



Documents

For
The Extraordinary General Meeting
of Shareholders

No.1/2008

MCOT Public Company Limited





Wednesday of 11 June 2008 at 13.30 p.m.

At the Studio 1, Television Building,
MCOT Public Company Limited

63/1 Rama IX Road, Huaykwang Subdistrict/District, Bangkok 10310






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Ref: MCOT 6153 /1564

26 May 2008

Subject: Invitation to the Extraordinary General Meeting of Shareholders No.1/2008 of MCOT Public Company Limited

To Shareholders of the Company

- Encls:
1. The Minutes of the 2008 Annual General Meeting of Shareholders held on 24 April 2008
 2. Resume of the Replacement Director
 3. The comments of the Nomination Committee and the resume of the 5 Nominated Directors
 4. The Nomination Form
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 6. Instructions for Attending the Meeting
 7. The Company's Articles of Association relating the Shareholder Meeting and the Voting Instruction
 8. The map of MCOT Plc.
 9. Registration Form (Shareholder or proxy must bring the Form on the Shareholders Meeting Date)

The Board of Directors' Meeting No.6/2008 on 13 May 2008 resolved to convene the No.1/2008 Extraordinary General Meeting of Shareholders on Wednesday of 11 June 2008 at 13.30 hours at the Studio 1, Television Building, 63/1 Rama IX Road, Huaykwang Subdistrict/District, Bangkok 10310 to consider the following agendas:

1. Report from the Chairman
2. To certify the Minutes of 2008 Annual General Meeting of Shareholders on 24 April 2008

Rationale: The 2008 Annual General Meeting of Shareholders of MCOT Public Company Limited was held on Thursday, 24 April 2008, a copy of the Minutes of which is shown in **the Enclosure 1**.

Opinion of the Board: The Board resolved to certify the Minutes of the 2008 Annual General Meeting of Shareholders of MCOT Public Company Limited held on Thursday, 24 April 2008 and to propose the No.1/2008 EGM to certify the Minutes.

3. To acknowledge the appointment of the replacement Director

Rationale: Mr. Sanguan Tiyapaiboonsin has resigned since 11 April 2008. Then, the Board of Directors authorized the Nomination Committee to find the replacement Director. Mr. Somboon Muangklam was nominated as the replacement Director under the nominating process in accordance with the requisite rules and regulations. Finally, the Board of Directors' Meeting No.6 /2008 on 13 May 2008 has resolved to appoint Mr. Somboon Muangklam as the Director who replaced Mr. Sanguan Tiyapaiboonsin.

Opinion of the Board: The Board resolved to propose the matter of the resignation of the Director and the matter of the appointing the replacement Director to the No.1/2008 EGM for acknowledgement.

The resume of Mr. Somboon Muangklam is specified in the **Enclosure 2**.

4. To acknowledge the resignation of 5 directors and to consider for approval the appointment of 5 replacement directors

Rationale: Directors who vacated before the end of their terms are as follows:

1. The position ending according to the regulations stated in Standard Qualifications for State Enterprise Board Members and Staff Act, B.E. 2518 (1975).

The position as the director of MCOT of Mr.Boonplook Chaiket came to an end on 20 November 2007 due to the age of 65 years, as stipulated in the Standard Qualifications for State Enterprise Board Members and Staff Act, B.E. 2518 (1975) Section 5(2).

2. Resignation of the Directorship. The name lists are as follows:

- | | |
|-------------------------------------|---------------------------------------|
| 1. Mr.Prakit Prachonpachanuk | Date of Resignation: 14 November 2007 |
| 2. Mr.Charnchai Soontharamat | Date of Resignation: 8 February 2008 |
| 3. Mr.Pongsak Payakvichien | Date of Resignation: 8 February 2008 |
| 4. Ms.Rosana Tositrakul | Date of Resignation: 3 March 2008 |

The Board of Directors' Meeting has authorized the Nomination Committee to select 5 Nominated Directors to replace the directors who vacated before the end of their terms. The nomination Committee has done the nominating process in the Meeting No.5/2008 on 22 April 2008. The criteria of the Nomination Committee are to find expertise persons who can serve the Company best interest. The Nominated Directors are as follows:

- | | |
|--------------------------------|--------------------------------------|
| 1. Mr.Pramote Chokesirikulchai | to replace Mr.Boonplook Chaiket |
| 2. Mr.Tongthong Chandransu | to replace Mr.Prakit Prachonpachanuk |
| 3. Mr.Prasan Wangrattanapranee | to replace Mr.Charnchai Soontharamat |
| 4. Mr.Narunart Prapanya | to replace Mr.Pongsak Payakvichien |
| 5. Mr.Charupong Ruangsuwan | to replace Ms.Rosana Tositrakul |

In the 2008 Annual General Meeting of Shareholders on 24 April 2008, the proxy of Ministry of Finance, proposed to have the agenda of electing 5 Nominated Directors as replacement Directors for the Meeting to consider. At first, Mr. Wittayatorn Tokeaw, Chairman of the Meeting agreed to have this matter as other matters. In spite of this, Mr. Wittayatorn Tokeaw, Chairman of the Meeting and Chairman of the Nomination Committee, and Mrs. Wilasinee Adulyanon, member of the Nomination Committee, decided to take back the comments of the Nomination Committee on the name lists of 5 Nominated Directors. Then, there was no voting on this issue.

Later on, the Board of Directors' Meeting No. 5/2008 on 29 April 2008 has authorized the Nomination Committee to elect 5 Nominated Directors, and to propose to the Board of Directors' Meeting for approval and then put the name lists of 5 Nominated Directors on the agenda for the No.1/2008 EGM to consider for approval.

For this time of the nominating process in accordance with the requisite rules and regulations on the Meeting No. 7/2008 on 12 May 2008, the profile records of all the Nominated Directors have been carefully examined with the consent of the Nominated Director in order to find the right persons who provide the best benefit to the organization. After the examination, the Nomination Committee has proposed these 5 Nominated Directors to the Board of Directors' Meeting for approval and then put this matter on the agenda for the No.1/2008 EGM to consider for approval.

The Comments of the Nomination Committee and the resume of the 5 Nominated Directors are specified in **the Enclosure 3**.

Opinion of the Board: The Board resolved to propose the matter of the resignation of 5 Directors to the No.1/2008 EGM for acknowledgement and to propose the matter of appointing 5 Nominated Directors to the No.1/2008 EGM for approval.

Regarding to the right of shareholders to nominate qualified persons as director, the Company has not yet set the criteria on this. However, the Board of Directors agreed to give rights to the Shareholders on this No.1/2008 EGM to nominate qualified persons to be director. If in case that the Nominated persons do not attend the Meeting, the Nomination Form must be filled by the Shareholders who nominate the names, together with the signature of the Nominated Directors' consent. The Nomination Form is attached in **the Enclosure 4**. In case that there is the flaw in the qualification of Nominated persons, the Shareholders who nominate the names must take responsibility.

5. Other Matters (if any)

The Company has determined the closing date of the shareholders registration book on 28 May 2008 at 12.00 am. until the No.1/2008 EGM is adjourned.

You are therefore invited to attend the Meeting at the date, time, and place specified above. The registration of the participating shareholders will start at 11.00 a.m. If you are unable to attend the Meeting, please appoint a proxy to attend and vote on your behalf by completing the enclosed Proxy Form. The proxy must submit this Proxy Form to MCOT Plc. before attending the Meeting (at least 1 day in advance).

Yours sincerely,



(Mr. Wasan Paileeklee)

President

MCOT Public Company Limited

Office of Company Secretary

Tel. 0 2201 6210, 0 2201 6388, 0 2201 6454

Fax: 0 2245 1854

Note:

MCOT Plc. discloses this Document for The No.1/2008 Extraordinary General Meeting of Shareholders together with enclosure documents and Proxy Form in the Company website www.mcot.net

Enclosure 1

The Minutes of the 2008 Annual General Meeting of
Shareholders

On Thursday of 24 April 2008

(Document for Agenda 2)

Minutes of the 2008 Annual General Meeting of Shareholders

Of

MCOT Public Company Limited

Held on Thursday, April 24, 2008 at 13.30 hrs.

