

TV THUNDER

Public Company Limited

Notice of 2017 Annual General Meeting Of Shareholders

TV Thunder Public Company Limited

Tuesday, April 25, 2017 at 14.00 hours
at Green Park Studio,
8 Kheha Rom Klao 78 Yaek 1,
Saphan Sung, Bangkok 10240

February 28, 2017

- Subject Notice of the 2017 Annual General Meeting of Shareholders
- Attention Shareholders of TV Thunder Public Company Limited
- Enclosure
1. Registration form
 2. Copy of meeting minutes for 2016 Annual General Meeting of Shareholders on April 25, 2016
 3. Annual Report 2016 including the Financial Statement as of December 31, 2016 in CD-ROM format
 4. Profile and information of nominated directors
 5. Definition of independent director
 6. Profile of the Auditor for 2017
 7. Profile and Information of independent director whom the Company has proposed as the proxy for shareholders who cannot attend the meeting
 8. Company regulation about shareholder meeting
 9. Proxy form A, B, and C
 10. Documentary evidences required for the right to attend Annual General Meeting
 11. Registration procedure for the 2017 Annual General Meeting of Shareholders
 12. Location map of meeting venue

The Board of Directors of TV Thunder Public Company Limited has resolved in its meeting to call the 2017 Annual General Meeting of Shareholders held on April 25, 2017, at 14.00 hr. at Green Park Studio, 8 Kheha Rom Klao 78 Yaek 1, Saphan Sung, Bangkok 10240. The agenda is as follows.

1. To consider and adopt the minutes of 2016 Annual General Meeting of Shareholders

General Information The 2016 Annual General Meeting of Shareholders of the Company was convened on April 25, 2016. The meeting minutes were submitted to the Stock Exchange of Thailand within 14 days after the meeting. Shareholders and the Board of Directors have considered and agreed that the contents are correct. The minutes were publicized in the Company's website for shareholders and other investors and there is no objection or editing.

Opinion of the Board The Board has opined to propose to the 2017 Annual General Meeting to consider and adopt the minutes of 2016 Annual General Meeting held on April 25, 2016. The Board has opined that the contents in the minutes are correct as appeared in the Enclosure No. 2.

Voting Requirement Resolution shall be adopted by the majority votes of the shareholders who attends the meeting and cast their votes

2. To consider and approve the financial performance of the Company in the last year

General Information

The key summary of financial performance of the Company in the last year is as follows

Current Assets : 238,075,402

Total Assets	:	763,007,720
Current Liabilities	:	91,391,761
Total Liabilities	:	105,544,723
Total Revenue	:	516,204,801
Net Income	:	47,229,38

The Company has summarized the financial performance in 2016 as appeared in the Annual Report 2016 and sent to shareholders in CD-ROM format together with this notice (Enclosure No. 3)

Opinion of the Board The Board has opined to propose to the 2017 Annual General Meeting to consider and approve the financial performance of the Company in 2016 as in the Enclosure No. 3.

Voting Requirement This agenda does not require shareholders' voting.

3. To consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the Year 2016 as of December 31, 2016

General Information The Board of Directors has prepared the consolidated financial statement as of December 31, 2016 and the auditor has already audited the financial statement. The financial statement will be proposed to the shareholder meeting to consider and approve in the Annual General Meeting in accordance of Article 112 of Public Limited Companies Act B.E. 2535.

Opinion of the Board The Board has opined to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the year 2016 as of December 31, 2016 that has been reviewed by the Audit Committee and audited by the auditor of the Company. The details are in the Annual Report as in the Enclosure No. 3.

Voting Requirement Resolution shall be approved by the majority votes of the shareholders who attends the meeting and cast their votes.

4. To consider and approve for appropriation of net profit as the legal reserve and dividend payment.

General Information The Article 115 of Public Limited Companies Act B.E. 2535 specified that a company needs to pay dividend from its net profit only and the Article 116 specified that a company must set aside its net profit as legal reserve at least 5% of net profit until the legal reserve amount will be at least 10% of the registered capital.

The Company has the policy to pay dividend at least 40% of net profit after tax and deducting for legal reserves based on the financial statement of the Company only. However, the dividend payment also depends on cash flows, investment plan, and legal conditions. Each company will consider for its necessity and appropriateness of potential factors in the future. The dividend payment should not significantly affect the normal operation of the Company.

Opinion of the Board The Board has the resolution to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the allocation of net profit in 2016 as the legal reserve for



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2,514,109 baht as well as the payment of cash dividend from the net profit in 2016 for 0.045 baht per share (Four point Five Satang per share). Total dividend payment is 36,000,000 baht payable to current shareholders of the Company. The payment is for authorized and paid-up ordinary shares with the maximum of 800,000,000 shares and the maximum amount of total dividend payment is 36,000,000 baht, which is 75.00% of net profit in 2016. The dividend payment to shareholders who are ordinary persons will be subject to the withholding tax of 10%.

The shareholders who are ordinary persons can refund the tax credit for dividend according to Article 47 bis of Revenue Code. The dividend payment of 0.45 baht per share (Four point Five Satang per share) is from the net profit after deducting the corporate income tax rate of 20%. The shareholders can refund the tax credit at the rate of 20/80 of dividend payment.

The Company has determined the record date for this dividend payment on May 3, 2017 and the list of shareholders eligible for dividend will be gathered according to Article 225 of Securities and Exchange Act B.E. 2535 (Revised) by book closing on May 4, 2017. The dividend payment date will be May 24, 2017.

The comparison of dividend payment during 2015-2016 is as follow.

Dividend Payment	2016	2015
1. Unappropriated Retained Earnings *	33,551,296	71,515,651
2. Net Profit **	47,768,080	42,035,645
3. Number of Ordinary Share	800,000,000	800,000,000
4. Dividend per Share		
- From Retained Earnings *	-	0.05
- From Net Profit **	0.045	0.05
5. Total Dividend Payment	36,000,000	80,000,000
6. Dividend Payout Ratio		
- From Retained Earnings *	-	56%
- From Net Profit **	75%	95%

* From the unappropriated retained earnings of the Company only

** From the net profit after deducting legal reserve of the Company only.

However, the rights to get dividend is uncertain because it needs to be approved by the 2017 Annual General Meeting of Shareholders held on April 25, 2017.

Voting Requirement Resolution shall be adopted by the majority votes of the shareholders who attends the meeting and cast their votes.

5. To consider and elect directors to replace the directors whose term of office has been completed.

General Information The Company Regulation No. 20 specified that there will be one-third or nearest number of one-third of directors whose term of office will be completed in each time of Annual

General Meeting. The directors whose term of office will be completed are those having longest term of office at that time. In this year, there are 2 directors whose term of office will be completed as follows.

1. Mr. Sudhitham Chirathivat
2. Assoc.Prof.Dr. Gallayanee Parkatt

The nomination and remuneration committee of the Company has considered regarding to benefits of the Company based on the composition of the Board as well as their competency, experience, and expertise. Finally, the committee has proposed to re-appoint of 2 directors whose term of office have been completed to be directors for another term. The profile of these 2 directors is in the Enclosure No. 4 and the qualification of independent directors is in accordance with the regulation of Capital Market Supervisory Board (The definition of independent directors is in the Enclosure No. 5).

The Company allows shareholders to propose a qualified person as a candidate for director according to the nomination process of the Company for at least 30 days in advance starting from December 22, 2016 to January 31, 2017 via the Company's website. However, no candidate was nominated.

Opinion of the Board The Board has the resolution to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the appointment of 2 directors whose term of office has been completed to be directors for another term as follows.

1. Mr. Sudhitham Chirathivat
2. Assoc.Prof.Dr. Gallayanee Parkatt

Voting Requirement Resolution shall be approved by the majority votes of the shareholders who attends the meeting and cast their votes.

6. To consider and approve the remuneration for directors in 2017

General Information The nomination and remuneration committee of the Company has considered the remuneration for director. Based on the financial performance of the Company in previous year, performance and responsibilities of directors, the remunerations of other companies with similar business as the Company, as well as the survey from Thai Institute of Directors (IOD), the remuneration of directors of the Company is in the similar level as the market average.

Opinion of the Board The Board has the resolution to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the remuneration for directors in 2017. The will be paid every quarter and the meeting allowance will be paid for each meeting. Total budget is 2,000,000 baht that is the same budget as in 2016 as follows.



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Meeting Allowance

Board of Directors and Audit Committee

Title	Meeting Allowance (baht)
Chairman of the Board of Directors	20,000
Director	15,000
Chairman of Audit Committee	20,000
Audit Committee / Independent Director	15,000

Risk Management Committee

Title	Meeting Allowance (baht)
Chairman of Risk Management Committee	20,000
Member of Risk Management Committee	15,000

Nomination and Remuneration Committee

Title	Meeting Allowance (baht)
Chairman of Nomination and Remuneration Committee	20,000
Member of Nomination and Remuneration Committee	15,000

Nomination and Remuneration Committee

Title	Meeting Allowance (baht)
Chairman of Nomination and Remuneration Committee	20,000
Member of Nomination and Remuneration Committee	15,000

Quarterly Remuneration

Title	Quarterly Remuneration (baht)
Chairman of the Board of Directors	30,000
Director	30,000

Comparison of Remunerations for Directors during 2016-2017

Title	Meeting Allowance (Baht)		Quarterly Remuneration (Baht)	
	2017 (Proposed)	2016	2017 (Proposed)	2016
Chairman of the Board of Directors	20,000	20,000	30,000	-
Director	15,000	15,000	30,000	-
Chairman of Audit Committee	20,000	20,000	-	-
Audit Committee	15,000	15,000	-	-
Chairman of Risk Management Committee	20,000	20,000	-	-
Member of Risk Management Committee	15,000	15,000	-	-
Chairman of Nomination and Remuneration Committee	20,000	20,000	-	-
Member of Nomination and Remuneration Committee	15,000	15,000	-	-

Voting Requirement Resolution shall be approved by the votes of not less than two-third of total votes of the shareholders who attends the meeting.

