



MCOT Public Company Limited

Documents

For

The 2010 Annual General Meeting of Shareholders

**Thursday, April 22, 2010
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 2009 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 6153/1068

March 29, 2010

Subject: Invitation to the 2010 Annual General Meeting of Shareholders of
MCOT Public Company Limited

To Shareholders of the Company

- Enclose:
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2009 on August 27, 2009
 2. 2009 Annual Report (CD-Rom)
 3. Curriculum vitae of the Director appointed to replace the Director who retired prior to the completion of her tenure
 4. Comments of the Board of Directors and curriculum vitae of the nominees for Directors
 5. Details on the remuneration of the Company's Directors
 6. Proxy Form A, B and C (Form B is recommended) and the Independent Director's biography
 7. Terms and conditions and instructions for shareholders attending the Meeting
 8. Articles of Association relating to the Shareholders' Meeting and the Voting Instructions
 9. Request Form (for receiving the 2009 Annual Report in printed form)
 10. Registration Form (The shareholder or the Proxy must bring this Form to the Shareholders' Meeting)
 11. Map of the meeting venue

The Board of Directors of MCOT Public Company Limited had a resolution to convene the 2009 Annual General Meeting of Shareholders on Thursday, April 22, 2010 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 Extraordinary General Meeting of Shareholders No.1/2009 held on August 27, 2009

Rationale: The Extraordinary General Meeting of Shareholders No.1/2009 was held on August 27, 2009. The minutes of the Extraordinary General Meeting of Shareholders No.1/2009 was submitted to the Stock Exchange of Thailand (SET) within 14 days after the meeting and posted on the Company's website, www.mcot.net/ir, a copy of which is enclosed herewith (**Enclosure 1.**)

Opinion of the Board: The minutes of the Extraordinary General Meeting of Shareholders of MCOT Public Company Limited No.1/2009 held on August 27, 2009 shall be presented to the shareholders' meeting for approval as they were accurately prepared.

3.To consider the report on the Company's 2009 operating results (for the period between January 1 – December 31, 2009)

Rationale: The details of the Company's 2009 operating results were shown in the 2009 Annual Report (Enclosure 2), which was distributed to each shareholder together with the Documents for the 2009 AGM.

Opinion of the Board: The Company's 2009 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, 2009.

Rationale: The Company’s balance sheet and statement of income for the year ending December 31, 2009 shown in the 2009 Annual Report was approved by the Office of the Auditor General of Thailand (OAG) and reviewed by the Audit Committee (**Enclosure 2**).

Opinion of the Board: The Company’s balance sheet and the statement of income for the year ending December 31, 2009 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 2009

Rationale: Article 66 of the Company’s Regulations 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 2009 operating results for the period between January 1 - December 31, 2009 shows the Company’s net profit for the period of Baht 1,393,358,883.

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 2009	Year 2008
1. Net profit from the consolidated financial statement (million Baht)	1,394	1,230
2. The numbers of shares (million)	687	687
3. Annual dividend (Baht: share)	1.80	1.60
- Interim dividend (Baht: share)	0.75	0.75
- Year-end dividend (Baht: share)	1.05	0.85
4. Total dividend paid (million Baht)	1,237	1,099
5. Dividend distribution ratio (percentage)	89	89

Opinion of the Board: The interim dividend distribution shall be presented for acknowledgement by the shareholders’ meeting and the distribution of a Baht 1.80-per-share dividend for the year 2009 shall also be proposed to the shareholders’ meeting for approval. The Baht 0.75-per-share interim dividend for the operating results for the period between January 1 – June 30, 2009, has been paid on October 20, 2009. The distribution of Baht 1.05-per-share dividend for the operating results for the period between July 1 – December 31, 2009, is scheduled for May 14, 2010.

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 19, 2010 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 22, 2010.

6. To acknowledge the appointment of Directors to replace those resigned prior to the completion of his tenure and retired by rotation

Rationale: 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 is shown in **Enclosure 3**.

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

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, 2009, but neither agenda nor candidate was proposed by shareholders.

The Nomination and Remuneration 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 and Remuneration 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. Mr. Nathi | Premrasmi | Independent Director |
| 2. Mr. Jaturong | Panyadilok | Director |
| 3. Mr. Somboon | Muangklam | Independent Director |
| 4. Assoc.Prof.Dr. Wittayatorn | Tokeaw | Independent Director |

The comments of the Board of Directors and the resume of the nominees are shown in **Enclosure 4**.

Opinion of the Board: 1. The Directors' retirement before the completion of her tenure and the appointment of new Director to replace her shall be presented to the shareholders' meeting for acknowledgement.

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

7. To consider approving the Directors' remuneration

Rationale: Article 34 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 Nomination and 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 Nomination and Remuneration Committee therefore determined the remuneration of the Company's Directors as shown in **Enclosure 5**.

Opinion of the Board: The determination of the Directors' remuneration package which are 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 proposed 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 2010

Rationale: Taking into account the fact that the status of the Company is State Enterprise, the Office of the Auditor General (OAG) has been designated as the Company's auditor.

Opinion of the Board: The shareholders' meeting shall be presented with the appointment of the Office of the Auditor General (OAG) as the Company's Auditor and the determination of Baht 1.5 million remuneration for the year 2010 for approval.

9. To consider other matters (if any)

In determining the shareholders who have the right to attend the 2010 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 19, 2010 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 22, 2010.

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

Office of Corporate Secretary
Tel. 0 2201 6454, 0 2201 6388, 0 2201 6210
Fax: 0 2245 1854

Note:

1. The Company has posted the Document for the 2010 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, 2010 between 10.30 – 12.00 hrs. For Interested shareholders, please register and inform your interest at 10.00 hrs.

