directors shall retire in the first year. In the first and the second year of the registration of the Company, Directors shall retire by rotation as a result of drawing a ballot. In the third and subsequent years, the longest-serving Directors shall retire. Directors who retire by rotation may resume the positions." For the year 2010, the longest-serving Directors who must retire are as follows:

- | | |
|-----------------|------------------|
| 1. Mrs. Danucha | Yindeepit |
| 2. Dr. Anusorn | Tamajai |
| 3. Mr. Pongchai | Amtanon |
| 4. Mrs. Daranee | Chareon-Rajapark |

The Company had made an announcement on its website inviting shareholders to propose agenda and qualified candidates for appointment as Directors from December 1 - 31, 2010, but neither agenda nor candidate was proposed by shareholders.

The Nomination Committee proceeded with the nomination process with consideration based on the candidates' suitable qualifications such as knowledge, capabilities, visionary leadership and relevant experience as well as other necessary qualifications that will benefit the Company's business operations. The Nomination Committee proposed to the Board of Directors a list of qualified nominees for appointment as Directors to be presented to the Shareholders' Meeting for their consideration. The qualified nominees are as follows:

- | | | |
|-----------------------|-------------------|----------------------|
| 1. Mrs. Danucha | Yindeepit | Director |
| 2. Mr. Arttachai | Burakamkovit | Independent Director |
| 3. Mr. Sutat | Kongtoranin | Independent Director |
| 4. Ass.Prof. Teerapat | Sanguankotchakorn | Independent Director |

The comments of the Board of Directors and the resume of the nominees are shown in **Enclosure 3**.

Opinion of the Board: The Directors' retirement by rotation shall be submitted for acknowledgement by the Shareholders' Meeting and the appointment of new Directors as proposed by the Nomination Committee shall be submitted to the shareholders' meeting for approval.

7. To consider approving the Directors' remuneration

Rationale: Article 34 of the Company's Articles of Association stipulates that "The remuneration of the Board of Directors, if not provided herein this Article, shall be determined in accordance with the resolutions of the Annual General Meeting of Shareholders, having at least a two-third majority vote of those members eligible and present to vote".

Having considered the Company's responsibilities and performance, the Remuneration Committee gave the opinion that the Board has successfully supervised the Company's operations last year and that all Directors have been held accountable for their considerably increasing responsibilities in accordance with the Securities and Exchange Act and other related laws and regulations. The Remuneration Committee therefore determined the remuneration of the Company's Directors as shown in **Enclosure 4**.

Opinion of the Board: The determination of the Directors' remuneration package which is monthly remuneration and meeting allowances for the year 2010 and the bonus for the year 2009 of the Board of Directors as proposed by the Remuneration Committee shall be submitted to the shareholders' meeting for approval.

8. To consider the appointment of the Company's Auditor and the determination of Auditor's remuneration for the year 2011.

Rationale: The regulations of the Ministry of Finance on State Enterprises Accounting and Financial Standard B.E. 2548 (A.D. 2005) stipulates that the Office of the Auditor General (OAG) shall be designated as state enterprises' auditor. Pursuant to such regulations, the Audit Committee proposed the appointment of the OAG as auditor of the Company receiving the following remuneration.

	2010	2011
Auditor's remuneration	1,500,000 Baht	1,600,000 Baht

Opinion of the Board: The appointment of the Office of the Auditor General (OAG) as the Company's Auditor and the determination of Baht 1.6 million remuneration for the year 2011 shall be submitted to the shareholders' meeting for approval.

In addition, the OAG does not serve as the independent auditor for the Company's subsidiaries / associated companies as they are non-state-enterprises. Consequently, they are able to appoint their own independent auditors.

9. To consider other matters (if any)

In determining the shareholders who have the right to attend the 2011 Annual General Meeting of Shareholders and to receive the dividend, the Company will apply the names of shareholders as of the Record Date of March 18, 2011 and collect the names by closing the share register book pursuant to Section 225 of the Securities and Exchange Act B.E. 2535, on March 21, 2011.

You are therefore invited to attend the Meeting at the date, time, and place specified above. The registration time will start at 10.00 hrs. Please note that there will be no souvenirs available, but snack boxes and beverage will be available for the attending shareholders and proxies. If you are unable to attend the Meeting, please appoint a proxy to attend and vote at the Meeting on your behalf by completing the enclosed Proxy Form A, B or C. The proxy must submit this Proxy Form together with other required documents to MCOT Plc. at least one day prior to the Meeting date (For your convenience, please submit your proxy form and other required documents to the Company at least 1 day prior to the Meeting date.) The Company reserves the right to refuse to register any shareholder who provides incomplete and inaccurate documents.

Yours sincerely,



(Prof. Surapon Nitikraipot)
Chairman of the Board of Directors
MCOT Public Company Limited

Office of Corporate Secretary
Tel. 0 2201 6454, 0 2201 6388
Fax: 0 2245 1854

Note:

1. The Company has posted the Document for the 2011 Annual General Meeting of Shareholders on the Company's website at www.mcot.net/ir together with enclosures and Proxy Forms.
2. The shareholders are invited to visit the operations of Modernine TV and MCOT Radio Stations on Thursday, April 22, 2011 between 10.30 – 12.00 hrs. For Interested shareholders, please register and inform your interest at 10.00 hrs.

Enclosure 1

**The Minutes of
the 2010 Annual General Meeting of Shareholders**

**Thursday, April 22, 2010
(Document for Agenda 2)**

The 2010 Annual General Meeting of Shareholders of MCOT Public Company Limited
Held on Thursday 22 April 2010
at Broadcasting Room 1, Television Station Building
MCOT Public Company Limited
63/1 Rama IX Road, Huaykwang, Bangkok 10310

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Directors present

1. Prof. Surapon Nitikraipot	Chairman
2. Mr. Nathi Premrasmi	First Vice Chairman
3. Mrs. Matana Watanalit	Second Vice Chairman
4. Assoc. Prof. Dr.Wittayatorn Tokeaw	Director
5. Dr. Anusorn Tamajai	Director
6. Mr. Yarnsak Manomaiphiboon	Director
7. Mr. Somboon Muangklam	Director
8. Mr. Pongchai Amtanon	Director
9. Mrs. Daranee Charoen-Rajapark	Director
10. Mr. Tanawat Wansom	Director and President

Directors absent

1. Mrs. Danucha Yindeepit	Official Obligation
2. Mr. Dheerasak Suwannayos	Official Obligation

Executives present

1. Mrs. Aranrat Youkong	Executive Vice President
2. Mr. Jassada Promjart	Chief Financial Officer
3. Mr. Somchit Chinsomboon	Vice President, Office of Radio and Special Activities
4. Mrs. Soontree Kaewkorn	Vice President, Office of Accounting and Finance
5. Mr. Polchai Vinijchaikul	Vice President, Office of Legal Affairs
6. Mr. Thanachai Wongthongsri	Vice President, Office of Corporate Secretary
	Corporate Secretary
7. Mr. Pornchai Piyakeasilp	TV Programming Manager
	Acting Vice President, Office of Television

Office of the Auditor General

1. Miss Preeya Khongsuk	Audit Officer 7
2. Mr. Amnuay Asawasuan	Audit Officer 5

Invitees

1. Ministry of Finance representing 452,134,022 shares (Having Mrs. Pantip Sripimon, Director of Office of State Enterprise Development, State Enterprise Policy Office as the proxy)
2. Government Saving Bank representing 78,865,978 shares (Having Miss Warapa Rojanarangsee as the proxy)
3. Other 1,016 shareholders representing 51,717,955 shares

The Meeting convened at 13.30 hrs.

Prof. Dr. Surapon Nitikraipot, Chairman, presiding over the Meeting, informed that the presence consisted of 625 on-their-behalf shareholders representing 3,501,359 shareholders and 285 proxy shareholders representing 575,144,883 shares. The total shares equaled 578,646,242 shares or 84.22% of all shares. The body of meeting met the requisite laws and regulations and the Chairman therefore declare the opening of 2010 Annual General Meeting of Shareholders. The Chairman introduced the Board of Directors and executives prior to the proceeding with agendas as follows:

The Company comprises 13 directors; 10 directors were present and 2 directors involved official obligation. However, Mr. Arttachai Burakamkovit, Director, whose tenure is less than 2 months and completes at the 2010 Annual General Meeting of Shareholders, resigned on March 11, 2010. The Company's Regulation No. 42 stipulates that in case the directorship vacates other than retirement by rotation, the Board of Directors may elect person whose qualifications are suitable and possesses no prohibited characteristics to be Director, with the exception of less than two months of tenure. In addition, Mr. Arttachai Burakamkovit is appointed to be Director of total 3 state enterprises in accordance with Qualification and Standard for State Enterprise Directors and Employees B.E. 2518 (1975) and Additional Amendment version. The Board of Directors therefore assigned

the Nomination and Remuneration Committee to select and nominate person whose qualifications, knowledge, potential and experience are suitable to the Meeting of Shareholders to elect to replace the retire-by-rotation director at this Meeting which the Company would comprise 13 directors as required. After that, the Chairman introduced Directors and executives as follows:

Directors present

1. Prof. Surapon Nitikraipot	Chairman
2. Mr. Nathi Premrasmi	First Vice Chairman
3. Mrs. Matana Watanalit	Second Vice Chairman
4. Assoc. Prof. Dr. Wittayatorn Tokeaw	Director
5. Dr. Anusorn Tamajai	Director
6. Mr. Yarnsak Manomaiphiboon	Director
7. Mr. Somboon Muangklam	Director
8. Mr. Pongchai Amtanon	Director
9. Mrs. Daranee Charoen-Rajapark	Director
10. Mr. Tanawat Wansom	Director and President

Executives present

1. Mrs. Aranrat Youkong	Executive Vice President
2. Mr. Jassada Promjart	Chief Financial Officer
3. Mr. Somchit Chinsomboon	Vice President, Office of Radio and Special Activities
4. Mrs. Soontree Kaewkorn	Vice President, Office of Accounting and Finance
5. Mr. Polchai Vinijchaikul	Vice President, Office of Legal Affairs
6. Mr. Thanachai Wongthongsri	Vice President, Office of Corporate Secretary Corporate Secretary
7. Mr. Pornchai Piyakeasilp	TV Programming Manager Acting Vice President, Office of Television

The Chairman then asked Mr. Thanachai Wongthongsri, Vice President, Office of Corporate Secretary to inform the shareholders of voting process

Mr. Thanachai Wongthongsri, Vice President, Office of Corporate Secretary, explained that in the meeting of shareholders, as each agenda ends, the shareholders who object or abstain of the vote are told to raise their hand to have company staff collect the ballots. The agenda would be approved, if the shareholders did not raise their hand. In case that the shareholders have questions and comments, they are told to raise their hand. As the Chairman allows them to do so, they are told to identify their name and surname before expression of comments.

The Meeting then proceeded with the following agendas

Agenda 1: Report from the Chairman

The Chairman informed that the Company allowed the individual shareholders to propose agendas at the Annual General Meeting of Shareholders and nominate persons to be selected the Directors in compliance with good corporate governance. The Company had disseminated the criteria and shareholders are allowed to nominate persons to be directors on website: www.mcot.net/ir on December 1-31, 2009 and Company's media such as Modernine TV, radio station nationwide and website on December 1-31, 2009, including advertisement on Komchadleuk Daily Newspaper.

