



# **MCOT Public Company Limited**

**Documents**

**For**

**The 2009 Annual General Meeting of Shareholders**

**Friday, April 24, 2009  
At 13.30 hrs.**

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

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**Note:** To receive the 2008 Annual Report in printed form, please complete the Request Form and fax it to the Office of Company Secretary.

Tel. 02 201 6388, 02 201 6210, 02 201 6151, 02 201 6454

Fax: 02 245 1854

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# MCOT Public Company Limited



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Ref: MCOT 6153/906

March 30, 2009

**Subject:** Invitation to the 2009 Annual General Meeting of Shareholders of MCOT Public Company Limited

**To** Shareholders of the Company

- Enclose:**
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2008 on June 11, 2008
  2. 2008 Annual Report (CD-Rom)
  3. Curriculum Vitae of the Director appointed to replace the Director who resigned prior to the completion of his tenure
  4. Comments of the Board of Directors and curriculum vitae of the nominees for Directors
  5. Details on the remuneration of the Company's Directors
  6. Proxy Form A, B and C (Form B is recommended for use) and the Independent Director's biography
  7. Terms and conditions and instructions for shareholders attending the Meeting
  8. Articles of Association relating to the Shareholders' Meeting and the Voting Instructions
  9. Request Form (for receiving the 2008 Annual Report in printed form)
  10. Registration Form (The shareholder or the Proxy must bring this Form to the Shareholders' Meeting)
  11. Map of the meeting venue

The Board of Directors of MCOT Public Company Limited had a resolution to convene the 2009 Annual General Meeting of Shareholders on Friday, April 24, 2009 at 13.30 hrs. at Studio 1 Television Building, 63/1, Rama IX Rd., Huay Kwang, Bangkok 10310. The meeting agenda are as follows:

## **1. Report by the Chairman**

## **2. To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2008 held on June 11, 2008**

**Rationale:** The Extraordinary General Meeting of Shareholders No.1/2008 was held on June 11, 2008. The minutes of the Extraordinary General Meeting of Shareholders No.1/2008 was submitted to the Stock Exchange of Thailand (SET) within 14 days after the meeting and posted on the Company's website at [www.mcot.net](http://www.mcot.net), a copy of which is enclosed herewith (**Enclosure 1.**)

**Opinion of the Board:** The minutes of the Extraordinary General Meeting of Shareholders of MCOT Public Company Limited No.1/2008 held on 11 June 2008 should be presented to the shareholders' meeting for their approval as they were accurately prepared.

**3. To consider the report on the Company's 2008 operating results (for the period between January 1 – December 31, 2008)**

**Rationale:** The details of the Company's 2008 operating results were shown in the 2008 Annual Report (**Enclosure 2**), which was distributed to each shareholder together with the Document for the 2009 AGM.

**Opinion of the Board:** The Company's 2008 operating results should be approved.

**4. To consider approving the balance sheet and statement of income of the Company for the year ended as of December 31, 2008.**

**Rationale:** The Company's balance sheet and statement of income for the year ended as of December 31, 2008 shown in the 2008 Annual Report was approved by the Office of the Auditor General of Thailand (OAG) and reviewed by the Audit Committee (**Enclosure 2**).

**Opinion of the Board:** The Company's balance sheet and the statement of income for the year ended as of December 31, 2008 should be approved.

**5. To acknowledge the interim dividend distribution and to consider the dividend distribution for the year 2008**

**Rationale:** Article 66 stipulates that no annual dividend payment can be made unless receiving the shareholders' approval. Article 68 stipulates that no dividend other than those from the profits shall be paid and as long as the Company continues to sustain accumulated losses, no dividend shall be paid. Dividends for ordinary shares shall be distributed in accordance with the numbers of shares in equal amount on each share. The Board of Directors may pay interim dividend to the shareholders from time to time if they deem that the Company has a reasonably sufficient profit, and the shareholders shall be informed of such dividend distribution at the next general meeting.

The Company's 2008 operating results for the period between January 1 – December 31, 2008 shows the Company's net profit for the period of Baht 1,230,108,547.

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

**Data of the Comparison of Dividend Distribution is as follows:**

<b>Details of the Dividend Distribution</b>	<b>Year 2008</b>	<b>Year 2007</b>
1. Net profit from the consolidated financial statement (million Baht)	1,230	1,114
2. The numbers of shares (million)	687	687
3. Annual dividend (Baht: share)	1.60	1.29
- Interim dividend (Baht: share)	0.75	0.55
- Year-end dividend (Baht: share)	0.85	0.74
4. Total dividend paid (million Baht)	1,099	866
5. Dividend distribution ratio (percentage)	89	80

**Opinion of the Board:** The shareholders should acknowledge the interim dividend distribution and approve the distribution of a Baht 1.60-per-share dividend for the year 2008. The Baht 0.75-per-share interim dividend for the operating results for the period between January 1, – June 30, 2008 has been paid on October 16, 2008. The distribution of baht 0.85-per-share dividend for the operating results for the period between July 1 – December 31, 2008 is scheduled for May 15, 2009.

In the determination of shareholders who have the right to attend the 2009 Annual General Meeting of Shareholders and to receive the dividend, the Company will apply the names of shareholders as of the Record Date of April 2, 2009 and collect the names by closing the share register book pursuant to Section 225 of the Securities and Exchange Act B.E. 2535, on April 3, 2009.

**6. To acknowledge the appointment of the Director to replace the one resigning prior to the completion of his tenure and the Directors' retirement by rotation and to consider the appointment of the Directors to replace those retiring by rotation.**

**Rationale:** 1. After the resignation of Mrs. Wilasinee Adulyanon from the directorship on May 20, 2008, the Nomination Committee, designated by the Board of Directors, proceeded with the nomination process in compliance with regulations and procedures set forth to propose to the Board of Directors a list of nominees with suitable qualifications, knowledge, capabilities, visionary leadership and relevant experience to be appointed as Directors. The Nomination Committee resolved to nominate Mr. Arttachai Burakamkovit and proposed to the Board of Directors for their consideration. The Board of Directors' Meeting No. 14/2008 held on September 23, 2008 passed a resolution appointing Mr. Arttachai Burakamkovit as Director to replace Mrs. Wilasinee Adulyanon. The information about the Directors appointed to replace those retiring by rotation is shown in **Enclosure 3.**

2. With the resignation of Mr. Wasan Paileeklee from the position of President on December 15, 2008, the Board of Directors appointed the President Selection Committee to proceed with the selection process in accordance with the Standard Qualifications of Directors and State Enterprise Employees Act, B.E. 2518 (1975) and Amendment to the Act, No. 6, B.E. 2550 (2007) and to propose to the Board of Directors a list of qualified candidates for the position of President.

3. Article 38 stipulates that "In every Annual General Meeting of Shareholders, one-third of the Company's Directors shall retire on rotation. Should the number of the directors to retire on rotation not be divisible by three, a number of Directors closest to one-third of all Directors shall retire in the first year. In the second year of the registration of the Company, Directors to retire by rotation are determined by drawing lots. In the third and subsequent years, the longest-serving Directors shall retire. Directors who retire by rotation may resume the positions." Drawing lots were carried out to select, among all 13 Directors, the Directors to retire by rotation in their first and second years. In this third year, due to the fact that the longest-serving Directors had resigned before the completion of their tenure, the tenure of the new Directors is therefore equivalent to the remaining period of the tenure of those whom they have replaced.

The Directors who must retire are as follows:

1. Mr. Charupong Ruangsuwan
2. Mr. Tongthong Chandransu
3. Mr. Pramote Chokesirikulchai
4. Mr. Prasan Wangrattanapranee
5. Mr. Narunart Prapanya
6. The President

The Company had made an announcement on its website inviting shareholders to propose agenda and qualified candidates for appointment as Directors, but neither agenda nor candidate was proposed by shareholders. The President Selection Committee then started the selection process and submitted to the Meeting a list of nominees for appointment as Directors.

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

1.	Mr. Surapon Nitikraipot	to replace	Mr. Charupong Ruangsuwan
2.	Mr. Teerasak Suwanyod	to replace	Mr. Tongthong Chandransu
3.	Mr. Yarnsak Manomaiphiboon	to replace	Mr. Prasan Wangrattanapranee
4.	Mrs. Daranee Charoenrakchapak	to replace	Mr. Pramote Chokesirikulchai
5.	Mrs. Matana Leongnarktongdee	to replace	Mr. Narunart Prapanya

As for the last remaining Director to be appointed to the Board of Directors, the Company would like to propose the Meeting to consider approving the reservation of such right for the new President in accordance with the Company's Articles of Association. The President Selection Committee has been in the process of selecting qualified candidates for appointment as Director and President, which will be considered for approval by the Board of Directors. The comments of the Board of Directors and the resume of the candidates are shown in **Enclosure 4**.

**Opinion of the Board:** 1. The Directors' resignation before the completion of their tenure and the appointment of new Directors should be acknowledged.

2. The Directors' retirement by rotation should be acknowledged and the appointment of new Directors as proposed by the Nomination Committee should be approved.

3. The reservation of the right for the new President to be appointed as the last remaining Director to the Board of Directors in accordance with the Company's Articles of Association should be approved.

#### **7. To consider approving the Directors' remuneration**

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

Having considered the Company's responsibilities and performance, the Remuneration Committee gave the opinion that the Board has successfully supervised the Company's operations last year and that all Directors have been held accountable for their considerably increasing responsibilities in accordance with the Securities and Exchange Act and other related laws and regulations. The Remuneration Committee therefore determined the remuneration of the Company's Directors as shown in **Enclosure 5**.

**Opinion of the Board:** The determination of the Directors' remuneration package which are monthly remuneration and meeting allowances for the year 2009 and the bonus for the year 2008 of the Board of Directors as proposed by the Remuneration Committee should be approved.

#### **8. To consider the appointment of the Company's Auditor and the determination of Auditor's remuneration for the year 2009**

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

**Opinion of the Board:** The appointment of the Office of the Auditor General (OAG) as the Company's Auditor and the determination of Baht 1.5 million remuneration for the year 2009 should be approved.

#### **9. To consider other matters (if any)**

In the determination of shareholders who have the right to attend the 2009 Annual General Meeting of Shareholders and to receive the dividend, the Company will apply the names of shareholders as of the Record Date of April 2, 2009 and collect the names by closing the share register book pursuant to Section 225 of the Securities and Exchange Act B.E. 2535, on April 3, 2009.

You are therefore invited to attend the Meeting at the date, time, and place specified above. The registration time will start at 10.00 hrs. If you are unable to attend the Meeting, please appoint a proxy to attend and vote at the Meeting on your behalf by completing the enclosed Proxy Form A, B or C. The proxy must submit this Proxy Form together with other required documents to MCOT Plc. at least one day prior to the Meeting date.