**The Minutes of
the Extraordinary General Meeting of
Shareholders No.1/2009**

**Thursday, August 27, 2009
(Document for Agenda 2)**

The Extraordinary General Meeting of Shareholders No. 1/2009
Of
MCOT Public Company Limited
Held on Thursday 27 August 2009
at Studio 1, Television Station Building,
MCOT Public Company Limited
63/1 Rama IX Road, Huaykwang, Bangkok 10310

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Directors present:

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

Director absent:

1. Mr. Arttachai Burakamkovit	Official Obligation
2. Mrs. Danucha Yindeepit	Official Obligation
3. Mr. Dheerasak Suwannayos	Official Obligation

Executives present:

1. Mr. Chitnarong Kunakridatikarn	Vice President, Acting President
2. Mrs. Aranrat Youkong	Vice President, Board of Directors and Company Secretary
3. Mr. Polchai Vinijchaikul	Vice President, Office of Legal Affairs
4. Mr. Thanachai Wongthongsri	Vice President, Office of Corporate Secretary

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 584 shareholders representing 39,537,230 shares

The Meeting convened at 09.30 hrs.

Prof. Dr. Surapon Nitikraipot, Chairman, presiding over the Meeting, informed that the presence consisted of 409 on-their-behalf shareholders representing 2,569,837 shares and 175 proxy shareholders representing 562,210,562 shares. The total shares equaled 564,780,399 shares or 82.20% of all shares. The body of meeting met the requisite laws and regulations and the Chairman therefore declared the opening of 2009 Extraordinary General Meeting of Shareholders No. 1/2009. The Chairman introduced the Board of Directors and executives to the meeting prior to the proceeding with agendas as follows:

The Company comprises 13 directors; nine directors were present and three directors involved official obligation. The remaining director shall be selected during this Extraordinary General Meeting.

After that, the Chairman asked Directors present for the Meeting to introduce themselves to the shareholders. Such Directors were:

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

There were executives attending the Meeting as follows:

- | | |
|-----------------------------------|---|
| 1. Mr. Chitnarong Kunakridatikarn | Vice President, Acting President |
| 2. Mrs. Aranrat Youkong | Vice President, Board of Directors
and Company Secretary |
| 3. Mr. Polchai Vinijchaikul | Vice President, Office of Legal Affairs |
| 4. Mr. Thanachai Wongthongsri | Vice President, Office of Corporate Secretary |

The Chairman assigned 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 shareholders' meetings, as each agenda ends, the shareholders who object or abstain 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.

To follow requisite laws and regulations of the Company, the Chairman shall request the approval from at least five shareholders. Over five shareholders raised their hand to approve the means of voting as such.

The Meeting then proceeded with the following agendas:

Agenda 1: Report from the Chairman

The Chairman: expressed his appreciation to all shareholders for attending the Extraordinary General Meeting No. 1/2009. The Board of Directors selected by the Annual General Meeting of Shareholder is committed to developing MCOT Plc. in the directions set forth since its establishment under following three missions:

1. MCOT Plc. shall be a professional and widely-accepted mass media organization.
2. MCOT Plc. as a listed company in the Stock Exchange of Thailand shall have good operating results and yield appropriate profit to its investors.
3. MCOT Plc. as a state-enterprise media organization with an aim to be the communication channel between the government and the public shall operate its businesses for the best benefit of the society and the overall image of the government.

All three missions shall be equally regarded as the commitment of the Board of Directors. All three missions towards the mass media professionalism, the good performance and efficiency of the listed company and the state enterprise with an aim for the public and social interests shall be conducted simultaneously.

The Resolutions of the Meeting: Acknowledged

Agenda 2 : To certify the minutes of the 2009 Annual General Meeting of Shareholders on 24 April 2009

The Chairman informed the Meeting that the Company has issued the Minutes of 2009 Annual General Meeting of Shareholders on 24 April 2009 and delivered to the Stock Exchange of Thailand by 14 days in accordance with the stated laws and shareholders in advance. If the shareholders would like to correct the minutes, the notification to the Meeting is required. The Meeting is told to approve the Minutes of Annual General Meeting of Shareholders on 24 April 2009.

Mr. Nattawut Sootprasert, shareholder, requested to correct the Minutes of 2009 Annual General Meeting of Shareholders on Agenda 3 page 5 on the Resolutions of the Meeting. The correction is from "587,287,390 votes" to "578,287,390 votes".

Mr. Thanachai Wongthongsri, Vice President, Office of Corporate Secretary, requested to correct the Minutes of the Meeting on page 6 line 27 "Mrs. Soontree Kaewkorn, Vice President, Office of Accounting and Finance stated that True Visions Plc. and RBDS Plc. still operate and other three companies do not operate..." to Mrs. Sontree Kaewkorn, Vice President, Office of Accounting and Finance stated that True Visions Plc. and True Visions Cable Plc. still operate while the rest do not operate..."

The Chairman: stated that if the shareholders do not request to further correct the Minutes of the Meeting, the Meeting shall resolve to approve the Minutes of 2009 Annual General Meeting of Shareholders.

The Resolutions of the Meeting: approved to correct the 2009 Annual General Meeting of shareholders held on 24 April 2009 as follows:

1. Page 5 Agenda 3 on 2008 Operating Result Report in the part of the Resolutions of the Meeting
original statement: "Approved 587,287,390 votes or 100%"
amended statement: "Approved 578,287,390 votes or 100%"

2. Page 6 line 27 original statement "Mrs. Soontree Kaewkorn, Vice President, Office of Accounting and Finance stated that True Visions Plc. and RBDS Plc. still operates and other three companies do not operate..."

amended statement "Mrs. Sontree Kaewkorn, Vice President, Office of Accounting and Finance stated that True Visions Plc. and True Visions Cable Plc. still operate and other companies do not operate..."

then certified the 2009 Annual General Meeting of Shareholders and the meeting voted as follows:

Approved	566,269,656 votes or 98.80 %
Disapproved	0 votes or 0.00 %
Abstained	6,891,900 votes or 1.20%

Agenda 3: To select the new Director

The Chairman: assigned Mr. Nathi Premrasmi, First Vice Chairman, as the Chairman of the Nomination and Remuneration Committee to propose the issue.

Mr. Nathi Premrasmi, First Vice Chairman as Chairman of Nomination and Remuneration Committee explained that in the 2009 Annual General Meeting on 24 April 2009, the Meeting selected the Directors to replace five directors retiring by rotation and MCOT Plc. had reserved the right to maintain the number of Board of Directors at 13 Directors. The Company has also reserved the right for the President to be selected by the Shareholders' Meeting as one remaining Director. At present, the President selection process has been completed. The Nomination and Remuneration Committee agreed to propose the name of **Mr. Tanawat Wansom** to the Board of Directors at the Meeting No.10/2009 on 21 July 2009 and the Board of Directors Meeting No. 11/2552 on 30 July 2009 approved to propose to the Extraordinary General Meeting of Shareholders to appoint Mr. Tanawat Wansom Director of MCOT Plc. The curriculum vitae of Nominated Director had been proposed to shareholders, along with invitation letter.