As the agenda proposal and nomination of director met the deadline, no shareholders proposed the agendas or nominated director in the 2010 Annual General Meeting of Shareholders through postal service, e-mail, or facsimile.

Agenda 2: To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2009 held on August 27, 2009

The Chairman informed the Meeting that the Company has issued the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2009 on August 27, 2009 and delivered it to the Stock Exchange of Thailand within 14 days in accordance with legal requirement. The minute enclosed with the AGM document also had been delivered to shareholders prior to the Meeting. If any shareholder wishes to change the minute, shareholders are required to inform in advance. If any shareholder has no intention to make changes, the minutes would be certified. The Meeting is required to certify the minutes of Extraordinary General Meeting of Shareholders No. 1/2009 on August 27, 2009.

The Resolutions of the Meeting Certified the minutes of Extraordinary General Meeting of Shareholders No. 1/2009 on August 27, 2009 and voted as follows:

Approved	574,991,741	votes or 98.7107%
Disapproved	18,501	votes or 0.0032%
Abstain	7,491,700	votes or 1.2861%

Agenda 3: To certify the Company's Operating Results for 2009

The Chairman presented the Company's Operating Result between January 1 and December 31, 2009 to the Meeting through video presentation. It is the operating results last year and routinely requires acknowledgement. However, the Company's operating results for 2009 requires certification and resolution by the Meeting.

Mr. Thong-in Saengngam, shareholder commented that

1. The Company's net profit is Baht 1,394 million. It shows that the Company's operating results increase compare to those of last year. The good operating results benefit the company and all shareholders in terms of dividend. Moreover, the financial highlight should be presented.
2. The broadcast of community radio stations troubled the signal of MCOT radio due to close frequency and some stations never play national anthem and broadcast the news from Radio Thailand at 07.00 hrs.
3. In case no shareholders propose agendas or nominate persons to be director, individual shareholders may not do as the Company encourages. The Ministry of Finance as major shareholder of state enterprise public company shall nominate in order to be an example of other shareholders.
4. The Board of Directors shall express vision and concept of corporate management for 2010 related to increase in production, revenue and dividend.

The Chairman was pleased to bring the comment of shareholders into consideration and passed on the comment of individual shareholders to the representatives of the Ministry of Finance. Vision and operation of the Board of Directors would be mentioned on other agendas onward.

Mr. Wiroj Songwattana, shareholder inquired about the following matters:

1. The joint-operation renewal on Channel 3 between Bangkok Entertainment Plc. and MCOT Plc.
2. The effect on the enforcement of Radio and Television Broadcasting Act and Frequency Agency Act

Mr. Suchart Chansa-ard, shareholder inquired about the progress on information about corruption delivered to the Chairman to review.

The Chairman informed that this enquired matters would be discussed on agenda 9

1. The joint-operation renewal on Channel 3 with Bangkok Entertainment Plc. or BEC
2. The effect on the enforcement of Radio and Television Broadcasting Act and Frequency Agency Act
3. The progress of investigation on corruption

Mr. Seksan Supasaeng, shareholder viewed that

1. Agenda 3 on operating results for last year shall be approved or acknowledged by shareholders
2. On independent agencies under no authorization of MCOT Plc, the Board of Directors is certain that agencies hold single account ledger or separate account ledger and contains no conflict of interest.

The Chairman explained that

1. On Agenda 3: To certify the Company's operating results for 2009 is internally reported and managed by the executives. Based on the Company's regulations, this agenda shall be only proposed to the Meeting and shareholders. This agenda already managed by the executives therefore requires the consults from the Meeting in order to be acknowledged and recorded in the minute.
2. The Board of Directors and executives are determined to promote competency, transparency, equity and accessibility of MCOT Plc.

Mr. Yarksak Manomaiphobon, Chairman of Audit Committee explained that the Audit Committee had reviewed the report of office of internal audit monthly as well as provided comments and advice to have them strengthen the internal control. At the same time, if some items lacks explicit audit, the Committee and office of internal audit carefully and closely improve. The Committee further assess based on audit principle and risk assessment to examine how risk is high, moderate or low. The high risk is always targeted and examined annually. The review of risk management plan on activities of MCOT Plc. and the Committee collaborate with the executives to review and manage the risk. If it is difficult to do so, the risk shall be lower at the manageable level.

Mr. Thammanoon Theeramanechote, proxy commented that the agenda on follow-up of previous AGM should be included. According to the review of minute of previous AGM, there were shareholders' questions and comments which the Company shall respond and report shareholders. Moreover, the appointment of directors in the Committee shall be convinced that directors possess no conflict of interest and violate the good corporate governance for listed companies of SET, SEC regulations or the 2006 Good Corporate Governance Principles for Listed Companies.

Mr. Krirk Samontham, shareholder viewed that

1. The annual report on page 48 perhaps has a mistake graph in 2009 which contains unusual different ratio
2. The annual report shall include financial highlight to present revenue and increase or decrease in profit annually, including ratio and growth of profits from various operating results such as radio, television, etc.

3. The annual report shall show the ratio of news program, programs benefiting community, education and entertainment on both TV and radio stations, including CSR in compliance with message from Chairman determined to manage based on corporate governance, integrity and responsibility.

The Chairman was appreciated to bring observations and comments to improve the next annual report and requested the Meeting to acknowledge the report on Company's operating results for 2009 as proposed.

The Resolution of the Meeting acknowledged the Company's operating results for 2009 and voted as follows:

Approved	575,175,734	votes or	98.7114%
Disapproved	11,516	votes or	0.0020%
Abstain	7,497,200	votes or	1.2867%

Agenda 4: To certify balance sheets and statements of income of the company for the year ending December 31, 2009

The Chairman assigned Mr. Jassada Promjart, Chief Financial Officer, to present the operating results to the Meeting.

Mr. Jassada Promjart, CFO explained the operating results for 2009 as shown on the statement of incomes and balance sheets for the year ended December 31, 2009 reviewed and certified by the Office of Auditor General as the and delivered to shareholders as followed

1. Balance Sheets for year ended December 31, 2009

The balance sheets for year ended comprise total assets amounting Baht 9,692.64 million increasing from that of last year amounting Baht 9,123.57 million which equal Baht 569.07 million and divide into Baht 5,251.37 million for current assets and Baht 4,441.26 million for non-current assets, Baht 2,202.02 million for total debt increasing from that of last year amounting Baht 1,925.8 million which equal Baht 276.22 million and Baht 7,490.62 million for total portion of shareholders increasing Baht 7,197.76 million which equal Baht 296.86 million.

2. Statements of income for January 1 to December 31, 2009 period

The Company's statements of January 1 to December 31, 2009 period consists of Baht 4,864.92 million for total income based on the total statements which increased from that of last year amounting Baht 4,352.88 or equivalent to Baht 512.05 million. The statements of income divide into Baht 3,850.97 million for TV and radio operation, increasing Baht 406 million, Baht 945.9 million for joint operation increasing Baht 165.14 million and Baht 68.05 million inclining Baht 59.1 million. The Company's total expenses are Baht 2,987.9 million, Baht 290.62 high than that of last year and net profit after payment of income tax amounting Baht 1,393.36 million, Baht 163.25 million rise which equal Baht 2.02 of earning per share or Baht 0.23 increase per share.

On page 256 of Annual Report, financial statements present the division of revenues and expenses relevant to income category of television, radio and joint operation agreement. The revenues of radio amount Baht 809 million and are deducted by expenses which tangible expenses are able to categorize. The operating result of radio gains Baht 200 million; some expenses are unable to indicate the proportion based on the working areas. MCOT Radio consists of metropolitan radio stations, whose income remains stable, while some experience the difficulty. Because of this, MCOT Plc. is determined to improve the revenues of regional radio stations and target to increase broadcasting areas rather than revenues. As a result, small provinces in the North and Northeast regions failed to reach the target, while the growth of revenues for televisions still depend on the improvement of programs, schedules and advertising strategies which expected estimate is 7-10% approximately regarding usual growth with the exception of ongoing new businesses. The growth of radio remains difficult, unless they add more activities.

Mr. Seksan Supasaeng, shareholder stated that

1. MCOT Plc. shall show clear business determination between non-profit organization and business organization.

2. If MCOT Plc. choose to be business organization, the Company shall compare its operating results to private sectors where operate the same business and have joint-operation agreement.

3. MCOT should weigh between self operating business and concession given to private companies, including the formation of joint venture that balance benefit community, shareholders, while the executives fully comply with corporate governance.

Mr. Krirk Samontham, shareholder expressed that

1. Proportion of revenues from joint operation amounting Baht 711 million should not be regarded as the output or include into profit, but it should be part of interim budget to support activity of community as a return. After reviewing annual report on page 120, MCOT Plc. holds several social and environment activities, for example, public relations projects which are completely abstract. The social activities should be clearly categorized and particularly add education. The contents do not need to resemble those of TPBS or ITV.

2. The Company should arrange the relations activities between shareholders and external activities, namely Shareholder Family Day, and outline activities every year.

The Chairman explained that

1. The Board of Directors would make a consideration in activity arrangement beneficial to shareholders.
2. Direction, policy and operation guideline of the Company equally conform to the 3 following

principles:

Firstly, MCOT Plc. is one of listed companies in SET and must be responsible to both minority and major shareholders, so profit is deemed as significant.

Secondly, MCOT Plc. is a public sector established to operate radio, television and news broadcasting businesses under major shareholding of the Ministry of Finance which means the government maintains the status of public sector. The Company abides by the government policy, so soap operas are not aired after evening news and advertising sales during on-air program is relatively small. The Company would perform better than leading channel because of lower capital, land ownership, zero concession cost and a large number of personnel. However, the competitiveness is limited due to the state-owned media organization. MCOT therefore must weigh on being quality entertainment media or following the concept of knowledge based society.

Finally, MCOT Plc. is a professional media organization and widely recognized. The current situation forces the Company to carefully play its role as government media. MCOT Plc. must avoid any acts that undermine the reputation. This is another limit which does not allow making profit as large as other channels, but the Company will try its best to increase profit.

3. In regard of Baht 700 million for joint operation revenue, MCOT Plc. must manage contract, audit and control management cost. As shareholder suggested that such revenue be brought to promote social and environment activities, the Board of Directors would bring this issue into the consideration.

Mr. Tanawat Wansom, President explained that the case of Raisom Co., Ltd. is on the judicial process, while the Office of National Corruption Protection and Suppression is reviewing further information from MCOT Plc.

The Chairman added that Raisom Co., Ltd. nearly made a full payment and the Company implemented disciplinary punishment on related persons through dismissal and notification of resignation.

Mr. Thammannon Chulamaneechote, proxy expressed the following comments:

1. The report on balance sheets and statements of income of the Office of Auditor General dated February 25, 2010 shall identify the date of resolution by the Audit Committee and the Board of Directors.

2. The invitation letter to shareholders dated March 29, 2010 shall refer to the date of resolution by the Board of Directors to invite shareholders

3. The Board of Directors shall deem the accurate use of Thai language as important.

Mr. Krirk Samontham, proxy inquired about the process of satellite television business and expected revenue from business as such.

The Chairman explained that the operating results for 2009 are higher than expected, even though the Company has recently appointed the President and the Chief Financial Officer. In addition, the social and political fluctuation highly affects television and radio broadcasting business, including long-time negotiation on correction of agreements of True Visions and Channel 3. The Board of Directors convinced that the organizational management guidelines would lead to clarity and completion in 2010.

