

**Minutes of the 2008 Annual General Meeting of Shareholders  
Of  
MCOT Public Company Limited  
Held on Thursday, April 24, 2008 at 13.30 hrs.  
At Radisson Hotel, 92 Soi Saengcham, Rama IX Rd., Huay Kwang, Bangkok 10320**

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**Directors present:**

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

**Directors absent:**

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

**Managements Team**

- |                             |                                                    |
|-----------------------------|----------------------------------------------------|
| 1. Mrs. Aranrat youkong     | Executive Vice President                           |
| 2. Mrs. Soontree Kaewkorn   | Vice President<br>Office of Accounting and Finance |
| 3. Mr. Polchai Vinijchaikul | Vice President<br>Office of Legal Affairs          |

**The Office of the Auditor General of Thailand**

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

**Invitees:**

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

The Meeting convened at 13.45 hrs.

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

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

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

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

**Managements Team**

- |                             |                                                    |
|-----------------------------|----------------------------------------------------|
| 1. Mrs. Aranrat youkong     | Executive Vice President                           |
| 2. Mrs. Soontree Kaewkorn   | Vice President<br>Office of Accounting and Finance |
| 3. Mr. Polchai Vinijchaikul | Vice President<br>Office of Legal Affairs          |

**The Office of the Auditor General of Thailand**

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

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

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

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

## **Agenda 1 Report from the Chairman**

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

The Meeting acknowledged the report from the Chairman.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

2. Balance Sheets as of 31 December 2007

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

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

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

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

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

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

Mrs. Sajeerat Mateesuvaparp, shareholder, further asked that

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

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

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

Mr. Veera Somklarmkit, shareholder, asked that

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

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

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

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

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

1. Rai-som case had been the case of taking over the limit advertising time that already been agreed and indicated in the agreement. The total amount since 2004-2006 was Baht 138 MM. and been paid back this full amount to MCOT Plc. since September 2006.
2. MCOT Plc. had been asking for the extra outstanding debt of Baht 2-3 MM. which came from the amount of the 30 percent discount of the over the limit advertising time. Due to the fact that Rai-som should not been given the 30 percent discount as if they had usually got for the normal case.

3. The “Trade accounts receivable” as mentioned were the current liabilities. This amount had been accumulated since before listed in the SET. At the end of 2007, MCOT Plc. managed to collect the outstanding debt of Baht 200 MM., and some amount had been booked as doubtful debts. However, MCOT Plc. would now find the effective way to collect money.

Mr. Sakesan Suphasang, shareholder, asked that

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

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

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

Mr. Sakesan Suphasang, shareholder, asked that

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

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

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

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

The Chairman pointed out that there were 2 options for the Rai-som investigation, one were that the Company Management made a follow up report to the shareholders in the next Shareholders’ meeting, and the other option was to have

the issue of setting up new committee for monitoring Rai-som investigation committee as agenda into the other agenda, with regards to the approval of this Meeting.

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

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

Mr. Wasan Paileeklee, Director and President, answered that

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

Mrs. Sajeerat Mateesuvaparp, shareholder, raised the questions

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

Mrs. Soontree Kaewkorn, Vice President (Office of Accounting and Finance), answered that this amount relating to the investment in True Vision Plc. and the amount of 79.5 changing in fair value was final.

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

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

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

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

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

## **Agenda 5 To consider the payment of dividend for the year 2007**

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

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

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

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

Mr.Wasan Paileeklee Director and President clarified that

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

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

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

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

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

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

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

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

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

The Members of Nomination Committee were as follow

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

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

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

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

The Meeting voted as follows:

1. Mr. Nathi Premrasmi  
Approved 572,605,344 votes or 97.67%  
Not Approved 10,887,446 votes or 1.86%  
Abstained 2,779,727 votes or 0.47%
2. Mrs.Danucha Yindeepit  
Approved 572,679,288 votes or 97.68%  
Not Approved 10,774,002 votes or 1.84%  
Abstained 2,819,227 votes or 0.48%
3. Mr.Anusorn Tamajai  
Approved 572,734,997 votes or 97.69%  
Not Approved 10,800,216 votes or 1.84%  
Abstained 2,737,304 votes or 0.47%
4. Mr.Pongchai Amatanon  
Approved 573,240,728 votes or 97.78%  
Not Approved 10,761,155 votes or 1.84%  
Abstained 2,270,634 votes or 0.39%

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

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

**Agenda 7 To consider for approval of the determination of remunerations of the Company's Directors**

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

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

The Members of Compensation Committee were as follow

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

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

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

**Monthly remunerations + Monthly meeting allowances**

(Only when attending)

1) The Board of Directors	10,000	10,000
2) The Auditing Committee	10,000	5,000
3) The Nomination Committee	-	10,000
4) The Compensation Committee	-	10,000
5) The Corporate Relations Committee	-	10,000
6) The committees and subcommittees Other than 1) – 5)	-	10,000

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

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

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

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

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

**Agenda 8 To acknowledge the appointment of the Company’s auditor and the determination of audit fee for the year 2008**

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

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

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

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

**Agenda 9 Other Matters**

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

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

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

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

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

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

1. Who were members of this Nomination Committee?
2. The criteria of the Nomination Committee.

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

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

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

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

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

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

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

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

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

Mr. Veera Somklarmkit, shareholder, asked that

1. In case of the process of nominating and appointing the current President, there was someone filed lawsuit No. 2101/2550 in the Administrative Court against the Nomination Committee for the Presidential position that the current president was not qualified. How MCOT Plc. responded to this.
2. According to the Article of Association No. 35(2) stated that "the Board of Directors shall elect one director to be Chairman, and, if necessary, elect one or more than one to be Vice Chairman, and elect one director who was selected by the Nomination Committee for the Presidential position to be the President.", but Mr. Wasan Paileeklee was not director at the time of being appointed to be the President, he was later appointed to be director to resume the directorship of Mr. Narong Chokwatana who resigned. Then, the term of Mr. Wasan Paileeklee was equal to the remaining period of Mr. Narong

Chokwatana's Directorship. On the contrary, Mr. Wasan Paileeklee's contract for the Presidential position was 4 years term which was longer than the remaining period of Mr. Narong Chokwatana's Directorship. In this case, it violated the regulation in the Article of Association No. 35(2) as mentioned above and broke the regulation relating the prohibition for the State Enterprise Management to become Director at the same time as indicated in the Standard Qualifications for State Enterprise Board Members and Staff Act, B.E. 2543, Volume1, Section 8(3)

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

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

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

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

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

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

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

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

After the 10 minutes break

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

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

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

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

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

Mrs. Orawan Chudee, shareholder, pointed out that

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

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

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

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

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

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

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

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

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

The Chairman asked for the voting.

And the Meeting voted as follows:

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

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

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

The Meeting adjourned at 18.30 hrs.



(Mr. Wittayathorn Tokaew)  
Vice Chairman  
Acting Chairman for the Meeting