Mr. Seksan Supasaeng, shareholder, inquired the reason of the Nomination and Remuneration Committee for selecting Mr. Tanawat Wansom as the person whose knowledge and ability were qualified to be the President and Director.

The Chairman: explained that regarding the nomination process of the President, the Company appointed The Nomination of President Committee in accordance with the Qualification Standards for Directors and State Enterprise Employees Act where Mr. Tongthong Chandransu was originally the President; however, he announced his resignation as he completed his tenure in the Board of Directors. Consequently, the Board of Directors appointed Mrs. Matana Watanalit, the Second Vice Chairman, to replace him. The issues of qualification, appropriation and nomination process of the President shall therefore be explained by Mrs. Matana Watanalit.

Mr. Seksan Supasaeng, shareholder, requested the explanation on knowledge, ability, behavior, experience, skills, past careers, visions, as well as the opinions of Directors.

Mr. Somchai Chansa-ard, shareholder inquired about the number of members of the President Nomination Committee, process, including the reasons for the selecting Mr. Tanawat Wansom and rejecting other candidates.

Mrs. Matana Watanalit, Second Vice Chairman as the Chairman of the President Nomination Committee: explained that President Nomination Committee consists of three Directors of MCOT Plc. and two Specialists who jointly proceeded with the selection of approximate 20 candidates. Based on the qualification of individual candidate, 11 candidates were qualified and invited to present their visions to the Committee and four candidates, whose qualification, knowledge, management ability, vision and appropriateness met the requirement of the Committee, were eligible to the final interview. After the interview, the Committee unanimously selected Mr. Tanawat Wansom who has working experience at the local and international levels. The President Nomination Committee then proposed the name of Mr. Tanawat Wansom to the Nomination and Remuneration Committee for approval and the Board of Directors then resolved to appoint Mr. Tanawat Wansom the President of MCOT Plc.

The Chairman: added that during the 2007 President Nomination Mr. Tanawat Wansom was then 35 years old and was one of final two candidates whose points equaled that of Mr. Wasan Paileeklee. The then Board of Directors had resolved to select Mr. Wasan Paileeklee to be the President. For this nomination of President,

Mr. Tanawat Wansom is now 37 of age and passed the process of President Nomination Committee. The Chairman is informed to carefully examine the eligible candidate to achieve the expected qualifications required for the Company's business management. No name is needed to be proposed, if no candidate is qualified. The Committee could re-proceed with the nomination or has head hunter recruit the candidates qualified to serve as the President. The President Nomination Committee examined qualification of all 20 candidates and invited 11 candidates to present the vision. Four candidates, who gained the most outstanding points from vision presentation, were invited to have an interview. The Committee selected only one qualified candidate. In this regard, the Board of Directors questioned and examined the points of candidates, since the Board needed to nominate more than one person or candidate to make a comparison. However, the point of candidate surpassed other candidates, so the second candidate was not qualified for the interview. The Board of Directors had a conversation with Mr. Tanawat Wansom, including interview, question and reply, for almost 2 hours and eventually had a unanimous decision to nominate Mr. Tanawat Wansom for Presidency appointment and Directorship and to request for approval of his remuneration from the Ministry of Finance. Mr. Tanawat Wansom earns a degree in mass communication and has long experience in related mass media businesses He was also a trendsetter of Channel V Thailand, served as an executive of Star TV Hong Kong and worked for Disney USA, including experience in international media businesses The President Nomination Committee then proposed the name of Mr. Tanawat Wansom to the Nomination and Remuneration Committee for approval and the Board of Directors then resolved to appoint Mr. Tanawat Wansom the President of MCOT Plc. Based on the interview, Mr. Tanawat Wansom understood status, role, mission and vision of MCOT Plc. The Board of Directors therefore believed that the new development and progress would occur. Moreover, the Board of Directors set up the key performance indicator in management contract for assessment which is divided into four levels:

100-90	excellent and can remain in the position
80 - less than 90	good and can remain in the position
70 - less than 80	fair with tenure continuity, but certain required improvement
less than 70	tenure termination without contract renewal

The administration assessment shall be conducted twice annually. In this regard, the Chairman would like to inform all shareholders that the president nomination involved no person of connection, mandate of political party or any interest group. The Board of Directors made a selection based upon professionalism and confidence in leadership to manage the Company. Mr. Tanawat Wansom would prove himself by his performance within 1 year by his achievement in the 3 missions as previously mentioned at this Meeting. The confidence of the Board of Directors brought about this Extraordinary General Meeting of Shareholders today which shareholders were required to select Mr. Tanawat Wansom the Director and the Board of Directors would then appoint him to be the President.

Mr. Somchai Chansa-ard, shareholder questioned that the status of Mr. Tanawat Wansom is a 4-year-contract employee and probation pass depends upon the decision of the Board.

Mr. Somkiat Promerat, shareholder inquired that Mr. Tanawat Wansom possibly attends the Extraordinary General Meeting of Shareholders before shareholders resolved to elect Mr. Tanawat Wansom as the President.

The Chairman: explained that Mr. Tanawat Wansom was unable to attend the Meeting of Shareholders because he was neither a shareholder nor elected Director and added that other than president nomination, the Board of Directors aimed to improve human resource management and efficiency and capability of staff urgently and had a commitment to secure staff members with work security, welfare and good remuneration through vivid specification of job description. The improvement of internal management, which significantly affects the change of Company, would proceed now until the Annual General Meeting of Shareholders and shareholders would be informed of determination to positive change within MCOT Plc.

Mr. Seksan Supasaeng, shareholder requested the record of president nomination in part of presentation of vision, interview of qualified candidates with 80% criteria.

The Chairman: asked the Meeting of Shareholders to elect Mr. Tanawat Wansom the Director as the Nomination and Remuneration Committee proposed.