7. To consider and appoint the Company's auditors and determine their remuneration in 2017

General Information Article 120 of Public Limited Companies Act B.E. 2535 and the Company Regulation No. 43 specified that the Annual General Meeting of Shareholders will appoint the auditor and determine their remuneration for that year. The same auditor from previous year may be appointed again.

Moreover, the Notification of Capital Market Supervisory Board specified that a company should change the auditor after the auditor has performed the duty for 5 years consecutively. However, it is not necessary to change the audit firm. A company may select another auditor from the same audit firm to replace the former one. Moreover, a company can select the same auditor back after that auditor has been changed for at least two years.

The audit committee has considered the qualification of the auditor based on the independency of auditor and the audit fee. The committee has proposed to appoint the auditor from PricewaterhouseCoopers ABAS Ltd. and determined the budget for audit fee in 2017 at 3,111,600 baht excluding other related expenses.

Comparison of Audit Fee

Audit Fee	2017 (Proposed)	2016
1. Audit fee	3,111,600	3,111,600
2. Other expenses	Based on actual expense incurred	162,853



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Opinion of the Board The Board has the resolution to propose to the 2017 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors for 2017 from PricewaterhouseCoopers ABAS Ltd. to be the Company's auditors with the following details.

1. Mr. Paiboon Tankool Certified Public Accountant (Thailand) No. 4298 or
2. Ms. Nataporn Panudom Certified Public Accountant (Thailand) No. 3430 or
3. Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095

The Company's auditors for 2017 will audit and provide the opinion about the financial statement of the Company. Moreover, the Board has approved the audit fee and quarterly reviewing fee of 1,796,000 baht excluding the audit fee and quarterly reviewing fee for subsidiaries of 1,315,600 baht. Total audit fee for 2017 is 3,111,600 baht.

The above auditors have performed their duties well. They have no relationship and no interest to the Company, subsidiaries, executives, major shareholders, or anyone connected to those people. Therefore, they can provide the opinion about the financial statement of the Company independently.

Voting Requirement Resolution shall be approved by the majority votes of the shareholders who attends the meeting and cast their votes.

8. To consider other issues (if any)

Kindly be informed and you are cordially invited to attend the meeting on the date, time, and venue specified above. The registration will be opened at 12.00 hrs. onward. Shareholders who would like to appoint a proxy to attend the meeting and votes on their behalf, please complete the proxy form enclosed to this letter. Please select only one type of form according to the Notification of Department of Business Registration about Determination of Proxy Form (No. 5) B.E. 2520 and attached duty stamp of 20 baht. Shareholders or Proxies needs to show the documentary evidences required for the right to attend Annual General Meeting as enclosed with this letter.

The Company allows shareholders to propose the agenda for meeting in advance based on the principle of good governance. Any shareholder can propose the agenda for 2017 Annual General Meeting of Shareholders during the period starting from December 22, 2016 to January 31, 2017. The Company has publicized the criteria on the Company's website and disclose information with the Stock Exchange of Thailand. However, there is no shareholder proposing any meeting agenda.

Yours Faithfully,

(Mr. Montree Socationurak)

Chairman of the Board

TV Thunder Public Company Limited



Minutes of 2016 Annual General Meeting of Shareholders
TV Thunder Public Company Limited
On April 25, 2016
At Convention Hall Pavilion BCD
8th floor, The Grand Fourwings Convention Hotel
333 Srinakarin Road, Huamak, Bangkapi, Bangkok, 10240

The meeting was started at 14:00 hrs.

Assoc.Prof.Dr. Montri Socratianurak was the Chairman of the meeting. The Chairman welcomed the shareholders and proxies to the meeting and assigned Mr. Natakrit Wannapinyo the Company Secretary to conduct the meeting. Mr. Natakrit Wannapinyo introduced the Board of Directors, executives, and advisors who attended the meeting as follows.

Directors Attending the Meeting: 8 persons

- | | |
|----------------------------------------|----------------------------------------------------|
| 1. Assoc.Prof.Dr. Montri Socratianurak | Chairman of the Board, Chairman of Audit Committee |
| 2. Assoc.Prof.Dr. Gallayanee Parkatt | Director / Audit Committee |
| 3. Mr. Sudhitham Chirathivat | Director / Audit Committee |
| 4. Mr. Sompong Wannapinyo | Director |
| 5. Mrs. Patraporn Wannapinyo | Vice Chairman / Director / Chief Executive Officer |
| 6. Mr. Phusit Laithong | Director |
| 7. Mr. Pirath Yensudjai | Director |
| 8. Mr. Natakrit Wannapinyo | Director / Company Secretary |

Executives Attending the Meeting: 2 persons

- | | |
|---------------------------|------------------------------------|
| 1. Mrs. Piyaporn Laithong | Senior Vice President |
| 2. Ms. Naree Wichunakorn | Vice President of Finance Division |

Advisors Attending the Meeting: 3 persons

- | | |
|--------------------------------|-------------------------------------------------------|
| 1. Mr. Paiboon Tankool | Auditor from Pricewaterhouse Cooper ABAS Ltd. |
| 2. Mr. Somsak Sirichainarumitr | Financial Advisor from Asset Pro Management Co., Ltd. |
| 3. Mr. Sachanai Puakietsakul | Legal Advisor from Thep Co., Ltd |

The Company Secretary informed the shareholders about the meeting agenda, procedure of voting, and counting of votes as follows.

Meeting Agenda

1. To consider and adopt the minutes of Extraordinary General Meeting No. 1/2015
2. To acknowledge for the reports proposed by the Board of Directors regarding to the Company's performance in the previous year

3. To consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and Auditor's Report for the year 2015 as of December 31, 2015
4. To consider and approve for allocation of net profit in 2015 for the legal reserve and dividend payment
5. To consider and approve for the issuance and allotment of TVT-W1 with the maximum of 200,000,000 units
6. To consider and approve for the capital increase of the Company from 200,000,000 baht to 250,000,000 baht by issuing of ordinary shares for 200,000,000 shares with the par value of 0.25 baht.
7. To consider and approve for the change in Memorandum of Association of the Company in order to be consistent with the capital increase
8. To consider and approve for the allotment of newly issued ordinary shares
9. To consider and elect directors to replace the directors whose term of office has completed
10. To consider and approve the remuneration for directors in 2016
11. To consider and appoint the Company's auditors and determine their remuneration in 2016
12. To consider other issues (if any)

Procedure of Voting

The voting would be done by using the ballots that shareholders had received from registration. The agenda no. 2 is to be informed and it required no voting. The agenda no. 1 and no. 3-11 required voting. Shareholders can vote for or vote against or abstain. The agenda no. 1, no. 3-4, no. 8-9, and no. 11 required majority voting from shareholders who attends the meeting and cast their votes (excluding those who abstained).

The agenda no. 5-7 required the supporting votes of not less than three-fourth of total votes of shareholders who attend the meeting and have voting rights.

The agenda no. 10 required the supporting votes of not less than two-third of total votes of shareholders who attend the meeting.

If the agenda no. 5 has been approved, the agenda no. 6-8 should also be approved as they are related.

Shareholders who would like to vote against or abstain can put the mark in ballots together with their signature.

Counting of Votes

At the end of each agenda, the Chairman will call for voting. To facilitate the counting of votes, if no shareholder 'votes against' or 'abstains', it will be concluded that shareholders have voted to approve unanimously. Any shareholder who 'votes against' or 'abstains' will be asked to raise their hands and staffs will collect their ballots as the evidence. The staffs will count the votes and announce for the results to shareholders immediately in each agenda before starting next agenda. For the agenda no. 9 about electing directors to replace the directors whose term of office has completed, the ballots will be collected

after the meeting. Shareholders can leave their ballots on the table or hand their ballots to staffs after the meeting.

Other important issues

Shareholders or proxies who have any question or suggestion can raise your hands and inform about their name-surname as well as their status of using their rights as shareholders or proxies in order to be recorded in the meeting minutes later.

Thereafter, the Company Secretary asked for at least 2 shareholders or proxies as witnesses in counting of votes in order to ensure the transparent in counting of votes for this meeting. They informed about their name-surname as well as their status of using their rights as shareholders or proxies. Then, they were invited to the area for counting of votes.

There is no shareholder or proxy who volunteered to be the witnesses for counting of votes. The Company Secretary invited Mr. Sachanai Puakietsakul who is the legal advisor from Thep Co., Ltd as the witness for counting of votes and invited Assoc.Prof.Dr. Montri Socratyanurak, Chairman of the Board and Chairman of Audit Committee who was the chairman of this meeting to make opening remarks.

Opening Remarks

Assoc.Prof.Dr. Montri Socratyanurak who was the chairman of the meeting welcomed the shareholders and proxies who attended the 2016 Annual General Meeting of Shareholders of TV Thunder Public Company Limited.

According to the Company Regulation No. 38, the quorum of a Shareholders' Meeting shall be either not less than 25 shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of outstanding shares. Currently, there were 25 shareholders and 40 proxies. Therefore, there are 65 shareholders attending the meeting with total number of share of 547,686,289 shares, which was 68.4608% of total issued and paid-up shares of 800,000,000 shares. This satisfied the quorum of the meeting in accordance of the Company Regulation. The chairman officially opened the 2016 Annual General Meeting of Shareholders. The chairman also assigned Mr. Pirath Yensudjai to conduct the meeting in each agenda and assigned Mr. Natakrit Wannapinyo to announce the voting result of each agenda.

Thereafter, Mr. Pirath Yensudjai conducted the meeting as the following agenda.