At Radisson Hotel, 92 Soi Saengcham, Rama IX Rd., Huay Kwang, Bangkok 10320

Directors present:

- | | |
|-----------------------------|------------------------|
| 1. Mr. Wittayatorn Tokeaw | Vice Chairman |
| 2. Mrs. Wilasinee Adulyanon | Director |
| 3. Mr. Wasan Paileeklee | Director and President |

Directors absent:

- | | |
|----------------------------------|---------------------|
| 1. Mr. Chulayuth Hirunyavasit | Going abroad |
| 2. Mr. Sahas Treetipbut | Business obligation |
| 3. Mr. Sudhiporn Patumtaewapibal | Business obligation |
| 4. Mrs. Pornpimol Juruphan | Business obligation |
| 5. Mr. Boonplook Chaiket | Position ending |
| 6. Mr. Prakrit Prachonpachanuk | Resignation |
| 7. Mr. Charnchai Soontharamat | Resignation |
| 8. Mr. Pongsak Payakvichien | Resignation |
| 9. Ms. Rosana Tositrakul | Resignation |
| 10. Mr. Sanguan Tiypaiboonsin | Resignation |

Managements Team

- | | |
|-----------------------------|--|
| 1. Mrs. Aranrat Youkong | Executive Vice President |
| 2. Mrs. Soontree Kaewkorn | Vice President, Office of Accounting and Finance |
| 3. Mr. Polchai Vinijchaikul | Vice President, Office of Legal Affairs |

The Office of the Auditor General of Thailand

- | | |
|-----------------------------|-------------------|
| 1. Ms. Mayuree Sangchan | Director of Group |
| 2. Ms. Preeya Kongsuk | Audit Officer 7 |
| 3. Ms. Warunee Kosolsirikul | Audit Officer 5 |

Invitees:

1. Ministry of Finance representing 452,134,022 shares (Having Mrs. Pantip Sripimol, State Enterprise Analysis and Evaluation's Director, State Enterprise Policy Office, as the proxy)
2. Government Saving Bank representing 78,865,978 shares (Having Ms. Wiyada Chansaisakorn, Government Saving Bank, as the proxy)
3. Other 960 shareholders representing 55,274,417 shares

The Meeting convened at 13.45 hrs.

Mr. Wittayatorn Tokeaw, Vice Chairman and Acting Chairman for the Meeting, presided over the Meeting. The Chairman stated that there were 485 individual shareholders representing 4,112,529 shares attending the Meeting and voting on their behalf and 475 proxies's representing 582,161,888 shares, making a total of 586,274,417 shares, equaling 85.33 percent of the total issued shares of the Company.

The Chairman stated that the company had 13 Directors, 10 out of 13 Directors did not attend to the Meeting. 1 Director had gone aboard, 3 Directors had business obligation, 1 was Position ending and 5 directors resigned. MCOT Plc. would proceed with the appointment of the 6 replacement directors, who were legally qualified and possesses no prohibited characteristics as prescribed in the Company's Articles of Association, and would inform our shareholders of such appointment.

The Chairman introduced the members of the Board of Directors to the Meeting. In this respect, whose names were as follows:

- | | |
|-----------------------------|------------------------|
| 1. Mr. Wittayatorn Tokeaw | Vice Chairman |
| 2. Mrs. Wilasinee Adulyanon | Director |
| 3. Mr. Wasan Paileeklee | Director and President |

Managements Team

- | | |
|-----------------------------|--|
| 1. Mrs. Aranrat Youkong | Executive Vice President |
| 2. Mrs. Soontree Kaewkorn | Vice President, Office of Accounting and Finance |
| 3. Mr. Polchai Vinijchaikul | Vice President, Office of Legal Affairs |

The Office of the Auditor General of Thailand

- | | |
|-----------------------------|-------------------|
| 1. Ms. Mayuree Sangchan | Director of Group |
| 2. Ms. Preeya Kongsuk | Audit Officer 7 |
| 3. Ms. Warunee Kosolsirikul | Audit Officer 5 |

The Chairman asked Mr. Polchai Vinijchaikul, Vice President, Office of Legal Affairs, to advise on voting instructions.

Mr. Polchai Vinijchaikul, Vice President, Office of Legal Affairs, explained that in requesting voting, shareholders who do not approve or wish to withhold their votes should raise their hands so that their ballots can be collected by the Company's staff. If no shareholder raises their hands, such voting will be considered as a unanimous resolution. Shareholders, who have some questions or wish to express their opinions, should raise their hands and can express their opinions after obtaining the Chairman's permission. In complying with the laws and the Company's Articles of Association, the Chairman shall request shareholders' supporting votes. At least five (5) supporting votes are required for approval of the use of the proposed means of voting.

The Chairman requested at least five shareholders' supporting votes for the proposed voting method and there were more than 5 shareholders who raised their hands in support of the proposed voting method. The Chairman thereafter proceeded with the Meeting according to the following agenda.

Agenda 1 Report from the Chairman

The Chairman expressed his pleasure to see the Shareholders today. And he stated that the Company's directors and staffs have addressed themselves to performing their duties. And we welcomed shareholders' comments and suggestions for the improvement of the Company's operation. And for the issue of electing director from shareholders, The Board of Directors agreed to the idea in principle and now we were setting the procedure for this.

The Meeting acknowledged the report from the Chairman.

Agenda 2 To certify the minutes of the Extraordinary Meeting of Shareholders No. 1/2007 on 30 November 2007.

The Chairman requested the Meeting to certify the Extraordinary Meeting of Shareholders No. 1/2007 on November 30, 2007.

The Meeting certified the Extraordinary Meeting of Shareholders No. 1/2007 on November 30, 2007, And the Meeting voted as follows:

Approved	581,057,706 votes	or 100 %
Not Approved	0 votes	or 0 %
Abstained	0 votes	or 0 %

**Agenda 3 To consider the report on the Company's 2007 operating results
(For the period between 1 January – 31 December 2007)**

The Chairman asked Mr. Wasan Paileeklee, Director and President, to report operating results of the Company for the period between 1 January and 31 December 2007 to the Meeting.

Mr. Wasan Paileeklee, Director and President, reported that the Company's result was improved in the second half of 2007 by the management's effective strategies, as presented to the shareholders by the video presentation.

Mr. Pichien Amnajvoraprasert, the proxy of Mr. Bullakit Amnajvoraprasert, suggested that he would like to see Modernine TV had "Good TV programs" during primetime slot (8.30-10.30 p.m.) as it was in the past. "The Good TV programs" as he meant was the strong and deep analysis and judgment programs in economic, society and politic.

Mrs. Sajeerat Mateesuvaparp, shareholder, recommended to have the program called "Daily Dangerous talk" broadcasted during primetime slot (8.00-10.00 p.m.) since it had been considered good program for public, and also suggested to have the programs of stock news analysis broadcasting during 10.00 a.m. and 5.00 p.m.

Miss Jaruwan Punthong, shareholder, commented that MET 107 DJs didn't speak clearly Thai language, and she suggested that the DJs had better provide useful information for the youth and the public. And she added that the FM. 95 DJ(s) did not well prepare for the radio show.

The Meeting resolved to approve the report on the Company's 2007 operating results. And the Meeting voted as follows:

Approved	581,494,027 votes	or 99.99%
Not Approved	28,696 votes	or 0.005%
Abstained	6,000 votes	or 0.001%

Agenda 4 To consider for approval of the Company's Balance Sheets and Statements of Income for the period ended 31 December 2007

The Chairman asked Mrs. Soontree Kaewkorn, Vice President (Office of Accounting and Finance) to report the Company's operating results to the Meeting.

Mrs. Soontree Kaewkorn, Vice President (Office of Accounting and Finance), reported that MCOT Plc's operating results for the period ended 31 December 2007, as shown in the Balance Sheets and Statements of Income and in the report of the Audit Committee as of 31 December 2007, were reviewed and certified by the Office of Audit General (OAG), the Company's auditor. The details are as follows:

1. Statements of Income for the period between 1 January and 31 December 2007

MCOT Plc. has total revenues of Baht 3,956,274,593 consisting of revenue from TV amounting to Baht 2,268,769,634 and revenue from radio amounting to Baht 841,516,808 and revenue from joint operation plus others amounting to Baht 845,988,151 and total expenses of Baht 2,437,992,479, profit before tax of Baht 1,518,282,114, and net profit of Baht 1,110,662,082.

2. Balance Sheets as of 31 December 2007

MCOT Plc has total assets of Baht 8,691,488,840. The Company has total liabilities of 1,708,455,400 and shareholders' equity of Baht 6,983,033,440.

Mrs. Sajeerat Mateesuvaparp, shareholder, raised the following questions:

1. The explanation for the amount of Programmes and film rights costs, and Supplies, and Prepaid expenses in the Balance Sheets, page 124.
2. The reason for the reduction of the TV and Radio revenues amounting to Baht 3,110 compared to that of the previous year, and the reason for the higher expenses in 2007 which made the lower net profit of Baht 1,110.

The Chairman clarified that the Programmes and film rights costs were the expenses of the international films and documentary. And taken into account of the costs of producing one programme, the amount MCOT Plc. had paid to the programmes and film rights were not considered too high.

Mr. Wasan Paileeklee, Director and President, explained that the programmes and film rights costs were the costs for the stock of TV programmes, such as cartoon programmes.