The Resolutions of the Meeting: elected Mr. Tanawat Wansom whom the Nomination and Remuneration Committee proposed to be the Director and the Meeting voted as follows:

Approved	567,317,575 votes or 98.80 %
Disapproved	100 votes or 0.00 %
Abstained	6,891,600 votes or 1.20 %

Agenda 4: To amend MCOT Public Company Limited Regulation No. 35

The Chairman informed the Meeting that MCOT Plc. requested to amend MCOT Public Company Limited Regulation No. 35 to facilitate the appointment of President in compliance with related laws. Originally, in order to be appointed as the President, the person who was nominated needed to be appointed as the Director first according to Clause 3 of the Regulation No. 35. Therefore, the Board of Directors agreed to amend the Regulation of MCOT Plc. No. 35. The amendment enables the Board of Directors to appoint the selected person to be the Director-General and such person can immediately perform his/her duties for the Company. If the Board of Directors approves the appointment of Director-General to be the Director, the procedure for director appointment will then be preceded. The Director-General who is appointed Director will then be called President. The original and amended versions of Regulation No. 35 had been delivered to shareholders, along with the invitation letter.

Miss Naiyana Angsantikul, shareholder, inquired that if the Regulation as such was amended, MCOT Plc. would not need to hold the Meeting of Shareholders to elect the Director before his/her being appointed as President or not.

Mr. Tanawat Pinrod, shareholder, questioned whether the request for the prospectus amendment after the appointment of President would be possible or not.

The Chairman explained that the appointment of Mr. Tanawat Wansom to be the President entirely complied with the original Regulation. After this, the Meeting of the Board of Directors will be convened to appoint Mr. Tanawat Wansom who has been elected as Director to be the President. The amendment to this Regulation will allow an immediate appointment of the CEO of MCOT Plc. to be conducted without prior his appointment as Director by appointing the selected person as Director-General. The Director appointment process will proceed and such Director-General will be call President.

The Chairman informed that the resolution for an amendment to prospectus and regulation, as stated in Regulation No. 30 of MCOT Plc., requires three-fourth of votes of all present and eligible shareholders.

The Chairman asked the Meeting of Shareholders to cast the votes for the amendment to the MCOT Public Company Limited Regulation No. 35 as the Board of Directors proposed.

The Resolutions of Meeting: approved the addition and amendment of MCOT Public Company Limited Regulation No. 35 voted as follows:

Approved	567,626,957 votes or 98.80%
Disapproved	28,000 votes or 0.0049%
Abstained	6,904,541 votes or 1.20%

Agenda 5: Others

The Chairman: Today the Board of Directors had an opportunity to meet with shareholders, so the Board is pleased to hear the questions, observations and suggestions as operation guidelines.

Mr. Somkiat Promrat, shareholder, inquired about how MCOT Plc. take care of its shareholders and requested that the executives should oversee every related part which facilitates shareholders for decision making and problem solving.

The Chairman: explained that the shareholders of MCOT Plc. are owners of the Company, so the Company must serve the interests of its owners and understand that the shareholders expect good operating results. Forgiveness for the past mistakes had been asked for acceptance.

Mr. Seksan Supasaeng, shareholder, inquired as follows:

1. Policy of Board of Directors on initiation of listed joint-venture company
2. Policy on permission of individual shareholders to be Directors
3. Reason of signing joint-venture agreement before the appointment of the new President

The Chairman: would bring two raised topics into consideration. If those two topics cannot be proceeding, reasons will be explained to the shareholders. Regarding the establishment of joint-venture company, SeedMCOT Co., Ltd., the Board of Directors approved on the ground of business opportunity and deemed it appropriate. In fact, it has been long operated, but business needs timely operation. The Board of Directors made a consideration based on the first priority and a responsible decision. However, the involvement of the President in important issues as the appointment of Chief Financial Officer (CFO) with whom the President will work closely shall be on the hold.

Assoc.Prof.Dr.Wittayatorn Tokeaw, Director, added that in the issues concerning whether the shareholders are allowed to nominate Directors, the Board of Directors had already proceeded with it in the past Annual General Meeting of Shareholders; no shareholders nominated Directors. Nevertheless, such process remains active every Annual General Meeting.

Mr. Suwit Mingmol, Shareholders, President of State Enterprise Labor Union of MCOT Plc., informed that the representative of State Enterprise Labor Union attended the meeting of Administration Monitoring Committee. The Union currently monitors the amendment to the contract with Channel 3 and True Visions. According to the news, the current Board of Directors resolution follows the resolution of the former Board of Directors.

The Chairman informed that the former Board of Directors approved the amendment to the contract with True Visions on advertisement permission which requires additional payment of 6.5% of profit from advertisement and drafted contract had been delivered to the Office of the Attorney General for approval prior to signing. However, the Board of Directors viewed that interests of True Visions relate to those of MCOT Plc. such as in the case that True Visions de-listed from SET, the charge on such an act shall be brought into discussion and the case that there may be some asset transfer which MCOT Plc. did not fully receive. The present Board of Directors regards discussion on charges on withdrawal from SET as important, along with negotiation on advertisement permission. The original contract did not allow advertisement. The Television and Radio Broadcasting Operation Act B.E. 2551 (2008), however, allows cable TV business to do advertisement. Number of minutes per hour for advertisement is limited. The Board of Directors viewed that the interests of MCOT Plc. should be prevented and the Company deserved such profit. This is the reason the Board of Directors brings the issue to negotiation.

Mr. Somchai Chansa-ard, shareholder, had a question on corruption within organization and evidence presented to the 2009 Annual General Meeting held on 24 April 2009. There had been no progress, while the organization nearby MCOT Plc. found the corruption up to Baht 400 million and proceeded within 3 months. The Board of Directors was proposed to add the fourth mission on suppression of corruption which helps enhance the operating result and gain trust from shareholders.

The Chairman explained that he has not yet received any corruption and legal violation report during his four-month chairmanship. Due to MCOT Plc.'s being an organization under large shareholding of government, prevention against corruption is necessary. If it has been reported or happens, the management will be conducted to find the violators and then file the lawsuit. If shareholders have information, evidence, for example, extra-expensive purchase contract. If not to MCOT Plc., please send the document to Thammasat University. Shareholders would be affirmed that the Chairman shall take an action as an officer of government agency if it is evident or alleged. He also does not want any corruption to happen during the chairmanship. Measures, systems and mechanisms related to examination and prevention will be used and effective in the future.