Mr. Seksan Supasaeng, shareholder stated that as MCOT Plc. had President, the implementation should be explicitly determined to assess the smoothness of business operation and prove approaches to solve problem.

The Chairman asked the Meeting to approve the balance sheets and statements of income for the year ended January 1-December 31, 2009

The Resolution of the Meeting approved the balance sheets and statements of income for the year ended January 1-December 31, 2009 and voted as follows:

Approved	574,649,498	votes or 98.6166%
Disapproved	54,354	votes or 0.0093%
Abstain	8,006,600	votes or 1.3740%

Agenda 5: To acknowledge the interim dividend distribution and to consider the dividend distribution for the year 2009

The Chairman reported the Meeting that on annual dividend payment for 2009, the Board of Directors resolved to allocate the profit for dividend in 2009 at the rate of Baht 1.80 per share or 89% of earning per share. In regard, the Baht 0.75 per share interim dividend had been paid on October 20, 2009 for the operation result of the period between January 1 - June 30, 2009 and the baht 1.05 per share dividend payment to be made for the period of July 1 - December 31, 2009 is scheduled for May 14, 2010.

Mr. Krirk Samontham, shareholder commented that in addition to dividend, the company should provide other benefits to shareholders since as the announcement on dividend payment is made and the XD is posted after the book closing, the value of share decreases.

The Chairman committed to bring activity arrangement and other benefits provided to shareholders into the consideration, other than schedule of AGM.

Shareholder commented that the dividend should be paid by 7 days since the date of AGM.

The Chairman requested the Meeting to acknowledge the interim dividend payment and 2009 dividend payment.

The Resolution of the Meeting acknowledged the interim dividend payment and approves the 2009 dividend payment and voted as follows:

Approved	575,199,551	votes or 98.7110%
Disapproved	18,701	votes or 0.0032%
Abstain	7,492,200	votes or 1.2858%

Agenda 6: To acknowledge the appointment of directors to replace those resigned prior to the completion of his tenure, retired-by-rotation directors and appointment of new directors

The Chairman informed that because the some directors significantly possess the interest on this agenda as follows:

1. Mr. Nathi Premrasmi Chairman of Nomination and Remuneration Committee
2. Mr. Somboon Muangklam
3. Assoc. Prof. Dr. Wittayatorn Tokeaw

They therefore expressed the intent to leave the room and assigned Mrs. Aranrat Youkong as Secretary of Nomination and Remuneration Committee to report shareholders.

Mrs. Aranrat Youkong, Executive Vice President and Secretary of Nomination and Remuneration Committee informed shareholders of the resignation of 2 directors and appointment of directors resigning prior to the tenure and list of nominated directors as follows:

1. **Mrs. Danucha Yindeepit** resigned from her Directorship on December 1, 2009 and the Board of Directors has designated the Nomination and Remuneration Committee to proceed with the nomination process in compliance with regulations and procedures set forth to propose to the Board of Directors a list of nominees with suitable qualifications, knowledge, capabilities, visionary leadership and relevant experience for appointment as Directors. The Nomination and Remuneration Committee passed a resolution nominating Mrs. Danucha Yindeepit and proposed to the Board of Directors for their consideration. The Board of Directors' Meeting No. 1/2010 held on January 29, 2010, passed a resolution appointing Mrs. Danucha Yindeepit as Director. The information about the newly appointed Directors was delivered to shareholder.

2. **Mr. Arttachai Burakamkovit** resigned from his Directorship on March 2010. Since there is less than two months before his tenure ends in the 2010 Annual General Meeting of Shareholders and he has been appointed as Director of three state enterprises, a maximum number of offices that the directors may hold on the Board of Directors, as specified in the Standard Qualifications of Directors and State Enterprise Employees Act, B.E. 2518 (1975) and Amendment to the Act, the Board of Directors of MCOT Public Company Limited assigned the Nomination and Remuneration Committee to proceed with the nomination process with consideration based on the candidates' suitable qualifications such as knowledge, capabilities, and relevant experience to be presented to the 2010 Annual General Meeting of Shareholders for their consideration and approval of the appointment of a Director to replace the Director retiring by rotation.

3. For one-third of retiring-by-rotation directors, MCOT Plc. currently comprises 13 directors and directors who have the longest tenure shall retire by rotation. There are following 4 directors:

1. Mr. Nathi Premrasmi
2. Mr. Arttachai Burakamkovit
3. Mr. Somboon Muangklam
4. Assoc. Prof. Dr. Wittayatorn Tokeaw

Therefore, the Meeting had been asked to acknowledge the appointment to replace director resigning prior to tenure and 4 retiring-by-rotation directors.

The Nomination and Remuneration Committee selected persons whose qualifications, knowledge and experience, including essential requirement, are suitable and benefit business of the Company. In this regard, the nomination of directors had been announced on the Company's website and public relations media, including advertisement on newspaper. The Company also persuaded shareholders to propose agendas and nominate persons to be selected as directors from December 1-31, 2009; no shareholders did so.

The Nomination and Remuneration Committee nominated qualified persons to replace retiring-by-rotation directors proposed to the Board of Directors on the Meeting No. 2/2010 on February 25, 2010 and No. 3/2010 on March 25, 2010 to review and resolve to propose the Meeting of Shareholders. In this regard, the directors as stakeholders had no right to vote. The curriculum vitae of nominated directors are attached in the 2010 AGM document as follows:

- | | |
|--------------------------------------|----------------------|
| 1. Mr. Nathi Premrasmi | Independent Director |
| 2. Mr. Jaturong Panyadilok | Director |
| 3. Mr. Somboon Muangklam | Independent Director |
| 4. Assoc. Prof. Dr. Wittatarn Tokeaw | Independent Director |

Mr. Tanawat Pinlarp, shareholder inquired that the resignation of Mr. Arttachai Burakamkovit is resignation prior to tenure and retirement by rotation.

The Chairman explained that Mr. Arttachai Burakamkovit resigned on March 11, 2010 and the new director was not appointed to replace him. Since Mr. Arttachai would complete the tenure at the 2010 Annual General Meeting of Shareholders in April, this would cause the replacement to retire at the 2010 AGM. The directorship of Mr. Arttachai is regarded as completion of tenure.

Mr. Seksan Supasaeng, shareholder commented that the opportunity of shareholders to nominate directors requires 5% of total shares, so it is difficult. The Board of Directors currently comprises 13 directors, while the Company's regulation allows not over 15 directors. The directors therefore shall derive from minority shareholders as representatives of all minority shareholders, assist executives in management and promote understanding between executives and shareholders. It is possible by discussion with the Ministry of Finance. The regulation which the Chairman always brought into the consideration can be amended; however, the nomination process experiences the difficulty 5-percent-share requirement. Besides, minority shareholders should have an opportunity to convene, propose the list of nomination to the Chairman and elect at the AGM. This should be reviewed as a policy and concretely conducted.

The Chairman explained that the rule of agenda proposal and nomination required by the proportion of shareholders is believed to be laws or regulations of the Securities and Exchange Commission to strongly support shareholders. The Company as listed company of SET must follow the written rules and regulations. For the directorship of minority shareholders, the Ministry of Finance as a major shareholder shall operate and maintain the criteria to prevent from problem with shareholders management. MCOT Plc. still accepts such a suggestion; the policy of Ministry of Finance remains significant to the overview.

Mr. Thammanoon Chulamanechote, proxy inquired about the examination on qualifications of directorship in accordance with the Standard Qualifications for State Enterprise Directors and Employees Act B.E. 2518 (1975), including other directorship at other agencies of Mrs. Danucha Yindeepit.

The Chairman explained that the Nomination and Remuneration Committee and the Board of Directors had made an examination on qualifications and prohibited characteristics based on the Standard Qualifications for State Enterprise Directors and Employees Act B.E. 2518 (1975), including other directorship at other agencies of Mrs. Danucha Yindeepit thoroughly. The Board of Directors found no legal conflicts and the Government Saving Bank as second largest shareholders of MCOT Plc. agreed on her reappointment.

Mr. Krirk Samontham, shareholder expressed that the sub-committee should consist of a numbers of shareholders and directors to jointly review and propose agendas. However, the minority shareholders could not participate in the Board of Directors because the required collective vote of shareholders for nomination never meets the regulation.

Mr. Thammanoon Chulamanechote, proxy viewed that according to handbook of listed company director and the State Enterprise Act, the requirement of number of shareholders to nominate minority for directorship of the Board of Directors does not appear, so it depends on the Company's decision.

The Chairman explained that the nomination and selection of directors of MCOT Plc. requires only 100,000 shares.

Mr. Krirk Samontham, shareholder proposed that the nominated directors shall show and introduce themselves to shareholders.

Mr. Kosol Songniam, shareholder commented that as shareholder and chairman of labor union of MCOT Plc., shareholders have had an intention to participate in the Company's directorship since 2004, although there is limit on participation. However, on the issue of sub-committee, change has occurred in this organization and as an employee, the Company has been in a good care, concrete development and gained more outstanding reputation from the community. It is therefore a good sign for the Board of Directors to allow minority shareholders to be a part of sub-committees compared to Viewers Council of TPBS consisting of issue presentation nationwide and Compliant Committee. Shareholders should have such an opportunity. However, in case of Labor Relations cannot legally allows shareholders to take part because the Committee has been formed under the State Enterprise Labor Relations Act B.E. 2543 (2000) which allows only employers and employees to be directors.

The Chairman would bring the issue into consideration how to allow the directorship or advisory role of minority shareholders in the sub-committees benefiting the Company in the next Meeting.

Mr. Seksan Supasaeng, shareholder commented that the Board of Directors may allow minority shareholders to be directors of any committee or sub-committee benefiting community to help screen administration, including determination on governance because minority shareholders are neutral and equitable to all.

The Chairman asked the Meeting to acknowledge the director resigning prior to tenure, appointment of directors to replace director resigning prior to tenure, retiring-by-rotation directors and election of directors by the proposal of the Nomination and Remuneration Committee.

The Resolution of the Meeting acknowledged the director resigning prior to tenure and replacement directors, including retiring-by-rotation directors and election of 4 directors nominated by the Nomination and Remuneration Committee and voted as follows:

1. Mr. Nathi Premrasmi to be Independent Director

Approved	574,904,754	votes or 98.6604%
Disapproved	84,198	votes or 0.0144%
Abstain	7,721,500	votes or 1.3251%
2. Mr. Jaturong Panyadilok to be Director

Approved	574,905,310	votes or 98.6605%
Disapproved	79,142	votes or 0.0136%
Abstain	7,726,000	votes or 1.3259%
3. Mr. Somboom Muangklam to be Independent Director

Approved	574,886,264	votes or 98.6573%
Disapproved	114,688	votes or 0.0197%
Abstain	7,709,500	votes or 1.3230%
4. Assoc. Prof. Dr. Wittatorn Tokeaw to be Independent Director

Approved	574,550,910	votes or 98.5997%
Disapproved	422,763	votes or 0.0726%
Abstain	7,736,779	votes or 1.3277%

Agenda 7: To consider approving the Directors' remuneration

The Chairman assigned Mrs. Aranrat Youkong, Executive Vice President as Secretary of the Nomination and Remuneration Committee to report the Meeting.