Yours sincerely,

(Mr. Charupong Ruangsuwan)  
Chairman of the Board of Directors  
MCOT Public Company Limited

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

**Note:**

1. The Company has posted the Document for the 2009 Annual General Meeting of Shareholders on the Company's website at [www.mcot.net/ir](http://www.mcot.net/ir) together with enclosures and Proxy Form.
2. The shareholders are invited to visit the operations of Modernine TV and MCOT Radio Stations on Friday, April 24, 2009 between 10.30 – 12.00 hrs. For Interested shareholders, please register and inform your interest at 10.00 hrs.

**The Minutes of  
the Extraordinary General Meeting of  
Shareholders No.1/2008**

**Friday, June 11, 2008**

**(Document for Agenda 2)**



**Minutes of the Extraordinary General Meeting of Shareholders No.1/2008**  
**Of**  
**MCOT Public Company Limited**  
**On Wednesday, June 11, 2008 at 13.30 hrs.**  
**Studio 1, Television Building,**  
**63/1 Rama IX Rd., Huay kwang Sub district/District, Bangkok 10310**

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**Directors present:**

1. Mr.Nattee	Premrasami	First Vice Chairman, Acting Chairman
2. Mr.Wittayatorn	Tokeaw	Second Vice Chairman
3. Mr.Anusorn	Tamajai	Director
4. Mrs.Danucha	Yindeepit	Director
5. Mr.Pongchai	Amatanon	Director
6. Mr. Somboon	Muangklam	Director
7. Mr. Wasan	Paileeklee	Director and President

**Management Team:**

1. Mrs.Aranrat	Youkong	Executive Vice President
2. Mr.Polchai	Vinijchaikul	Vice President Office of Legal Affairs

**Legal Advisor from Baker & McKenzie Ltd.**

1. Mr. Kitipong Urapeepatanapong

**Invitees:**

1. Ministry of Finance representing 452,134,022 shares (Having Mrs.Phankanitta Boonkrong, Director of Portfolio Management, the State Enterprise Policy Office, as the proxy)
2. Government Saving Bank representing 78,865,978 shares (Having Mrs. Siriwan Prasertchai, Government Saving Bank , as the proxy)
3. Other 780 shareholders representing 56,376,641 shares

The Meeting convened at 13.45 hrs.

Mr.Nathi Premrasmi, First Vice Chairman and Acting Chairman for the Meeting, presided over the Meeting. The Chairman stated that there were 440 individual shareholders representing 2,580,623 shares attending the Meeting and 342 proxies representing 584,796,018 shares, making a total of 782 shareholders and proxies representing 587,376,641 shares, equally 85.48 percent of the total number of shares sold of the Company. The Chairman then introduced the members of the Board of Directors and the Management team to the Meeting.

**7 Directors present at the Meeting comprised:**

1. Mr.Nathi	Premrasmi	First Vice Chairman, Acting Chairman
2. Mr.Wittayatorn	Tokeaw	Second Vice Chairman
3. Mr.Anusorn	Tamajai	Director
4. Mrs.Danucha	Yindeepit	Director
5. Mr.Pongchai	Amatanon	Director
6. Mr. Somboon	Muangklam	Director
7. Mr. Wasan	Paileeklee	Director and President

**Management Team**

1. Mrs.Aranrat	youkong	Executive Vice President
2. Mr.Polchai	Vinijchaikul	Vice President Office of Legal Affairs

**Legal Advisor from Baker & MaKenzie Ltd.**

1. Mr. Kitipong Urapeepatanapong

The Chairman asked Mr. Somboon Muangklam, Director, to advise on voting instructions.

Mr. Somboon Muangklam, Director, explained that in requesting voting from the meeting, the shareholders would be requested to exercise their votes on ballots for objection and abstention only. Any shareholders, being in agreement with the proposed agenda, should not exercise their votes on the

ballots. When shareholders complete exercising their votes on ballot, the shareholders are requested to raise their hands so that the Company's staffs shall collect the ballots. If no shareholder raised their hands, it would be considered as a unanimous resolution in such agenda. Exception was made for the voting in Agenda Item 4 regarding the appointment of 5 replacement Directors, in which shareholders would be requested to cast their votes on the ballots for approval or objection or abstention. All proxies should vote in accordance with the intent of shareholders so empowering. And he stated that shareholders, who had questions or wished to express their opinions, should raise their hands. After obtaining the Chairman's permission, such shareholders should introduce themselves and then express their opinions or questions.

In complying with the laws and Article 24 of the Company's Articles of Association, the Chairman requested for at least 5 shareholders' supporting votes. There were more than five (5) supporting votes granted for approval of the proposed means of voting.

Additionally, in accordance with the best practices for shareholders meeting among the listed companies provided by the Securities and Exchange Commission, there should be neutral persons to witness the voting procedure. On this occasion, the Chairman invited representative of Baker McKenzie Ltd. and 2 shareholders to witness the voting procedure at the meeting.

The names of eyewitness were as follows:

- |                                  |                                       |
|----------------------------------|---------------------------------------|
| 1. Ms. Pongtip Jongaroonngamsang | representative of Baker McKenzie Ltd. |
| 2. Mr. Suchart Simakorn          | shareholder                           |
| 3. Mr. Sonthi Itchayaviroj       | shareholder                           |

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 attending the Meeting today. And he stated that the Company's Directors and staffs have addressed themselves to performing their duties, including welcomed shareholders' comments and suggestions for the improvement of the Company's operation.

According to the Agenda Item 4 of the Minutes of the 2008 Annual General Meeting attached with the notice to the Extraordinary General Meeting No.1/2008, the Management team agreed in the Meeting to summarize a report on the Raisom case to the shareholders in the next Meeting. At this Meeting, the Management team distributed the document on Raisom case to all shareholders. And the Chairman then requested the President to give details to the Shareholders.

Mr. Wasan Paileeklee, Director and the President, clarified the details of the Raisom case and the 50 Rais land plot as specified in the distributed documents.

Mr. Chatri Jaroenneung, Shareholder, asked the meaning of "Time-exceeding advertising" or "Ghost advertising".

Mr. Wasan Paileeklee, Director and the President, clarified that the Time-Sharing business model is the model of advertising time sharing between MCOT. and business partners, for example, the 30-minute-program at which 5 minutes advertising are allowed and would give the share of 2 and a half minutes to the partners. The "Time exceeding advertising" meant the advertising that exceeded 2 and a half minutes as agreed. The "Ghost advertising" was the advertising which was not in the advertising quota of MCOT and business partners.

Mr. Pichien Amnajvoraprasert, shareholder, expressed that

1. The information in the Raisom document which was distributed today was not enough. There should be made in book form, to be long-term evidence, consisting of background, investigation process, and the conclusion. In addition, minority shareholders should be appointed as investigation committee in Raisom case.
2. The progress of the 50 Rais land plot case. The land has been bought since 2004 but not yet developed.

Mr. Somboon Muangklam, Director, clarified that the Raisom case was a criminal-related case, so it was passed on to the Office of the National Counter Corruption commission (the "NCCC") for investigation.

Also, MCOT had already filed a criminal charge against Raisom. At this stage, the disclosure of some information was currently not possible since it might be deemed as libel or put the case in damage. The factual information will be collected and passed to the Company's Board of Directors as assigned. And he accepted the shareholders' comment that the information disclosure would be presented to the shareholders.

Mr. Wasan Paileeklee, Director and the President, gave the details of the 50 Rais land plot that the land price today was appraised at Baht 1,375 million. In a meantime, MCOT has discussed with the Mass Rapid Transit Authority of Thailand (MRTA) regarding the exit and entrance, which was well responded. MCOT was at this time on the process of setting up business plan (TOR) for the 50 Rais land plot.

Mr. Veera Somkwarmkit, shareholder, asked the following:

1. In Raisom case, was there any criminal charge that has been made against the relevant person who involved in this case? As it is said in the distributed document that the criminal lawsuit shall be proceeded when the disciplinary investigation is concluded.
2. Who was the Chairman of the disciplinary investigative committee?
3. What is the implication of the statement of the disciplinary investigative committee dated February 13, 2008 which mentioned that the committee would not come across the consideration of the criminal liabilities and the civil liabilities?
4. Why could not MCOT disclose the name lists that have been sent to the NCCC for investigation?
5. According to the distributed document, MCOT paid the down payment for the 50 Rais land plot to the Bank of Thailand before the Office of the National Economic and Social Development Board (NESDB) had approved MCOT's fiscal capital expenditure, this was considered against the regulations of the State Enterprise's Fiscal Capital Expenditure, B.E. 2522. Then, if there was the development of the 50 Rais land plot, would it be against the said regulations?

Mr. Somboon Muangklam, Director, pointed out that

1. Once the Board of Directors has come to a conclusion on the Raisom case, the Board will consider informing the shareholders on its progress, whereas such disclosure would be done through the MCOT website and other viable channels.
2. The disciplinary investigative committee was solely concerned with the internal investigation which was not related to the criminal lawsuit. However, under the criminal lawsuit, MCOT had the Huaykwang police station press charges against Raisom and the police would also pass on the case to the NCCC for investigating.
3. When the investigation of the 50 Rais land plot came to an end, the information disclosure would be presented to the shareholders later on.

Mr. Wasan Paileeklee, Director and the President, explained that the Chairman of the disciplinary investigative committee was the Vice President of Office of Human Resources, and other members included an Expert Representative from the Lawyers Council of Thailand, an Expert Representative from the Office of the Prime Minister, and two more from MCOT's staff. And he added that the investigation process would end within 2-3 months.

Mr. Pichien Amnajvoraprasert, shareholder, remarked that, according to the 50 Rais land plot document distributed to the shareholders today, it was mentioned that the down payment had been paid to the Financial Institutions Development Fund (FIDF), dated 24 August 2004, before the approval of the Office of the National Economic and Social Development Board (NESDB), dated September 16, 2004, on MCOT's capital expenditure for the 2004 fiscal year. This procedure might be considered against the State Enterprise regulations B.E. 2522. As shareholder of MCOT, he suggested that the development on the plot should be halted until the question of legality is settled.

Mr. Sakesan Suphasang, shareholder, gave the opinion that all the shareholders wanted were facts. And according to article 5 of the Article of Association, MCOT had to follow up the policy of Good Corporate Governance. According to this principle, the investigation committee must also be an independent and unprejudiced body.

The Chairman pointed out that as the Chairman, he was aware of this issue, and had the management to draft an updated report for the shareholders. In this regard, please take into account that the Directors of the Board were newly appointed and have been in office for only 1 month, while we intend to do our best to preserve the shareholders' interests. According to Agenda Item 4, Appointment of 5 replacement directors, if any shareholders wished to nominate any qualified persons to be directors, they must provide information with profiles of no more than 5 of such persons in the Nomination Form attached with the notice to this Meeting. The shareholders who wished to nominate persons to be directors were requested to raise their hands, so the Nomination Form would be collected by the Company's staff.

The Meeting acknowledged the report from the Chairman.

