

Minutes of the Extraordinary General Meeting of Shareholders No.1/2008
Of
MCOT Public Company Limited
On Wednesday, 11 June 2008 at 13.30 hours
The Studio 1, Television Building,
63/1 Rama IX Rd., Huaykwang Subdistrict/District, Bangkok 10310

Directors present:

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| 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 |

Managements Team:

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| 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 comprise of:

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| 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 |

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| 6. Mr. Somboon Muangklam | Director |
| 7. Mr. Wasan Paileeklee | Director and President |

Management Team

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| 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:

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| 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 Ransom 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 landplot 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 2and 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 13 February 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 16 September 2004, on MCOTs 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 24 April 2008

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

The Meeting certified the minutes of the 2008 Annual General Meeting of Shareholders on 24 April 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 Yindeepit, 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 Amnajvoraprasert, 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:

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| 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 Skulrimontri, 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 result 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:

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| 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 replacementDirectors.
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.Nathi Premrasmi)
First Vice Chairman
Acting Chairman for the Meeting