The Chairman also added that Modernine TV as the content provider in the future needed to have supplies of TV programmes both self-produced programmes and non self-produced programmes, and as a result the programme supplies costs had occurred .

Mrs. Sajeerat Mateesuvaparp, shareholder, further asked that

1. If it's possible to have less programme supplies cause the value of the programmes would be de-value and outdated.
2. The details of the "Prepaid expenses" in the Balance Sheets.

Mrs. Soontree Kaewkorn, Vice President (Office of Accounting and Finance), answered that the "Prepaid expenses" were the expenses of insurance premium, programmes rights, rental, and fees. For the supplies of programmes would be stocked within 6-12 months.

The Chairman also added that MCOT Plc. was the big organization, so the supplies of Baht 3.0 MM. was considered a small amount. Nevertheless, this matter would be taken under careful consideration in the future.

Mr. Veera Somklarmkit, shareholder, asked that

1. Why the "Trade accounts receivable", page 124, for the year 2007 had increased to Baht 678 MM. compared to Baht 673 MM. in 2006, and asked if this items referred to the Rai-som case. And he wondered if Rai-som accounts receivable had been booked into the Balance Sheets.
2. The update on the Rai-som investigation process.

Mr. Wasan Paileeklee, Director and President, explained that the item of "Trade accounts receivable" was not relevant to the Rai-som case. About the Rai-som case, they already paid the full amount of Baht 138 MM. to MCOT Plc. in 2006. And after the conclusion of the investigation committee, MCOT plc. had done 3 things as follows: under the Criminal Lawsuit, MCOT Plc. had the police press charge against Rai-som, and the police also passed on the case to the Office of the National Counter Corruption commission (NCCC) for investigating, Secondly, under the Civil lawsuit, to ask Rai-som for the extra amount of Baht 2-3 MM. outstanding debt, and lastly, to set up the committee for the code of conduct to investigate people who involved in this case.

Mr. Veera Somklarmkit, shareholder, further asked how much exactly Rai-som had owed MCOT Plc., and when the money was paid to MCOT Plc. And who had been auditing this amount of money.

Mrs. Soontree Kaewkorn, Vice President (Office of Accounting and Finance), answered that Rai-som already paid the outstanding debt to MCOT Plc. since 2006.

Mr. Wasan Paileeklee, Director and President, added that,

1. Rai-som case had been the case of taking over the limit advertising time that already been agreed and indicated in the agreement. The total amount since 2004-2006 was Baht 138 MM. and been paid back this full amount to MCOT Plc. since September 2006.
2. MCOT Plc. had been asking for the extra outstanding debt of Baht 2-3 MM. which came from the amount of the 30 percent discount of the over the limit advertising time. Due to the fact that Rai-som should not been given the 30 percent discount as if they had usually got for the normal case.
3. The "Trade accounts receivable" as mentioned were the current liabilities. This amount had been accumulated since before listed in the SET. At the end of 2007, MCOT Plc. managed to collect the outstanding debt of Baht 200 MM., and some amount had been booked as doubtful debts. However, MCOT Plc. would now find the effective way to collect money.

Mr. Sakesan Suphasang, shareholder, asked that

1. How much exactly Rai-som had owed MCOT Plc., and how much was the outstanding debt.
2. Who would be in charge in the information disclosure to the shareholders in this regards.

Mr. Polchai Vinijchaikul, Vice President, Office of Legal Affairs, clarified that

1. In case of under the Criminal Lawsuit, MCOT Plc. had the police press charge against Rai-som and the police also passed on the case to the Office of the National Counter Corruption commission (NCCC) for investigating.
2. And for under the Civil Lawsuit, Rai-som would be pressed charge for the payment of extra outstanding debt of Baht 2-3 MM..
3. The committee for the code of conduct was set up and now on the process of investigating the State Enterprise officers who involved in this case. The members of such committee were such as representatives from the lawyer council of Thailand, Office of the permanent secretary; Prime Minister Office. And the investigation was expected to be done within the next 2-3 months.
4. The investigating by the committee for the code of conduct now had been on the process, so the information disclosure was currently not possible. However, the conclusion of the procedure under criminal lawsuit and civil lawsuit could be disclosed.

Mr. Sakesan Suphasang, shareholder, asked that

1. When the Rai-som investigation would come to an end.
2. How much MCOT Plc. had been paying for all the investigation?
3. What was the conclusion of the investigation? And who would be responsible for this.

The Chairman expressed his thanks to all the shareholders for the concern of the Rai-som investigation, the Board of Directors were aware how important this issue was. The information disclosure would be presented to the shareholders when the investigation came to an end, and the President would be the one who followed up the process.

Mr. Pichien Amnajvoraprasert, the proxy of Mr. Bullakit Amnajvoraprasert, suggested and asked that

1. To set up one committee to monitor the work of Rai-som investigation committee and to report to the shareholders in the next Shareholders' meeting.
2. He wondered if the amount of 50 Rais land plot had been booked into the Balance Sheets, because the amount of Property, Plant and equipment were so high at Baht 4,347 MM. and made the total amount of Non-Current Assets amounting to 4,469 MM.
3. What was the plan for the 50 Rais land plot?

The Chairman pointed out that there were 2 options for the Rai-som investigation, one were that the Company Management made a follow up report to the shareholders in the next Shareholders' meeting, and the other option was to have the issue of setting up new committee for monitoring Rai-som investigation committee as agenda into the other agenda, with regards to the approval of this Meeting.

Mr. Wasan Paileeklee, Director and President, clarified that in case of under the Criminal Lawsuit, the police already pressed charge and passed on the case to the Office of the National Counter Corruption commission (NCCC) for investigating since the end of 2007. For the case of under the Civil Lawsuit, Ransom would be pressed charge for the payment of extra outstanding debt of Baht 2-3 MM. And for the case of breaking code of conduct, the committee for the code of conduct was set up and expected to be done within the next 2-3 months.

Mr. Veera Somklarmkit, shareholder, asked if the investigating by the investigation committee whose Chairman was Police General Pratin Santiprapop came to an end. And why there was no update report to the shareholders.

Mr. Wasan Paileeklee, Director and President, answered that

1. The investigating by such committee was done at the end of 2007. The management would next make an update report to the Shareholders.
2. There had been feasibility study for the 50 Rais land plot.

Mrs. Sajeerat Mateesuvaparp, shareholder, raised the questions

1. In page 166, asked for the clarification of the amount of 79.5 changing in fair value of securities investments.
2. Wondered if the depreciation in value was set for the land plot.

Mrs. Soontree Kaewkorn, Vice President (Office of Accounting and Finance),

answered that this amount relating to the investment in True Vision Plc. and the amount of 79.5 changing in fair value was final.

Mr. Veera Somklarmkit, shareholder, asked if the investment in 50 Rais land plot had something to do with the investment in the next land plot belonging to the wife of Ex-Political leader.

Mr. Polchai Vinijchaikul, Vice President, Office of Legal Affairs, clarified that such 50 Rais land plot was not next to the land plot belonging to the wife of Ex-Political leader. Now, the investment in this land was investigated by the Office of the National Economic and Social Development Board.

The Chairman requested the Meeting to consider for approval of the Company's Balance Sheets and Statements of Income for the period ended 31 December 2007

The Meeting resolved to approve the Balance Sheets and Statements of Income for the period ended 31 December 2007. And the Meeting voted as follows:

Approved	585,713,516 votes	or	99.97 %
Not Approved	74,013 votes	or	0.013 %
Abstained	86,296 votes	or	0.015 %

Agenda 5

To consider the payment of dividend for the year 2007

The Chairman asked Mr. Wasan Paileeklee Director and President, to report the matter to the Meeting.

Mr. Wasan Paileeklee, Director and President, reported that the Company's dividend policy shall pay the dividend of no less than 40% of its net profit. Thus, the Board of Directors Meeting No. 2/2008 on February 28, 2008, had approved the payment of a Baht 1.29-per-share dividend or 80% of its net profit, for the operating results for the period between 1 January-31 December, 2007 (a Baht 0.55 -per-share interim dividend had been paid on 11 September, 2007 for the operating result of the period of 1 January to 30 June 2007). The Baht 0.74 -per-share dividend payment to be made for the period of 1 July - 31 December 2007 is scheduled for 16 May 2008.

Mr. Bancha Boonpayunk, a proxy of Ms. Chonlada Pornprasertsakul, asked the following questions:

1. The possibility to have higher percentage of dividend payment.
2. How come TRUE Vision still not be able to advertise as allowed by law. The higher revenue of TRUE Vision would directly affect the higher revenue of MCOT Plc.

Mr. Wasan Paileeklee Director and President clarified that

1. If MCOT Plc. had higher profit, higher dividend payment could be done. However, MCOT Plc. operation in 2007, especially in the 1st half of the year, was not done well, but the 80% dividend payment was considered high compared to that of other companies.
2. The National Broadcasting Act was effective on 5 March 2008, the company had proceeded to comply with the Act.