#### **Agenda 2 To certify the Minutes of the 2008 Annual General Meeting of Shareholders on April 24,2008**

The Chairman requested the Meeting to certify the minutes of the 2008 Annual General Meeting of Shareholders on April 24, 2008 as attached with the notice to this Meeting.

The Meeting certified the minutes of the 2008 Annual General Meeting of Shareholders on April 24, 2008 of which no shareholders proposed the revision, with the votes as follows:

Approval	580,538,696 votes	or	98.8382 %
Objection	0 votes	or	0 %
Abstention	1,103,000 votes	or	0.1878 %

#### **Agenda 3 To acknowledge the appointment of the replacement Director**

The Chairman stated that according to the resignation of Mr. Sanguan Tiyapaiboonsin on 11 April 2008, the Board of directors had appointed

Mr. Somboon Muangklam as the replacement Director under the nominating process by the Nomination Committee. And in accordance with article 42 of the Company's Articles of Association, Mr. Somboon Muangklam's Director term would resume that of Mr. Sanguan Tiyapaiboonsin.

The Chairman requested the Meeting to acknowledge the appointment of Mr. Somboon Muangklam as the replacement Director of Mr. Sanguan Tiyapaiboonsin.

The Assembly acknowledged the appointment of Mr. Somboon Muangklam as the replacement Director of Mr. Sanguan Tiyapaiboonsin with the term of Directors as equal as the rest of Mr. Sanguan Tiyapaiboonsin's term.

#### **Agenda 4 To acknowledge the resignation of 5 Directors and to consider for Approving the appointment of 5 replacement Directors**

The Chairman asked Mr. Somboon Muangklam, Director, to give the details to the shareholders.

Mr. Sakesan Suphasang, shareholder, expressed that

1. According to article 33 (4) of the Company's Articles of Association, the Shareholders Meeting would consider appointing the replacement Directors in case of the Director's retirement by rotation, and article 42 provided that the Board of Directors could appoint qualified persons who was legally qualified and possessed no prohibited characteristics as prescribed in the Company's Articles of Association to be replacement Directors at the next meeting of the Board of Directors, except where the remaining duration in office of the director is less than 2 months. If the Company did not comply with these regulations, it would be considered as deviating from the principles of Good Corporate Governance.

2. Was there a possibility of reserving a specific number of Director seats for minority shareholders?

Mr. Somboon Muangklam, Director, explained that in the last Shareholders Meeting, there was the Agenda for the shareholders to appoint the 5 replacement Directors. Unfortunately, there was no vote on that Agenda as the Nomination Committee recalled the name lists. The Board of Directors has considered to proceed this matter and opined that when the right to elect the replacement Directors had been granted to the Shareholders Meeting, the Board of Directors should not reclaim such right according to article 42 of the Company's Articles of Association. The Board also took into account section 69 of the Public Limited Company Act which stated that no limitation of a nature that would obstruct a shareholder from becoming a director shall be made.

Mr. Wittayatorn Tokeaw, Director, explained that article 42 of the Company's Articles of Association stated that the Board of Directors could appoint the replacement Directors in the subsequent meeting. However, there was no action until the Shareholders Meeting was held. Then, the Board of Directors with the comment of the legal advisor deemed it appropriate that the Shareholders Meeting has the right to elect the replacement Directors.

Mr. Sakesan Suphasang, shareholder, pointed out that according to article 56 of the Company's Articles of Association, there should be an independent Nomination Committee to oversee the nomination process. If the above motion was accepted and if the shareholders were to nominate for the replacements at this Meeting, this would be in contravention to the requirement of an independent Nomination Committee. Moreover, the appointment of 5 replacement Directors should be the Board of Directors' right. The shareholders' role in nomination figures only the case of the Directors' retirement by rotation as prescribed in article 33 of the Company's Articles of Association. Therefore, he objected the procedure of this Agenda.

Mr. Pichien Amnajvoraprasert, Shareholder, stated that according to article 56 of the Company's Articles of Association, the Board of Directors had to appoint the Nomination Committee by selecting 3 directors out of the members of the Board, and at least 1 member of the Nomination Committee had to be a member of the Audit Committee. Additionally, the performance of the Nomination Committee had to be done transparently. He then questioned as to the following:

1. Who were the members of the Nomination Committee? And who was the selected member of the Audit Committee?
2. What are the criteria that the Nomination Committee used for nomination?

He also expressed that the appointment of the Directors was not in compliance with the aforementioned Articles of Association. He then stated that there was no disclosure on the profiles of all 5 Directors on the Company's website, and this omission could be construed as a deviation from the principles of Good Corporate Governance and a non-compliance with article 56 of the Articles of Association.

Mr. Somboon Muangklam, Director, explained that in article 56 of the Company's Articles of Association, it is stated that the Nomination Committee had to be formed. Additionally, it is stated in article 33 of the Company's Articles of Association that the actions to be performed in the Annual General Meeting of Shareholders shall be... (4) to consider electing the Directors to replace those who retired by rotation by considering from the Nomination Committee's proposal. In this connection, should there be any appointment or election of Directors by the Board of Directors, the process should be first conducted by the Nomination Committee. In contrast, as there was no provision for direct nomination by shareholders, it was deemed appropriate to give the opportunity to shareholders for a nomination of replacement Directors.

Mr. Kitipong Urapeepatanapong, Legal Advisor from Baker & McKenzie Ltd., clarified that shareholders retained their rights to appoint the Directors both in the Annual General Meeting and the Extraordinary General Meeting. He confirmed that the votes for this Agenda are valid under the law and the Company's Articles of Association. Those shareholders disapproving of the results were still able to submit their contestations as is their right. The requirement regarding the Nomination Committee according to Article 56 of the Company's Articles of Association was enforceable only for the case that the Board of Directors nominated the persons to be elected as the Company's new Directors, not an absolute arbiter for this issue. It was limited in its scope, while the basic right of shareholders to nominate the persons to be elected as Directors remains enforceable. In addition, the Company had clearly informed the shareholders of such right through the notice to this Meeting. However, whether the nominated persons were elected as Directors depended on the majority of shareholders' votes.

The Chairman clarified the member of Nomination Committee as follows:

- |                          |              |
|--------------------------|--------------|
| 1. Mr.Nathi Premrasmi    | The Chairman |
| 2. Mr.Wittayatorn Tokeaw | Member       |
| 3. Mrs.DanuCha Yindeepit | Member       |
| 4. Mr.Pongchai Amatanon  | Member       |
| 5. Mrs.Aranrat Youkong   | Secretary    |

Mrs.Aranrat Youkong, Executive Vice President and Secretary of the Nomination Committee, clarified that the name lists of the Nomination Committee were posted through ELCID on 29 April 2008. Also, the criteria of the Nomination Committee and the profiles of the 5 nominated Directors as replacement Directors were disclosed on the Company's website, www.mcot.net/ir, since 28 May 2008.

Mr. Veera Somklarmkit, shareholder, questioned whether any of the members of the Nomination Committee had assumed their functions before their official appointment, as he noticed that the 5 nominated persons to be elected as Directors were already nominated once in the last Meeting on 24 April 2008.

Mr.Pongchai Amatanon, Director, added that he had attended the Board of Directors Meeting after being elected by the Annual General Meeting of Shareholders on 24 April 2008 and the registration of his directorship was completed. The Board of Directors Meeting dated 29 April 2008 gave the resolution to appoint the current Nomination Committee to replace the former one of which quorum was not constituted. As regards the number of the Board of Directors, there were 13 members of the Board, but the number was reduced to 7, which poses difficulties in carrying out the Board's functions. . If anyone missed a Meeting, the meeting could not proceed. As a Director in a listed company, he intended to perform his best to manage the organization to be efficient and gain the most profit. The Board Meetings were at present scheduled 3 times a week.

Mrs.Aranrat Youkong, Executive Vice President and Secretary of the Nomination Committee, clarified that after the Annual General Meeting of Shareholders on 24 April 2008, MCOT registered the names of the new Directors to the Ministry of Commerce on 28 April 2008. The first Board Meeting was held on 29 April 2008 regarding the appointment of the Nomination Committee. And the Nomination Committee had the first meeting on 3 May 2008 in order to review the qualifications of the 5 former nominated persons. The comparison between these 5 nominated persons with other nominated persons had been done; the Committee had criteria to elect the ones who could serve the best interests of the Company. Later on, the conclusion was made and the Committee resolved to propose the same 5 Nominated persons to the Board Meeting dated 13 May 2008 for consideration.

Mr. Chatri Jaroenneung, shareholder, made a suggestion that the Nomination Committee should propose 7 nominated persons instead of 5, so that the shareholders could have elected 5 out of 7.

Mr. Somboon Muangklam, Director, accepted Mr. Chatri's comment under consideration for the future.

Mr. Pichien Amnajvoraprasert, shareholder, questioned that

1. Was there any resignation of Director? Why was there no disclosure to the shareholders on the resignation of Mrs. Wilasinee Adulyanon?
2. There was no general disclosure to the shareholders on the name lists of the Nomination Committee formed on 29 April 2008. He called for transparency in the nomination process. He mentioned that he by himself, as a minority shareholder, also proposed name lists and profiles of qualified persons to the Nomination Committee for consideration, by submitting the name lists and profiles to the Vice President of the Office of Legal Affairs but the Board of Directors did not inform the shareholders thereof.
3. He requested for 15-30 more days for minority shareholders to nominate qualified persons to be Directors, and suggested to have the names of the Nomination Committee posted on the Company's website.

Mr. Somboon Muangklam, Director, explained that there was in fact disclosure through ELCID and the Company's website on the names of the Nomination Committee dated 29 April 2008 and on the resignation of Mrs. Wilasinee Adulyanon on 20 May 2008 dated 21 May 2008 respectively. Regarding the submission of name list of the representative of minority shareholders to the Nomination Committee, the Company has not yet set the criteria on this. However, all shareholders had the right during this Meeting to nominate qualified persons to be directors. Khun Pichien could therefore nominate himself and the other two as qualified persons in this Meeting,

Mr. Veera Somkwarmkit, shareholder, stated that the shareholders' representative gave a letter directly to the Vice President of the Office of Legal Affairs, but was told that such documents were incomplete. For another issue, the Legal Advisor confirmed that the appointment of the 5 nominated persons as replacement Directors was conducted legally, however the Legal Advisor was not a Court of law. He gave the example of the case that 9 members of the National Counter Corruption Commission who raised their own salary following positive comments from their legal advisor, a decision which was judged illegal by the Supreme Court. In addition, regarding the suggestion made at the last Shareholders Meeting that the minority shareholders suggested for at least 1 Director being a minority shareholder, the Board in this Shareholders Meeting claimed that there was no specific provision for such action, whereas minority Shareholders, like all others, all has the right to nominate qualified persons to be Directors. He also pointed out the unlikelihood that any of the minority shareholders would be elected under the current regime. He also said that he agreed with the idea of Mr. Sakesan to provide for 1 Director from the minority shareholders per year. He therefore asked the Company to set up the working criteria on this matter. He made a firm comment that he would contest the result of this Meeting because he considered the conditions unsuitable.