Mr. Aranrat Youkong, Executive Vice President and Secretary of Nomination and Remuneration Committee report to the Meeting that the Nomination and Remuneration Committee had reviewed the remuneration of directors and proposed the Board of Directors at the Meeting No. 3/2010 on March 25, 2010 to approve to present the Meeting of shareholders as follows:

1. Remuneration and Allowance of Directors in 2010

Committee	Monthly Remuneration	Meeting Allowances (Presence in the meeting only)
1. Board of Directors The interval directorship is calculated based on monthly proportion.	10,000/month (Chairman 30,000.- /month)	15,000/month
2. Audit Committee	10,000/month	5,000 /month
3. Nomination Committee, Remuneration Committee, Good Corporate Governance Committee, Risk Management Committee, Labor Relations Committee	-	10,000 /month
4. Directors appointed by the Board of Directors to be Director of Committee, Sub-committee and working team other than 1-3	-	10,000 /เดือน
If any Director is appointed to be Director of Committee, Sub-committee or working team more than 2 Committees other than the Board of Directors (including Committee 2-4), he/she will receive the meeting allowance for only 2 Committees.		
Chairman and Vice Chairman receive 25% and 12.5% of additional meeting allowance respectively.		

2. Bonus of Directors in 2009

	Bonus of Directors in 2009
Board of Directors	Baht 170,350/person
Chairman additionally receives 25%.	Baht 212,938
Vice Chairman additionally receives 12.5%.	Baht191,644
Bonus is proportionally paid based on tenure of individual Directors	

3. Criteria of Bonus Remuneration in 2010

Bonus of Directors in 2010	
Bonus Limit for Directors	not over 0.25 of net profit, not over Baht 500,000/person on this regard
In this case, MCOT Plc. receives the assessment point lower than 3.00 which means to decrease the bonus of Directors based on the following proportions:	
<ul style="list-style-type: none"> - lower than 3.00 - 2.50 points: 25% decrease per person - lower than 2.50 - 2.00 points 50% decrease per person 	
Noted: Bonus is proportionally paid based on tenure of individual Directors	
Chairman and Vice Chairman receive 25% and 12.5% of additional bonus respectively.	

Mr.Seksan Supasaeng, shareholder inquired about the assessment criteria on operating results to remunerate bonus for Directors in 2010.

The Chairman explained that assessment criteria applied to criteria on bonus remuneration in accordance with operation results assessment is issued by the State Enterprise Policy Office, the Ministry of Finance and assessed by TRIS Corporation Co., Ltd. or TRIS. According to the assessment in 2009, MCOT Plc. received 2.67 points. The assessment as such comprised several indicators: financial competency, budget expense, payment request, organization improvement, satisfaction of media consumers. This is the assessment framework which SEPO uses to assess several state enterprises and leads to categorization of outstanding state enterprises. The low point means low competency of organization and cause limits on financial operation, including approval of expenses dealt with the Ministry of Finance. Executives and the Board of Directors agreed to make the best assessment in history in 2010. This is a challenge to executives and the Board of Directors. The assessment criteria and result will be presented at the Meeting of Shareholders next year and on website.

Mr. Thammanoon Chulamaneechote, proxy inquired about

1. The criteria on remuneration of directors is Baht 10,000/person and Chairman receives Baht 30,000; listed company generally pays Chairman 25% of additional remuneration and Vice Chairman 12.5% same as the meeting allowance.
2. The framework of bonus remuneration in 2010 is good and acceptable, but criteria assessment and key performance indicator (KPI) should be applicable to assess President to promote transparency, clarity and governance.

Mr. Seksan Supasaeng, shareholder inquired about

1. Assessment on performance of President
2. Sub-committees' directorship of Chairman

The Chairman explained that

1. The Nomination and Remuneration agreed to provide Chairman higher remuneration than other Directors on the ground that the Chairman of the Board receives the lowest remuneration between all directors. According to the good corporate governance, the Chairman will not be Director of other sub-committees. Although the Chairman receives 25% of additional remuneration, the remuneration remains lowest between Directors and is contrary to burden and responsibility.
2. Assessment on performance of President is implemented by the Assessment on Performance of President appointed by the Board of Directors.

The Chairman asked the Meeting to approve the remuneration and meeting allowance for the Board of Directors in 2010, bonus for directors in 2009 and criteria on bonus remuneration for directors in 2010.

The Resolution of the Meeting approved the remuneration and meeting allowance for the Board of Directors in 2010, bonus for directors in 2009 and criteria on bonus remuneration for directors in 2010 and voted as follows:

Approved	573,507,349	votes or 98.4194%
Disapproved	1,631,763	votes or 0.2800%
Abstain	7,578,843	votes or 1.3006%

Agenda 8: To consider the appointment of the Company's Auditor and the determination of Auditor's remuneration for the year 2010

The Chairman proposed the Meeting of Shareholders to appoint the Office of Auditor General to be the auditor of the Company as did other state enterprises with Baht 1,500,000 for remuneration in 2010 at the same rate as in 2009.

The Resolution of the Meeting approved the appointment and remuneration of auditor in 2010 and voted as follows:

Approved	572,100,201	votes or 98.1779%
Disapproved	2,946,201	votes or 0.5056%
Abstain	7,671,553	votes or 1.3165%

Agenda 9: Other

The Chairman questioned that any shareholder propose agenda for the consideration.

Mr. Thammanoon Chulamaneechote, proxy informed that the progress of the Company's operation should be reported with the working plan and indicators for operation, including strategy to solve problem, for example, community radios.

Mr. Somchai Chansa-ard, shareholder

1. The operation of 99 FM MHz radio should be monitored regarding alcohol commercials in the prohibited hour.
2. News on media mentioned about program bribery.
3. Progress on corruption complaint of 99 FM radio employees relates to time sharing and activity arrangement abroad.

Shareholder requested the President to describe the following issues:

1. Unfinished payment in 2009 is higher than that of 2008.
2. The reason is that current cash for investment activity on the item of short-term investment in 2008-2009 lost Baht 16 million.
3. The revenue of radio decreases, while the revenue of television increases, including solution.

Mr. Seksan Supasaeng, shareholder inquired about

1. Progress on 50 rai land development
2. Progress on fine from Raisom Co., Ltd.
3. Human resource management system and governance to promote determination of employees
4. Conflict of interest management

Mr. Orawan Chudee, shareholder inquired about

1. Goal and guideline to make an outstanding reputation on corporate governance or management
2. Professionalism on news report during the turmoil beneficial to community with neutrality and accountability

Shareholder requested the channel to communicate with the Board of Directors directly and public relations on operation, changes in organization as well as allocation of time to discuss the event attracting public attention without political issues.

Shareholder suggested that all Directors of the Board attend the Meeting because it is the indicator to assess the good corporate governance.

Mrs. Yanintr Jarudul, shareholder expressed that

1. Although the Company's goal aims at best improvement and achieves the leadership of organization in ASEAN region, MCOT Plc. remains the government organization. The vision of organization should focus on significance of communication suitable to current situation and grassroots in order to lower the gap. For the social responsibility, media should promote understanding between people and corporate social responsibility because MCOT Plc. as government organization needs to make profit. However, CSR should be simultaneously promoted.
2. MCOT Plc. did not distribute the 2009 Annual Report to neither all shareholders nor some informed prior to the Meeting. The shortage of Annual Report cause insufficient time of study. The order form of the Annual Report enclosed in AGM document partly reduces cost.

Miss Yardarun Rasameechote, shareholder suggested

1. The arrangement of AGM held in March rather than in April to increase an opportunity to attend all meeting
2. The distribution of souvenir given to shareholders just as last year
3. Activity for shareholders such as participation in program
4. Opportunity to participate in Committee or Sub-committee

The Chairman explained that

1. On corruption of 99 FM MHz radio employees, the executives punish them by dismissal and file the criminal lawsuit to the Office of National Anti-Corruption Commission.

2. Referring to 50-rai land development, the Company has negotiated with and written to Mass Rapid Transit Authority of Thailand to acquire the entrance. The MRTA agreed on the offer which MCOT Plc. is required to make a certain payment. The Company then viewed that it is worth for a long-term investment, so the permanent entrance has been requested and on another process of negotiation with the MRTA.

3. The Board of Directors and executives has particularly worked the case of Raisom Co., Ltd., since it is related to the interest of organization and draws public attention. The Company currently receives payment which previously lost. The lawsuit between MCOT Plc. and Raisom Co., Ltd. has been in the consideration of the NACC. However, this payment is categorized into ordinary account record.

4. The Board of Directors unofficially made an agreement on attempt to encourage MCOT Plc. to receive Best State Enterprise Award 2010 and gain the compliment on state enterprise with best improvement. Guideline and measure of achievement concentrate on all around competency and the Company has set up the concrete guideline. For example, issue of investment statement relies on the responsibility of the operating office. The implementation shall comply with the process and meet the deadline. The failure of submission may cause the promotion and salary raise.

5. MCOT Plc. prepares to seek the channel of communication between shareholders and the Board of Directors on www.mcot.net/ir administered by Corporate Secretary Department.

The Chairman assigned the President to explain the effect of Radio Broadcasting Operation Act and Frequency Allocation Act, including future of satellite television and ASEAN TV.

Mr. Tanawat Wansom, President explained that

1. To convince shareholders on organization management of the Board of Directors and executives, 5-year strategic plan has been first introduced through the collaboration of the Board of Directors and executives. The Company aims to achieve the leadership of multimedia in ASEAN and provide beneficial content to the public as multimedia of globalization. The long-term plan on achievement of leadership in ASEAN would start with leadership of communication in Thailand, although in 2009 many changes in technology and so on reflected economic and legal effects as well as high competition. The executives analyzed, prepared long-term strategic plan, annual implementation plan leading to detail of operation on each part.

2. Frequency management is a major policy of the Company to bring all available frequencies to create best interest of nation and shareholders, including genuinely commercial interest. The long-term plan is not only to maintain the frequencies, but to develop.

3. The Frequency Allocation Organization has been approved by the Council of Constitution Draft and in the consideration of Senate. MCOT has review the detail of Act which would be a restriction on business operation or affect the share of revenue, for example, concession. This issue has been reported to the Legislation Draft Committee. As a result, the all primary concessions currently require no share of revenue in accordance the original law of National Broadcasting and Telecommunication. In addition, the task force has been formed to monitor the effect on operation. If it is effective, the Company will prepare to create office or plan to deal with the change.

4. The original businesses are still deemed as important. TV program development and change are supervised by committee consisting of President, Executive Vice President managing television and production, Vice Presidents of Marketing, Thai News Agency and all related offices.

5. In case of True Visions, there are negotiation and appointment of task force to review and manage contract systematically and concretely based on the interest of viewers and shareholders.

6. Regarding radio station management with the mushroom of community radio stations, the executives initiated the strategies to maintain the revenue, so many highly popular MCOT radio stations attempted to develop their business to alliance with new media.

7. New Business

7.1 The emergence of several satellite televisions still has minor effect because most revenues derive from advertisement sales which agencies are more confident in purchasing advertisement of Modernine than that of satellite cable televisions. However, MCOT Plc. planned to open 5 more satellite televisions.

7.2 Website improvement would bring access to news and clip of rerun programs and allow viewers to watch TV through smartphone such as iPhone or Blackberry.

7.3 Personally, the benefit of shareholders should be promoted and created in form of MCOT Club which provides benefits to shareholders, viewers of media consumers of the Company.