The Chairman proposed the Meeting to approve the appropriation of the Company's annual net profit to payment of dividends for the year 2007.

The Meeting considered and unanimously resolved to approve the appropriation of the Company's annual net profit to legal reserve and the payment of dividends for the year 2007, And the Meeting voted as follows:

Approved	584,623,010 votes	or	99.79 %
Not Approved	6,500 votes	or	0.001 %
Abstained	1,248,046 votes	or	0.21 %

Agenda 6 To acknowledge the resignation by rotation of the Company's Directors and the appointment of replacement Directors

The Chairman asked Mrs. Aranrat Youkong, Executive Vice President and Secretary to the Nomination Committee, to report the matter to the meeting.

Mrs. Aranrat Youkong, Executive Vice President and Secretary to the Nomination Committee informed that according to the Article 38 which stated that "At Annual General Meetings of Shareholders, one-third of the Company's directors shall resign on rotation. Should the number of the directors to resign by rotation not be divisible by three, a number of directors closest to one-third of all directors shall resign in the first year. In the second year of the registration of the Company, a drawing will be employed to decide who shall resign from the directorship. In the third and subsequent years, the longest-serving directors shall resign. Directors who resign by rotation may be re-appointed."

In accordance with the above mentioned Article, directors who resigned by rotation from the directorship were as follows:

1. Mr.Chulayuth Hirunyavasit
2. Mrs.Pornpimol Juruphan
3. Mr.Sahas Treetipbut
4. Mr.Sudhiporn Patumtaewapibal

The Members of Nomination Committee were as follow

1. Mr.Chulayuth Hirunyavasit
2. Mr.Wittayatorn Tokeaw
3. Mr.Sahas Treetipbut
4. Mrs.Wilasinee Adulyanon
5. Mrs.Aranrat Youkong

The Nomination Committee proposed the nominated directors who have qualifications and characteristics in accordance with any related rules and regulations for being directors to replace 4 directors who resigned by rotation.

The name lists are as follows:

1. Mr. Nathi Premrasmi to replace Mr.Chulayuth Hirunyavasit
2. Mrs.Danucha Yindeepit to replace Mrs.Pornpimol Juruphan
3. Mr.Anusorn Tamajai to replace Mr.Sahas Treetipbut
4. Mr.Pongchai Amatanon to replace Mr.Sudhiporn Patumtaewapibal

Then, the Chairman proposed the Meeting of shareholders to acknowledge the resignation by rotation of the Company's Directors and to consider the re-appointment of those directors.

The Meeting voted as follows:

1. Mr. Nathi Premrasmi

Approved	572,605,344 votes or 97.67%
Not Approved	10,887,446 votes or 1.86%
Abstained	2,779,727 votes or 0.47%
2. Mrs.Danucha Yindeepit

Approved	572,679,288 votes or 97.68%
Not Approved	10,774,002 votes or 1.84%
Abstained	2,819,227 votes or 0.48%
3. Mr.Anusorn Tamajai

Approved	572,734,997 votes or 97.69%
Not Approved	10,800,216 votes or 1.84%
Abstained	2,737,304 votes or 0.47%

4. Mr.Pongchai Amatanon	
Approved	573,240,728 votes or 97.78%
Not Approved	10,761,155 votes or 1.84%
Abstained	2,270,634 votes or 0.39%

The Meeting resolved to approve the appointment of 4 Directors as proposed by the Nomination Committee. As follows:

1. Mr. Nathi Premrasmi to replace Mr.Chulayuth Hirunyavasit
2. Mrs.Danucha Yindeepit to replace Mrs.Pornpimol Juruphan
3. Mr.Anusorn Tamajai to replace Mr.Sahas Treetipbut
4. Mr.Pongchai Amatanon to replace Mr.Sudhiporn Patumtaewapibal

Agenda 7

To consider for approval of the determination of remunerations of the Company's Directors

The Chairman asked Mrs. Aranrat Youkong, Executive Vice President and Secretary to the Compensation Committee, to inform the Meeting of the matter.

Mrs. Aranrat Youkong Executive Vice President and the Secretary to the Compensation Committee informed that

The Members of Compensation Committee were as follow

1. Mr.Sudhiporn Patumtaewapibal
2. Mr. Wittayatorn Tokeaw
3. Mrs.Wilasinee Adulyanon
4. Ms.Aranrat Youkong

The Compensation Committee had set the remunerations of the Company's Directors as shown in what is stated below.

1. Bonus of the Company's Directors between 1 January – 31 December 2007 is Baht 220,000 per person.
 - The Chairman will receive an additional 25 percent of the bonus, amounting to Baht 275,000
 - The Vice Chairman will receive an additional 12.5 percent of the bonus or Baht 247,500.
2. The bonus is proportionally paid in accordance with the period in which the Directors remained in their directorship. Remunerations and Meeting allowances (Baht per person)

	Monthly remunerations	+ Monthly meeting allowances (Only when attending)
1) The Board of Directors	10,000	10,000
2) The Auditing Committee	10,000	5,000
3) The Nomination Committee	-	10,000
4) The Compensation Committee	-	10,000
5) The Corporate Relations Committee	-	10,000
6) The committees and subcommittees Other than 1) – 5)	-	10,000

(Only those who are appointed by the Board of Directors)

The Chairman and Vice Chairman will receive more remuneration and meeting allowances 25 percent and 12.5 percent, respectively.

The Chairman asked the Meeting to consider the approval of the remunerations, Meeting allowances and Bonus of the Company's Directors as proposed by the Compensation Committee

The Meeting considered and unanimously resolved to approve the remunerations, Meeting allowances and Bonus of the Company's Directors, as proposed by the Compensation Committee. As follow:

Approved	586,163,884 votes	or	99.98 %
Not Approved	47,293 votes	or	0.008%
Abstained	61,340 votes	or	0.01 %

Agenda 8

To acknowledge the appointment of the Company's auditor and the determination of audit fee for the year 2008

The Chairman informed the Meeting that since MCOT Plc has maintained a status of a state enterprise, the Board considered it appropriate to appoint the Office of the Auditor General of Thailand (OAG), whose responsibility is to conduct the audits of all state enterprises, as the Company's auditor. And the annual auditor fee for 2008 (January – December) is within a budget of Bht 1.5 million.

The Chairman proposed the Meeting to acknowledge the appointment of the Company's auditor and the determination of audit fee for the year 2008.

The Meeting acknowledged the appointment of the Company's auditor and the determination of audit fee for the year 2008. As follows:

Approved	583,726,517 votes	or	99.56%
Not approved	8,027 votes	or	0.001%
Abstained	2,537,846 votes	or	0.43%

Agenda 9

Other Matters

The Chairman asked if any shareholders would bring up any issue.

Mrs.Pantip Sripimol, the proxy of Ministry of Finance, proposed to put the election of the 5 Directors to replace the directors who vacated before the end of their terms on the Agenda 9.

The Chairman requested Mr. Polchai Vinijchaikul, Vice President, Office of Legal Affairs, to state the criteria of requesting the meeting to consider matter other than those matters indicated into the document for the meeting.

Mr. Polchai Vinijchaikul, Vice President, Office of Legal Affairs, explained that to request the meeting to consider other matter could be done as indicated in the Public Limited Companies Act, Section 105 if the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those matters indicated into the document for the meeting. In this case, one-third of the total 687,099,210 shares of MCOT Plc. were equal 229,033,070 shares. Then, the amount of 452,134,022 shares held by Ministry of Finance was not less than one-third of the total number of shares sold. As a result, this matter could be put on the Agenda 9.

The Chairman then asked the meeting to consider for approval of the election of the 5 Directors.

Mr. Pichien Amnajvoraprasert, the proxy of Mr. Bullakit Amnajvoraprasert, raised the questions

1. Who were members of this Nomination Committee?
2. The criteria of the Nomination Committee.
3. The 5 name lists and their qualifications should have been sent to the shareholders 7-21 days ahead of the date of Shareholders' Meeting.
4. Asked if it was possible to hold on this matter. And asked if there was a chance for minor shareholders being nominated as director.
5. The agenda as other matters should have been related to the future Company's strategies, or any comment from shareholders.

The Chairman asked the proxy of Ministry of Finance whether to confirm to put the matter of electing 5 Directors on the Agenda 9.

Mrs.Pantip Sripimol, the proxy of Ministry of Finance, confirmed the request.

Mr. Theinchai Vongnawaporn, the proxy of Mr. Chatri Jareonneung, suggested having minor shareholders being nominated as director.

The Chairman stated that the matter of having minor shareholders being nominated as director could not be put on the agenda to the meeting due to the reason that the nominated director must have been selected by the Nomination Committee. Also, there was criteria requirement of having shareholders holding shares amounting to not less than one-third of the total number of shares sold in order to put this matter on the Agenda.