Mr. Sakesan Suphasang, shareholder, questioned why, whereas Mr. Somboon Muangklam was appointed by the Board to replace Mr. Sanguan Tiyapaiboonsin, the same appointment mechanism was not used regarding the appointment of the other 5 Directors. And if minority shareholders put forward nominations for these Directors today, it would be against article 56 of the Company's Article of association, as those names were not proposed by the Nomination Committee. If the minority shareholders had a choice, they would follow article 33 of the Company's Article of association.

Mr. Puvanaj na Songkhla, representative of the Thai Investors Association, observed:

1. Why did the Nomination Committee propose only 5 names, which had already been proposed before?
2. It seemed to be the case that the Nomination Committee did not consider any new names, and this conjecture led the shareholders to question the integrity of the nomination process. Given the reality that in any case those nominated today by minority shareholders will not obtain enough votes, he believed that allowing the minority shareholders to put forward nominations at this particular time is simply an attempt to create an appearance of fairness which hides a more fundamental injustice. This, he believed, was contrary to the principles of good governance. The action may be legal, but good governance requires more than that.

Mrs. Danucha Yindepit, Director, stated that, as a member of the Nomination Committee, she had made sure that the Nomination Committee had considered carefully the qualified persons from the name lists which comprised more than 5 people in the related fields of expertise. And after examining each profile very carefully for hours, vote was taken in the Nomination Committee meeting to select the qualified persons. She added that her work had for a long time involved sitting in Nomination Committees for State Enterprises, and that transparency and fairness in the nomination process were always her first priority.

Mr. Suriya Suppaarsa, shareholder, commented that, for the possibility of electing 5 Directors, the number of nominated persons should have been more than 5, which was not the case here. He asked whether the present development was a genuine election or whether it was simply a request for approval.

Mr. Anusorn Tamajai, Director, stated that he was serving several listed companies as a Director, as well as being in the Audit Committee for Bangchak Petroleum Plc. ("Bangchak") He was a veritable proponent of Good Governance, and he would have resigned if there was foul play. He confirmed that the Nomination Committee did its best under the Good Corporate Governance principles in selecting these 5 qualified persons. For the next Shareholders Meeting, the Company would take into account the minority shareholders' request, especially from Khun Pichien, and Khun Veera and others, for a possibility of nominating persons from among themselves during the Meeting. He also added that Bangchak had done the same, and right now they had Directors who were selected from among the minority shareholders, and who are well-disposed to serve the company's best interests. He agreed with

Khun Pichien's suggestion; however the Company had not yet set specific criteria for appointing Directors from the minority shareholders. And as the Board had only 7 members, a reality which is truly disruptive to the Board's work, allowing the present election regime to progress would be in the best interest of MCOT.

Mr. Pichien Annajvoraprasert, shareholder, expressed his thanks to the Board for taking into account the minority shareholders' comments and suggestions. Nonetheless, it would be better and considered a true expression of Good Corporate Governance if the nomination period was extended so as to allow minority shareholders to put forward nominations as well. Then he beckoned the President to take good care of MCOT's business, as her share prices had been falling.

Mr. Chatri Jaroenneung, shareholder, suggested, in order to settle the current strife between the Management and the shareholders, the possibility of voting for 3 Directors out of 5 in this Meeting, while the Nomination Committee will have more time to reconsider their nominations for the remaining 2 seats.

Mr.Kitipong Urapeepatanapong , Legal Advisor from Baker & McKenzie Ltd., explained that the Agenda for this Meeting was to vote for 5 replacement Directors. If the Agenda were to be changed as suggested by Mr. Chatri, then two-thirds of vote from all shareholders present must be obtained.

Mr. Sakesan Suphasang, shareholder, commented that in the last Shareholders Meeting, Khun Theinchai Vongnawaporn proposed to nominate minority shareholders as Director. However, Mr. Wittayatorn Tokeaw, Director and the Chairman of the last Shareholders Meeting stated that the matter of nominating minority shareholders for Director seats could not be included on the Agenda for that Meeting due to the reason that the Nominated Director must have been selected by the Nomination Committee. According to article 42 of the Company's Article of Association, the Board of Directors could appoint qualified persons who were legally qualified and possessed no prohibited characteristics as prescribed in the Company's Articles of Association to be replacement Directors. He then suggested that the Board should appoint the Directors themselves and be responsible for the consequences, whereas he viewed the attempt to involve shareholders simply as a stratagem for the Board to share their blame with the shareholders.

Mr. Somboon Muangklam, Director, accepted that there was a statement written in the Minutes of the 2008 Annual General Meeting, page 13, recording that Mr. Wittayatorn Tokeaw, Director and the Chairman of the last Shareholders Meeting did not allow direct nominations from shareholders as this would have contravened article 42. However, the present Management has considered the issue further and decided to allow shareholders to put forward their nominations directly. The method of nomination presently employed is therefore put in place to satisfy the shareholders' wishes expressed at the last Meeting.

The Chairman, seeing that there had been sufficient debate on the issue, then asked the shareholders to vote for no more than 5 nominated persons. If any ballot contains affirmative votes for more than 5 nominees, that entire ballot would not be counted. This rule applied to both shareholders and proxies. Shareholders were asked to raise their hands so that their ballots could be collected. The name list of persons nominated for the shareholders to elect as new Directors were as follows:

- |                                  |                                      |
|----------------------------------|--------------------------------------|
| No.1 Mr.Pramote Chokesirikulchai | to replace Mr.Boonplook Chaiket      |
| No.2 Mr.Tongthong Chandransu     | to replace Mr.Prakit Prachonpachanuk |
| No.3 Mr.Prasan Wangrattanapranee | to replace Mr.Charnchai Soontharamat |
| No.4 Mr.Narunart Prapanya        | to replace Mr.Pongsak Payakvichien   |
| No.5 Mr.Charupong Ruangsuwan     | to replace Ms.Rosana Tositrakul      |

Mr.Sakchai Skulstrimontri, shareholder, recommended that the shareholders do not mark the "abstain" box, which would have the effect of discounting their vote on the matter. If the shareholders disapprove, they must indicate that by ticking the "disapprove" box.

The Chairman proposed the Meeting to acknowledge the resignation of 5 Directors and to consider for approval the appointment of 5 replacement Directors.



The Meeting casted their votes on this Agenda. The respective voting results were as follows:

No. 1	Mr. Pramote Chokesirikulchai		
	Approval	579,127,017	votes or 98.5955%
	Objection	150,294	votes or 0.0256%
	Abstention	2,378,330	votes or 0.4049%
No. 2	Mr. Tongthong Chandransu		
	Approval	579,046,371	votes or 98.5818%
	Objection	193,136	votes or 0.0329%
	Abstention	2,416,134	votes or 0.4114%
No. 3	Mr. Prasan Wangrattanapranee		
	Approval	579,118,961	votes or 98.5941%
	Objection	160,850	votes or 0.0274%
	Abstention	2,375,830	votes or 0.4045%
No. 4	Mr. Narunart Prapanya		
	Approval	579,087,213	votes or 98.5887%
	Objection	151,294	votes or 0.0258%
	Abstention	2,417,134	votes or 0.4115%
No. 5	Mr. Charupong Ruangsuwan		
	Approval	579,135,917	votes or 98.5970%
	Objection	132,894	votes or 0.0226%
	Abstention	2,386,830	votes or 0.4064%

The Meeting acknowledged the Director retiring before the end of their terms and resolved to approve the election of 5 Directors as proposed by the Nomination Committee. 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

#### **Agenda 5 Other Matters (If Any)**

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

Mr. Chatri Jaroenneung, shareholder, requested MCOT to include a schedule of the pickup bus service, as well as the bus number, on the notice for Shareholders Meeting. He appreciated the pickup service, but was concerned about the costs incurred upon the Company. He then suggested MCOT to issue Baht 100-200 transportation coupons to shareholders instead.

Mr. Sakesan Suphasang, shareholder, recommended:

1. The inclusion the Company's Code of Conduct as prescribed in article 5 of the Company's Article of Association in the Annual report. The report should also state whether all the articles were complied with or not.
2. The restatement of article 33 of the Company's Article of Association, which states that the shareholders would consider appointing the Replacement Directors to replace Directors who have finished their terms.. It should also be added that if Directors otherwise resign before the end of their terms, the shareholders could consider appointing the replacement Directors.
3. The disclosure of the criteria used by the Nomination Committee for their nomination process in the Annual report in order to promote transparency in decision-making. He also request for there to be more nominees than the number of seats in the next election of Directors.

4. Regarding the investigation of the Raisom case, he pointed out that there had been numerous delays to the process, which could suggest inefficiency. He also pointed out that the more time-consuming this affair becomes, the more expenses will be incurred upon the company. He then expressed his wish for prompt action on the matter.

5. He requested for disclosure of the details of the Raisom case. If such disclosure would affect the ongoing criminal litigation, he suggested a comprehensive disclosure of facts, and not simply a summary, so as to enable a fair and independent assessment of the actions taken.

Ms. Yardarund, shareholder, recommended that MCOT could buy transportation coupons for shareholders, and asked to replace the provision of coffee to lunch boxes instead. She also asked if shareholders could have additional rights to join activities of MCOT, such as attending the “Nine Entertain Awards” party.

Mr. Veera Somkwarmkit, shareholder, asked whether it is possible for shareholders to obtain official investigation conclusions on the Raisom case and on the 50 Rais land plot. He also requested for the guidelines for nominating minority shareholders for Director seats.

Mr. Somboon Muangklam, Director, agreed to have all the suggestions recorded in the Minutes ensured that they would be given due consideration. Some suggestions could be followed, but if they cannot so be, the Company will inform the shareholders as to the reason why. For the opinion in the legal issues, everybody may have different views.

Mr. Wittayatorn Tokeaw, Director, confirmed his dedication to his work and assured the Meeting that he was aware of the equal right of all shareholders and of the concept of Good Corporate Governance. He would therefore support the idea of having Directors from minority shareholders. And he then apologized to the shareholders that some issues could not be disclosed or explained today. Then he expressed his thanks to all the Board members for cooperation and to the shareholders for their constructive opinions and comments.

Mr. Buncha Boonpayung, Proxy of Ms. Chonlada Pornprasertskul, requested the update on the discussion on annual fee adjustments with True Visions. This request was regarding the issue of cable TV being allowed to air advertisements, which have generated more income resulting in larger dividends for the shareholders. This update was also requested at the previous meeting.

Mr. Wasan Paileeklee, Director and the President, expressed his thanks to the shareholders for all the comments and suggestions, and he accepted them for consideration. As for the discussion with True Visions, it was now in the midst of negotiation. And as for the dividend payments, the current rate is already quite high.