7.4 Organization development is regarded as a significant factor. The policy on good corporate governance is used to promote transparency and equity of operation. It currently enters into the development of other management systems, for example, business process keeping modern to business competition, change in regulation conforming to modern operation, system formation of information technology enhancing corporate competency and human resource development through training.

7.5 On media professionalism, Thai News Agency is the first agency to monitor, closely work with executive team and report the news with the adherence to professional principle, completion and various spectrums and interest of viewers. This promotes job consciousness and national development.

The Chairman added as follows:

1. Breaking news based on current situation is aired for 10 minutes long and 10 minutes longer. More reporters are sent to the areas in case of urgent/critical situation in order to report immediately. The special programs are also aired during prime time.
2. On problem with program management, related persons are invited and program owned are in contact to explain about the fact which found no corruption.

Mr. Wiroj Songwatana, producer inquired about the effect on Frequency Allocation Organization Act.

Mr. Tanawat Wansom, producer explained that the Act absolutely affect MCOT Plc. because the frequencies are under the judgment of Office of National Broadcasting and Telecommunication. According to the primary law, the Company still maintains the right of original frequency use and concession until the contract expires. After that, the process of frequency allocation becomes active. Therefore, the Company inevitably competes with private sectors whose financial status is strong and management system is more flexible. However, the executives attempted to explain the Legislation Draft Committee to review the situation of MCOT Plc. as state enterprise which uses the frequency to create public and government interest. In the respect of business, the Company further initiates the pattern of business through both its production and cooperation with leading producers in order to deal with change.

Mr. Somchai Chansa-ard, shareholder had Mr. Tanawat Wansom monitor 99 FM MHz radio station because the operation result experience the loss, but they arrange activity abroad.

Mr. Jassada Promjart, CFO explained that accrued payment related to accrued payment sales would comply with the increase in sales and bonus. For the decrease in short-term investment in 2009, it is caused by the decrease in 3-month fixed deposit in 2008 and some accrued payments are in category of obligation, for example, higher 12-month fixed deposit. Meanwhile, the revenue of radio slightly increases due to the decline of advertisement revenue in 2009 compare to that of 2008. The change in operation transfers advertisement revenue to project revenue.

Mr. Somchai Chansa-ard, shareholder questioned that

1. As any radio station posted its loss, travel abroad activity should not be held. In addition, the purchase of television advertisement incorporated with the radio is a strategy used to cook up the operating figure. However, the expense of 99 FM radio is comparatively higher than the others and posts its loss based on the estimates.
2. The arrangement of activity abroad cost some Baht 80,000/person. In spite of sponsorship, the sale representative sold it and took the money. He also made his friend a prize winner, even the employee of 99 FM. The employees of other frequencies therefore put the blame on him, but person at the high position remains in the office without any charge. Moreover, another person worked for 99 FM in 2005. He resigned, changed his name and moved to 88.5 FM Media Lover. He changed his name again and returned to work for 99 FM radio.

Mr. Anusorn Tamajai, Director and Director of Audit Committee stated that the information would be useful. Shareholder may turn it to the Audit Committee in order to proceed with the audit.

Mr. Somchai Chansa-ard, shareholder stated that the referred information had been delivered to the Chairman of Meeting since the 2009 AGM on April 24.

The Chairman asked shareholder to turn in the information, including other related evidences once again

The Chairman explained the joint operation agreements with True Visions Plc. and Bangkok Entertainment to shareholders. Moreover, the following issues required urgent implementation since the chairmanship in 2009:

1. The selection of President, including Chief Financial Officer and Vice President, Office of Internal Audit had been completed.
2. The organization management emphasizes higher competency through improvement of welfare, security and responsibility line. The Company has not long adjusted. The structure of job description has been set up and changes in remuneration and employment status from temporary employees to permanent employees have been promoted. Additionally, the early retirement allows employees to participate in voluntarily in order to lower some employment.
3. The Company granted True Visions to conduct advertisement. This implementation is deemed as completed and complies with the 2007 Television and Radio Broadcasting Operation law which allow cable TV to do advertisement not more than 6 minutes in 1 hour. In this regard, True Visions is required to pay MCOT Plc. the fee for the increase of advertisement amounting 6.5% of revenue, while MCOT Plc. found that True Visions has delisted from SET. Based on terms and conditions, True Visions violated the agreement and should compensate MCOT Plc. Baht 90 million covering benefit prior to delisting from SET. Moreover, True Visions needs to pay another Baht 20 million for undeclared items in the specific period. Therefore, the total amount which MCOT Plc.

is Baht 110 and include 6.5% increase from the revenue of advertisement. The Company also currently appoints the Committee to monitor and oversee the advertisement account. The Company' revenues of joint concession will be expected to increase in 2010.

4. The second change in joint operation agreement with Bangkok Entertainment (BEC) in 2010 grants 20 years for the first agreement and 10 years for second agreement. As the first agreement expired on March 25, 2010, if BEC did not violate the agreement, it will be 10 years immediately effective with fixed rate of payment at Baht 2,002 million. The current Board of Directors has reviewed and agreed to continue this agreement under the 2 following conditions: no agreement violation during first 20-year period and maintenance of equipment, broadcasting station and transmitters prior to the expiration with the amount of Baht 50 million at least. BEC had paid Baht 70 million and turned in the bank guarantee based on referred amount. On the first condition, MCOT Plc. appointed the Supervision on Section 22 Committee referring to grant of private sectors to jointly work operate with public agencies. The structure of the Committee comprises the representatives from various agencies.

The Committee had resolved that BEC never violated the agreement, except several relocations which wording on the agreement refers to network. In this case, BEC should ask MCOT Plc. for permission prior to implementation. There is an observation that it is a network expansion or else, so advice from the Office of the Attorney General is essential. However, MCOT Plc. did not regard relocation as network expansion, but office relocation. The network expansion means increase in the radius of broadcasting, not relocation of broadcasting rooms or stations. The opinion on BEC World 2 already created the complete condition and remaining 10 years of agreement continues. In this case, MCOT Plc. negotiated with BEC and viewed that the Company did not fully receive full benefit because of change from revenue share at the same 6.5% rate of total revenue to fixed rate under the agreement of the then President of Mass Communication Office of Thailand and Cabinet. As a result, MCOT Plc. could not do anything with the agreement and must negotiate with BEC instead to acquire the damage fee agreed to pay Baht 405 million. MCOT Plc. also sent the letter to the Minister for the Office of the Prime Minister to approve the receivables. Also, the Minister of Finance sent the letter to MCOT Plc. and suggested to comply with joint operation law because it could be agreement renewal and the appointment of the Section 13 Committee to approve issues in agreement, including remuneration. Therefore, MCOT Plc. must follow the suggestion of the Minister of Finance. The Committee had appoint Mr. Sittisak Ekhabot to be Chairman and proposed the Minister of Finance. If the Section 13 Committee unanimously agrees with the Board of Directors, the Prime Minister's Office will informed to approve the remuneration. In this regard, the Board of Directors acquired the letter of BEC to affirm that BEC is willing to pay without the relations to signed agreement and MCOT Plc. has relied and expect to receive Baht 405 million in the second quarter.

Mr. Somchai Chansa-ard inquired that

In case the sale representative of 99 FM Radio had resigned for unsatisfied performance assessment on sales and transfer of sales under the name of station manager, the sale representative has made a complaint to the labor court for inequity of prize money during employment at MCOT Plc. The case is on the judicial process. Therefore, if the executives poorly perform duty, they should be assessed for renewal of employment under the same criteria.

The Chairman acknowledged the observation, if performance is unsatisfied, it must be responsible.

Mr. Wiroj Songwatana, shareholder inquired that the agreement on Baht 405 million is relatively low compared to the operating result of Channel 3. There is a possibility to increase the amount of payment, including termination of agreement, if BEC agrees not to pay more remuneration.

The Chairman explained that

1. The termination of agreement is possible under 2 conditions which are violation or improvement of transmitter with the amount of less than Baht 50 million. According to the Section 22 Committee, there is no violation found.
2. Bangkok Entertainment Co., Ltd. wrote letter of consent on payment for Baht 405 million.

The Chairman expressed the appreciation to all shareholders, looked forward to developing MCOT Plc. closely through questions, comments and attendance of shareholders and expected more shareholders next year to make a contribution to the organization.

Meeting adjourned at 18.30 hrs.

(Prof. Surapon Nitikraipot)
Chairman of the Board of Directors
MCOT Public Company Limited
Chairman in the Meeting

Enclosure 2

2010 Annual Report (CD-Rom)

(January 1 –December 31, 2010)

(Document for Agenda 3 and 4)

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

For the year 2011, the longest-serving Directors who must retire are as follows:

- | | |
|-----------------|-------------------|
| 1. Mrs. Danucha | Yindeepit |
| 2. Mr. Anusorn | Thammajai |
| 3. Mr. Pongchai | Amtonon |
| 4. Mrs. Daranee | Chareon- Rajapark |

The Nomination Committee was designated by the Board of Directors to proceed with the selection process with consideration based on the nominees' suitable qualifications such as knowledge, abilities and relevant experience as well as other necessary qualifications that will benefit the Company's business operations to be proposed to the Board of Directors and the 2011 AGM of Shareholders for their approval of the appointment of the nominees to replace the Directors retiring by rotation.

The Company had made an announcement on its website inviting shareholders to propose agenda and qualified persons for appointment as Directors, but neither agenda nor candidate was proposed by the shareholders.

Article 12/1 of the Standard Qualifications of Directors and State Enterprise Employees Act, B.E. 2518 (1975) stipulates that no less than one-third of the total numbers of Directors shall be selected from the Directors' Pool List of the Ministry of Finance. According to such regulation, five Directors shall be selected from the Directors' Pool List. The Company currently has seven Directors selected from the List, three of which will have to retire this year. The Nomination Committee proceeded with the selection process by selecting qualified persons from the Directors' Pool List as well as those from various professions and carefully considering their curriculum vitae provided under the nominees' consent in accordance with the following criteria and qualifications.

1. Having qualifications and no prohibited characteristics in accordance with the following laws:
 - The Standard Qualifications of Directors and State Enterprise Employees Act, B.E. 2518 (1975)
 - Public Limited Companies Act
 - Securities and Exchange Act
 - The Company's Articles of Association
2. Having the qualifications suitable for the composition of the Board of Directors, possessing expertise in the areas that the Company is lacking. (The composition of the Board of Directors as specified by the Company is that the Board of Directors shall comprise experts from various professions whose expertise benefits the Company's business operations, including management, mass communication, business administration and marketing, education and sociology, information technology, accounting and finance, legal affairs and supporting work)
3. Additional qualifications: Persons who have knowledge, abilities and experience that are beneficial for the development of the Company and are willing to dedicate themselves to the Company.
4. The nominees for Independent Directors must possess the following qualifications:

"Independent Director" refers to a Director who possesses independence in expressing comments and the qualifications specified by the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand as follows:

 - 1) holding shares not more than 1 percent of the shares with voting rights of the Company, a subsidiary company, an associated company, or any juristic person which may have 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, an employee, an advisor with regular salary nor a person with authorization of the Company, a subsidiary company, an associated company, a same-level subsidiary company or a juristic person, which may have conflict 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 an 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 who is appointed as the representative of the Company's Director, major shareholder or shareholder who is related to the Company's major shareholder;

6) having no other characteristics that impede the exercise of the right to freedom of opinion and expression;

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

The curriculum vitae of the nominees selected from the Directors' Pool List, list of experts from various professions and Directors retiring by rotation, was considered by the Nomination Committee by comparing the nominees' qualifications, knowledge, abilities and experience with those of the Directors retiring by rotation. The Nomination Committee submitted to the Board of Directors' Meeting, the names of three qualified persons to be appointed as Directors to replace those retiring by rotation. The Board of Directors' Meeting resolved to propose to the 2011 Annual General Meeting of Shareholders to be held on Friday, April 22, 2011 for their consideration and approval of the appointment of the following Directors to replace those retiring by rotation.