1. To consider and adopt the minutes of Extraordinary General Meeting No. 1/2015

Mr. Pirath Yensudjai proposed to the meeting to consider and adopt the minutes of Extraordinary General Meeting No. 1/2015 held on March 20, 2015. The minutes were in the enclosure of the meeting invitation to all shareholders. The Board opined that the minutes were correct and complete and proposed to the shareholders' meeting to adopt the meeting minutes.

All shareholders and proxies were invited to ask questions regarding to the minutes.

There was no shareholder or proxy asking questions. Then, there was a call for voting and the secretary counted the votes and made announcement of the result.

Resolution The Meeting had the resolution to adopt the minutes of Extraordinary General Meeting of Shareholders No. 1/2015 held on March 20, 2015. The result of voting was as follows.

Vote for	547,686,289	votes	which was	100%	of the shareholders attending the meeting and casting their votes
Vote against	0	votes	which was	0%	of the shareholders attending the meeting and casting their votes
Abstain	0	votes	The abstained votes was not counted for this agenda		

2. To acknowledge for the reports proposed by the Board of Directors regarding to the Company's performance in the previous year

Mr. Pirath Yensudjai reported the performance of the Company in previous year. The Company had the growth in revenue and profit. Total assets have increased by 120% or 467 million baht from the amount of 392 million baht in 2014 to 860 million baht in 2015. The main reasons were from an increase in cash balance of 250 million baht from the capital increase as well as in increase in the cost of construction and land from 2014. Total liabilities have increased by 25% and total shareholders' equity has increased by 170%

For the financial performance in 2015, the net profit of the Company has increased by 16 million or 47% from the amount of 34 million baht in 2014 to 50 million baht in 2015. The Company took many activities to generate returns to shareholder including an increase in revenue and cost control that resulted in the relatively high growth of profit by 47%. The gross profit margin in 2015 has slightly decreased from 2014. The return on asset has slightly decreased from 8.75% to 8.02%. The interest coverage ratio has increased from 12 days to 50 days.

According to Public Limited Company Act B.E. 2535 and the Company Regulation No. 41, the Board of Directors shall report the financial performance of the Company in previous year to the shareholders' meeting and allow shareholders or proxies to ask questions.

Mr. Kritsada Leeliam who was the proxy from Thai Investors Association asked the question about the Collective Action Coalition Against Corruption Project. TV Thunder Public Company Limited was currently in no. 3 meaning that the Company did not declare its intent. So he asked the question whether the Company has any policy or plan about this.

Mrs. Patraporn Wannapinyo answered the question that the Company had the plan to join this project and would take actions according to its guideline.

Mr. Pirath Yensudjai asked shareholders for any additional questions.

Once there was no shareholder asking question, Mr. Pirath Yensudjai informed that the meeting acknowledged for the reports from the Board of Directors and financial performance in the previous year. This agenda was for acknowledgement and it required no voting.

3. To consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and Auditor's Report for the year 2015 as of December 31, 2015

Mr. Pirath Yensudjai informed that according to Public Limited Company Act B.E. 2535 and the Company Regulation No. 44, the Board of Directors shall prepare the financial statements and propose to the Annual General Meeting of Shareholders to consider and approve. The Statement of Financial Position and the Statement of Comprehensive Income for the year ended as of December 31, 2015 were audited and reviewed by Audit Committee as in the page 25 of Annual Report onward. Moreover, the Company invited the auditor to attend the meeting for any question from shareholders.

All shareholders and proxies were invited to ask questions.

Once there was no question, Mr. Pirath Yensudjai called for voting and the secretary counted the votes and made announcement of the result.

Resolution The Meeting had the resolution to approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report as of December 31, 2015. The result of voting was as follows.

Vote for	547,686,289	votes	which was	100%	of the shareholders attending the meeting and casting their votes
Vote against	0	votes	which was	0%	of the shareholders attending the meeting and casting their votes
Abstain	0	votes	The abstained votes was not counted for this agenda		

4. To consider and approve for allocation of net profit in 2015 for the legal reserve and dividend payment.

Mr. Pirath Yensudjai informed that according to Public Limited Company Act B.E. 2535 and the Company Regulation No. 47, the Company shall set aside at least 5% of net profit after deducting retained loss (if any) as the legal reserve. In 2015, the financial performance was reported in the financial statement for the year 2015.

The Company had the 12-month net profit from January 1, 2015 to December 31, 2015 of 50.26 million baht. This net profit was for the company only of 45.08 million baht.

The Board considered and opined that shareholders should approve for the allocation of net profit for 3.04 million baht as the legal reserve, which is 6.74% of net profit according to the company-only financial statement. Therefore, in 2015, the Company had retained earnings appropriated for legal reserve



for 6.38 million baht, which is 3.19% of its registered capital. Moreover, the Company had the dividend policy of paying dividend not less than 40% of net profit after deducting legal reserve based on company-only financial statement.

However, the dividend payment depended on cash flow, investment plan, and legal conditions. Each company should consider for its necessity and appropriateness of potential factors in the future. The dividend payment should not significantly affect the normal operation of the Company.

The Board had the resolution to propose to the shareholders' meeting to consider and approve the allocation of net profit in 2015 for legal reserve of 3,040,108 baht and cash dividend payment from the net profit in 2015 and retained earnings at 0.10 baht per share. The dividend would be paid from net profit in 2015 for 40 million baht and from retained earnings for 40 million baht. Total dividend payment was 80,000,000 baht payable to current shareholders with the maximum of issued and paid-up shares of 800,000,000 shares. The maximum amount of total dividend payment was 80,000,000 baht. The dividend will be paid in cash with the following details.

1.1 Cash dividends from net profit in 2015 were 40,000,000 baht payable to shareholders of the Company, which was 95.16% of net profit in 2015.

1.2 Cash dividends from retained earnings were 40,000,000 baht payable to shareholders of the Company, which was 55.93% of unappropriated retained earnings.

The Company determined the record date for this dividend payment on May 10, 2016 and the list of shareholders eligible for dividend were gathered according to Article 225 of Securities and Exchange Act B.E. 2535 (Revised) by book closing method on May 11, 2016. The dividend payment date would be May 24, 2016.

The shareholders who are ordinary persons can refund the tax credit for dividend according to Article 47 bis of Revenue Code. The dividend payment of 0.45 baht per share (Four point Five Satang per share) is from the net profit after deducting the corporate income tax rate of 20%. The shareholders can refund the tax credit at the rate of 20/80 of dividend payment.

All shareholders and proxies were invited to ask questions.

Mr. Win Phanitwong who was the proxy of shareholder had the following questions.

1. Mr. Win asked whether the dividend payment more than net profit of the year or the dividend payment from retained earnings would be the normal practice for the Company in the future. Based on the report of fund using from the initial public offerings ("IPO") as of December 31, 2015, the Company informed the Stock Exchange that the unused fund included the investment in studios of 30 million baht and the working capital of 195 million baht. Therefore, the dividend payment from retained earnings implied that this was the amount that the Company did not want to use in the future.

Mr. Pirath Yensudjai answered that the Company opined that the profitability in this year would be better than expected and the current amount of retained earnings could be allocated back to shareholders only for this year. The Company would like to provide return to shareholders who have supported the

Company for long time. Therefore, the board of directors opined to propose to the shareholders' meeting to approve the dividend payment of 10 satang per share.

Moreover, the dividend payment from retained earnings would be done in the future depended on the Company's consideration in the future because the Company always has the investment plan. Currently, the Company considered for investment in 1 business about television program production and the final decision should be made in May 2016.

Mr. Win Phanitwong who was the proxy of shareholder had the questions about raising capital from issuing warrants for 300 million baht. It was questionable that the Company paid large amount of dividend today but would raise more capital in the future.

Mr. Pirath Yensudjai informed that this question would be answered later in the agenda about issuing warrants.

Other shareholders and proxies were invited to ask more questions.

Once there was no additional question, Mr. Pirath Yensudjai called for voting and the secretary counted the votes and made announcement of the result.

Resolution The Meeting had the resolution to approve the appropriation of net profit of the year 2015 of 3,040,108 baht as the legal reserve and approve the cash dividend payment of 0.10 baht per share. The dividend would be paid from net profit in 2015 for 40 million baht and from retained earnings for 40 million baht. Total dividend payment was 80,000,000 baht payable to current shareholders with the maximum of issued and paid-up shares of 800,000,000 shares. The maximum amount of total dividend payment was 80,000,000 baht. The dividend will be paid in cash with the following details.

1.1 Cash dividends from net profit in 2015 were 40,000,000 baht payable to shareholders of the Company, which was 95.16% of net profit in 2015.

1.2 Cash dividends from retained earnings were 40,000,000 baht payable to shareholders of the Company, which was 55.93% of unappropriated retained earnings.

The Company determined the record date for this dividend payment on May 10, 2016 and the list of shareholders eligible for dividend were gathered according to Article 225 of Securities and Exchange Act B.E. 2535 (Revised) by book closing method on May 11, 2016. The dividend payment date would be May 24, 2016.

The result of voting was as follows.

Vote for	547,686,289	votes	which was	100%	of the shareholders attending the meeting and casting their votes
Vote against	0	votes	which was	0%	of the shareholders attending the meeting and casting their votes
Abstain	0	votes	The abstained votes was not counted for this agenda		

5. To consider and approve for the issuance and allotment of TVT-W1 with the maximum of 200,000,000 units

Mr. Pirath Yensudjai informed that the Board had the resolution to propose to the shareholders' meeting to consider and approve the issuance and allotment of the warrant TVT-W1 to current shareholders as the details were provided in the enclosure no. 4 that could be summarized as follows.

The maximum number of warrants was 200,000,000 units. These warrants would be allotted to the current shareholders of the Company by right offerings at the proportion of 4 ordinary shares per 1 unit of warrant without charging any price. The exercise price was 1.50 baht. The warrants would be expired in 2 years after the issuance date. The warrant holders could exercise their rights 1 year after the issuance date. The exercise could be done on the last working day of June and December in each year until expiration.