Mr. Buncha Boonpayung, Proxy of Ms. Chonlada Pornprasertskul, complained that the answer was exactly the same as the one given in the last meeting. He pressed for expediency in the negotiations with True Visions so that higher dividends can be paid, and he expressed his support for the idea of allowing cable TV to air advertisements because of the greater variety of advertising coming from abroad. Also, he questioned why the Company did not allow True Visions to air advertisements while the laws already provided for that option.

Mr. Wittayatorn Tokeaw, Director, clarified that the Board took into account of the best interests of the Company when having discussions with both True Visions and BEC. He added that MCOT had had 5 Meetings so far with True Visions. However, added that MCOT and True Visions had to preserve public interests and the interests of True Visions subscribers.

Mr. Wasan Pongphuttamon, shareholder, asked why the revenues in first quarter of 2008 performance did not grow. He specifically asked for the reason that the Q1, 2008 expenses of the Selling and Administration (SG&A) was so high that it might have affected to the Company’s profits. He then asked for the details of the SG&A expenses. He also mentioned that since Mr. Wasan Paileeklee, the President, joined the Company, the Company performance had not grown. He questioned whether the bad performance was caused by the inefficient promotion and unattractive line-up.

Mr. Wasan Paileeklee, Director and the President, explained that in the first quarter of 2008, the total revenues grew 10% with the net profit of Baht 233 million which means only 1% growth. Such low growth level was due to the increase in expenses. He however gave the details that under his management, the TV revenues and the net profit in the second half of 2007 went up more than 30% compared to those of the first half of 2007.

Mr. Wasan Pongphuttamon, shareholder, said that Mr. Wasan Paileeklee, the President, had not answered yet regarding to the question on the reasons for the SG&A expenses which had dramatically increased from last year.

Mr. Wasan Paileeklee, Director and President, explained that the higher SG&A expenses were caused by the increase in the Selling incentive package which was not booked in the first quarter of last year but had been so in the first quarter of this year. He then said that it was explained why the SG&A expenses grew so high in Q1, 2008 when compared to the same period last year.

Mr. Wasan Pongphuttamon, shareholder, mentioned that there was a piece of information that leaked out before the announcement of the first quarter 2008 performance, that the year-on-year result would be good. The result was not as expected. He suggested that before giving interviews, the management should be confirmed on the information.

The Chairman assured the Meeting that the Board will work on the suggestions given by the shareholders and that they will do their utmost to preserve the shareholders' best interests.

Mr. Chatri Jaroenneung, shareholder, commented on the presentation of the voting results that the numbers of shareholders who voted in each direction was not revealed "Approval" and "Objection" and "Abstention" votes on each nominated Director. He called for transparency and procedural integrity.

Mr. Wasan Paileeklee, Director and President, accepted all the suggestions of shareholders for consideration.

The Chairman expressed his thanks to the shareholders for attending the Meeting and giving very useful comments. The Board would make sure that the best interests of the shareholders are served. And he apologized for any inconveniences incurred during the Meeting. The Board accepted all the suggestions from the shareholders and would have them written in the Minutes. He then wished all the shareholders a safe trip home and adjourned the Meeting.

The Meeting adjourned at 17.30 hrs.



(Mr.Nattee Premrasami)  
First Vice Chairman  
Acting Chairman for the Meeting

**2008 Annual Report (CD-Rom)**

**(January 1, –December 31, 2008)**

**(Document for Agenda 3 and 4)**

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

<b>Name - Surname</b>	<b>Mr. Arttachai Burakamkovit</b>
Date of Birth	30 September 1950
Age	58
Education	<ul style="list-style-type: none"><li>- M.P.A (Budgeting), Pennsylvania State University, USA</li><li>- B.A. (1<sup>st</sup> Class Honor) in Political Science, Public Administration, Thammasat University</li><li>- Certificate, Senior Executive Course, Class 29</li><li>- Diploma, National Defense College, Class 42</li></ul>
Current Position	Deputy Director, The Bureau of the Budget
Working Experience	<ul style="list-style-type: none"><li>-Board of Director, Thai-German Institute</li><li>- Board of Director, Gem and Jewelry Institute of Thailand</li><li>- Board of Director, Iron and Steel Institute of Thailand</li><li>- Board of Director, Genius Electronic Meter Co., Ltd.</li><li>- Senior Advisor (Budget Analyst Level 10), The Bureau of the Budget</li><li>- Director of Evaluation Office, The Bureau of the Budget</li></ul>
Training Program organized by Thai Institute of Directors Association (IOD)	<ul style="list-style-type: none"><li>-Director Certification Program (DCP) Class 106/2008</li></ul>
Specific Knowledge and Expertise	<ul style="list-style-type: none"><li>- Budget Management in Public Sector</li><li>- Budget Analysis on Product Profitability</li><li>- Data Management through Follow-up and Assessment for Budget Planning and Management</li><li>- Integrated Management and Budgeting</li></ul>
MCOT's Shareholder Status	None

## **The Comments of the Nomination Committee (Document for Agenda 6)**

Drawing lots were carried out to select, among all 13 Directors, the Directors to retire by rotation in their first and second years. In this third year, due to the fact that the longest-serving Directors had resigned before the completion of their tenure, the tenure of the new Directors is therefore equivalent to the remaining period of the tenure of those whom they have replaced.

The Directors who must retire are as follows:

1. Mr. Charupong Ruangsuwan
2. Mr. Tongthong Chandransu
3. Mr. Pramote Chokesirikulchai
4. Mr. Prasan Wangrattanapranee
5. Mr. Narunart Prapanya
6. The President

The Nomination Committee was designated by the Board of Directors to proceed with the selection process with consideration based on the nominees' suitable qualifications such as knowledge, abilities and relevant experience as well as other necessary qualifications that will benefit the Company's business operations to be proposed to the Board of Directors and the 2009 AGM for their approval of the appointment of the nominees for Directors to replace those retiring by rotation.

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

Article 12/1 of the Standard Qualifications of Directors and State Enterprise Employees Act, B.E. 2518 (1975) stipulates that no less than one-third of the total numbers of Directors shall be selected from the Directors' Pool List of the Ministry of Finance. According to such regulation, five Directors shall be selected from the Directors' Pool List. The Company currently has seven Directors selected from the List, 3 of which will have to retire this year. As a result, the Nomination Committee was required to select at least one new Director from the Directors' Pool List. The Nomination Committee proceeded with the selection process by selecting qualified persons from the Directors' Pool List as well as those from various professions and carefully considering their curriculum vitae provided under the nominees' consent in accordance with the following criteria and qualifications.

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

The curriculum vitae of the nominees selected from the Directors' Pool List and those from various professions was considered by the Nomination Committee by comparing the nominees' qualifications, knowledge, abilities and experience with those of the Directors who retired by rotation. The Nomination Committee submitted to the Board of Directors' Meeting No. 3/2009 held on March 18,

2009 the names of five qualified persons to be appointed as Directors to replace those retiring by rotation. The Board of Directors' Meeting resolved to propose to the 2009 Annual General Meeting of Shareholders to be held on Friday, April 24, 2009 to consider approving the appointment of the following Directors to replace those retiring by rotation.

1) Mr.Surapol Nitikraipoj to replace Mr. Charupong Ruangsuwan

He has expertise and work experience in public law, politics, political science, education and sociology and involvement in drafting laws, particularly communication laws. His current positions are the Rector of Thammasat University, a Councilor of the Office of the Council of State, and a commissioner of the Law Reform Commission, the Office of the Council of State. In addition, he was selected to be on the Directors' Pool List. His diverse expertise and extensive work experience will be beneficial for the Company's business operations.

2) Mr.Teerasak Suwanyod to replace Mr. Tongthong Chandransu

He has expertise and work experience in economics, financial restructuring and preparing business and financial plans. His current position is Managing Director of Islamic Bank of Thailand. His work experience will benefit the Company's businesses.

3) Mr.Yarnsak Manomaiphiboon to replace Mr. Prasan Wangrattanapranee

He is an expert in finance, investment and management, the areas that are necessary for the Company as a listed company in the Stock Exchange of Thailand. Currently, he is a Director/ Executive Director and President of Bualuang Securities Plc. He also had work experience in many positions such as a Director of the Association of Securities Companies, a Managing Director of Settrade.com Co., Ltd. and a Sub-committee member of the Market for Alternative Investment (MAI). His expertise and work experience in such areas will benefit the Company's business operations.

4) Mrs. Daranee Charoenrachapak to replace Mr. Pramote Chokesirichaikul

Her specific knowledge in organizational management, marketing research and communication and work experience in advertising business as well as her current position as Managing Director of Market Wise Co, Ltd. and Marketing Advisor of leading companies will be advantageous to the Company's business operations.

5) Mrs. Matana Leongnarktongdee to replace Mr. Narunart Prapanya

She specializes in corporate communication, corporate image building and communication strategy and currently serves as a Corporate Communication Advisor, Siam Cement Group (SCG). Her qualifications and work experience will be advantageous to the Company's businesses.

Seeing that the five nominees for Directors had suitable qualifications as specified in the Company's Articles of Association and related laws as well as knowledge and expertise required for sustainable development of the Company, the Board of Directors resolved to propose to the 2009 Annual General Meeting of Shareholders to be held on Friday, April 24, 2009 to consider approving the appointment of the five nominees as Directors.

As for the appointment of the last remaining Director to replace the President, the Board of Directors appointed the President Selection Committee to proceed with the selection process in accordance with the standard Qualifications of Directors and State Enterprise Employees Act, B.E. 2518 (1975) and Amendment to the Act, No. 6, B.E. 2550 (2007). **The Company would like to propose the Meeting to consider approving the reservation of such right for the new President in accordance with the Company's Articles of Association. The President Selection Committee has been in the process of selecting qualified candidates to be appointed as Director and President, which will be considered for approval by the Board of Directors.**

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



**Name-Surname:** Mr. Surapon Nitikraipot

**Date of Birth:** 19 September 1960

**Age:** 48

**Education:**

- Certificate, Decentralization and Local Administration, Institut International d'Administration Publique (IIAP), Paris, France
- Doctorat de l' Université Robert Schuman de Strasbourg (mention très honorable)
- Diplôme d'Études Approfondies de Droit Public, Université Strasbourg III, France
- Barrister at Law, Thai Bar Association
- LL.B. (2<sup>nd</sup> Class Honor), Thammasat University

**Current Position:** Full-Time Lecturer and Rector, Thammasat University

**Working Experience:**

- Civil- Level 10 Professor and Rector of Thammasat University
- Councilor, the Council of State and Commissioner, the Law Reform Commission, the Office of the Council of State
- Specialist, Decentralization Committee, the Prime Minister's Office
- Committee Member, the Law Reform Committee in accordance with The Constitution of the Kingdom of Thailand (Interim), B.E. 2549(2006)
- Specialist and Committee Member, the Office of the Education Council
- Counselor, the Office for National Education Standards and Quality Assessment (Public Organization)
- Special Advisor, the Administrative Court
- Chairman, Administrative Reform Committee, the Bangkok Metropolitan Administration
- Sub-Committee Member, Ad Hoc Sub-Committee on Principle Formulation and Development of the Public Sector Structure

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

- Director Certification Program (DCP) Class 102/2008

**Specific Knowledge or Expertise**

Education, Sociology and Public Law

**MCOT's Shareholder Status**

None



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

**Name-Surname:** Mr. Dheerasak Suwannayos

**Date of Birth:** 5 July 1952

**Age:** 56

**Education:**

- Master of Economics, University of Karachi, Pakistan
- Bachelor of Economics, University of Karachi, Pakistan

**Current Position:** Managing Director, Islamic Bank of Thailand

**Working Experience:**

- Director, Finansia Life Insurance Co., Ltd.
- Advisor, the Office of Small and Medium Enterprises Promotion
- Advisor, Krung Thai Asset Management Plc.