1. Mrs. Danucha Yindeepit

She has knowledge, abilities, expertise as well as experience that are beneficial for the need of the Company, especially her expertise in Finance, Accounting, Banking and State Enterprise regulations. She has been on the Ministry of Finance's Directors List and currently is a Financial Advisor to the Ministry of Finance (Level 10). Mrs. Danucha has been recognized as an expert with a wide range of experiences that are beneficial for the Company's business operations.

In addition, Mrs. Danucha Yindeepit has served as Director of MCOT for one term. During her tenure, she had always suitably performed her duties and regularly participated in the meetings of the Committees of which she was a member. As the Company's Director, she received good performance assessment.

2. Mr. Arttachai Burakamkovit

He has knowledge, abilities, expertise and related experience that meet the Company's needs, especially those in monetary and financial economics. He is currently a retired government official. His last position prior to his retirement was the Permanent Secretary to Tourism and Sport Ministry. He has been on the Ministry of Finance's Director List and served as Director of MCOT and is notably knowledgeable about the Company's businesses. He had suitably performed his duties and regularly participated in the meetings of the Committees of which he was a member. As the Company's Director, he received good performance assessment.

3. Mr. Sutat Kongtoranin

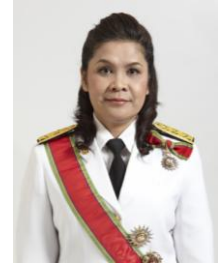
He has knowledge, abilities, expertise as well as experience that are beneficial for the needs of the Company, especially that in business administration. His current position is Deputy Managing Director of Bangkok Salakphan Company Limited and many other businesses. His expertise and experience are beneficial for the Company's current business operations facing intensifying competition.

4. Assoc. Prof. Teerapat Sanguankotchakorn

He is an expert in communication technology such as Digital Image Compression, IP Network and Broadband Access Network, Quality of Service in Network, Cross-layer Design in Network and Digital Television Broadcasting Technology. His current position is the lecturer of the Asia Institution of Technology. His extensive expertise and experience in communication technology are viewed by the Nomination Committee as essential for the Company's business operations facing major changes in technology and new business development.

Seeing that the four nominees for Directors have suitable qualifications as specified in the Company's Articles of Association and related laws as well as knowledge and expertise required for sustainable development of the Company, the Board of Directors resolved to propose to the 2011 Annual General Meeting of Shareholders for consideration and approval of the appointment of the four nominees as Directors. The Director who had a conflict of interest refrained from voting on this matter.

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



Name-Surname: Mrs. Danucha Yindeepit

Date of Birthday: 5 July 1953 **Age:** 56

Education:

- Master of Commerce in Management Science, Chulalongkorn University
- Bachelor of Accounting in Banking and Finance, Chulalongkorn University
- Executive Development Program, Kellogg School of Management, Northwestern University, USA
- MINI MBA, Thammasat University
- Senior Executive Course, Office of the Civil Service Commission
- Certificate, Public Administration & Civil Law, King Prajadhipok's Institute

Current Position: Financial Advisor, Ministry of Finance

Working Experience:

- Board of Director, Provincial Waterworks Authority
- Board of Director, Government Saving Bank
- Deputy Director, State Enterprise Policy Office
- Board of Directors, KTAM
- Board of Directors, MFC AM

Record of Meetings Attendance:

- Board of Directors' Meeting 14/18
- The Management Affairs Review Committee's Meeting 10/11
- The Risk Management Committee's Meeting 3/3
- The Corporate Governance Committee's Meeting 10/11

Training Program organized by Thai Institute of Directors Association (IOD):

- Director Certification Program (DCP) Class 29/2003
- DCP Re - Refresher Course (DCP) Class 5/2007
- Financial Statement for Directors Program (FSD) Class 3/2008

Specific Knowledge or Expertise

- Accounting, Monetary, Finance and Banking
- Law and Regulation of State Enterprise

MCOT's Shareholder Status None

Illegal Record in Past 10 years None

Curriculum Vitae of the Nominee for Director MCOT Public Company Limited



Name-Surname: Mr. Arttachai Burakamkovit

Date of Birth: 30 September 1950

Age: 60

Education:

- M.P.A. (Budgeting), Pennsylvania State University, USA
- B.A. (Hons.) in Political Science, Public Administration, Thammasat University
- Certificate, Senior Executive Course, Class 29
- Diploma, National Defense College, Class 42

Current Position: Director, Port Authority of Thailand

Work Experiences:

- Permanent Secretary, Ministry of Tourism and Sports
- Deputy Director, Bureau of Budget

Training Program Organized by Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP) Class 106/2008

Specific Knowledge or Expertise

- Administration Planning, Strategic Planning, Budget Management, Public Administration and Integrated Management

MCOT's Shareholder Status None

Illegal Record in Past 10 years None

Curriculum Vitae of the Nominee for Director MCOT Public Company Limited



Name-Surname: Mr. Sutat Kongtoranin

Date of Birth: 25 August 1957

Age: 53

Education:

- Ph.D. in Public Administration, Thaksin University
- M.A. in Political Science, Thaksin University
- B.A. in Political Science, Ramkhamhaeng University
- Diploma Associate in Arts, Montgomery College, M.D., USA

Current Position: Deputy Managing Director, Bangkok Fastening Co., Ltd.

Work Experiences:

- Deputy Managing Director, Yamashina Bangkok Fastening Co., Ltd.
- Deputy Managing Director, K.M.K. Technology Co., Ltd.
- Deputy Managing Director, Shinsho K-Mac Precision Part Co., Ltd.
- Deputy Managing Director, Yamashina Bangkok Fastening Co., Ltd.
- Deputy Managing Director, Thai Inter Fastener Industry Co., Ltd.

Training Program Organized by Thai Institute of Directors Association (IOD)

- None -

Specific Knowledge or Expertise

- Business Administration

MCOT's Shareholder Status None

Illegal Record in Past 10 years None

Curriculum Vitae of the Nominee for Director MCOT Public Company Limited



Name-Surname: Ass. Prof. Teerapat Sanguankotchakorn

Date of Birth: 8 December 1965

Age: 45

Education:

- D. Eng., in Engineering, Tokyo Institute of Technology
- M. Eng., Tokyo Institute of Technology
- B.Eng, Degree in Engineering, Chulalongkorn University

Current Position: Lecturer, Asian Institute of Technology

Work Experiences:

- Associate Professor, Asian Institute of Technology
- Technical Advisor, Institute for Research and Development of Royal Thai Armed Forces, Ministry of Defense
- External Expert, Information and Mobile Application, Review and Approval of Research Project Sub-committee, National Electronics and Computer Technology
- Member, Programs Audit and Quality Assurance Faculty of Engineering, Bangkok University
- Head, Telecommunication Management, Asian Institute of Technology

Training Program Organized by Thai Institute of Directors Association (IOD)
None

Specific Knowledge or Expertise

- Interconnectivity between Mobile Ad Hoc and Fixed Infrastructure Networks for Multimedia
- Digital communication
- Filter Banks Design for Digital Image Compression
- Speed and Image Processing

MCOT's Shareholder Status None

Illegal Record in Past 10 years None

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

Having considered the determination of the Directors' remuneration for the year 2011, the Remuneration Committee was of the opinion that:

1. The current payment amount of the Directors' remuneration has been applied since the transformation of the Mass Communication Organization of Thailand into a public limited company in 2004. The Board of Directors has had increasing duties and responsibilities as well as additional assignments due to the requirement to comply with the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) as well as industry growth and intensifying competition. The Remuneration Committee therefore recommended to the Board of Directors a rise in remuneration of the Directors to 15,000 Baht per month.

2. The Audit Committee has had increasing duties and responsibilities which include those in the areas of regulatory compliance and complaint handling. In addition, remuneration of the Chairman of the Audit Committee, which had previously been raised by 25% of that of the members of the Audit Committee or 12,500 Baht per month, was reduced in 2010, except meeting allowance that remains unchanged. The Remuneration Committee therefore recommended to the Board of Directors a rise in remuneration of the Chairman of the Audit Committee from 10,000 to 12,500 Baht per month.

The Board of Directors approved the recommendation of the Remuneration Committee with effect from January 2011 until there is a change made in accordance with the resolution of the AGM. The Board of Directors approved the submission of the recommendation of the Remuneration Committee to the 2011 AGM for approval, the details of which are as follows:

Committees /Subcommittees	Remuneration (Monthly)		Meeting Allowances (presence in the meetings only)	
	2010	2011	2010	2011
<p>1. The Board of Directors The Board of Directors has the authority and duties to carry on the Company's business pursuant to relevant laws, the Company's objectives, Articles of Association, and resolutions of Shareholders' Meetings with integrity, ethics, and morale, and prudence for the best benefits of the Company and its shareholders. (Clause 35 of the Company's Articles of Association)</p>	<p>Chairman 30,000 Baht Director 10,000 Baht</p>	<p>Chairman 30,000 Baht Director 15,000 Baht</p>	<p>15,000 Baht/ Month</p>	<p>15,000 Baht/ Month</p>
<p>2. The Auditing Committee Their responsibilities are as follows : (1) To review that the Company's financial statements are correct and sufficient. (2) To review that the Company's internal control system and internal audit system are sufficient and effective. (3) To review that the Company's operation conforms to the securities and exchange's rules and regulations or any other laws relating to the Company's business. (4) To review, select, propose for approval, and propose the remuneration of the Company's Auditor. (5) To provide opinions for the appointment, transfer, and promotion of the Vice President of the Office of Internal Audit. (6) To review the accuracy and sufficiency of information disclosure relating to connected transactions or transactions with potential conflict of interest. (7) To prepare the corporate governance report of the Audit Committee to be disclosed in the Company's annual report; such corporate governance report must be signed by the Chairman of the Board of Directors.</p>	<p>Chairman 10,000 Baht Director 10,000 Baht</p>	<p>Chairman 12,500 Baht Director 10,000 Baht</p>	<p>5,000 Baht/ Month</p>	<p>5,000 Baht/ Month</p>