The Company determined the record date for the right of getting warrant on May 10, 2016 and the list of shareholders eligible for this right were gathered according to Article 225 of Securities and Exchange Act B.E. 2535 (Revised) by book closing method on May 11, 2016. The warrants would be allotted on May 17, 2016.

Decimal fractions of units of warrant derived from calculations shall be rounded down. All units of warrant from the result of rounding down would be canceled and the outstanding units of warrant were equal to the number of warrant allocated to shareholders actually.

Regarding to the issuance of above warrants, the Board of Directors of the Company and/or the managing director and/or any person appointed by the Board of Directors and/or managing director would be authorized to determine other terms and conditions of warrant TVT-W1. Moreover, they were authorized to take any action if necessary and/or related to the issuance and allocation of warrant TVT-W1 including contacting, preparing, or delivering all documents that were necessary or related to the issuance and allocation of warrant TVT-W1. The details of warrant were provided in the enclosure no. 4.

All shareholders and proxies were invited to ask questions.

Mr. Win Phanitwong who was the proxy of shareholder had the question related to the previous agenda about paying dividend while issuing warrants. The amount of dividend paid to shareholders was subject to 10% withholding tax and would be different from the amount used to purchase more shares. Mr. Win asked for the opinion of executives and asked about any investment plan because issuance of warrant with proportion of 4 to 1 would create large dilution effect to shareholders.

The chairman asked Mr. Somsak Sirichainarumitr who was the chief executive officer of Asset Pro Management Co., Ltd. as the financial advisor of the Company to explain this issue.

Mr. Somsak Sirichainarumitr who was the chief executive officer of Asset Pro Management Co., Ltd. as the financial advisor of TV Thunder Public Company Limited explained about paying large amount of dividends together with issuing warrants into 2 issues as follows.

During the board meeting, there was a discussion about this issue. Mr. Somsak opined as the financial advisor that the Company had retained earnings of 100 million baht before becoming the listed company. TV Thunder has been listed less than 1 year. The dividend payment was from 2 parts. The first part was from net profit and the second part was from retained earnings. The dividend payment from retained earnings was from the amount of retained earnings before listing for the existing shareholders using the current liquidity. It was not using the fund raised from capital increase to pay dividends. Therefore, the dividend payment from retained earnings was not from the amount raised from share offerings. Moreover, the net profit in 2015 was as expected and TV Thunder Public Company Limited did not have the plan to invest large amount of fund during next 2-3 years or within 12 months. This was why the Company decided to pay dividend from retained earnings.

Another portion of dividend payment was from net profit in 2015. The Company had fund raised enough for future investment plans including the project in expanding of television program production by building new studios. The investment plan was clear and the raised fund was enough. Therefore, the Company was ready to make dividend payment from net profit. Another question was why the Company needed to issue warrants. Beside warrants, the Company could use another method called stock dividend. The Company currently had no investment plan but the Company had the policy and goal of investment. During next 1-2 years, the investment plan would be supported by fund raised from IPO. The issuance of warrant was for the investment plan in next 3 years according to the goal. The executives would answer the question about future investment plan for the issuance of warrants. The Company did not need to reserve the fund of 50 million or 40 million baht from retained earnings for investment in next 3 years because the Company would have more profits during next 1-3 years according to business plan. Therefore, this issue should be separated into the reason of paying dividend from retained earnings, the reason of paying dividend from net profit, and the issuance of warrants. The issuance of warrants was for future investment plan in next 3 years. However, the investment plan was not finalized now but it was the policy. The executives would answer this part.

Mr. Pirath Yensudjai explained to the meeting about the investment plan during next 2-3 years. The Company would expand the television program production for various digital TV channels or analog TV channels. However, next 10 years, the number of audiences for normal TV would be smaller. People would change to see programs using other equipment like smart phone or ipad. The Company had no plan from this channel yet. Therefore, the Company has discussed with potential partners for TV on internet or on mobile phone. The Company expected that this business would generate profit in the future and required an amount of investment in this business. Therefore, the Company has issued warrants to support investment during next 2-3 years.

Mr. Win Phanitwong asked whether this was the Company's executives talked in the opportunity day.

Mr. Pirath Yensudjai answered that it was correct and the executives talked about this broadly as TV on internet and TV on mobile in the opportunity day.

Mr. Win Phanitwong asked further that the executives mentioned that there were 1-2 deals.

Mr. Pirath Yensudjai answered that 1-2 deals including the investment in production house or the business about television program production. The current business of the Company was content producer that produced the programs for other channels. However, the new business that the Company would invest from the issuance of warrants was about Planform of TV online.

Mr. Win Phanitwong also asked that the current cash on hand was for 1-2 deals and the investment in planform was from warrants.

Mr. Pirath Yensudjai confirmed that it was correct.

Thereafter, Mr. Pirath Yensudjai invited other shareholders and proxies to ask more questions.

Once there was no additional question, there was a call for voting and the secretary counted the votes and made announcement of the result.

Resolution The Meeting had the resolution to approve the issuance and allotment of the warrant TVT-W1 for the maximum of 200,000,000 units. The warrants would be allotted to current shareholders of the Company in proportion of their shareholdings (Right Offering) with the proportion of 4 ordinary shares per 1 unit of warrant (without any payment). The details were in the summary of major description of TVT-W1 and as proposed by Mr. Pirath Yensudjai. The Board of Directors of the Company and/or the managing director and/or any person appointed by the Board of Directors and/or managing director would be authorized to determine other terms and conditions of warrant TVT-W1. Moreover, they were authorized to take any action if necessary and/or related to the issuance and allocation of warrant TVT-W1 including contacting, preparing, or delivering all documents that were necessary or related to the issuance and allocation of warrant TVT-W1. The details of warrant were provided in the enclosure no. 4. The Company determined the record date for the right of getting TVT-W1 on May 10, 2016 and the list of shareholders eligible for this right were gathered according to Article 225 of Securities and Exchange Act B.E. 2535 by book closing method on May 11, 2016.

The result of voting was as follows.

Vote for	547,686,289	votes	which was	100%	of the shareholders attending the meeting and having voting rights
Vote against	0	votes	which was	0%	of the shareholders attending the meeting and having voting rights
Abstain	0	votes	which was	0%	of the shareholders attending the meeting and having voting rights

6. To consider and approve for the capital increase of the Company from 200,000,000 baht to 250,000,000 baht by issuing of ordinary shares for 200,000,000 shares with the par value of 0.25 baht

Mr. Pirath Yensudjai informed the meeting that according to the issuance and allotment of warrants TVT-W1 in previous agenda, the Company needed to do the capital increase of 200,000,000 shares with the par value of 0.25 baht for supporting the exercise of warrants TVT-W1.

The Board opined to propose to the shareholders' meeting to consider and approve the capital increase from 200,000,000 baht to 250,000,000 baht by issuing new 200,000,000 ordinary shares with the par value of 0.25 baht in order to support the exercise of warrant TVT-W1.

All shareholders and proxies were invited to ask questions.

Once there was no question, there was a call for voting and the secretary counted the votes and made announcement of the result.

Resolution The Meeting had the resolution to approve for the capital increase of the Company from 200,000,000 baht to 250,000,000 baht by issuing of ordinary shares for 200,000,000 shares with the par value of 0.25 baht. The result of voting was as follows.

Vote for	547,686,289	votes	which was	100%	of the shareholders attending the meeting and having voting rights
Vote against	0	votes	which was	0%	of the shareholders attending the meeting and having voting rights
Abstain	0	votes	which was	0%	of the shareholders attending the meeting and having voting rights

7. To consider and approve for the change in Memorandum of Association of the Company in order to be consistent with the capital increase

Mr. Pirath Yensudjai informed that the Board had the resolution to propose to the shareholders' meeting to consider and approve the change in the Memorandum of Association of the Company in Section 4 about the registered capital in accordance of the capital increase as follows.

No 4. The registered capital	250,000,000 Baht	(Two Hundred and Fifty Million baht)
in form of	1,000,000,000 shares	(One Billion Shares)
with the par value of	0.25 Baht	(Twenty-five Satang)
The shares are in form of		
Ordinary share for	1,000,000,000 shares	(One Billion Shares)
Preferred share for	- shares	(-None-)

All shareholders and proxies were invited to ask questions.

Once there was no question, there was a call for voting and the secretary counted the votes and made announcement of the result.

Resolution The Meeting had the resolution to approve the editing of the Memorandum of Association of the Company in Section 4 about the registered capital in order to be consistent with the capital increase as follows.

No 4. The registered capital	250,000,000 Baht	(Two Hundred and Fifty Million baht)
in form of	1,000,000,000 shares	(One Billion Shares)
with the par value of	0.25 Baht	(Twenty-five Satang)
The shares are in form of		
Ordinary share for	1,000,000,000 shares	(One Billion Shares)
Preferred share for	- shares	(-None-)

The result of voting was as follows.

Vote for	547,686,289	votes	which was	100%	of the shareholders attending the meeting and having voting rights
Vote against	0	votes	which was	0%	of the shareholders attending the meeting and having voting rights
Abstain	0	votes	which was	0%	of the shareholders attending the meeting and having voting rights

8. To consider and approve for the allotment of newly issued ordinary shares

Mr. Pirath Yensudjai informed the Board had the resolution to propose to the shareholders' meeting to consider and approve the allotment of ordinary shares with the maximum of 200,000,000 shares with the par value of 0.25 baht in order to support the exercise of warrant TVT-W1 allocated to the current shareholders of the Company in proportion of their shareholdings (Right Offering) and authorize the board of directors to determine the conditions and details in allotment of shares, signing any related documents, as well as taking any action related to this allotment.

All shareholders and proxies were invited to ask questions.