Mr. Polchai Vinijchaikul, Vice President, Office of Legal Affairs, clarified that

1. To request the meeting to consider matter other than matters indicated into the document for the meeting could be done only if there was voting from shareholders holding shares amounting to not less than one-third of the total number of shares sold.
2. The Article of Association of the Company stated that the nominated director must have been selected by the Nomination Committee.

Mr. Sakesan Suphasang, shareholder, asked for the reason not to put this matter on the Agenda 6 regarding the 4 replacement Directors.

Mrs. Aranrat Youkong, Executive Vice President and Secretary to the Nomination Committee informed that the Board of Directors had authority to appoint directors whom were selected by Nomination Committee to replace the directors who vacated before the end of their terms. In spite of that, the Nominating process came to the conclusion nearly the date of the Shareholders' Meeting, then the Nomination Committee put this matter on the other matter for the Meeting to consider for approval .

Mr. Veera Somklarmkit, shareholder, asked that

1. In case of the process of nominating and appointing the current President, there was someone filed lawsuit No. 2101/2550 in the Administrative Court against the Nomination Committee for the Presidential position that the current president was not qualified. How MCOT Plc. responded to this.
2. According to the Article of Association No. 35(2) stated that "the Board of Directors shall elect one director to be Chairman, and, if necessary, elect one or more than one to be Vice Chairman, and elect one director who was selected by the Nomination Committee for the Presidential position to be the President.", but Mr. Wasan Paileeklee was not director at the time of being appointed to be the President, he was later appointed to be director to resume the directorship of Mr. Narong Chokwatana who resigned. Then, the term of Mr. Wasan Paileeklee was equal to the remaining period of Mr. Narong Chokwatana's Directorship. On the contrary, Mr. Wasan Paileeklee's contract for the Presidential position was 4 years term which was longer than the remaining period of Mr. Narong Chokwatana's Directorship. In this case, it violated the regulation in the Article of Association No. 35(2) as mentioned above and broke the regulation relating the prohibition for the State Enterprise Management to become Director at the same time as indicated in the Standard Qualifications for State Enterprise Board Members and Staff Act, B.E. 2543, Volume1, Section 8(3)

Mr. Wasan Paileeklee, Director and President, clarified that such filing a lawsuit in the Administrative Court was done by one of the applicant for the Presidential position. That applicant wondered if Mr. Wasan Paileeklee had been Management in the organization with revenues more than Baht 500 MM., and wondered if he had been a second level Management. Mr. Wasan Paileeklee clarified that when working for ITV, his position was Vice president for News Department, which was considered the second level Management. And for the claim relating his conflict of interest with MCOT Plc. when working for Manager Media Group Plc., he declared that he was working for Daily Manager Newspaper and On-line Manager, but not involving with the Thaiday.com Co.Ltd., the subsidiary of Manager Media Group Plc., , who had business with MCOT Plc.

Mr. Veera Somklarmkit, shareholder, further asked that according to the Article of Association No. 35(2) which stated that “the Board of Directors shall elect one director who was selected by the Nomination Committee for the Presidential position to be the President.”, he wondered whether or not Mr. Wasan Paileeklee was not director at the time of being appointed to be the President, and he was later appointed to be director to resume the directorship of Mr. Narong Chokwatana who resigned.

Mr. Wasan Paileeklee, Director and President, clarified that the Nomination Committee for the Presidential position followed the regulations stated in the Standard Qualifications for State Enterprise Board Members and Staff Act, B.E. 2543, Volume1, Section 8(3) and regulations according to the Article of Association No. 35(2) stated that “the Board of Directors shall elect one director who was selected by the Nomination Committee for the Presidential position to be the President.” He also declared that he was appointed to be director and then be appointed later to be the President. As a result, the terms of directorship differed from the Presidential terms. Furthermore, in the Standard Qualifications for State Enterprise Board Members and Staff Act, B.E. 2543, Volume1, Section 8(3) stating the prohibition for the State Enterprise Management to become Director of other State Enterprise organization at the same time, he confirmed that he did not break this regulation.

Shareholder asked the name of members of the Nomination Committee, when the meeting taking place and what the criteria were.

The Chairman stated that all Shareholders had equal opportunity to express their ideas, and he welcomed all the comments and opinions of Shareholders.

Shareholder suggested having the agenda of electing 5 Directors postpone to the next Shareholders' Meeting.

Mr. Thuonthong Themeeyayong, shareholder, suggested to have venue for the Shareholders Meeting at MCOT Plc. for the cost saving and to have more friendly environment.

The Chairman stated that he was aware the concern of Shareholders to have Directors being elected under the nominating process in accordance with “Good Corporate Governance”. Then, he recommended having the 10 minutes pause for the shareholders to decide whether to precede according to the request for this agenda or the put this agenda on hold.

After the 10 minutes break

The Chairman asked Mr. Polchai Vinijchaikul, Vice President, Office of Legal Affairs to make a statement.

Mr. Polchai Vinijchaikul, Vice President, Office of Legal Affairs, clarified that

1. MOF had voting amounting to not less than one-third of the total number of shares sold, then the request to the meeting to consider this matter could be done.
2. The Article of Association of the Company stated that the nominated director must have been selected by the Nomination Committee.

Mr. Pichien Amnajvoraprasert, the proxy of Mr. Bullakit Amnajvoraprasert, suggested that

1. The nominating process for the 5 nominated Directors were not transparent. No disclosure in the nominating process and the criteria of Nomination Committee in advance.
2. To postpone the voting for this matter.

Mrs. Orawan Chudee, shareholder, pointed out that

1. The issue of non-transparent in nominating process for the directors was similar to the nominating process for the recent presidential position. At that time, the process of nominating for the Presidential position took so long to finish and no name lists disclosure. She suggested that the nominating process should have done transparently by having the disclosure of the name of Nominated Directors and the criteria of the Nomination Committee.
2. Considering the “Good Corporate Governance” concept, the Nomination Committee should not put this matter on the other agenda for the meeting.

Mr. Wasan Paileeklee, Director and President, clarified that the nominating process for the presidential position differed from the nominating process for director, the comparison could not be done. However, he agreed that the process must be transparent.

Mrs. Pantip Sripimol, the proxy of Ministry of Finance, stated to confirm the request.

The Chairman clarified that as Chairman and member of Nomination Committee, he decided to take back the name of 5 Nominated Directors for the goodness sake of the Meeting and for the organization. Nevertheless, this matter was put on this agenda, but this matter could not be considered for approval since there was no name of directors. He then asked opinion of the Vice President, Office of Legal Affairs.

Mr. Polchai Vinijchaikul, Vice President, Office of Legal Affairs, confirmed that the nominated director must have been selected by the Nomination Committee. And the appointment could be done by the Shareholders’ meeting today or by the Board of Director Meeting. On the contrary, if there was no nominating process for electing Nominated Directors, it would be against the regulation as mention above. And the Nomination Committee and the Board of Directors would be responsible for this.

Mrs. Wilasinee Adulyanon, Director, commented that as being member of Nomination Committee, she agreed to take back the 5 Nominated names in accordance with the “Good Corporate Governance” of MCOT Plc. and for the transparency matter.

The Chairman suggested that as being member of Nomination Committee, he decided to take back the name of 5 Nominated Directors. Then, there was no voting on this issue.

The Chairman asked if any shareholders would propose any other matter.

Mr. Sakesan Suphasang, shareholder, proposed to put the Investigation Committee for Rai-som on this Agenda.

The Chairman asked for the voting.

And the Meeting voted as follows:

Approved	51,068,736 votes	or	8.71%
Not Approved	3,621,641 votes	or	0.62%
Abstained	531,584,040 votes	or	90.67%

The vote was less than one-third of the total number of shares sold, then the request the meeting to consider this matter failed.

The Chairman expressed his thanks to the Shareholders and adjourned the Meeting.

The Meeting adjourned at 18.30 hrs.



(Mr. Wittayathorn Tokaew)

Vice Chairman

Acting Chairman for the Meeting

Resume of the Replacement Director

MCOT Public Company Limited



Name – Surname: Mr. Somboon Muangklam

Date of Birth: 25 February 1952

Age: 56

Education:

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

Current Position: Executive Director, Office of Contract and Legal Advice,
Office of the Attorney General

Working Experiences:

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

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

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Specific Knowledge or Expertise

Civil Law, Bankruptcy Law, A Contract and Legal Counsel

MCOT's Shareholder Status

- None -

Document for Agenda 4

The Comments of the Nomination Committee

The Board of Directors authorized the Nomination Committee to select the Nominated Directors to replace the directors who vacated before the end of their terms.