Committees /Subcommittees	Remuneration (Monthly)		Meeting Allowances (presence in the meetings only)	
	2010	2011	2010	2011
(8) To perform any other duties as assigned by the Board of Directors with approval from the Audit Committee. (9) To perform any other duties as stipulated in the Company's Articles of Association.				
3. The Management Affairs Review Committee (1) To screen, provide opinions and suggestions to the meeting of the Board of Directors about matters to be included in the agenda of the meeting of the Board of Directors (2) To have power of screening matters, providing advice and suggestions about the operation of MCOT Plc. to be in line with the Board of Directors. (3) To perform other tasks assigned by the Board of Directors of MCOT Plc. In performing the above-mentioned duties, the Management Affairs Review Committee has the authority to appoint a taskforce to perform acts as it deems appropriate.	-	-		
4. The Nomination Committee To select persons with appropriate qualifications for nomination as new Directors or President by determining transparent selection procedures and rules.	-	-	10,000 Baht/ Month	10,000 Baht/ Month
5. The Remuneration Committee To set up remuneration rules and procedures under fair and reasonable remuneration for the Board of Directors or the President.	-	-	10,000 Baht/ Month	10,000 Baht/ Month
6. The Risk Management Committee Their responsibilities are as follows : (1) To review policies on risk management and risk assessment, risk management plan and risk management manual to be submitted to the Board of Directors for approval prior to implementation. (2) To provide support to the Company's senior management by determining the structure of risk management across the organization and to translate the risk management strategies into action by setting up rules and investing in appropriate systems. (3) To submit a report regarding the adequacy of the existing risk management system and risk control to the Board of Directors (4) To be the center responsible for monitoring potential risks as reported by risk management coordinators. (5) To review risk management report and oversee the implementation of risk management to ensure that effective action is taken in addressing unacceptable risks. (6) To communicate to the Audit Committee regarding potential risks	-	-	10,000 Baht/ Month	10,000 Baht/ Month
7. The Corporate Governance Committee Their responsibilities are to provide guidelines and advices on corporate governance to the Board of Directors, to oversee the performance of the Board of Directors and the management to ensure compliance with corporate governance principles, to review the Company's corporate governance guidelines by benchmarking the Company's guidelines with those of international practices to be submitted to the Board of Directors and to provide guidance to the Working Group on sound corporate governance practices.	-	-	10,000 Baht/ Month	10,000 Baht/ Month

Committees /Subcommittees	Remuneration (Monthly)		Meeting Allowances (presence in the meetings only)	
	2010	2011	2010	2011
8. The Labor Relations Committee To undertake meetings in accordance with the authority and duties stipulated in Clause 22 and 23 of the State Enterprise Labor Relations Act B.E. 2543.	-	-	10,000 Baht/ Month	10,000 Baht/ Month
9. Sub-committees and Working Groups Other than No.1 - 8 (Only Directors appointed by the Board of Directors)	-	-	10,000 Baht /month (any Company's Directors appointed to perform duties in more than 2 committees or sub-committees other than the Board of Directors (but including No.2-9) shall receive the meeting allowances from only two committees)	10,000 Baht /month (any Company's Directors appointed to perform duties in more than 2 committees or sub-committees other than the Board of Directors (but including No.2-9) shall receive the meeting allowances from only two committees)
The Chairman and Vice Chairman shall receive additional 25% and 12.5 % of monthly meeting allowances, respectively.				

Bonus payments of the Company's Directors for the year 2011, as recommended by the Remuneration Committee, are detailed below.

Bonus for the Company's Directors for the year 2011	
Directors' Bonus	Not more than 0.25% of the net profit and not more than Baht 500,000 / Director
<p>In case that MCOT receives less than 3.00 points in the state enterprise performance measurement, the bonus for Directors will be adjusted as follows:</p> <ul style="list-style-type: none"> - Less than 3.00 but not less than 2.50 points: the bonus for Directors shall be reduced by 25%/Director - Less than 2.50 but not less than 2.00 points: the bonus for Directors shall be reduced by 50%/Director <p>*Noted : If the measurement is not completed, the preliminary measurement shall be used instead.</p>	
Chairman and Vice Chairman receive 25% and 12.5% of additional bonus respectively.	

Noted: Bonus payments of the Company's Directors for the year 2010

Bonus for the Company's Directors for the year 2010 (January 1,- December 31, 2010)
Bonus for the Company's Director in 2010 : Baht 3,556,799 (Not more than 0.25% of the net profit)
Chairman shall receive Baht 333,641 (including additional 25% of the bonus)
Vice Chairman shall receive Baht 300,277 (including additional 12.5 % of the bonus)
Directors shall receive Baht 266,913 per person.
<p>To be noted that the bonus payout shall be proportional to each Director's length of tenure.</p> <p>Noted: In case that MCOT receives less than 3.00 points in the state enterprise performance measurement</p>

Proxy Form

Proxy Assignment

If the shareholder cannot attend the 2011 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)

Duty
Stamp
20 Baht

เขียนที่ / Made at

วันที่ /Dateเดือน/ Month พ.ศ /Year

1) ข้าพเจ้า I/We สัญชาติ/Nationality
อยู่บ้านเลขที่/Residing at ถนน/Road ตำบล/แขวง/Sub district
อำเภอ/เขต /District จังหวัด /Province รหัสไปรษณีย์ /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 /Road ตำบล/แขวง /Sub district
อำเภอ/เขต/District จังหวัด/Province รหัสไปรษณีย์ /Postal Code

(2) ชื่อ /Name.....อายุ /Ageปี
อยู่บ้านเลขที่ /Residing at No..... ถนน /Road ตำบล/แขวง /Sub district
อำเภอ/เขต/District จังหวัด/Province รหัสไปรษณีย์ /Postal Code

(3) ชื่อ /Name.....อายุ /Ageปี
อยู่บ้านเลขที่ /Residing at No..... ถนน /Road ตำบล/แขวง /Sub district
อำเภอ/เขต/District จังหวัด/Province รหัสไปรษณีย์ /Postal Code

หรือ มอบฉันทะให้กรรมการอิสระ/ประธานกรรมการตรวจสอบ นายญาณศักดิ์ มโนมัยพิบูลย์ อายุ 48 ปี
or the Independent Director/ Chairman of the Auditing Committee, **Mr.Yarnsak Manomaiphiboon**, age 48
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
คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นบริษัท
อสมท จำกัด (มหาชน) ประจำปี 2554 ในวันศุกร์ที่ 22 เมษายน 2554 เวลา 13.30 น. ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บมจ.อสมท
เลขที่ 63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310

Only one of above is assigned as my/our proxy to attend and vote in the 2011 Annual General Meeting of Shareholders on Friday,
22 April 2011 at 13.30 hours at the Studio 1 Television building, MCOT, 63/1 Rama 9 Road, Huay Kwang, Bangkok 10310.

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น 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

หมายเหตุ /Remarks:

1.ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยก
จำนวนหุ้น 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)



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.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares, and is entitled to cast votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares, and is entitled to cast votes

3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Ageปี

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

อำเภอ/เขต/Districtจังหวัด/Provinceรหัสไปรษณีย์ /Postal Code

(2) ชื่อ /Name.....อายุ /Ageปี

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

อำเภอ/เขต/Districtจังหวัด/Provinceรหัสไปรษณีย์ /Postal Code

(3) ชื่อ /Name.....อายุ /Ageปี

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

อำเภอ/เขต/Districtจังหวัด/Provinceรหัสไปรษณีย์ /Postal Code

หรือ มอบฉันทะให้กรรมการอิสระ/ประธานกรรมการตรวจสอบ นายญาณศักดิ์ มโนมัยพิบูลย์ อายุ 48 ปี

or the Independent Director/ Chairman of the Auditing Committee, **Mr.Yarnsak Manomaiphiboon**, age 48

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นบริษัท อสมท จำกัด (มหาชน) ประจำปี 2554 ในวันศุกร์ที่ 22 เมษายน 2554 เวลา 13.30 น. ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บมจ. อสมท เลขที่ 63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310

Only one of above is assigned as my/our proxy to attend and vote in the 2011 Annual General Meeting of Shareholders on Friday,

22 April 2011 at 13.30 hours at the Studio 1 Television building, MCOT, 63/1 Rama 9 Road, Huay Kwang, Bangkok 10310.

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 : เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ / 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.

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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

- วาระที่ 2 : เรื่อง รับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2553 วันที่ 22 เมษายน 2553

Agenda 2 : To certify the minutes of the 2010 Annual General Meeting of Shareholders held on 22 April 2010.

- (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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

- วาระที่ 3 : เรื่อง พิจารณารายงานผลการดำเนินงานของบริษัทฯ ในปี 2553 (1 มกราคม – 31 ธันวาคม 2553)

Agenda 3 : To acknowledge the Company's operating results in 2010 (The period between 1 January and 31 December 2010)

- (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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

- วาระที่ 4 : เรื่อง พิจารณานุมิตงบดุล บัญชีกำไรขาดทุน สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ 31 ธันวาคม 2553

Agenda 4 : To consider for approval of the balance sheet and the statement of profit and loss for the period ended 31 December 2010

- (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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

- วาระที่ 5 : เรื่อง รับทราบการจ่ายเงินปันผลระหว่างกาลและพิจารณาการจ่ายเงินปันผล ประจำปี 2553

Agenda 5 : To acknowledge the payment of the interim dividend and consider the payment of dividends for the year 2009

- (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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

- วาระที่ 6 : เรื่อง รับทราบกรรมการที่ออกตามวาระ และพิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 6 : To acknowledge the Directors' retirement by rotation and to consider the appointment of the directors to replace those

retiring by rotation.

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- (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

- การแต่งตั้งกรรมการเป็นรายบุคคล

The appointment of individual Directors

1. นางณุชา ยินดีพิช (Mrs.Danucha Yindeepit)

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

2. นายอรุณชัย บุรกรรมโกวิท (Mr.Arttachai Burakamkowitz)

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

3. นายสุทัศน์ ก้องธรนินทร์ (Mr.Sutat Kongtoranin)

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

4. รศ.ธีรภัทร์ สงวนกชกร (Ass.Prof. Teerapat Sanguankotchakorn)

- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

- วาระที่ 7 : เรื่อง พิจารณากำหนดค่าตอบแทนของกรรมการบริษัท

Agenda 7 : To consider the determination of remunerations of members of the Board of Directors

- (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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

- วาระที่ 8 : เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2554

Agenda 8 : To consider the appointment of the Auditor and the determination of audit fees for the year 2011

- (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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

- วาระที่ 9 : เรื่องอื่น ๆ (ถ้ามี) / Agenda 9 : To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.....ผู้มอบฉันทะ

Signed (.....) Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed (.....) Proxy

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed (.....) Proxy

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed (.....) Proxy

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น 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.

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ (แบบ ข.)

Annex to the Form of Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อสมท จำกัด (มหาชน)

Grant of proxy as a shareholder of **MCOT Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้น บริษัท อสมท จำกัด (มหาชน) ประจำปี 2554 ในวันศุกร์ที่ 22 เมษายน 2554 เวลา 13.30 น. ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บมจ. อสมท เลขที่ 63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310

At the 2011 Annual General Meeting of Shareholders on Friday, 22 April 2011 at 13.30 hours at the Studio 1 Television Building, MCOT 63/1 Rama 9 Road, Huay Kwang, Bangkok 10310.

หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

or at any adjournment thereof 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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

วาระที่...6..... เรื่อง...รับทราบกรรมการที่ต้องออกตามวาระและพิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ
Agenda 6 Subject To acknowledge the Directors' retirement by rotation and to consider the appointment of the directors to replace those retiring by rotation.

การแต่งตั้งกรรมการทั้งหมด
The appointment of the whole Board of Directors

การแต่งตั้งกรรมการเป็นรายบุคคล
The appointment of individual Directors

ชื่อ Name	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
1. นางคนุชา ยินดีพิช (Mrs.Danucha Yindeepit)			
2. นายอรรถชัย บุรกรรมโกวิท (Mr.Arttachai Burakamkowitz)			
3. นายสุทัศน์ ก้องธรนิทร์ (Mr.Sutat Kongtoranin)			
4. รศ.ธีรภัทร์ สงวนนชกร (Ass.Prof. Teerapat Sanguankotchakorn)			

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

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

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed (.....) Proxy
Date วันที่...../...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed (.....) Proxy
Date วันที่...../...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed (.....) Proxy
Date วันที่...../...../.....