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

- Director Accreditation Program (DAP) Class 26/2004

**Specific Knowledge or Expertise**

Finance, financial restructuring (both equity and debt), preparing business plans and financial recovery plans

**MCOT's Shareholder Status**

None



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



**Name-Surname:** Mr. Yarnsak Manomaiphiboon

**Date of Birth:** 5 March 1963

**Age:** 46

**Education:**

- MBA (Finance and Management), Indiana University, Bloomington, USA
- Bachelor of Engineering (2<sup>nd</sup> Honor), Chulalongkorn University
- Senior Executive Course, Capital Market Academy, Class 5

**Current Position:** Director /Executive Director and President,  
Bualuang Securities Co., Ltd.

**Working Experience:**

- Executive Director, Bualuang Securities Co., Ltd.
- Managing Director, Bualuang Securities Co., Ltd.
- Executive Director, Association of Securities
- Director, Settrade.com Co., Ltd.
- Independent Director and Member of the Audit Committee, Ayudhya Allianz C.P. Life Plc.
- Director and Deputy Executive Director, Securities Trading Department, J F Thanakom Co., Ltd.
- Sub-Committee Member, Market of Alternative Investment (MAI)

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

Director Certification Program (DCP) Class 60/2005

Director Accreditation Program (DAP) Class 23/2004

**Specific Knowledge or Expertise**

Finance, Investment and Management

**MCOT's Shareholder Status**

None

## Curriculum Vitae of the Nominated Director MCOT Public Company Limited



**Name-Surname:** Mrs. Daranee Charoen - Rajapak

**Date of Birth:** 22 October 1962

**Age:** 46

**Education:** - Bachelor of Business Administration and Psychology  
(1<sup>st</sup> Class Honor), Pine Manor College, Boston,  
Massachusetts, USA

**Current Position:** Managing Director, Market Wise Co., Ltd.

**Working Experience:** - Director, D & D Solution Co., Ltd.  
- Director, Rajapak Development Co., Ltd.

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

**Specific Knowledge or Expertise**  
Marketing Research, Marketing Communication and Organization Management

**MCOT's Shareholder Status** None

## Curriculum Vitae of the Nominated Director MCOT Public Company Limited



**Name-Surname:** Mrs. Matana Leongnarktongdee

**Date of Birth:** 28 February 1950

**Age:** 59

**Education:**

- Management Development Program (MDP)
- MBA, Wharton, University of Pennsylvania, USA
- Bachelor of Communication Arts, Chulalongkorn University

**Current Position:** Corporate Communications Advisor, Siam Cement Group (SCG)

**Working Experience:**

- Corporate Communications Advisor, Siam Cement Group (SCG)
- Director, Corporate Communications Office, Siam Cement Group (SCG)
- Director, Advertising and Public Relations Office, Siam Michelin Marketing and Sales, an affiliate of Siam Cement Group
- Public Relations Advisor to Amaret Sila-on, a former Commerce Minister

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

- None -

**Specific Knowledge or Expertise**

Communications, Corporate Image Building, Media and Communications Strategy

**MCOT's Shareholder Status** None

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

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

Committees /Subcommittees	Remuneration (Monthly)	Meeting Allowances (presence in the meetings only )
<p><b>1. The Board of Directors</b> The Board of Directors has the authority and duties to carry on the Company's business pursuant to relevant laws, the Company's objectives, Articles of Association, and resolutions of Shareholders' Meetings with integrity, ethics, and morale, and prudence for the best benefits of the Company and its shareholders. ( Clause 35 of the Company's Articles of Association)</p>	<b>10,000 Baht</b>	<b>15,000 Baht/ Month</b>
<p><b>2. The Auditing Committee</b> Their responsibilities are as follows: (1) To review that the Company's financial statements are correct and sufficient. (2) To review that the Company's internal control system and internal audit system are sufficient and effective. (3) To review that the Company's operation conforms to the securities and exchange's rules and regulations or any other laws relating to the Company's business. (4) To review, select, propose for approval, and propose the remuneration of the Company's Auditor. (5) To provide opinions for the appointment, transfer, and promotion of the Vice President of the Office of Internal Audit. (6) To review the accuracy and sufficiency of information disclosure relating to connected transactions or transactions with potential conflict of interest. (7) To prepare the corporate governance report of the Audit Committee to be disclosed in the Company's annual report; such corporate governance report must be signed by the Chairman of the Board of Directors. (8) To perform any other duties as assigned by the Board of Directors with approval from the Audit Committee. (9) To perform any other duties as stipulated in the Company's Articles of Association. (Refer to the Company's order No. 81/2008)</p>	<b>10,000 Baht</b>	<b>5,000 Baht/ Month</b>
<p><b>3. The Nomination Committee</b> To select persons with appropriate qualifications for nomination as new Board directors or the President by determining transparent selection procedures and rules.( Refer to the Company's order No. 83/2008)</p>	-	<b>10,000 Baht/ Month</b>
<p><b>4. The Compensation Committee</b> To set up remuneration rules and procedures under fair and reasonable remuneration for the Board of Directors or the President.( 82/2551 of the Company's Articles of Association)</p>	-	<b>10,000 Baht/ Month</b>

Committees /Sub-committees	Remuneration (Monthly)	Meeting Allowances (presence in the meetings only)
<p><b>5. The Risk Management Committee</b>                      Their responsibilities are as follows:                      1.To review policies on risk management and risk assessment, risk management plan and risk management manual to be submitted to the Board of Directors for approval prior to implementation.                      2.To provide support to the Company’s senior management by determining the structure of risk management across the organization and to translate the risk management strategies into action by setting up rules and investing in appropriate systems.                      3.To submit a report regarding the adequacy of the existing risk management system and risk control to the Board of Directors                      4.To be the center responsible for monitoring potential risks as reported by risk management coordinators.                      5.To review risk management report and oversee the implementation of risk management to ensure that effective action is taken in addressing unacceptable risks.                      6.To communicate to the Audit Committee regarding potential risks                      ( Refer to the Company’s order No. 118/2008)</p>	-	<b>10,000 Baht/ Month</b>
<p><b>6. The Corporate Governance Committee</b>                      Their responsibilities are to provide guidelines and advices on corporate governance to the Board of Directors, to oversee the performance of the Board of Directors and the management to ensure compliance with corporate governance principles, to review the Company’s corporate governance guidelines by benchmarking the Company’s guidelines with those of international practices to be submitted to the Board of Directors and to provide guidance to the Working Group on sound corporate governance practices.</p>	-	<b>10,000 Baht/ Month</b>
<p><b>7. The Corporate Relations Committee</b>                      Their responsibilities are as follows:                      1. To give opinions on the improvement of the efficiency of the Company’s operations and promote the development of labor relations                      2. To find a way to resolve conflicts within the organization by applying a compromising approach.                      3. To review the Company’s rules and regulations for the benefit of the employer, employees and the organization.                      4. To find a solution to the issues raised by the employees or Labor Union, including the issue on disciplinary penalty.                      5. To work on issues associated with the improvement of employment.                      (Refer to the Company’s order No. 81/2549)</p>	-	<b>10,000 Baht/ Month</b>
<p><b>8. Sub-committees and Working Groups Other than No.1-5 (Only Directors appointed by Board of Directors)</b></p>	-	<p style="text-align: center;"><b>10,000 Baht /month</b>                      (Though any Company’s directors were appointed to perform duties in several sub-committees other than No.1-5, they would be paid the meeting allowances from only one sub-committee on the month such sub-committee meeting was held.)</p>
<p><b>Chairman and Vice Chairman of the Board of Directors will be paid more remuneration and meeting allowances at 25% and 12.5 %, respectively.</b></p>		

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

<b>Bonus for the Company's Directors in 2008 (January 1,- December 31, 2008)</b>
<b>Directors - Baht 250,000 per person</b>
<b>Chairman will be paid additional 25% of the bonus, or Baht 312,500</b>
<b>Vice Chairman will be paid additional 12.5 % of the bonus, or Baht 281,500</b>

To be noted that the amount of bonus will be paid proportionally in accordance with the length of their terms.

**Proxy Form**

**Proxy Assignment**

If the shareholder cannot attend the 2009 Annual General Meeting of Shareholders, the shareholder may assign a person or the Independent Director as the proxy to attend the meeting. Enclosed herewith are three types of Proxy Forms, one of which must be chosen by the shareholder. The three types of Proxy Forms are as follows:

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

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



หนังสือมอบฉันทะแบบ ก.

Proxy Form (A)



เขียนที่.....

Made at

วันที่.....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) จำนวนหุ้น.....หุ้น

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

(3) ขอมอบฉันทะให้

hereby appoint

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

Name Age Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub district District

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

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

Name Age Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub district District

จังหวัด.....รหัสไปรษณีย์.....หรือ

Province Postal Code or

หรือมอบฉันทะให้กรรมการอิสระ/ประธานกรรมการตรวจสอบ  นายอนุสรณ์ ธรรมใจ อายุ 43 ปี

Or assign a proxy to the Independent Director/ Chairman of the Auditing Committee, **Mr.Anusorn Tamajai**, Age 43

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นบริษัท  
อสมท จำกัด (มหาชน) ประจำปี 2552 ในวันศุกร์ที่ 24 เมษายน 2552 เวลา 13.30 น. ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บมจ. อสมท  
เลขที่ 63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310

Only one of above is assigned as my/our proxy to attend and vote in the 2009 Annual General Meeting of Shareholders on Friday,  
24 April 2009 at 13.30 hours at the Studio 1 Television building, MCOT, 63/1 Rama 9 Road, Huay Kwang, Bangkok 10310.

หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....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)

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 Road Sub district

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

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.....

Name Age Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub district District

จังหวัด.....รหัสไปรษณีย์.....

Province Postal Code

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

Name Age Residing at No.

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....

Road Sub district District

จังหวัด.....รหัสไปรษณีย์.....