Miss Yardarun Laksameeseth, shareholder, proposed as follows:

1. Change of the month of the Annual General Meeting of Shareholders from April to March due to several AGMs in April.
2. Admission of shareholders to participate in activities of MCOT Plc. by providing specific phone number and contact person such as Company Secretary staff
3. Permission for shareholders to serve in Committees

Shareholder requested the Ministry of Finance to reduce the ratio of shareholding so that general shareholders can make a resolution to change some issues.

The Chairman explained that the Ministry of Finance currently holds 65.80 % of total shares. Still, all shareholders are equally important to MCOT Plc. Comments and suggestions of shareholders are needed. If the organization is well known, prosperous and well managed, the Company will attract several shareholders. Here again, MCOT Plc. willingly hears all comments of shareholders and deems it important.

Mr. Prutanant Sriwongliang, shareholder, had a suggestion on contact number of MCOT Plc. through several ways such as searching on MCOT website which helps find telephone numbers on phonebook directory with name, employee ID or offices. Online phonebook should be provided by the Office of Human Resources and kept updated.

The Chairman: the Annual Report prepared in 2010 will provide major telephone numbers such as Chairman of the Board, President, Chairman of the Audit Committee, Office of Public Relations and responsible staff members.

Mr. Suwan Ngamsuthi, shareholder, suggested that MCOT Plc. add more details on passing-by public buses from the origin to destination.

Shareholder commented that line transfer sometimes experiences disconnection or goes to the technicians who does not know about the internal numbers. Employees should provide information and advice to customers basically. They need training to assist and facilitate customers who acquire services better.

Shareholder inquired that the votes of absent shareholders are regarded as a abstention or approval for resolutions and so are votes of absent and non-proxy shareholder.

The Chairman explained that MCOT Plc. provided proxy form enclosed in EGM document. Shareholders unable to attend the Meeting can authorize the Chairman of Audit Committee as a proxy. The Chairman of Audit Committee makes a resolution as shareholders authorize to do so. Otherwise, shareholders may allow the Chairman of Audit Committee to resolve based on his decision. Shareholders who fail to attend the meeting or do proxy are not counted as the body of Meeting.

The Chairman informed the Meeting that the Board of Directors will accept the observations of shareholders. If any issue is not on process, it does not mean that the Board does not take it into consideration. The answers to the questions will be given to shareholders. Kind suggestions of shareholders are very useful, particularly in terms of business development of MCOT Plc. The Board will make a consideration or proceed as suggested. On behalf of MCOT Plc., the Board would like to express thanks to all shareholders and all new Directors would like to introduce themselves to the shareholders.

Mr. Yarnsak Manomaiphiboon, Director, thanked all shareholders for electing him as Director and informed them of his position as the Chairman of Audit Committee appointed by the Board of Directors and believed that the potential of MCOT Plc. is high and positive operation result will meet shareholders' satisfaction.

Mrs. Daranee Charoen-Rajapark, Director, thanked for being elected as Director and was determined to serve until 3-year tenure completion and follow three missions announced by the Chairman. Suggestions of shareholders will be in consideration to support the professionalism and good operation result of MCOT Plc. Added value business operation persistently rise by the sustainability and principles of business management which significantly relies upon good corporate governance.

The Chairman expressed the appreciation to shareholders on behalf of the Board of Directors and as the Chairman in the Meeting. Suggestions of shareholders are useful to both the Board of Directors and the Company. The Board of Directors had a commitment to maintaining interests of all at best. The Chairman also hoped that apology for any convenience during the Meeting would be accepted and wished all shareholders have a safe journey.

Meeting adjourned at 12.30 hrs.



(Prof. Dr. Surapon Nitikraipot)
Chairman
MCOT Public Company Limited
Acting Chairman for the Meeting

2009 Annual Report (CD-Rom)

(January 1 –December 31, 2009)

(Document for Agenda 3 and 4)

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



Name-Surname: Mrs. Danucha Yindeepit
Date of Birthday: 5 July 1953 **Age:** 56
Current Position: Deputy Director - General, State Enterprise Policy Office

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
- Senior Executive Course, Office of the Civil Service Commission
- Certificate, Public Administration & Civil Law, King Prajadhipok's Institute
- MINI MBA, Thammasat University

Working Experience:

- Board of Director, Krung Thai Asset Management Plc.
- Board of Director, Airports of Thailand Plc.
- Director, Monitoring and Performance Assessment, State Enterprise Policy Office
- Director, State Enterprise Development, State Enterprise Policy Office
- Board of Director, Dhanarak Asset Development Plc.
- Level 9 Expert, State Enterprise Policy Office

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

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

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

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

For the year 2010, the longest-serving Directors who must retire are as follows:

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

The Nomination and Remuneration 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 2010 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 eight Directors selected from the List, one 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, those from various professions, and retiring – by rotation Directors was considered by the Nomination and Remuneration Committee by comparing the nominees' qualifications, knowledge, abilities and experience with those of the Directors who retired by rotation. The Nomination and Remuneration Committee submitted to the Board of Directors' Meeting No. 2/2010 held on February 25, 2009, 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 2010 Annual General Meeting of Shareholders to be held on Thursday, April 22, 2010 to consider approving the appointment of the following Directors to replace those retiring by rotation.

1. Mr. Nathi Premrasmi

He has knowledge, abilities, expertise as well as experience that are beneficial for the need of the Company especially his expertise in Human Resources management, politics, and public administration. He was the Permanent Secretary to the Prime Minister's Office prior to his retirement and is now the Chairman of CAT Telecom Public Company Limited. Therefore, Mr. Nathi has a wide variety of expertise that is beneficial for the Company's business operation.

Mr. Nathi Premrasmi served as Director of MCOT for one term. During his tenure, Mr. Nathi had always suitably performed his duties and regularly participated in the meetings of the Committees of which he was a member. He also received good performance assessment and has characteristics necessary and suitable for being the Company's Independent Director.