Vote for	547,686,289	votes	which was	100%	of the shareholders attending the meeting and casting their votes
Vote against	0	votes	which was	0%	of the shareholders attending the meeting and casting their votes
Abstain	0	votes	The abstained votes was not counted for this agenda		

Once there was no question, there was a call for voting and the secretary counted the votes and made announcement of the result.

Resolution The Meeting had the resolution to approve the allotment of ordinary shares for the maximum of 200,000,000 shares with the par value of 0.25 baht in order to support the exercise of warrant TVT-W1 that would be allotted to the current shareholders of the Company in proportion of their shareholdings (Right Offering) and authorize the board of directors to take any action related to this allotment.

The result of voting was as follows.

9. To consider and elect directors to replace the directors whose term of office has completed

Mr. Pirath Yensudjai informed that according to Public Limited Company Act B.E. 2535 and Company Regulation No. 20, there shall be one-third or nearest number of one-third of directors whose term of office will be completed in each time of Annual General Meeting. The directors whose term of office has been completed can be elected for another term.

In 2016, there were 3 directors whose term of office were completed, which are

- | | |
|----------------------------------------|--------------------------------------------------|
| 1. Mr. Sompong Wannapinyo | Director |
| 2. Assoc.Prof.Dr. Montri Socratyanurak | Chairman of Board/ Chairman of Audit Committee |
| 3. Ms. Patraporn Wannapinyo | Vice Chairman/ Director/ Chief Executive Officer |

The above 3 persons have qualification in term of knowledge, capability, and experience that would benefit the Company. Therefore, the Board of Directors (excluding directors having interest with these persons) opined to propose the shareholders' meeting to elect these 3 persons as directors for another term.

The voting for electing these 3 directors would be done individually. The Company had enclosed the profit of these 3 directors to the meeting invitation to all shareholders. There was also a short presentation of profit of these 3 directors in the meeting.

All shareholders and proxies were invited to provide the comments.

Once there was no objection, there was a call for voting and the secretary counted the votes and made announcement of the result.

Resolution The Meeting had the resolution to elect the directors to replace the directors whose term of office has completed. The result of voting for each director individually was as follows.

9.1 Mr. Sompong Wannapinyo was elected as the director for another term as follows.

Vote for	547,686,289	votes	which was	100%	of the shareholders attending the meeting and casting their votes
Vote against	0	votes	which was	0%	of the shareholders attending the meeting and casting their votes
Abstain	0	votes	The abstained votes was not counted for this agenda		

9.2 Assoc.Prof.Dr. Montri Socratyanurak was elected as the director for another term as follows.

Vote for	547,686,289	votes	which was	100%	of the shareholders attending the meeting and casting their votes
Vote against	0	votes	which was	0%	of the shareholders attending the meeting and casting their votes
Abstain	0	votes	The abstained votes was not counted for this agenda		

9.3 Mrs. Patraporn Wannapinyo was elected as the director for another term as follows.

Vote for	547,686,289	votes	which was	100%	of the shareholders attending the meeting and casting their votes
Vote against	0	votes	which was	0%	of the shareholders attending the meeting and casting their votes
Abstain	0	votes	The abstained votes was not counted for this agenda		

10. To consider and approve the remuneration for directors in 2016

Mr. Pirath Yensudjai informed that according to Public Limited Company Act B.E. 2535 and Company Regulation No. 25, the Annual General Meeting of Shareholders shall consider and approve the remuneration for directors for each year. The determination of remuneration for directors for 2016 was based on responsibilities of directors, the performance of the Company, as well as economic conditions. The Board had the resolution to proposed to the shareholders' meeting to approve the remuneration for directors in 2016 with the maximum amount of 2 million baht as following details.

Board of Directors and Audit Committee

Title	Meeting Allowance (baht)
Chairman of the Board of Directors	20,000
Director	15,000
Chairman of Audit Committee	20,000
Audit Committee / Independent Director	15,000

Risk Management Committee

Title	Meeting Allowance (baht)
Chairman of Risk Management Committee	20,000
Member of Risk Management Committee	15,000

Nomination and Remuneration Committee

Title	Meeting Allowance (baht)
Chairman of Nomination and Remuneration Committee	20,000
Member of Nomination and Remuneration Committee	15,000

The Chairman of the Board would be authorized to allocate this amount to each director. This amount would be effective on January 1, 2016 onward.

All shareholders and proxies were invited to ask questions.

Once there was no question, there was a call for voting and the secretary counted the votes and made announcement of the result. This agenda must be approved by two-third of total votes of shareholders attending the meeting.

Resolution The Meeting had the resolution to approve the remuneration for directors for the year 2016 with the maximum amount of 2,000,000 baht, which is equal to the year 2015 as proposed by Mr. Pirath Yensudjai. The result of voting was as follows.

Vote for	547,686,289	votes	which was	100%	of the shareholders attending the meeting
Vote against	0	votes	which was	0%	of the shareholders attending the meeting
Abstain	0	votes	which was	0%	of the shareholders attending the meeting

11. To consider and appoint the Company's auditors and determine their remuneration in 2016

Mr. Pirath Yensudjai explained that the Board had considered based on the suggestion of Audit Committee to propose

Mr. Paiboon Tankool Certified Public Accountant (Thailand) No. 4298 or
 Ms. Nataporn Panudom Certified Public Accountant (Thailand) No. 3430 or
 Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095

from PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for 2016. Total audit fees were 2,761,600 baht including the audit fees and quarterly review fees for the Company only of 1.796 million baht and the audit fees and quarterly review fees for subsidiaries of 0.966 million baht.

All shareholders and proxies were invited to ask questions.

Once there was no question, there was a call for voting and the secretary counted the votes and made announcement of the result.

Resolution The Meeting had the resolution to approve the appointment of Mr. Paiboon Tankool with Certified Public Accountant (Thailand) No. 4298 or Ms. Nataporn Panudom with Certified Public Accountant (Thailand) No. 3430 or

Mr. Pisit Thangtanagul with Certified Public Accountant (Thailand) No. 4095 from PricewaterhouseCoopers ABAS Ltd. as the Company's auditors for 2016. Any of the above auditors could



be the Company's auditor for the year 2016. Moreover, the Meeting had the resolution to approve total audit fees for the year 2016 of 2,761,600 baht. The result of voting was as follows

Vote for	547,686,289	votes	which was	100%	of the shareholders attending the meeting and casting their votes
Vote against	0	votes	which was	0%	of the shareholders attending the meeting and casting their votes
Abstain	0	votes	The abstained votes was not counted for this agenda		

12. To consider other issues (if any)

Mr. Pirath Yensudjai explained that there would be no voting in this agenda but shareholders were invited to "ask", "comment" or "suggest". Any shareholder or proxy who would like to ask question can inform the name-surname in order to be recorded in the meeting minutes.

Then, all shareholders and proxies were invited to ask questions. There is one person who would like to ask some questions.

Mr. Win Phanitwong who was the proxy of shareholder asked 3 questions as follows.

1. Was the Company's business in 2016 according to the plan or not? How?
2. How was the update for the Company's outlook after the opportunity day including the progress about Line TV, AIS Play box, the goal of growing 20% per year, the increase in gross margin from new studios, and the acquisition?
3. After IPO, the executives sold out substantial number of shares. Would there be any change in major shareholders in the future?

Mr. Pirath Yensudjai answered the questions as follows.

For the 1st question, the Company used to inform about acquisition of 1-2 businesses during last year. Currently, there would be only 1 target business that was the middle-size business.

For the 2nd question, the overall outlook in 2016 in term of revenue and profit was as expected and presented in the opportunity day. The growth of revenue was more than 20%. Total revenue last year was 525 million baht.

The gross margin was 28-29%. However, the gross margin was expected to be better because 3 new studios would help in cost saving from renting outside studio. These new studios would help in cost saving by 15-20 million baht per year.

For the outlook in the 1st quarter, the financial statement was not publicized yet and the Company could not tell about it exactly. However, the performance in the 1st quarter of this year was much better than the 1st quarter of last year.

For the 3rd question, Mr. Pirath could not answer because he was the director.

About Line TV and AIS Playbox, the production of 2 programs for Line TV has finished and would be broadcasted on May 7 at 15:00 hrs. For AIS Playbox, the broadcast was expected to be in next month. However, there was an agreement signing for both Line TV and AIS Playbox.

Mr. Win Phanitwong asked further question about revenue from these programs. The revenue would be recognized after broadcasting or not.

Mr. Pirath Yensudjai answered that the revenue would be recognized based on the agreement. Each agreement was about 7-8 million baht and payable in 3 payments. The revenue recognition would start in the 2nd quarter.

The chairman invited other persons for further questions or comments. There was no more question and comment. Then, the chairman thanked all shareholders who attended the meeting. Moreover, TV Thunder Public Company Limited invited all shareholders to visit the new studios that would be finished in next 2 months. Any interest shareholder could inform their names and the Company would contact to make appointment for visiting. The 2016 Annual General Meeting of Shareholders was adjourned at 15:15 hrs.

The meeting was adjourned at 15:15 hrs.



Signature _____ Chairman of the Meeting
(Assoc.Prof.Dr. Montri Socratyanurak)



Name-Surname : Mr. Sudhitham Chirathivat

Current Title : Director / Audit Committee / Independent Director / Nomination and Remuneration Committee / Chairman of Risk Management Committee

Age : 69 years old

Nationality : Thai

Address : 999/9 Rama I Road, Pathumwan, Pathumwan, Bangkok 10330

Education : - Master of Business Administration (Operations Research)

Lona University, U.S.A

- Bachelor Degree in Electrical Engineering

University of Maryland (College Park, Maryland), U.S.A.