Province Postal Code

หรือมอบฉันทะให้กรรมการอิสระ/ประธานกรรมการตรวจสอบ  นายอนุสรณ์ ธรรมใจ อายุ 43 ปี

Or assign a proxy to the Independent Director/ Chairman of the Auditing Committee, **Mr.Anusorn Tamajai**, Age 43

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ  
ผู้ถือหุ้นบริษัท อสมท จำกัด (มหาชน) ประจำปี 2552 ในวันศุกร์ที่ 24 เมษายน 2552 เวลา 13.30 น. ณ ห้องส่ง 1 อาคาร  
สถานีโทรทัศน์ บมจ. อสมท เลขที่ 63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310

Only one of above is assigned as my/our proxy to attend and vote in the 2009 Annual General Meeting of Shareholders  
on Friday, 24 April 2009 at 13.30 hours at the Studio 1 Television Building, MCOT, 63/1 Rama 9 Road, Huay Kwang,  
Bangkok 10310.

หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 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) 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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ ของข้าพเจ้า ดังนี้</p> <p>The proxy may consider the matters and vote on my/our behalf as follows:</p>			
2	<p>เรื่อง รับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2551 วันที่ 11 มิถุนายน 2551</p> <p>To certify the minutes of Extraordinary General Meeting of Shareholders No.1/2008 held on 11 June 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>			

วาระที่ Agenda	รายการ Subject	เห็นด้วย จำนวนเสียง Approve (Votes)	ไม่เห็นด้วย จำนวนเสียง Not approve (Votes)	งดออกเสียง จำนวนเสียง Abstain (Votes)
	<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 พิจารณารายงานผลการดำเนินงานของบริษัทฯ ในปี 2551 (1 มกราคม – 31 ธันวาคม 2551)</p> <p>To acknowledge the Company's operating results in 2008 (The period between 1 January and 31 December 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>			
4	<p>เรื่อง พิจารณานุมัติงบดุล บัญชีกำไรขาดทุน สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ 31 ธันวาคม 2551</p> <p>To consider for approval of the balance sheet and the statement of profit and loss for the period ended 31 December 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>			
5	<p>เรื่อง รับทราบการจ่ายเงินปันผลระหว่างกาลและพิจารณาการจ่ายเงินปันผล ประจำปี 2551</p> <p>To acknowledge the payment of the interim dividend and consider the payment of dividends for the year 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>			

วาระที่ Agenda	รายการ Subject	เห็นด้วย จำนวนเสียง Approve (Votes)	ไม่เห็นด้วย จำนวนเสียง Not approve (Votes)	งดออกเสียง จำนวนเสียง Abstain (Votes)
	<p><input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy may consider the matters and vote on my/our behalf as follows:</p>			
6	<p>เรื่อง รับทราบการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งก่อนครบวาระ และกรรมการที่ต้องออกจากตำแหน่งตามวาระ และพิจารณาเลือกตั้งกรรมการแทน</p> <p>To acknowledge the appointment of the Director to replace the one resigning prior to the completion of his tenure and the Directors' retirement by rotation and to consider the appointment of the directors to replace those retiring by rotation.</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> <p><input type="checkbox"/> การแต่งตั้งกรรมการทั้งชุด</p> <p>The appointment of the whole Board of Directors</p> <p><input type="checkbox"/> การแต่งตั้งกรรมการเป็นรายบุคคล</p> <p>The appointment of individual Directors</p> <p>1. นายสุรพล นิตไกรพจน์ Mr.Surapon Nitikraipot</p> <p>2. นายธีรศักดิ์ สุวรรณยศ Mr. Dheerasak Suwannayos</p> <p>3. นายญาณศักดิ์ มโนมัยพิบูลย์ Mr. Yarnsak Manomaiphiboon</p> <p>4. นางดารณี เจริญรัชต์ภาคย์ Mrs. Daranee Charoen – Rajapark</p> <p>5. นางมัทนา เหลืองนาคทองดี Mrs. Matana Leongnarktongdee</p>			

วาระที่ Agenda	รายการ Subject	เห็นด้วย จำนวนเสียง Approve (Votes)	ไม่เห็นด้วย จำนวนเสียง Not approve (Votes)	งดออกเสียง จำนวนเสียง Abstain (Votes)
7	<p>เรื่อง พิจารณากำหนดค่าตอบแทนของกรรมการบริษัท</p> <p>To consider the determination of remunerations of members of the Board of Directors</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>			
8	<p>เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2552</p> <p>To consider the appointment of the Auditor and the determination of audit fees for the year 2009</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>			
9	<p>เรื่องอื่น ๆ (ถ้ามี)</p> <p>To consider other matters (if any)</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>			

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้น ไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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



ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ (แบบ ข.)

Annex to the Form of Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท อสมท จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น บริษัท อสมท จำกัด (มหาชน) ประจำปี 2552 ในวันศุกร์ที่ 24 เมษายน 2552 เวลา 13.30 น. ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บมจ. อสมท เลขที่ 63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310

At the 2009 Annual General Meeting of Shareholders on Friday, 24 April 2009 at 13.30 hours at the Studio 1 Television Building, MCOT 63/1 Rama 9 Road, Huay Kwang, Bangkok 10310.

หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

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

.....

วาระที่ ..... เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ ..... เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ ..... เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

- วาระที่...6..... เรื่อง...รับทราบการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งก่อนครบวาระ และกรรมการที่ต้องออกจากตำแหน่งตามวาระและพิจารณาเลือกตั้งกรรมการแทน

**Agenda 6 Subject** To acknowledge the appointment of the Director to replace the one resigning prior to the completion of his tenure and the Directors' retirement by rotation and to consider the appointment of the directors to replace those retiring by rotation.

- การแต่งตั้งกรรมการทั้งหมด  
The appointment of the whole Board of Directors

- การแต่งตั้งกรรมการเป็นรายบุคคล  
The appointment of individual Directors

ชื่อ Name	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
1. นายสุรพล นิตไกรพจน์ Mr.Surapon Nitikraipot			
2. นายธีรศักดิ์ สุวรรณยศ Mr. Dheerasak Suwannayos			
3. นายญาณศักดิ์ มโนมัยพิบูลย์ Mr. Yarnsak Manomaiphiboon			
4. นางดารณี เจริญรัชต์ภาคย์ Mrs. Daranee Charoen – Rajapark			
5. นางมัทนา เหลืองนาคทองดี Mrs. Matana Leongnarktongdee			

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signed (.....) Grantor

Date วันที่...../...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed (.....) Proxy

Date วันที่...../...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed (.....) Proxy

Date วันที่...../...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed (.....) Proxy

Date วันที่...../...../.....

Duty Stamp  
20 Baht  
ติดอากรแสตมป์  
20 บาท

หนังสือมอบฉันทะแบบ ค.

Proxy Form C

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

เขียนที่.....

Made at

วันที่.....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

Name

Age

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

Residing at No. Road Sub district

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

District Province Postal Code

(2) ..... อายุ.....ปี

Name

Age

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

Residing at No. Road Sub district

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

District Province Postal Code

หรือมอบฉันทะให้กรรมการอิสระ/ประธานกรรมการตรวจสอบ  นายอนุสรณ์ ธรรมใจ อายุ 43 ปี

Or assign a proxy to the Independent Director/Chairman of the Auditing Committee, **Mr. Anusorn Tamajai**, Age 43

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ  
ผู้ถือหุ้นบริษัท อสมท จำกัด (มหาชน) ประจำปี 2552 ในวันศุกร์ที่ 24 เมษายน 2552 เวลา 13.30 น. ณ ห้องส่ง 1 อาคาร  
สถานีโทรทัศน์ บมจ. อสมท เลขที่ 63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310

Only one of above is assigned as my/our proxy to attend and vote in the 2009 Annual General Meeting of Shareholders  
on Friday, 24 April 2009 at 13.30 hours at the Studio 1 Television Building, MCOT 63/1 Rama 9 Road, Huay Kwang,  
Bangkok 10310.

หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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

(3) 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) 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>			

วาระที่ Agenda	รายการ Subject	เห็นด้วย จำนวนเสียง Approve (Votes)	ไม่เห็นด้วย จำนวนเสียง Not approve (Votes)	งดออกเสียง จำนวนเสียง Abstain (Votes)
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  The proxy may consider the matters and vote on my/our behalf as follows:			
2	เรื่อง รับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2551 วันที่ 11 มิถุนายน 2551  To certify the minutes of Extraordinary General Meeting of Shareholders No.1/2008 held on 11 June 2008.  <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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  The proxy may consider the matters and vote on my/our behalf as follows:			
3	เรื่อง พิจารณารายงานผลการดำเนินงานของบริษัทฯ ในปี 2551 (1 มกราคม – 31 ธันวาคม 2551)  To acknowledge the Company's operating results in 2008 (The period between January 1 and December 31, 2008)  <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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  The proxy may consider the matters and vote on my/our behalf as follows:			
4	เรื่อง พิจารณานุมัติงบดุล บัญชีกำไรขาดทุน สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ 31 ธันวาคม 2551  To consider approving the balance sheet and the statement of profit and loss for the year ended as of December 31, 2008  <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.			

วาระที่ Agenda	รายการ Subject	เห็นด้วย จำนวนเสียง Approve (Votes)	ไม่เห็นด้วย จำนวนเสียง Not approve (Votes)	งดออกเสียง จำนวนเสียง Abstain (Votes)
	<p><input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</p> <p>The proxy may consider the matters and vote on my/our behalf as follows:</p>			
5	<p>เรื่อง รับทราบการจ่ายเงินปันผลระหว่างกาลและพิจารณาการจ่ายเงินปันผล ประจำปี 2551</p> <p>To acknowledge the interim dividend distribution and to consider the dividend distribution for the year 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>			
6	<p>เรื่อง รับทราบการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งก่อนครบวาระ และกรรมการที่ต้องออกจากตำแหน่งตามวาระ และพิจารณาเลือกตั้งกรรมการแทน</p> <p>To acknowledge the appointment of the Director to replace the one resigning prior to the completion of his tenure and the Directors' retirement by rotation and to consider the appointment of the Directors to replace those retiring by rotation.</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> <p><input type="checkbox"/> การแต่งตั้งกรรมการทั้งหมด</p> <p>The appointment of the whole Board of Directors</p> <p><input type="checkbox"/> การแต่งตั้งกรรมการเป็นรายบุคคล</p> <p>The appointment of individual Directors</p>			

วาระที่ Agenda	รายการ Subject	เห็นด้วย จำนวนเสียง Approve (Votes)	ไม่เห็นด้วย จำนวนเสียง Not approve (Votes)	งดออกเสียง จำนวนเสียง Abstain (Votes)
	1. นายสุรพล นิตไกรพจน์ Mr.Surapon Nitikraipot 2. นายธีรศักดิ์ สุวรรณยศ Mr. Dheerasak Suwannayos 3. นายญาณศักดิ์ มโนมัยพิบูลย์ Mr. Yarnsak Manomaiphiboon 4. นางดารณี เจริญรัชต์ภาคย์ Mrs. Daranee Charoen – Rajapark 5. นางมัทนา เหลืองนาคทองดี Mrs. Matana Leongnarktongdee			
7	เรื่อง พิจารณากำหนดค่าตอบแทนของกรรมการบริษัท <input type="checkbox"/> consider the determination of the Directors’ remunerations (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุก ประการตามที่เห็นสมควร 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:			
8	เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทน ผู้สอบบัญชีประจำปี 2552 To consider the appointment of the Auditor and the determination of audit fees for the year 2009 <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:			
9	เรื่องอื่น ๆ (ถ้ามี) To consider other matters (if any)			

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

(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.