2. Mr. Jaturong Panyadilok

He has knowledge, abilities, expertise and direct experience that meet the Company's needs especially those in legal affairs, politics, public administration and procurement administration. His current position is the Permanent Secretary to the Prime Minister, the Prime Minister's Office which is the supervising body of the Company. Therefore, Mr. Jaturong has diverse and extensive experience which is beneficial for the Company's business operation.

3. Mr. Somboon Muangklam

His current position is Special Prosecutor, Department of Contract Discussions. He has knowledge, abilities, expertise and work experience that meet the Company's needs in contract management of its businesses such as television station, radio stations and subscription television of which many different contract forms are used and constant discussion with the Office of the Attorney General is needed. His work experience will benefit the Company's businesses.

Mr. Somboon Muangklam served as Director of MCOT for one term. During his tenure, Mr. Somboon had always suitably performed his duties and regularly participated in the meetings of the Committees of which he was a member. He also received good performance assessment and has characteristics necessary and suitable for being the Company's Independent Director.

4. Assoc.Prof.Dr.Wittayatorn Tokeaw

He is an expert in communication for development, corporate communication, production and use of Television, services, corporate development, political communication, education, strategic planning, human resources development and national development planning. His current position is the lecturer of Television Department, the School of Communication Arts, Sukhothai Thammathirat Open University. In addition, he has had extensive experience in being a director of and an advisor to many organizations and used his knowledge, expertise and experience to benefit the business operation of MCOT during his tenure as Independent Director.

Assoc.Prof.Dr.Wittayatorn Tokaew was appointed as an Independent Director of MCOT twice. During his tenure, Assoc.Prof.Dr.Wittayatorn had always suitably performed his duties and regularly participated in the meetings of the Committees of which he was a member. He also received good performance assessment and has characteristics necessary and suitable for being the Company's Independent Director.

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 2010 Annual General Meeting of Shareholders to consider approving the appointment of the four nominees as Directors. However, the Directors who might profit or loss from a decision refrain from voting.

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

Name – Surname: Mr. Nathi Premrasmi

Date of Birth: 6 October 1948 **Age** 61

Education:

- Diploma, National Defense College, Class 45
- Certificate, Senior Executive Course, Office of the Civil Service Commission, Class 36
- Certificate, Democracy for Senior Executives, King Prajadhipok's Institute, Class 4
- Certificate, Senior Executive Course, Institute of Administration Development, Class 26
- Head Officer of District, Class 28
- B.A. (Hons) in Political Science, Thammasat University



Working experiences:

- Permanent Secretary, the Prime Minister's Office
- Deputy Permanent Secretary, the Prime Minister's Office
- Inspector-General, the Prime Minister's Office
- Advisor, the Secretariat of the Cabinet

Current Position:

- Chairman, CAT Telecom Public Company Limited
- Vice Chairman, MCOT Public Company Limited
- Independent Director and Audit Committee, Ratchaburi Electricity Generating Holding Plc.

Period of Directorship: - 24 April 2008 – April 2010

Record of Meetings Attendance:

- Board of Directors' Meeting 17/21
- The Nomination and Remuneration Committee's Meeting 5/5
- The Corporate Governance Committee's Meeting 5/7
- The Remuneration Sub-Committee 1/1

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

- Director Certification Program (DCP) Class 105/2008
- Role of Chairman Program (RCP) Class 19/2008

Specific knowledge and expertise
Human Resource Management and General Administration

MCOT's Shareholder status
- None -

Curriculum Vitae of the Nominee for Director MCOT Public Company Limited

Name – Surname: Mr. Jaturong Panyadilok

Date of Birth: 3 May 1954 **Age** 55

Education:

- Certificate, Advance Logistic Management, Crown Agents; UK.
- Master of Political Science, Thammasart University
- Bachelor of Laws, Ramkhamhaeng University

Current Position: Permanent Secretary, The Prime Minister’s Office

Working Experiences: Deputy Permanent Secretary, The Prime Minister’s Office
Inspector - General, The Prime Minister’s Office

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

Specific Knowledge or Expertise
Public Administration and Procurement Management

MCOT’s Shareholder Status
- None -



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

Name – Surname: Mr. Somboon Muangklam

Date of Birth: 25 February 1952 **Age** 58

Education:

- Barrister – at – Law, Thai Bar Association
- LL.B., Ramkhamhaeng University

Working Experiences:

- Executive Director, Department of Legal Counsel, Office of the Attorney General
- Special Expert Public Prosecutor, Department of Legal C Office of the Attorney General
- Expert Public Prosecutor, Department of Legal Counsel, Office of the Attorney General

Current Position

- Special Public Prosecutor, Contract and Legal Advices Division Office of the Attorney General
- Board of Director, MCOT Public Company Limited
- Chairman of the Labor Relations Committee, MCOT Plc.
- Member of the Screening Committee, MCOT Plc.
- Board of Director, Metropolitan Electricity Authority

Period of Directorship 13 May 2008 – April 2010

Record of Meetings Attendance

- Board of Directors’ Meeting 19/21
- Screening Committee’s Meeting 7/8
- Labor Relations Committee 12/12

Training Program organized by Thai Institute of Directors Association (IOD)
- Director Accreditation Program (DAP) No. 77/2009

Specific Knowledge or Expertise
Civil Law, Bankruptcy Law, Contract and Legal Counsel