Director Training Program : Director Certification Program (DCP) Batch 37/2003
Thai Institute of Directors

Shareholding in the Company: None

Number of year as Director : 2 years (from 2014 to present)

Any interest in the Company, parent company : None
, or subsidiaries

Title in other listed companies : None

Title in other non-listed companies :

Present	Director	Central Group Co., Ltd.
Present	Chairman of Executive Board	The Vintage Club Co., Ltd.
Present	Chairman of Board	Earth Care Co., Ltd.



Being director/executive in other : None
 companies that may have conflict
 of interest with the Company

Work experiences (During past 5 years)

2009-2013	Chairman of Executive Board Central Group Co., Ltd.
2002-2009	Executive Board – Retail and Real Estate Development Division Central Group Co., Ltd.
1990-2002	Chief Executive Officer Central Pattana Public Company Limited

Title in other listed companies :

Present	Chairman of Executive Board/Director	Robinson Department Store Public Company Limited
Present	Director	Central Pattana Public Company Limited
Present	Director	Central Plaza Hotel Public Company Limited
Present	Chairman of Board	Jasmine International Public Company Limited

Work experiences :

Present	Director/Independent Director /Audit Committee /	TV Thunder Public Company Limited
Present	Director	Central Group Co., Ltd.
Present	Chairman of Executive Board	The Vintage Club Co., Ltd.
Present	Chairman of Board	Earth Care Co., Ltd.
Present	Director	Robinson Department Store Public Company Limited
Present	Director	Central Pattana Public Company Limited
Present	Director	Central Plaza Hotel Public Company Limited
Present	Chairman of Board	Jasmine International Public Company Limited

The number of attended meeting in previous year : 6/6

Family relationship among directors and executives : None



Name-Surname : Assoc.Prof.Dr. Gallayanee Parkatt

Current Title : Director / Independent Director / Audit Committee / Risk Management Committee

Age : 61 years old

Nationality : Thai

Address : 318 Phahonyothin 28, Phahonyothin Road, Chatuchak, Bangkok 10900

Education : - Ph.D. (Finance)

RMIT University, Melbourne, Australia

- Master of Business Administration (Finance)

National Institute of Development Administration (NIDA)

- M.Bus (By Research)

RMIT University, Melbourne, Australia

- Bachelor of Accounting

University of the Thai Chamber of Commerce

Director Training Program : Director Accreditation Program (DAP) batch 99/2012

Thai Institute of Directors

Shareholding in the Company: None

Number of year as Director : 2 years (from 2014 to present)

Any interest in the Company, parent company : None

, or subsidiaries

Title in other listed companies : None

Title in other non-listed companies : None

Being director/executive in other : None

companies that may have conflict

of interest with the Company

Work experiences

2014-present Director / Independent Director / Audit Committee

TV Thunder Public Company Limited

2013-2015 Vice President for Finance

Sukhothai Thammathirat University

2010-present Chairman of Program Committee in Doctor of Business Administration

Sukhothai Thammathirat University

The number of attended meeting in previous year : 6/6



Definition (Qualification) of Independent Director

1. The person holds less than 1% of ordinary shares of the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company counting the shareholding of related parties of that independent director.
2. The person is not or has never been the director participating in management, people hired by the company, employees, consultant who get fixed salary, or controlling shareholder of the company, parent company, subsidiary, associate, joint subsidiaries, major shareholder or controlling shareholder of the company. This prohibition does not include the person who has not been in the above status already for at least 2 years before asking the permission from SEC. This prohibited characteristic does not include the case that the independent director used to be government official or consultant of government agency who is the major shareholder or controlling shareholder of the company.
3. The person who does not have blood relation or legitimation in form of father, mother, spouse, sibling, and child including spouse of child or any executive, major shareholder, controlling shareholder, or any person nominated as the executive or controlling shareholder of the company and subsidiaries.
4. The person does not have or never have the business relationship with the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company in the characteristic that can be obstacle of independent consideration. Moreover, the person is not or has never been the significant shareholder or controlling shareholder of any company who has business relationship with the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company. This prohibition does not include the person who has not been in the above status already for at least 2 years before asking the permission from SEC.
5. The person is not or have never been the auditor of the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company. Moreover the person is not significant shareholder, controlling shareholder, or partner of auditor's office that the auditor of company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company belongs to. This prohibition does not include the person who has not been in the above status already for at least 2 years before asking the permission from SEC.
6. The person is not or have never been the professional service provider of the company including legal advisor and financial advisor who gets the compensation more than 2 million baht per year from the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company. Moreover the person is not significant shareholder, controlling shareholder, or partner of that professional service provider. This prohibition does not include the person who has not been in the above status already for at least 2 years before asking the permission from SEC.
7. The person is not the director appointed as the representative or the company, major shareholder or any shareholder connected to major shareholder.
8. The person does not work for another organization running the same business and significantly competing with the company or subsidiaries. Also the person is not significant partner, director involving with the management process, employee, or people employed by the company and getting compensation in form of salary. Moreover, the person does not hold more than 1% of ordinary shares with voting rights in another company running the same business and significantly competing with the company or subsidiaries.
9. The person does not have characteristic that make him unable to provide opinion about the operation of the Company independently.
10. The independent director as above qualification can be assigned by the Board of Directors to make decision in the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company under the collective decision.

CURRICULUM VITAE

Name Nattaporn Phan-Udom
Nationality Thai
Address PricewaterhouseCoopers ABAS Ltd.
15th Floor Bangkok City Tower, 179/74-80 South
Sathorn Road
Bangkok 10120

Education

2000 **Master degree in Management**
SASIN Institute of Administration of Chulalongkorn University
(A joint academic venture with J.L Kellogg Graduate School
of Management and Wharton School of the University of
Pennsylvania)

1983 Advanced Diploma in Auditing
Chulalongkorn University

1982 **Bachelor degree (Honors)**
Chulalongkorn University

Employment Record

1998 to date PricewaterhouseCoopers
Assurance Partner
Assurance and Business Advisory Services
1994 - 1997 Price Waterhouse - Thailand
Audit Partner
1990 - 1993 Price Waterhouse - Thailand
Manager
1987 - 1989 Bank of Asia
Assistant Vice President - Internal audit department
1982 - 1986 Price Waterhouse - Thailand
Auditor

Advance Training

-Certificate of attendance - DCP of The Institute of Director

-Certificate of attendance - The Role of the Chairman of The Institute of
Director

Professional Qualification

-Certified Public Accounting of Thailand (CPA)
-Authorized Auditor of the Securities Exchange Commission of
Thailand
-Certified Professional Internal Auditor COPIA
-Fellow Member of the Institute of Director Association and
Australian Institute of Company Director



CURRICULUM VITAE

Name Pisit Thangtanagul

Nationality Thai

Address PricewaterhouseCoopers ABAS Ltd.
15th Floor Bangkok City Tower, 179/74-80 South Sathorn Road
Bangkok 10120

Academic Qualifications

1993 - 1996 Master of Science in Accounting
Thammasart University

1990 - 1991 Diploma in Advanced Auditing,
Thammasart University

1985 - 1989 Bachelor's of Accounting (Second Class Honors),
Kasetsart University

Work Experience

1 July 2004 Partner, PricewaterhouseCoopers - Bangkok

2001 - 2004 Director, PricewaterhouseCoopers -Bangkok

1998 - 2001 Senior Manager, PricewaterhouseCoopers -Bangkok

1996 - 1998 Manager, Price Waterhouse -Bangkok

1994 - 1996 Deputy Manager, Price Waterhouse – Hong Kong

1991 - 1994 Senior Associate, Price Waterhouse -Bangkok

1989 - 1991 Associate, Price Waterhouse - Bangkok

Professional Qualifications

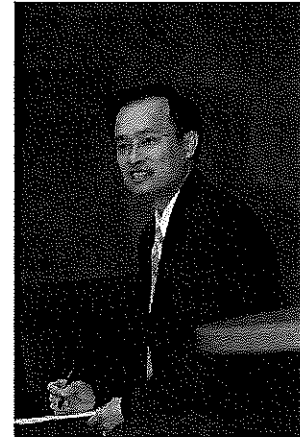
1991 Certified Public Accountant (CPA), Thailand

Professional Membership

-Life-time member of

Federation of Accounting Professions of Thailand

The Institute of Internal Auditors of Thailand





CURRICULUM VITAE

General Information

Name: Mr. Paiboon Tunkoon

Position: Engagement partner – Assurance (audit), authorized director of PwC entity in Lao and Cambodia and Corporate Responsibility (Sustainability) Leader of PwC companies in Thailand

Company PricewaterhouseCoopers (PwC) companies in Thailand, Lao and Cambodia

PwC is a member of Thai Chamber of Commerce (registration number Ordinary: T5100190 dated 17 June 2008) a member of Thai Lao Business Council (TLBC) and Thai Business Council of Cambodia Association (TBCC)

Years with Firm: 26

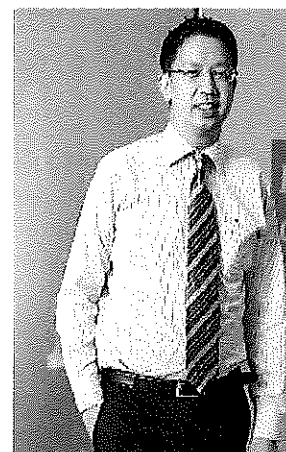
Age: 46

Nationality: Thai

Education and related qualifications

University/School

University/School	Year	Degree/Qualification obtained
Chulalongkorn university	1994	Master degree in business (MBA)-finance
Thammasat university	1992	Advanced diploma in auditing
Thammasat university	1990	Bachelor degree in accounting
Bodindecha school	1989	High school degree



Executive development program Institution

Program Institution	Year	Qualification obtained
Thai Listed Companies Association (TLCA) - Executive Development Program (EDP) - Class 10	2012	EDP Class 10 certification