(7) ในกรณีที่ข้าพเจ้าไม่ได้ออกเสียงลงคะแนนในการลงคะแนนเสียงในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้  
กัสโตเดียน (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) หนังสือมอบอำนาจจากผู้ถือหุ้นให้กัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Letter of attorney form shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ กัสโตเดียน (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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ใน  
ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ.  
Should the provisions prescribed above are not sufficient to cover all the Proxy's intentions; the Proxy may use  
the attached Annex to the Proxy Form C.

ใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ (แบบ ก.)

Annex to the Form of Proxy (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัท อสมท จำกัด (มหาชน)**

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

ในการประชุมสามัญผู้ถือหุ้น บริษัท อสมท จำกัด (มหาชน) ประจำปี 2552 ในวันศุกร์ที่ 24 เมษายน 2552 เวลา 13.30 น.  
ณ ห้องส่ง 1 อาคารสถานีโทรทัศน์ บมจ. อสมท เลขที่ 63/1 ถนนพระราม 9 แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร 10310

At the 2009 Annual General Meeting of Shareholders on Friday, 24 April 2009 at 13.30 hours at the Studio 1 Television Building , MCOT 63/1 Rama 9 Road, Huay Kwang, Bangkok 10310.

หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

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

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ค) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่.....เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

- วาระที่...6..... เรื่อง...รับทราบการแต่งตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งก่อนครบวาระ และกรรมการที่ต้องออกจากตำแหน่งตามวาระและพิจารณาเลือกตั้งกรรมการแทน

**Agenda 6 Subject** To acknowledge the appointment of the Director to replace the one resigning prior to the completion of his tenure and the Directors' retirement by rotation and to consider the appointment of the directors to replace those retiring by rotation.

- การแต่งตั้งกรรมการทั้งหมด

The appointment of the whole Board of Directors

- การแต่งตั้งกรรมการเป็นรายบุคคล

The appointment of individual Directors

ชื่อ Name	เห็นด้วย (เสียง) For (Votes)	ไม่เห็นด้วย (เสียง) Against (Votes)	งดออกเสียง (เสียง) Abstain (Votes)
1. นายสุรพล นิติไกรพจน์ Mr.Surapon Nitikraipot			
2. นายธีรศักดิ์ สุวรรณยศ Mr. Dheerasak Suwannayos			
3. นายญาณศักดิ์ มโนมัยพิบูลย์ Mr. Yarnsak Manomaiphiboon			
4. นางดารณี เจริญรัชต์ภาคย์ Mrs. Daranee Charoen – Rajapark			
5. นางมัทนา เหลืองนาคทองดี Mrs. Matana Leongnarktongdee			

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 the Independent Director**

บริษัท อสมท จำกัด (มหาชน)

MCOT Public Company Limited

.....



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 Economics , 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. (2<sup>nd</sup> Class Honor) Political Science – Public Administration  
Chulalongkorn University - Bangkok

**ประสบการณ์ทำงาน (Experience)**

ปัจจุบัน

- ประธานกรรมการตรวจสอบและกรรมการ บมจ. บางจากปิโตรเลียม

Present

Chairman of Audit Committee, Bangchak Petroleum Plc.

พฤษภาคม 2550 – ปัจจุบัน

- คณบดีคณะเศรษฐศาสตร์ มหาวิทยาลัยรังสิต

May 2007 - Present

Dean – Faculty of Economics , Rangsit University

มกราคม 2548 – ตุลาคม 2549

- กรรมการผู้จัดการ บริษัทหลักทรัพย์จัดการกองทุน บีที จำกัด

January 2005 – October 2006

Managing Director – BT Asset Management Co.

ตุลาคม 2547 – ธันวาคม 2548

- ผู้อำนวยการสำนักวิจัย และ ผู้อำนวยการด้านจัดการกองทุน ธนาคารไทยพาณิชย์

October 2004 – December 2005

Senior Vice President, Fund Management Department and Research Office,  
Bank Thai Plc.

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

### 1. In case the shareholder attending the Meeting in person

- **Thai Shareholders:** Present an ID card or government-issued ID card
- **Foreign Shareholders:** Present a foreign ID card, or a passport or other identification documents
- **Name / Last name change:** Present certified documents

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

A copy of the Company's affidavit issued by the Ministry of Commerce not exceeding 1 year, signed and certified as a true copy by an authorized person of the company together with a copy of the ID card or government-issued ID card signed and certified as a true copy of the authorized person.
  - **Foreign juristic person:**

The proxy form with a signature of an authorized person of the company and the company's seal affixed on it must be signed before a Notary Public or an authorized officer of the entity that has similar authority in accordance with the laws of each country. After signing, the proxy form must be signed to certify the person certifying the document by an authorized person of the Thai Embassy or Consulate or by an authorized person assigned to act on his/her behalf or the person who has an authority to certify the document in accordance with the laws of that country.
- **In case of using fingerprinting instead of signature,** use the left thumb and 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 Road, Huaykwang**  
**Bangkok 10310**

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

- **To register**, a proxy must show his/her ID card or government ID card or passport (if a foreigner).
- 3. In case that the shareholder is deceased:** The administrator may attend the Meeting or assign a proxy. The presentation of the court's order appointing such person as the administrator with signature of an authorized person not exceeding 6 months prior to the Meeting is also required during the registration.
  - 4. In case that the shareholder is a minor:** Father or mother or legal parent may attend the meeting or assign a proxy. A copy of home registration certificate is also required.
  - 5. In case that the shareholder is an incompetent person:** A guardian of incompetent person may attend the Meeting or assign a proxy. The presentation of a court's order appointing that person as a guardian and signed by an authorized person not exceeding 6 months prior to the Meeting is required.

### **Registration Process**

The registration will start 3 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.

MCOT Plc. reserves the right to allow only persons with all required documents to attend the Meeting.
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**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. 24**

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

**No. 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. 28**

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

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

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

**No.29**

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

**No.31**

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

**No. 34**

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



**Request Form for Annual Report 2008**

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

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

Please identify on the envelop “(Request for Annual Report 2008)”

To Office of Company Secretary

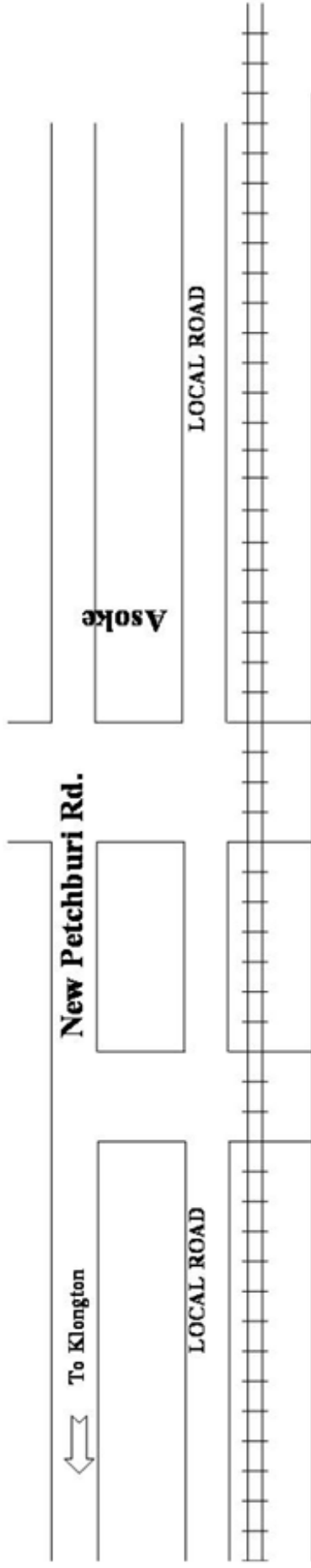
Name.....

Address.....

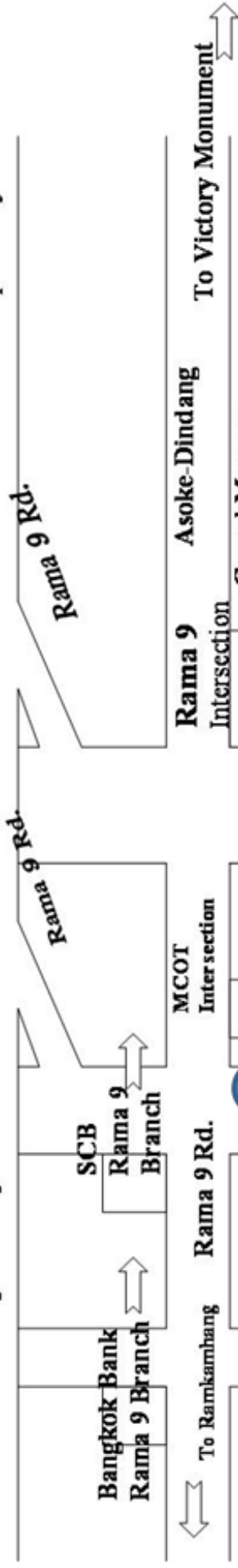
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I would like to receive Annual Report 2008 book of MCOT Public Company Limited



**Expressway**



**Rama 9 Intersection**

Asoke-Dindang

To Victory Monument

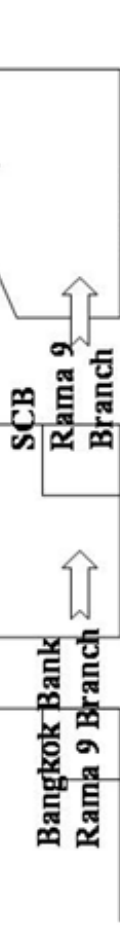
Grand Mercure Hotel

**3 Shuttle bus service points for MCOT's shareholders**

- 1** M.C.O.T. Intersection
- 2** MRT Pharam9
- 3** MRT Thailand Cultural Centre

- From. 3 service points to MCOT Plc between 09:30-14:30 hrs.  
 - From MCOT Plc to 3 service points from 14.00 hrs. onwards

**Rama 9 Rd.**



**MCOT Intersection**

To Ramkambang



**1**

**2**

**3**

Cultural Center Rd

Chamnan Phenchart Building

Dhippbaya Insurance



Cultural Center

Rama 9 Subway Station

Cultural Center Subway Station

Ratchadapisek Rd.

Jusco

Carfour

Robinson