In this regards, the profile records of Nominated Directors need to be examined with the consent of the Nominated Directors under the nominating process in accordance with the requisite rules and regulations. The requisite rules and regulations are as follows:

1. The qualifications and characteristics are not prohibited in accordance with
 - The Standard Qualifications for State Enterprise Board Members and Staff Act
 - Public Limited Companies Act
 - Securities and Exchange Act
 - The Company's Articles of Association
2. The qualifications which match the need of the organization in order to serve the Company best interest. (The qualified director is the expertise in any various areas such as Mass Communication, Law, National Defense, Accountancy and Finance, Social, Information Technology, Good Corporate Governance.)
3. The other qualifications:
 - The persons with skills and experiences who are willing to dedicate themselves for the Company best interest.

The profile records of 5 Nominated Directors have been already examined by the Nomination Committee. And the Board of Directors then resolved to propose the matter of appointing 5 Nominated Directors to the No.1/2008 EGM on Wednesday of 11 June 2008 for approval.

1. Mr.Pramote Chokesirikulchai to replace Mr.Boonplook Chaiket

He's got degree of PH.D. in International Trade relations and Economics. He is an expertise in the Media area. He was director in the State Enterprise Organization, such as director of Metropolitan Waterworks Authority, director of Thailand Privilege Club, Thailand Elite Card. Also, he has been President of Thai Entertainment Industry Association. Currently, he is marketing advisor of local and international organizations. MCOT Plc. will gain the benefit from his international expertise as mentioned earlier.

2. Mr.Tongthong Chandransu to replace Mr.Prakit Prachonpachanuk

His work experience in National Defense area and his current position as Deputy Permanent Secretary, Ministry of Justice, also his various skills in legal area, cultural and history area and mass media area will be advantageous to the Company.

3. Mr.Prasan Wangrattanapranee to replace Mr.Charnchai Soontharamat

His expertise in administration and law on mass media is essential for the Company's operation. In addition, he was director and management in State Enterprise Organization. And he is also an honorable lecturer of Legal Department and Administrative Department in Thailand's leading university.

4. Mr.Narunart Prapanya to replace Mr.Pongsak Payakvichien

His specialist in Mass media area and his past experience as the Director of news producer based in Thailand and South-east Asia, CNN International will serve the Company's best interests.

5. Mr.Charupong Ruangsuwan to replace Ms.Rosana Tositrakul

His skills in management and Social area and his previous positions as Permanent Secretary, Ministry of Justice, Permanent Secretary, Ministry of Labor, Permanent Secretary, Ministry of Social Development and Human Security, Deputy Permanent Secretary, Bangkok Metropolitan Administration, and his current position as the Dean of South-East Asia University will provide benefit to the Company.

The 5 Nominated Directors resume the terms of directorship of the directors whom they replace, or about 1 year left (April 2009).

Resume of the Nominated Director

MCOT Public Company Limited

Name – Surname: Mr. Pramote Chokesirikulchai

Date of Birth: 23 April 1961

Age: 47



Education: - PHD, Research Program, Tokyo University, Tokyo, Japan
- Master Degree, Sophia University, Tokyo, Japan
- Bachelor Degree, Marquette University, Wisconsin, USA

Current Position: Marketing Advisor

Working Experiences: - Advisor to MITSUI & CO., LTD. TOKYO, JAPAN
- President, ASIAN MULTIMEDIA CO.,Ltd.
- President – Thai Entertainment Industry Association (TENA)
- Advisor, FAITH INC. TOKYO, JAPAN

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

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Specific Knowledge or Expertise

Media and Marketing Advisor

MCOT's Shareholder Status

- None -

Resume of the Nominated Director

MCOT Public Company Limited

Name – Surname: Mr.Tongthong Chandransu

Date of Birth: 8 June 1955

Age: 52



Education:

- LL.M., Chulalongkorn University
- LL.M., New York University
- Barrister – at – Law , Thai Bar Association
- LL.A.,(Honors) Chulalongkorn University
- B.A. (Communication Arts)
- National Defense College, Class 4313

Current Position: Deputy Permanent Secretary, Ministry of Justice

Working Experiences:

- Board of Director, MCOT Plc.
- Spokesman, Ministry of Justice
- Member of Council of State, Office of the Council of State
- Dean of Law, Chulalongkorn University

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

- Director Accreditation Program (DAP) 26/2004

Specific Knowledge or Expertise

Law, Public Administration, Mass Communication

MCOT's Shareholder Status

- None -

Resume of the Nominated Director

MCOT Public Company Limited

Name – Surname: Mr. Prasan Wangrattanapranee

Date of Birth: 16 November 1952

Age: 55



Education:

- M.P.A. Public Administration, NIDA
- MINI MBA (Accounting), Thammasat University
- LL.B. Thammasat University
- Institute of Administration Development, Senior Administration Course
- Certificate of Justice's Ministry, Arbitration Course

Current Position: Honorable Lecturer

Working Experiences:

- Vice President, International Law Co.,Ltd.
- Member of the National People's assembly
- First Senior Vice President, Thailand Privilege Co.,Ltd.
- Managing Director, The Thai Long Stay Management Co.,Ltd.
- Member of the Bangkok Metropolitan Assembly
- Board of Director, The Industry Estate Authority of Thailand

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

- -

Specific Knowledge or Expertise

Law of Mass Communication, Broadcasting Law, Public Administration

MCOT's Shareholder Status

- None -

Resume of the Nominated Director

MCOT Public Company Limited

Name – Surname: Mr. Narunart Prapanya

Date of Birth: 27 February 1951

Age: 57



Education: - B.A. (Sociology and Anthropology), Thammasat University
- Certificate in Mass Communication
(World Press Institute, Mocalester College)

Current Position: Independent Scholar

Working Experiences: CNN News Producer, Thai and South East Asia, CNN International

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

- -

Specific Knowledge or Expertise

Mass Communication

MCOT's Shareholder Status

- None -

Resume of the Nominated Director

MCOT Public Company Limited

Name – Surname: Mr. Charupong Ruangsuwan

Date of Birth: 15 August 1946

Age: 61



Education: - M.P.A. Public Administration, Chulalongkorn University
- LL.M., Thammasat University
- National Defense College, Class 4111
- Institute of Administration Development, Senior Administration Course, Class 19

Current Position: President of South East Asia University

Working Experiences: - Permanent Secretary, Ministry of Justice
- Permanent Secretary, Ministry of Labour
- Deputy Permanent Secretary, Ministry of Social Development and Social Security
- Deputy Permanent Secretary, Bangkok Metropolitan

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

- -

Specific Knowledge or Expertise

Administration

MCOT's Shareholder Status

- None -

Nomination Form
MCOT Public Company Limited

Date.....

Name - Surname (Shareholder).....Address No.....
Road.....Sub-District.....District.....Province.....
Mobile Phone..... Telephone No. E-mail
Share HoldingShares Period of Share Holding.....

(1) I/We would like to nominate Mr./Mrs./Miss Age
as director of MCOT Plc. I guarantee that this person is qualified and possesses no prohibited characteristics as prescribed in the Company's Articles of Association. Attached herewith is the profile record together with the signature of the Nominated Director's consent.

(2) I/We Mr./Mrs./Miss.....hereby guarantee that the information and the record profile are certified true and correct.

.....Shareholder
(.....)

(3) I/We Mr./Mrs./Miss.....as Nominated person to be Director of MCOT Plc. in (2) guarantee that I am qualified and possesses no prohibited characteristics in accordance with the rules and regulations stated below. And I guarantee that the information and the record profile are certified true and correct.

..... Nominated Director
(.....)

Note The qualifications and characteristics of the Nominated Director

1. The person who has qualifications and characteristics in accordance with regulations stated in the Standard Qualifications for State Enterprise Board Members and Staff Act, Public Limited Companies Act, Securities and Exchange Act and The Company's Articles of Association.
2. The skill person with a good profile record who has qualification of leadership, vision and morality.
3. The expertise who serve the Company best interest. The person can be the expertise in any various areas such as Mass Communication, Law, National Defense, Accountancy and Finance, Social, Information Technology, Good Corporate Governance.)
4. The persons with skills and experiences who are willing to dedicate themselves for the Company best interest.

Curriculum Vitae

- 1. Name Surname
- 2. Date of Birth Age year Month.....
- 3. Status Single Married Spouse's Name.....
No. of Children
Name.....Age.....Years
Name.....Age.....Years
- 4. MCOT Share HoldingShares
- 5. Occupation Position
- 6. Educational Background
.....
.....
.....
- 7. Specific Knowledge or Skill
.....
.....
- 8. Current Position
- Director / Management in State Enterprise
(1)
(2)
(3)
- Director / Management in Other Company
(1)
(2)
(3)
(4)
(5)
- 9. Working Experiences in the past 5 years
(1)
(2)
(3)
(4)
- 10. To be guaranteed that this person is qualified and possesses no prohibited characteristics in accordance with the requisite rules and regulations
- 11. Address.
Phone.....Fax.....e-mail.....
- 12. Training Programs organized by Thai Institute of Directors Association (IOD)
 Yes Program No.
 No

Sign.....Nominated Director

Date.....