MCOT’s Shareholder Status
- None -



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

- Name- Surname:** Asst. Prof. Dr. Wittayatorn Tokeaw
- Date of birth:** 3 May 1957 **Age:** 53
- Educational Background:**
- Doctor of Philosophy in Rural Development Department
 - Master of Education in Audio-Visual Education
 - Bachelor of Education in Educational Psychology
- Working Experiences:**
- Member, Political Development Sub-Committee, House of Representative
 - Member, the Sub-committee on the Studies of Problems and Obstacles to Political Development, House of Representatives
 - Advisor, Political Development Committee, House of Representative
 - Specialist Member of University Council, Suratthani Rajabhat University
 - Member of the Selection Committee of the National Broadcasting Commission
 - Member, Political Development and Mass Communications Sub-Committee, House of Representatives
 - Dean, School of Communications Arts, Sukhothai Thammatirat Open University
 - Member of the Audit Committee
 - Member of the Nomination Committee
 - Member of the Remuneration Committee
- Current Positions:**
- Professor, Department of Communication Arts, Sukhothai Thammatirat Open University
 - Chairman of Doctoral Program Management, Department of Communication Arts, Sukhothai Thammatirat Open University
 - Director, Management for Development College, Thaksin University
 - Advisor, Council of the Mass Communication Faculty Members of Thailand
 - Specialist Member, New –Era Political Leader, King Prajadhipok’s Institute
 - Advisor, Human Rights, Freedom and Consumers Protection Committee,
 - Member, Political Development and Mass Communication Sub-Committee, House of Representative
 - Board of Director, MCOT Public Company Limited
 - Vice Chairman, the Management Affairs Review Committee, MCOT Plc.
 - Member of the Corporate Governance Committee
 - Member of the Performance Evaluation Committee for MCOT’s President
- Period of Directorship:**
- 26 April 2007 – April 2010
 - 26 October 2006 – 26 April 2007
- Record of Meetings Attendance:**
- Board of Directors’ Meeting 19/21
 - The Screening Committee’s Meeting 7/8
 - The Corporate Governance Committee 5/7
 - The Performance Evaluation Committee for MCOT President 5/5
- Training program organized for directors by Thai Institute of Directors Association (IOD)**
- Director Accreditation Program (DAP) Class 69/2008
 - Finance for Non-Finance Director (FND) Class 39/2008
 - Director Certification Program (DCP) Class 100/2008
 - Audit Committee Program (ACP) Class 22/2008
 - Monitoring the Internal Audit Function (MIA) Class 5/2009
 - Monitoring the System Internal Control and Risk Management (MIR) Class 5/2009
- Specific knowledge and expertise**
- Communication for development, corporate communication, production and usage of TV media, Administration, corporate development, communications, politics, education, strategic planning, human resource development and national planning and development
- MCOT’s Shareholder Status**
- None -



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

The remuneration of the Company's Directors was determined by the Nomination Committee, the details of which are shown in the table below.

Committees /Subcommittees	Remuneration (Monthly)	Meeting Allowances (presence in the meetings only)
<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>15,000 Baht/ Month</p>
<p>2. The Auditing Committee Their responsibilities are as follows :</p> <p>(1) To review that the Company's financial statements are correct and sufficient.</p> <p>(2) To review that the Company's internal control system and internal audit system are sufficient and effective.</p> <p>(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.</p> <p>(4) To review, select, propose for approval, and propose the remuneration of the Company's Auditor.</p> <p>(5) To provide opinions for the appointment, transfer, and promotion of the Vice President of the Office of Internal Audit.</p> <p>(6) To review the accuracy and sufficiency of information disclosure relating to connected transactions or transactions with potential conflict of interest.</p> <p>(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>(8) To perform any other duties as assigned by the Board of Directors with approval from the Audit Committee.</p> <p>(9) To perform any other duties as stipulated in the Company's Articles of Association.</p>	<p>10,000 Baht</p>	<p>5,000 Baht/ Month</p>
<p>3. The Nomination Committee To select persons with appropriate qualifications for nomination as new Directors or President by determining transparent selection procedures and rules.</p>	<p>-</p>	<p>10,000 Baht/ Month</p>
<p>4. The Remuneration Committee To set up remuneration rules and procedures under fair and reasonable remuneration for the Board of Directors or the President.</p>	<p>-</p>	<p>10,000 Baht/ Month</p>

Committees /Sub-committees	Remuneration (Monthly)	Meeting Allowances (presence in the meetings only)
<p>5. The Risk Management Committee Their responsibilities are as follows :</p> <p>(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.</p> <p>(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.</p> <p>(3) To submit a report regarding the adequacy of the existing risk management system and risk control to the Board of Directors</p> <p>(4) To be the center responsible for monitoring potential risks as reported by risk management coordinators.</p> <p>(5) To review risk management report and oversee the implementation of risk management to ensure that effective action is taken in addressing unacceptable risks.</p> <p>(6) To communicate to the Audit Committee regarding potential risks</p>	-	10,000 Baht/ Month
<p>6. 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.</p>	-	10,000 Baht/ Month
<p>7. 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.</p>	-	10,000 Baht/ Month
<p>8. Sub-committees and Working Groups Other than No.1-7 (Only Directors appointed by the Board of Directors)</p>	-	<p style="text-align: center;">10,000 Baht /month</p> <p>(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.2-8) shall receive the meeting allowances from only two committees)</p>
<p>The Chairman and Vice Chairman shall receive additional 25% and 12.5 % of monthly meeting allowances, respectively.</p>		

The Remuneration Committee has proposed to pay the bonus to the Company's Directors in 2009 as detailed below.

Bonus for the Company's Directors in 2009 (January 1,- December 31, 2009)	
Chairman shall receive Baht 212,938, including additional 25% of the bonus.	
Vice Chairman shall receive Baht 191,644, including additional 12.5 % of the bonus.	
Directors shall receive Baht 170,350 per person.	

To be noted that the bonus payout shall be proportional to each Director's length of tenure.

Bonus for the Company's Directors in 2010	
Directors' Bonus	Not more than 0.25% of the net profit and not more than Baht 500,000 / Director
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: <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	
*Note: If the measurement is not completed, the preliminary measurement shall be used instead.	

Proxy Form

Proxy Assignment

If the shareholder cannot attend the 2010 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 /Districtจังหวัด /Provinceรหัสไปรษณีย์ /Postal Code

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

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

3) ขอมอบฉันทะให้/ hereby appoint

(1) ชื่อ /Name.....อายุ /Ageปี

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

อำเภอ/เขต/Districtจังหวัด/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 47 ปี

or the Independent Director/ Chairman of the Auditing Committee, **Mr.Yarnsak Manomaiphiboon**, age 47

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

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นบริษัท อสมท จำกัด (มหาชน) ประจำปี 2553 ในวันพฤหัสบดีที่ 22 เมษายน 2553 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 2010 Annual General Meeting of Shareholders on Thursday,

22 April 2010 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.ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้น ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะแบบ ข.