Memberships

- Accounting Professions in Thailand, Lao and Cambodia (FAP, LICPA, KICPAA)
- Chamber of Commerce in Lao and Cambodia (TLBC, TBCC)
- Bodigaya 980 Institution (for competencies and transparency development of monks & temples across Suvannabhumi countries)

Employment history Company

Company	Period	Key areas of services/focus
PricewaterhouseCoopers ABAS Ltd.	Since 2003 to the present	Director to partner (since 2006) and work across Indochina countries particularly Lao and Cambodia Partner focusing at Initial Public offering (IPO) since 2011
PricewaterhouseCoopers FAS Ltd.	1995-2002	Senior consult to associate director -focusing on merger & acquisition, due diligence and business rehabilitation and debt restructuring
Pricewaterhouse Ltd.	1990-1995	Audit assistant to audit manager



TV THUNDER
Public Company Limited

Enclosure No.6

Specialized areas and key working experiences

Paiboon was admitted as partner in 2007. He is specialised in

- i) auditing and financial reporting especially International financial reporting standards (IFRS) and Thai Financial Reporting Standard (TFRS) applicable for both public companies and small and medium size companies
- ii) Initial Public Offering (IPO) across 3 countries (Thailand, Lao and Cambodia) and doing business in Lao and Cambodia. He also have some working experiences in Vietnam and Myanmar
- iii) Internal controls, risk management and governance
- iv) Sustainability reporting and corporate responsibility
- v) Financial advisory in case of merger&acquisition and business rehabilitation

Other key working experiences include:

- i) Led and managed for successful IPOs e.g. TV Direct Group, TV Thunder Group, Takuni Group, Union Auction, EDL Generation and Lao iTech Group (Lao) and Phnom Penh Water Supply (Cambodia)
- ii) Managed and grew PwC offices in Lao and Cambodia during 2006 to 2012
- iii) Provided audit services to certain large multinational and local companies e.g. IBM Thailand Group, DKSH (Diethlem Group), Siam Commercial New York Life Insurance,

Jardine Group, Stock Exchange of Thailand, M Picture Group, World bank and Global Fund funded projects



Name-Surname : Assoc.Prof.Dr. Montri Socratyanurak

Current Title : Chairman of Board / Chairman of Audit Committee

Age : 60 years old

Nationality : Thai

Address : 29/37 Ladprao 23, Chankasem, Chatuchak, Bangkok 10900

Education : - Ph.D in Economics

University of Minnesota,U.S.A.

- Master in Economics

University of Minnesota,U.S.A.

- Master in Economic Development

National Institute of Development Administration (NIDA)

- Bachelor in Economics

Thammasat University

Director Training Program : Director Accreditation Program (DAP) batch 69/2008

Thai Institute of Directors

Shareholding in the Company: None

Number of year as Director : 10 months (Starting from being the public company)

Any interest in the Company, parent company : None

, or subsidiaries

Title in other listed companies :

2016-present Chairman of Board

Thai Plastic Industrial (1994) Public Company Limited

2015-present Independent Director/Chairman of Audit Committee

Megachem (Thailand) Public Company Limited

2015-present Independent Director/Audit Committee

Baansuay Group (Surat Thani) Public Company Limited



2014-present	Chairman of Board/Chairman of Audit Committee TV Thunder Public Company Limited
2012-present	Independent Director/Chairman of Audit Committee East Coast Furnitech Public Limited Company
2011-present	Director/Independent Director/Audit Committee Union Auction Public Company Limited
2013-2017	Chairman of Board Ocean Commerce Public Company Limited
2012-2013	Independent Director Cho Thavee Public Company Limited
2009-2013	Independent Director/Chairman of Audit Committee Siam Global House Public Company Limited

Title in other non-listed companies :

2017-present	Chairman of Board PCN Co., Ltd.
2016-present	Director Strong-Maxx Inter Co., Ltd.
2011-present	Chairman of Board SPC Precious Metal Co., Ltd.
2011-present	Director Learn Tech Co., Ltd.
2011-2015	Chairman of Board Specialty Tech Corporation Co., Ltd

Being director/executive in other : None
companies that may have conflict
of interest with the Company

Work experiences



2017-present	Chairman of Board PCN Co., Ltd.
2016-present	Chairman of Board Thai Plastic Industrial (1994) Public Company Limited
2016-present	Director Strong-Maxx Inter Co., Ltd.
2015-present	Independent Director/Chairman of Audit Committee Megachem (Thailand) Public Company Limited
2015-present	Independent Director/Audit Committee Baansuay Group (Surat Thani) Public Company Limited
2014-present	Chairman of Board/Chairman of Audit Committee TV Thunder Public Company Limited
2012-present	Independent Director/Chairman of Audit Committee East Coast Furnitech Public Limited Company
2011-present	Director/Independent Director/Audit Committee Union Auction Public Company Limited
2011-present	Chairman of Board SPC Precious Metal Co., Ltd.
2011-present	Director Learn Tech Co., Ltd.
2013-2017	Chairman of Board Ocean Commerce Public Company Limited
2012-2013	Independent Director Cho Thavee Public Company Limited
2015-present	Program Director Master of Public and Private Management Program National Institute of Development Administration
2011-2015	Chairman of Board Specialty Tech Corporation Co., Ltd
2009-2013	Independent Director/Chairman of Audit Committee Siam Global House Public Company Limited



2013-present Board Member
 University Council of Payap University

2009-2015 Program Director
 Master of Public Administration Program
 National Institute of Development Administration

The number of attended meeting in previous year : 6/6

Family relationship among directors and executives : None

Company Regulation about the Shareholder Meeting
TV Thunder Public Company Limited

Section 5
Board of Directors

18. The Board of Directors of the Company shall consist of no less than five members. At least one-half of the directors shall reside within the Kingdom of Thailand. All directors shall have qualification according to the laws and regulations.

The directors of the Company may be not may not be shareholders of the Company.

19. Directors of the Company shall be elected by the shareholders' meeting under the following terms and conditions:

(1) Each shareholder shall have one vote per share.

(2) Each shareholder may cast all his/her vote(s) according to (1) to elect one or several candidates as directors, but could not allot the votes to any person at any number.

(3) The candidates receiving the highest number of votes in the respective order of the votes shall be elected as directors at such time. In the event that a number of candidates receiving an equal number of votes for the last directorship exceed the number of directors the Company required or to be elected at such time, the Chairman of the meeting shall have a second or casting vote.

20. At every Annual General Meeting of Shareholders, one-third of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third must retire from the office.

The retired directors shall be eligible for re-election.

The directors retiring in the first and the second years following the enlisting of the Company shall be drawn by lots. In the subsequent years, the directors who have been the longest in office shall retire.

25. The directors of the Company shall earn the remuneration as approved by the shareholders' meeting. The remunerations may be in form of fixed remuneration or variable remuneration based on the specified criteria. The determined remuneration can be effective for each time or until the shareholders' meeting has the resolution to change it. Moreover, the directors have the rights to get allowance and welfare according to the order of the Company.

The first paragraph will not affect the rights of directors who are appointed from staffs or employees of the Company in earning compensation and benefits as the staffs or employees of the Company.



Section 6 Shareholders' Meeting

36. The Board shall arrange for an Annual General Meeting of Shareholders to be held within 4 months after the end of the accounting period of the Company.

Other Shareholders' Meetings, apart from the first paragraph, are called Extraordinary General Meetings. The Board of Directors may summon an Extraordinary General Meeting whenever they deem appropriate.

Shareholders holding not less than one-fifth of the total number of outstanding shares or not less than 25 shareholders holding not less than one-tenth of the total number of outstanding shares, may request the Board of Directors in writing to summon an Extraordinary General Meeting of Shareholders at any time, provided that the written request shall specify the reasons of the request. In such case, the Board of Directors has to summon an Extraordinary General Meeting of Shareholders within 1 month after receiving the request from those shareholders.

37. The Board of Directors shall summon a Shareholders' Meeting by sending a notice to the shareholders at least 7 days before the date of the meeting. The notice shall specify the venue, date, time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details – specify clearly agenda that to acknowledge, or to approve, or to consider and also compose of the Board of Directors' opinion. Such notice shall be published in a newspaper not less than 3 consecutive days for at least 3 days in advance of the date of the meeting date.

The venue for the meeting may be in the province where the Company's head office is located or any place decided by the Board of Directors.

38. The quorum of a Shareholders' Meeting shall be either not less than 25 shareholders or proxies (if any) presented, or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one-third of the total number of outstanding shares.

When 1 hour has elapsed from the appropriated time fixed for any Shareholders' Meeting and the number of shareholders presenting at the meeting does not constitute a quorum as specified in the first paragraph, if such meeting is a Shareholders' Meeting convened because of a request from shareholders, it shall be extinguished. If it is not convened because of a request from shareholders, it shall be re-convened by sending notice to shareholders at least 7 days prior to the meeting. At this later meeting, a quorum as prescribed is not compulsory.

39. The Chairman of the Board of Directors is the Chairman in the Shareholders' Meeting. If the Chairman of the Board of Directors cannot attend the meeting, the Vice Chairman of the Board of Directors will be the Chairman of the meeting. If there is no Vice Chairman or Vice Chairman is not in the meeting or cannot act such duty, the meeting shall select any shareholder as the Chairman of the meeting.

40. The resolution of a Shareholders' Meeting should be form one share equaling one vote. The shareholders who have interest in any issue shall not vote for such issues. The election of directors and resolution of shareholders' meeting require the following votes:

(1) In an ordinary case, it shall be adopted by a simple majority vote of the shareholders who attend the meeting and cast the vote. In case of equality of votes, the Chairman of the meeting shall have an additional casting vote.