Duty Stamp
20 Baht
ติดอากรแสตมป์
20 บาท

หนังสือมอบฉันทะแบบ ค.

Proxy Form C

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

เขียนที่/ Made at

วันที่/ Dateเดือน/ Monthพ.ศ/Year

1) ข้าพเจ้า I/We สัญชาติ/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)

ซึ่งเป็นผู้ถือหุ้นของ บริษัท อสมท จำกัด (มหาชน)

as a shareholder of **MCOT Public Company Limited,**

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

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

หุ้นสามัญ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares, and is entitled to cast votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares, and is entitled to cast votes

2) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน /Roadตำบล/แขวง /Sub districtอำเภอ/เขต/

Districtจังหวัด/Provinceรหัสไปรษณีย์ /Postal Code

(2) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน /Roadตำบล/แขวง /Sub districtอำเภอ/เขต/

Districtจังหวัด/Provinceรหัสไปรษณีย์ /Postal Code

(3) ชื่อ /Name.....อายุ /Ageปี

อยู่บ้านเลขที่ /Residing at No.....ถนน /Roadตำบล/แขวง /Sub districtอำเภอ/เขต/

Districtจังหวัด/Provinceรหัสไปรษณีย์ /Postal Code

หรือ มอบฉันทะให้กรรมการอิสระ/ประธานกรรมการตรวจสอบ นายญาณศักดิ์ มโนมัยพิบูลย์ อายุ 48 ปี

or the Independent Director/ Chairman of the Auditing Committee, **Mr.Yarnsak Manomaiphiboon**, age 48

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นบริษัท อสมท จำกัด (มหาชน) ประจำปี 2554 ในวันศุกร์ที่ 22 เมษายน 2554 เวลา 13.30 น. ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บมจ. อสมท เลขที่ 63/1 ถนน พระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310

Only one of above is assigned as my/our proxy to attend and vote in the 2011 Annual General Meeting of Shareholders on Friday,

22 April 2011 at 13.30 hours at the Studio 1 Television building, MCOT, 63/1 Rama 9 Road, Huay Kwang, Bangkok 10310.

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

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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 : เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ / 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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

วาระที่ 2 : เรื่อง รับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2553 วันที่ 22 เมษายน 2553

Agenda 2 : To certify the minutes of the 2010 Annual General Meeting of Shareholders held on 22 April 2010

(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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

วาระที่ 3 : เรื่อง พิจารณารายงานผลการดำเนินงานของบริษัทฯ ในปี 2553 (1 มกราคม – 31 ธันวาคม 2553)

Agenda 3 : To acknowledge the Company's operating results in 2010 (The period between 1 January and 31 December 2010)

(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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

วาระที่ 4 : เรื่อง พิจารณานุมิตงบดุล บัญชีกำไรขาดทุน สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ 31 ธันวาคม 2553

Agenda 4 : To consider for approval of the balance sheet and the statement of profit and loss for the period ended 31 December 2010

(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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

วาระที่ 5 : เรื่อง รับทราบการจ่ายเงินปันผลระหว่างกาลและพิจารณาการจ่ายเงินปันผล ประจำปี 2553

Agenda 5 : To acknowledge the payment of the interim dividend and consider the payment of dividends for the year 20 10

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(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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

วาระที่ 6 : เรื่อง รับทราบกรรมการที่ออกตามวาระ และพิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 6 : To acknowledge the Directors' retirement by rotation and to consider the appointment of the directors to replace those retiring 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

การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of individual Directors

1. นางคนุชา ยินดีพิธ (Mrs.Danucha Yindeeipit)

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

2. นายอรรถชัย บุรกรรมโกวิท (Mr. Arttachai Burakamkowitz)

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

3. นายสุทัศน์ ก้องธรณินทร์ (Mr. Sutat Kongtoranin)

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

4. รศ.ธีรภัทร์ สงวนกชกร (Ass.Prof.Teerapat Sanguankotchakorn)

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

วาระที่ 7 : เรื่อง พิจารณากำหนดค่าตอบแทนของกรรมการบริษัท

Agenda 7 : To consider the determination of remunerations of members of the Board of Directors

(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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

วาระที่ 8 : เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2554

Agenda 8 : To consider the appointment of the Auditor and the determination of audit fees for the year 201 1

(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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

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วาระที่ 9 : เรื่องอื่น ๆ (ถ้ามี) / Agenda 9 : To consider other matters (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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve vote(s) Not approve vote(s) Abstain vote(s)

5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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.

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 / Signedผู้มอบฉันทะ/Grantor

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy

ลงชื่อ/ Signedผู้รับมอบฉันทะ/ Proxy

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. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ 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. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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 Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้น บริษัท อสมท จำกัด (มหาชน) ประจำปี 2554 ในวันศุกร์ที่ 22 เมษายน 2554 เวลา 13.30 น. ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บมจ. อสมท เลขที่ 63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310

At the 2011 Annual General Meeting of Shareholders on Friday, 22 April 2011 at 13.30 hours at the Studio 1 Television Building, MCOT 63/1 Rama 9 Road, Huay Kwang, Bangkok 10310.

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

.....

วาระที่.....เรื่อง.....
Agenda 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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

วาระที่.....เรื่อง.....
Agenda 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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

วาระที่.....เรื่อง.....
Agenda 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.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve vote(s) Not approve vote(s) Abstain vote(s)

วาระที่...6..... เรื่อง...รับทราบกรรมการที่ต้องออกจากตำแหน่งตามวาระและพิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 6 Subject To acknowledge the Directors' retirement by rotation and to consider the appointment of the directors to replace those retiring by rotation.

การแต่งตั้งกรรมการทั้งหมด

The appointment of the whole Board of Directors

การแต่งตั้งกรรมการเป็นรายบุคคล

The appointment of individual Directors

ชื่อ Name	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
1. นางดนูชา ยินดีพิช (Mrs. Danucha Yindeepit)			
2. นายอรรถชัย บุรกรรมโกวิท (Mr. Arttachai Burakamkowitz)			
3. นายสุทัศน์ ก้องธรณินทร์ (Mr. Sutat Kongtoranin)			
4. รศ.ธีรภัทร์ สวงนทชกร (Ass.Prof. Teerapat Sanguankotchakorn)			

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signed (.....) Grantor

Date วันที่...../...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed (.....) Proxy

Date วันที่...../...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed (.....) Proxy

Date วันที่...../...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed (.....) Proxy

Date วันที่...../...../.....

เอกสารประกอบการพิจารณากรณีผู้ถือหุ้นมอบหมายให้กรรมการอิสระเป็นผู้รับมอบฉันทะ

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

ประวัติกรรมการที่เป็นอิสระ

Resume of Independent Director

บริษัท อสมท จำกัด (มหาชน)

MCOT Public Company Limited

.....

ชื่อ - ชื่อสกุล

นายญาณศักดิ์ มโนมัยพิบูลย์

Name-Surname:

Mr. Yarnsak Manomaiphiboon

วัน/เดือน/ปีเกิด

5 มีนาคม 2506

Date of Birth:

5 March 1963

วุฒิการศึกษา

- ปริญญาโท บริหารธุรกิจ ด้านการเงินและการจัดการ

Education

มหาวิทยาลัยอินเดียนา, บลุ่มมิงตัน, สหรัฐอเมริกา

- MBA (Finance and Management), Indiana University, Bloomington, USA

- ปริญญาตรี วิศวกรรมศาสตร์ (เกียรตินิยมอันดับ 2) จุฬาลงกรณ์มหาวิทยาลัย

- Bachelor of Engineering (2nd Honor), Chulalongkorn University

ตำแหน่งงานในปัจจุบัน

กรรมการและกรรมการบริหาร บริษัท หลักทรัพย์ บัวหลวง จำกัด (มหาชน)

Director /Executive Director, Bualuang Securities Co., Ltd

ประสบการณ์ทำงาน

- กรรมการผู้อำนวยการ บริษัท หลักทรัพย์ บัวหลวง จำกัด (มหาชน)

Working Experience:

- Executive Director, Bualuang Securities Co., Ltd.

-

กรรมการผู้จัดการ บริษัท หลักทรัพย์ บัวหลวง จำกัด (มหาชน)

- Managing Director, Bualuang Securities Co., Ltd.

- กรรมการบริหาร สมาคมบริษัทหลักทรัพย์

- Executive Director, Association of Securities

- กรรมการ บริษัท เซ็ทเทรด ดอท คอม จำกัด

- Director, Settrade.com Co., Ltd.

- กรรมการอิสระและกรรมการตรวจสอบ บมจ. อยูธยา อลิอันซ์ ซี.พี. ประกันชีวิต

- Independent Director and Member of the Audit Committee,

Ayudhya Allianz C.P. Life Plc.

- กรรมการและรองกรรมการผู้อำนวยการฝ่ายค้าหลักทรัพย์

บริษัทหลักทรัพย์ เจ เอฟ ธนาคอม จำกัด

- Director and Deputy Executive Director, Securities Trading Department,

J F Thanakom Co., Ltd.

- อนุกรรมการ ตลาดหลักทรัพย์ใหม่



Enclosure 6

Instructions for Attending the Meeting, Assigning a Proxy and Voting Process

1. In case the shareholder attends the Meeting in person

- **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 the shareholder assigning a proxy is a Thai citizen:** A copy of ID card or government-issued ID card signed and certified as a true copy by the shareholder.
- **In case the shareholder assigning a proxy is a foreigner:** A copy of passport or other identification documents signed and certified as a true copy by the shareholder.
- **In case the shareholder assigning a proxy is a juristic person:**
 - **Thai juristic person:**

A copy of the Company's affidavit issued by the Ministry of Commerce not exceeding 1 year, 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 the authorized person.
 - **Foreign juristic person:**

The proxy form with a signature of an authorized person of the company and the company's seal affixed on it must be signed before a Notary Public or an authorized officer of the entity that has similar authority in accordance with the laws of each country. After signing, the proxy form must be signed to certify the person certifying the document by an authorized person of the Thai Embassy or Consulate or by an authorized person assigned to act on his/her behalf or the person who has an authority to certify the document in accordance with the laws of that country.
- **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 the shareholder cannot attend the Meeting, the shareholder may assign a person or the Independent Director as a proxy:**

Mr. Yarnsak Manomaipiboon
Chairman of the audit Committee (Proxy Form)
Corporate Secretary Department, MCOT Plc.
63/1 Rama 9 Road, Huaykwang

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.

-2-

- **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.

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 Articles of Association 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 Articles of Association 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.

**Articles of Association relating 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 fourth 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 hare 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.

-2-

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 Articles of Association 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

-3-

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. 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.

Enclosure 8

Request Form for 2010 Annual Report

Please fill in and send this form on fax. 0 2245 1854 or mail to:

Office of Corporate Secretary
MCOT Public Company Limited
63/1 Rama IX Rd. Huay Kwang
Bangkok 10310

Please identify on the envelop “(Request for 2010 Annual Report)”

To Office of Company Secretary

Name.....

Address.....

.....

.....

Telephone.....

I would like to receive the 2010 Annual Report of MCOT Public Company Limited.