Proxy Form (B)

Duty Stamp
20 Baht
ติดอากรแสตมป์
20 บาท

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 47 ปี

or the Independent Director/ Chairman of the Auditing Committee, **Mr.Yarnsak Manomaiphiboon**, age 47

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

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นบริษัท อสมท จำกัด (มหาชน) ประจำปี 2553 ในวันพฤหัสบดีที่ 22 เมษายน 2553 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 2010 Annual General Meeting of Shareholders on Thursday, 22 April 2010 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.

(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 รับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2552 วันที่ 27 สิงหาคม 2552

Agenda 2 : To certify the minutes of Extraordinary General Meeting of Shareholders No.1/2009 held on 27 August 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 3 : เรื่อง พิจารณารายงานผลการดำเนินงานกิจการของบริษัทฯ ในปี 2552 (1 มกราคม – 31 ธันวาคม 2552)

Agenda 3 : To acknowledge the Company's operating results in 2009 (The period between 1 January and 31 December 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 4 : เรื่อง พิจารณานุมัติงบดุล บัญชีกำไรขาดทุน สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ 31 ธันวาคม 2552

Agenda 4 : To consider for approval of the balance sheet and the statement of profit and loss for the period ended 31 December 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 5 : เรื่อง รับทราบการจ่ายเงินปันผลระหว่างกาลและพิจารณาการจ่ายเงินปันผล ประจำปี 2552

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 รับทราบการแต่งตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งก่อนครบวาระ และกรรมการที่ออกตามวาระ และพิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 6 : To acknowledge the appointment of the Director to replace the one resigning prior to the completion of his tenure and 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;

- การแต่งตั้งกรรมการทั้งหมด

The appointment of the whole Board of Directors

- การแต่งตั้งกรรมการเป็นรายบุคคล

The appointment of individual Directors

1. นายนที เปรมรัศมี (Mr.Nathi Premrasmi)

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

2. นายจตุรงค์ ปัญญาดิลก (Mr.Jaturong Panyadilok)

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

3. นายสมบุญ ม่วงกล้า (Mr. Somboon Muangklam)

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

4. รศ.ดร.วิทย์ชัช ท่อแก้ว (Assoc.Prof.Dr.Wittayatorn Tokeaw)

- 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 2553

Agenda 8 : To consider the appointment of the Auditor and the determination of audit fees for the year 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 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 งงดออกเสียง.....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 ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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.

- วาระที่...6..... เรื่อง...รับทราบการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งก่อนครบวาระ และกรรมการที่ต้องออกตามวาระ และพิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda 6 Subject To acknowledge the appointment of the Director to replace the one resigning prior to the completion of his tenure and 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. นายนที เปรมรัมย์ Mr. Nathi Premrasmi			
2. นายจตุรงค์ ปัญญาดิลก Mr. Jaturong Panyadilok			
3. นายสมบูรณ์ ม่วงกล้า Mr. Somboon Muangklam			
4. รศ.ดร.วิทย์ธร ท่อแก้ว Assoc. Prof. Dr. Wittayatorn Tokeaw			

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 ก.

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

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้นให้กับ.....

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 ยญานศักดิ์ มโนมัยพิบูลย์ อายุ 47 ปี

or the Independent Director/ Chairman of the Auditing Committee, **Mr.Yarnsak Manomaiphiboon**, age 47

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 2553 ในวันพฤหัสบดีที่ 22 เมษายน 2553 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 2010 Annual General Meeting of Shareholders on Thursday, 22 April 2010 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) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้นี้ ดังนี้

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

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

มอบฉันทะบางส่วน คือ

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

หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Ordinary share shares, and is entitled to cast votes

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

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด/ Total.....เสียง/ votes

4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 : 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 รับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2552 วันที่ 27 สิงหาคม 2552

Agenda 2 : To certify the minutes of Extraordinary General Meeting of Shareholders No.1/2009 held on 27 August 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 3 : เรื่อง พิจารณารายงานผลการดำเนินงานของบริษัทฯ ในปี 2552 (1 มกราคม – 31 ธันวาคม 2552)

Agenda 3 : To acknowledge the Company's operating results in 2009 (The period between 1 January and 31 December 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 4 : เรื่อง พิจารณานำมติงบดุล บัญชีกำไรขาดทุน สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ 31 ธันวาคม 2552

Agenda 4 : To consider for approval of the balance sheet and the statement of profit and loss for the period ended 31 December 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 5 : เรื่อง รับทราบการจ่ายเงินปันผลระหว่างกาลและพิจารณาการจ่ายเงินปันผล ประจำปี 2552

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

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.

(ค) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

<input type="radio"/> เห็นด้วย.....เสียง	<input type="radio"/> ไม่เห็นด้วย.....เสียง	<input type="radio"/> งดออกเสียง.....เสียง
Approve	vote(s)	Not approve
		vote(s)
		Abstain
		vote(s)

5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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

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

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทน ได้รับอนุญาตประกอบธุรกิจ 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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 ก.)

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 2553 ในวันพฤหัสบดีที่ 22 เมษายน 2553 เวลา 13.30 น. ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บมจ. อสมท เลขที่ 63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310

At the 2010 Annual General Meeting of Shareholders on Thursday, 22 April 2010 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 there of 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

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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...รับทราบการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งก่อนครบวาระ และกรรมการที่ต้องออกจากตำแหน่งตามวาระและพิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ

Agenda 6 Subject To acknowledge the appointment of the Director to replace the one resigning prior to the completion of his tenure and 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. นายนิธิ เปรมรัสมิ Mr. Nathi Premrasmi			
2. นายจตุรงค์ ปัญญาดีลล Mr. Jaturong Panyadilok			
3. นายสมบูรณ์ ม่วงกล้า Mr. Somboon Muangklam			
4. รศ.ดร.วิทย์ชรร ท่อแก้ว Assoc.Prof.Dr. Wittayatorn Tokeaw			

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

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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, บлумมิงตัน, 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

- Sub-Committee Member, Market of Alternative Investment (MAI)

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.

- **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 2 hours before the Meeting or at 07.30 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.

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

No.31

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

No. 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.

Request Form for 2009 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 2009 Annual Report)”

To Office of Company Secretary

Name.....

Address.....

.....

.....

Telephone.....

I would like to receive the 2009 Annual Report of MCOT Public Company Limited.