Proxy Form

Proxy Assignment

If the shareholder cannot attend the No.1/2008 Extraordinary 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
ติดอากรแสตมป์
20 บาท

เขียนที่.....

Made at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....

I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท อสมท จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และ

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

ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

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)อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

Name Age Residing at No. Road.

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

Sub district District Province Postal Code or

(2)อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

Name Age Residing at No. Road.

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ

Sub district District Province Postal Code or

หรือมอบฉันทะให้กรรมการอิสระ/ประธานกรรมการตรวจสอบ นายอนุสรณ์ ธรรมใจ อายุ 42 ปี

Or assign a proxy to the Independent Director/ Chairman of the Auditing Committee, **Mr.Anusorn Tamajai**, Age 42

เลขที่ 63/1 ถนน พระราม 9 ตำบล/แขวง ห้วยขวาง อำเภอ/เขต ห้วยขวาง

Residing at No. 63/1 Rama 9 Road, Sub district Huaykwang, District Huaykwang,

จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10310

Province Bangkok Postal Code 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น บริษัท อสมท จำกัด (มหาชน) ครั้งที่ 1/2551 ในวันพุธที่ 11 มิถุนายน 2551 เวลา 13.30 น. ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บริษัท อสมท จำกัด (มหาชน) เลขที่ 63/1 ถนนพระราม 9 แขวง/เขตห้วยขวาง กรุงเทพมหานคร

Only one of above is assigned as my/our proxy to attend and vote in the 2008 Extraordinary General Meeting of Shareholders No.1/2008 on Wednesday, 11 June 2008 at 13.30 hours at Studio 1, Television Station Building, MCOT Public Company Limited, No. 63/1 Rama 9 Road, Huaykwang, Bangkok.

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.....ผู้มอบฉันทะ
Signed (.....) Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed (.....) Proxy

หมายเหตุ

Remarks:

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

หนังสือมอบฉันทะแบบ ข.

Proxy Form (B)



เขียนที่.....

Made at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

1. ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่..... ถนน.....

I/We Nationality Residing at Road

ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

Sub district District Province Postal Code

2. เป็นผู้ถือหุ้นของ 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

3. ขอมอบฉันทะให้

hereby appoint

(1)อายุ.....ปี อยู่บ้านเลขที่..... ถนน.....

Name Age Residing at No. Road.

ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Sub district District Province Postal Code or

(2)อายุ.....ปี อยู่บ้านเลขที่..... ถนน.....

Name Age Residing at No. Road.

ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Sub district District Province Postal Code or

หรือมอบฉันทะให้กรรมการอิสระ/ประธานกรรมการตรวจสอบ นายอนุสรณ์ ธรรมใจ อายุ 42 ปี

Or assign a proxy to the Independent Director/ Chairman of the Auditing Committee, Mr. Anusorn Tamajai, Age 42

เลขที่ 63/1 ถนน พระราม 9 ตำบล/แขวง ห้วยขวาง อำเภอ/เขต ห้วยขวาง จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10310

Residing at No. 63/1 Rama 9 Road, Sub district Huaykwang, District Huaykwang, Province Bangkok Postal Code 10310

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น บริษัท อสมท จำกัด (มหาชน) ครั้งที่ 1/2551 ในวันพุธที่ 11 มิถุนายน 2551 เวลา 13.30 น. ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บริษัท อสมท จำกัด (มหาชน) เลขที่ 63/1 ถนนพระราม 9 แขวง/เขตห้วยขวาง กรุงเทพมหานคร

Only one of above is assigned as my/our proxy to attend and vote in the 2008 Extraordinary General Meeting of Shareholders No.1/2008 on Wednesday, 11 June 2008 at 13.30 hours at Studio 1, Television Station Building, MCOT Public Company Limited, No. 63/1 Rama 9 Road, Huaykwang, Bangkok.

หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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

4. ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

(1) วาระที่.....1..... เรื่อง.....ที่ประธานแจ้งให้ที่ประชุมทราบ.....

Agenda.....1.....Subject..... Report by the Chairman.....

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

(2) วาระที่.....2..... เรื่อง.....รับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2551 วันที่ 24 เมษายน 2551.....

Agenda.....2.....Subject...To certify the minutes of Annual General Meeting of Shareholders 2008 held on
.....24 April 2008.....

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

(3) วาระที่.....3..... เรื่อง.....รับทราบการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งก่อนวาระ จำนวน 1 คน.....

Agenda.....3.....Subject..... To acknowledge the appointment of the replacement director.....

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

- (4) วาระที่..... 4 เรื่อง..... รับทราบกรรมการที่พ้นจากตำแหน่งก่อนวาระและพิจารณาเลือกตั้งกรรมการใหม่
แทนกรรมการที่พ้นจากตำแหน่งก่อนวาระ จำนวน 5 คน

Agenda..... 4 Subject..... To acknowledge the resignation of 5 directors and to consider for approval the
appointment of 5 replacement 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

- การแต่งตั้งกรรมการทั้งหมด

The appointment of the whole Board of Directors

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล

The appointment of individual Directors

1. นายปราโมทย์ โชคศิรกุลชัย Mr.Pramote Chokesirikulchai

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

2. นายชงทอง จันทรางศุ Mr.Tongthong Chandransu

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

3. นายประสาน หวังรัตนปราณี Mr.Prasan Wangrattanapranee

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

4. นายณนารถ พระปัญญา Mr.Narunart Prapanya

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

5. นายจารุพงศ์ เรืองสุวรรณ Mr.Charupong Ruangsuwan

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

- (5) วาระที่..... 5 เรื่อง..... เรื่องอื่น ๆ (ถ้ามี)

Agenda..... 5 Subject..... 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 ไม่เห็นด้วย งดออกเสียง

Approve Not approve Abstain

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.....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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use the attached Annex to the Proxy Form B.

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ (แบบ ข.)

Annex to the Form of Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อสมท จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้น บริษัท อสมท จำกัด (มหาชน) ครั้งที่ 1/2551 ในวันพุธที่ 11 มิถุนายน 2551 เวลา 13.30 น.
ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บริษัท อสมท จำกัด (มหาชน) เลขที่ 63/1 ถนนพระราม 9 แขวง/เขตห้วยขวาง กรุงเทพมหานคร

At the Extraordinary General Meeting of Shareholders No.1/2008 on Wednesday, 11 June 2008 at 13.30 hours at Studio 1,
Television Station Building, MCOT Public Company Limited, No. 63/1 Rama 9 Road, Huaykwang, Bangkok.

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 ไม่เห็นด้วย งดออกเสียง
Approve Not approve Abstain

วาระที่...4.... เรื่อง...รับทราบกรรมการที่พ้นจากตำแหน่งก่อนวาระและพิจารณาเลือกตั้งกรรมการใหม่แทนกรรมการที่พ้นจาก
ตำแหน่งก่อนวาระ จำนวน 5 คน

Agenda 4 Subject: To acknowledge the resignation of 5 directors and to consider for approval the appointment of 5
replacement directors

การแต่งตั้งกรรมการทั้งหมด

The appointment of the whole Board of Directors

การแต่งตั้งกรรมการเป็นรายบุคคล

The appointment of individual Directors

ชื่อกรรมการ.....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Not approve Abstain

ชื่อกรรมการ.....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Not approve Abstain

ชื่อกรรมการ.....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Not approve Abstain

ชื่อกรรมการ.....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Not approve Abstain

ชื่อกรรมการ.....

เห็นด้วย
Approve

ไม่เห็นด้วย
Not approve

งดออกเสียง
Abstain

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
Approve

ไม่เห็นด้วย
Not approve

งดออกเสียง
Abstain

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...../...../.....

หนังสือมอบฉันทะแบบ ค.

Proxy Form C

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

เขียนที่.....

Made at

วันที่.....เดือน.....พ.ศ.....

Date Month Year

1. ข้าพเจ้า.....สัญชาติ.....

I/We

Nationality

สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง.....

Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province 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)อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

Name Age Residing at No. Road.

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Sub district District Province Postal Code

(2)อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

Name Age Residing at No. Road.

ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Sub district District Province Postal Code

หรือมอบฉันทะให้กรรมการอิสระ/ประธานกรรมการตรวจสอบ นายอนุสรณ์ ธรรมใจ อายุ 42 ปี

Or assign a proxy to the Independent Director/ Chairman of the Auditing Committee, Mr.Anusorn Tamajai, Age 42

เลขที่ 63/1 ถนน พระราม 9 ตำบล/แขวง ห้วยขวาง อำเภอ/เขต ห้วยขวาง จังหวัด กรุงเทพฯ รหัสไปรษณีย์ 10310

Residing at No. 63/1 Rama 9 Road, Sub district Huaykwang, District Huaykwang, Province Bangkok Postal Code 10310

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น บริษัท อสมท จำกัด (มหาชน) ครั้งที่ 1/2551 ในวันพุธที่ 11 มิถุนายน 2551 เวลา 13.30 น. ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บริษัท อสมท จำกัด (มหาชน) เลขที่ 63/1 ถนนพระราม 9 แขวง/เขตห้วยขวาง กรุงเทพมหานคร

Only one of above is assigned as my/our proxy to attend and vote in the 2008 Extraordinary General Meeting of Shareholders No.1/2008 on Wednesday, 11 June 2008 at 13.30 hours at Studio 1, Television Station Building, MCOT Public Company Limited, No. 63/1 Rama 9 Road, Huaykwang, Bangkok.

หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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

3. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี 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.....เสียง

Total votes

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ Agenda	รายการ Subject	เห็นด้วย จำนวนเสียง Approve (Votes)	ไม่เห็นด้วย จำนวนเสียง Not approve (Votes)	งดออกเสียง จำนวนเสียง Abstain (Votes)
1	<p>เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ</p> <p>Report by the Chairman</p> <p><input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร</p> <p>The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.</p> <p><input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy may consider the matters and vote on my/our behalf as follows:</p>			

วาระที่ Agenda	รายการ Subject	เห็นด้วย จำนวนเสียง Approve (Votes)	ไม่เห็นด้วย จำนวนเสียง Not approve (Votes)	งดออกเสียง จำนวนเสียง Abstain (Votes)
2	<p>เรื่อง รับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2551 วันที่ 24 เมษายน 2551</p> <p>To certify the minutes of Annual General Meeting of Shareholders 2008 held on 24 April 2008.</p> <p><input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้า ได้ทุกประการตามที่เห็นสมควร</p> <p>The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.</p> <p><input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy may consider the matters and vote on my/our behalf as follows:</p>			
3	<p>เรื่อง รับทราบการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งก่อนวาระ จำนวน 1 คน</p> <p>To acknowledge the appointment of the replacement director</p> <p><input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้า ได้ทุกประการตามที่เห็นสมควร</p> <p>The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.</p> <p><input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy may consider the matters and vote on my/our behalf as follows:</p>			
4	<p>เรื่อง รับทราบกรรมการที่พ้นจากตำแหน่งก่อนวาระและพิจารณาเลือกกรรมการใหม่แทนกรรมการที่พ้นจากตำแหน่งก่อนวาระ จำนวน 5 คน</p> <p>To acknowledge the resignation of 5 directors and to consider for approval the appointment of 5 replacement directors</p> <p><input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้า ได้ทุกประการตามที่เห็นสมควร</p> <p>The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.</p> <p><input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy may consider the matters and vote on my/our behalf as follows:</p>			

วาระที่ Agenda	รายการ Subject	เห็นด้วย จำนวนเสียง Approve (Votes)	ไม่เห็นด้วย จำนวนเสียง Not approve (Votes)	งดออกเสียง จำนวนเสียง Abstain (Votes)
	<input type="checkbox"/> การแต่งตั้งกรรมการทั้งชุด The appointment of the whole Board of Directors <input type="checkbox"/> การแต่งตั้งกรรมการเป็นรายบุคคล The appointment of individual Directors 1. นายปราโมทย์ โชคศิรกุลชัย Mr.Pramote Chokesirikulchai 2. นายธงทอง จันทรางศุ Mr.Tongthong Chandransu 3. นายประสาน หวังรัตนปราณี Mr.Prasan Wangrattanapranece 4. นายณัฐนารถ พระปัญญา Mr.Narunart Prapanya 5. นายจารุพงศ์ เรืองสุวรรณ Mr.Charupong Ruangsuwan			
5	เรื่องอื่น ๆ (ถ้ามี) To consider other matters (if any) <input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้า ได้ทุกประการตามที่เห็นสมควร The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects. <input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ ของข้าพเจ้า ดังนี้ The proxy may consider the matters and vote on my/our behalf as follows:			

5. การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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

6. ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.....ผู้มอบฉันทะ
Signed (.....) Grantor

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed (.....) Proxy

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed (.....) Proxy

หมายเหตุ

Remarks:

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ คัสโตเดียน (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) หนังสือมอบอำนาจจากผู้ถือหุ้นให้ คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian
3. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the appointment of new directors, the appointment can be made for all directors or for individual director
5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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**

ในการประชุมวิสามัญผู้ถือหุ้น บริษัท อสมท จำกัด (มหาชน) ครั้งที่ 1/2551 ในวันพุธที่ 11 มิถุนายน 2551 เวลา 13.30 น.
ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บริษัท อสมท จำกัด (มหาชน) เลขที่ 63/1 ถนนพระราม 9 แขวง/เขตห้วยขวาง กรุงเทพมหานคร

At the Extraordinary General Meeting of Shareholders No.1/2008 on Wednesday, 11 June 2008 at 13.30 hours at Studio 1,
Television Station Building, MCOT Public Company Limited, No. 63/1 Rama 9 Road, Huaykwang, Bangkok.

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...4.... เรื่อง...รับทราบกรรมการที่พ้นจากตำแหน่งก่อนวาระและพิจารณาเลือกตั้งกรรมการใหม่แทนกรรมการที่พ้นจาก
ตำแหน่งก่อนวาระ จำนวน 5 คน

Agenda 4 Subject: To acknowledge the resignation of 5 directors and to consider for approval the appointment of 5
replacement directors

การแต่งตั้งกรรมการทั้งหมด

The appointment of the whole Board of Directors

การแต่งตั้งกรรมการเป็นรายบุคคล

The appointment of individual Directors

ชื่อ Name	เห็นด้วย (เสียง) Approve (Votes)	ไม่เห็นด้วย (เสียง) Not approve (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
1.			
2.			
3.			
4.			
5.			

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)

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

นายอนุสรณ์ ธรรมใจ

Name-Surname:

Mr.Anusorn Tamajai

วัน/เดือน/ปีเกิด

2 มีนาคม 2509

Date of Birth:

2 March 1966

วุฒิการศึกษา

Education:

- ปริญญาเอก ทางด้านเศรษฐศาสตร์ระหว่างประเทศ การเงินและการพัฒนา
Fordham University, New York, U.S.A.
Ph.D. in Economic , Fordham University, New York, U.S.A.
- ปริญญาโทบริหารธุรกิจ Southeastern University
Master of Business Administration, Southeastern University, U.S.A
- ปริญญาโทเศรษฐศาสตร์ – Fordham University, New York, U.S.A.
M.A. in Economics, Fordham University, New York, U.S.A.
- ปริญญาตรีรัฐศาสตร์ (เกียรตินิยม) จุฬาลงกรณ์มหาวิทยาลัย
B.A. (2nd Honor) Political Science – Public Administration
Chulalongkorn University - Bangkok

ประสบการณ์ทำงาน (Experience)

ปัจจุบัน

Present

- ประธานกรรมการตรวจสอบและกรรมการ บมจ. บางจากปิโตรเลียม
Chairman of Audit Committee, Bangchak Petroleum Plc.

พฤษภาคม 2550 – ปัจจุบัน

May 2007 - Present

- คณบดีคณะเศรษฐศาสตร์ มหาวิทยาลัยรังสิต
Dean – Faculty of Economics , Rangsit University

มกราคม 2548 – ตุลาคม 2549

January 2005 – October 2006

- กรรมการผู้จัดการ บริษัทหลักทรัพย์จัดการกองทุน บีที จำกัด
Managing Director – BT Asset Management Co.

ตุลาคม 2547 – ธันวาคม 2548

October 2004 – December 2005

- ผู้อำนวยการสำนักวิจัย และ ผู้อำนวยการด้านจัดการกองทุน ธนาคารไทยพาณิชย์
Senior Vice President, Fund Management Department and Research Office,
Bank Thai Plc.

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

1. Attending the Meeting

- **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 / Last name change:** Present certified documents

2. Assigning a Proxy

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

Documents Required for Assigning a Proxy

In case a shareholder assigning a proxy is a Thai citizen: A copy of ID card or government-issued ID card signed and certified as a true copy by the shareholder.

In case a 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 a 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 write down 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. Anusorn Tamajai
63/1 Rama 9 Rd., 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).

1. **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.
2. **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.
3. **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 10.00 am.

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.

**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 Meeting 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 extra-ordinary 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.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 Holding
2. Name of Proxy
3. Date and number of the meeting

The Proxy has number of votes equal to number of shares form shareholders who assign 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 and 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 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.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.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.