In the following cases, it shall be adopted by the votes of not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote:

- (a) Sale or transfer of the whole or a material part of the Company's business to others;
- (b) Purchase or acceptance of transfer of other entity or private company to the Company.
- (c) Execution, amendment or termination of contracts concerning the Company's all or partial leasing businesses, as well as assignment of other persons to operate the Company's business, or have a joint-venture with other persons with the objective of profit and loss sharing,
- (d) Modification of Memorandum of Association or Company Regulation
- (e) Capital increase or decrease of the Company
- (f) Liquidation of the Company
- (g) Issuance of bond of the Company
- (h) Merger with other companies.

41. The agendas which an Annual General Meeting of Shareholders shall require are as follows:

- (1) To consider the declaration of the past operational results.
- (2) To consider and approve the Company's Balance Sheet and Profit and Loss Statement.
- (3) To approve the appropriation of the profit and dividend payment.
- (4) To approve the appointment of a new director in replacement to a director who are due to retire by rotation.
- (5) To approve the appointment of the Company's auditor.
- (6) To consider other issues.



Proxy Form A (Simple Form)

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

Written at _____

Day _____ Month _____ Year _____

I/We _____ Nationality _____

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

who is a shareholder of _____ TV Thunder Public Company Limited

and holding a total number of _____ shares, with voting rights of _____ votes, which comprise

ordinary shares of _____ shares, with voting rights of _____ votes

preferred shares of _____ shares, with voting rights of _____ votes

do hereby appoint only one of the following persons :

(1) _____ age _____ years old

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

(2) _____ age _____ years old

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

(3) _____ age _____ years old

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

as my/our proxy holder to attend and vote on my/our behalf at 2017 Annual General Meeting of Shareholders held on April 25, 2017, at 14.00 hr. at Green Park Studio, 8 Kheha Rom Klao 78 Yaek 1, Saphan Sung, Bangkok 10240 or at any adjournment thereof.

Signed _____ Shareholder

(_____)

Signed _____ Proxy Holder

(_____)

Signed _____ Proxy Holder

(_____)

Signed _____ Proxy Holder

(_____)

Remarks:

-The shareholder shall appoint only one proxy holder to attend and vote at the meeting and shall not allocate the number of shares to several proxy holders to vote separately.



Proxy Form B (Detailed Form)

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

Written at _____

Day _____ Month _____ Year _____

(1) I/We _____ Nationality _____ Residing at No. _____ Road _____
 Sub-district _____ District _____ Province _____ Postal Code _____

(2) who is a shareholder of _____ TV Thunder Public Company Limited
 and holding a total number of _____ shares, with voting rights of _____ votes, which comprise
 ordinary shares of _____ shares, with voting rights of _____ votes
 preferred shares of _____ shares, with voting rights of _____ votes

(3) do hereby appoint only one of the following persons :

1. _____ age _____ years old
 Residing at No. _____ Road _____ Sub-district _____
 District _____ Province _____ Postal Code _____

2. _____ age _____ years old
 Residing at No. _____ Road _____ Sub-district _____
 District _____ Province _____ Postal Code _____

3. _____ age _____ years old
 Residing at No. _____ Road _____ Sub-district _____
 District _____ Province _____ Postal Code _____

as my/our proxy holder to attend and vote on my/our behalf at 2017 Annual General Meeting of Shareholders held on April 25, 2017, at 14.00 hr. at Green Park Studio, 8 Kheha Rom Klao 78 Yaek 1, Saphan Sung, Bangkok 10240 or at any adjournment thereof.

(4) I/We authorize my/our proxy holder to cast votes on my/our behalf at the meeting in the following manner:

Agenda No. 1: To consider and adopt the minutes of 2016 Annual General Meeting of

Shareholder

(a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

(b) The proxy holder shall cast votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda No. 2: To consider and approve the financial performance of the Company for

the last year

(a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

(b) The proxy holder shall cast votes in accordance with the following instructions:



Approve.....votes Disapprove..... votes Abstain..... votes

Agenda No. 3: To consider and approve the Statement of Financial Position and the

Statement of Comprehensive Income and Auditor's Report as of December 31, 2016

(a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

(b) The proxy holder shall cast votes in accordance with the following instructions:

Approve.....votes Disapprove..... votes Abstain..... votes

Agenda No. 4: To consider and approve for appropriation of net profit in 2016 as the

legal reserve and dividend payment.

(a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

(b) The proxy holder shall cast votes in accordance with the following instructions

Approve.....votes Disapprove..... votes Abstain..... votes

Agenda No. 5: To consider and elect directors to replace the directors whose term of

office has completed

(a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

(b) The proxy holder shall cast votes in accordance with the following instructions:

To elect all nominated persons

To elect nominated person individually, which is Mr. Sudhitham Chirathivat

Approve Disapprove Abstain

To elect nominated person individually, which is Assoc.Prof.Dr. Gallayanee Parkatt

Approve Disapprove Abstain

Agenda No. 6: To consider and approve the remuneration for directors in 2017

(a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

(b) The proxy holder shall cast votes in accordance with the following instructions:

Approve.....votes Disapprove..... votes Abstain..... votes

Agenda No. 7: To consider and appoint the Company's auditors and determine their

remuneration in 2017

(a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

(b) The proxy holder shall cast votes in accordance with the following instructions:

Approve.....votes Disapprove..... votes Abstain..... votes

(5) Any votes casted by the proxy holder in any agenda which are not in accordance with the instructions in this Proxy shall be void and not be considered as my/our votes.

(6) Where I/we have not indicated my/our instructions or have not clearly specified my/our instructions, or where the meeting has considered, or passed a resolution on any matter other than those specified above, including but



not limited to any amendment or supplement of information provided, the proxy holder may cast votes as he/she deems appropriate.

Any and all acts performed by the proxy holder at the meeting, except those which are not in accordance with my/our instructions in this Proxy, shall be deemed as my/our own acts in all respects.

Signed _____ Shareholder
(_____)

Signed _____ Proxy Holder
(_____)

Signed _____ Proxy Holder
(_____)

Signed _____ Proxy Holder
(_____)

Remarks:

1. The shareholder shall appoint only one proxy holder to attend and vote at the meeting and shall not allocate the number of shares to several proxy holders to vote separately.
2. With regard to the election of director(s), approval may be given in respect of all nominated persons as a group or for each nominated person individually
3. Where there occurs any agenda for the meeting's consideration other than those specified above, such additional agenda and additional instructions may be specified in the Annex to the Proxy Form attached hereto



Proxy Form C

(For Foreign Shareholders Appointing Custodian in Thailand)

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

Written _____

De _____ Month _____ Year _____

(1) I/We _____

with office at _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

acting as custodian for _____

who is a shareholder of TV Thunder Public Company Limited

holding a total number of _____ shares, with voting rights of _____ votes, which comprise

Ordinary share _____ shares, with voting rights of _____ เสียง

Preferred share _____ shares, with voting rights of _____ เสียง

(2) do hereby appoint only one of the following persons :

 1. _____ age _____ years old

residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____

 2. _____ age _____ years old

residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____

 3. _____ age _____ years old

residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal code _____

as my/our proxy holder to attend and vote on my/our behalf at 2017 Annual General Meeting of Shareholders held on April 25, 2017, at 14.00 hr. at Green Park Studio, 8 Kheha Rom Klao 78 Yaek 1, Saphan Sung, Bangkok 10240 or at any adjournment thereof.

(3) I/We authorize my/our proxy holder to attend the meeting and cast votes in the following manner:

 Cast vote for all shares held and entitled to vote Cast vote for the following portion of shares:

Ordinary shares _____ shares with the voting right of _____ votes

(4) I/We authorize my/our proxy holder to cast votes on my/our behalf at the meeting in the following manner

Agenda No. 1: To consider and adopt the minutes of 2016 Annual General Meeting of Shareholder (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

(b) The proxy holder shall cast votes in accordance with the following instructions:

-
- Approve.....votes Disapprove..... votes Abstain..... votes

Agenda No. 2: To consider and approve the financial performance of the Company for the last

- year
- (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- (b) The proxy holder shall cast votes in accordance with the following instructions:
-
- Approve.....votes Disapprove..... votes Abstain..... votes

Agenda No. 3: To consider and approve the Statement of Financial Position and the Statement

- of Comprehensive Income and Auditor's Report as of December 31, 2016
- (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- (b) The proxy holder shall cast votes in accordance with the following instructions:
-
- Approve.....votes Disapprove..... votes Abstain..... votes

Agenda No. 4: To consider and approve for appropriation of net profit in 2016 as the legal

- reserve and dividend payment.
- (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- (b) The proxy holder shall cast votes in accordance with the following instructions:
-
- Approve.....votes Disapprove..... votes Abstain..... votes

Agenda No. 5: To consider and elect directors to replace the directors whose term of office has

- completed
- (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- (b) The proxy holder shall cast votes in accordance with the following instructions:
-
- To elect all nominated persons
- To elect nominated person individually, which is Mr. Sudhitham Chirathivat
- Approve Disapprove Abstain
- To elect nominated person individually, which is Assoc.Prof.Dr. Gallayanee Parkatt
- Approve Disapprove Abstain

- Agenda No. 6: To consider and approve the remuneration for directors in 2017**
- (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- (b) The proxy holder shall cast votes in accordance with the following instructions:
-



Approve.....votes Disapprove..... votes Abstain..... votes

Agenda No. 7: To consider and appoint the Company's auditors and determine their

remuneration in 2017

(a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate

(b) The proxy holder shall cast votes in accordance with the following instructions:

Approve.....votes Disapprove..... votes Abstain..... votes

(5) Any votes casted by the proxy holder in any agenda which are not in accordance with the instructions in this Proxy shall be void and not be considered as my/our votes.

(6) Where I/we have not indicated my/our instructions or have not clearly specified my/our instructions, or where the meeting has considered, or passed a resolution on any matter other than those specified above, including but not limited to any amendment or supplement of information provided, the proxy holder may cast votes as he/she deems appropriate.

Any and all acts performed by the proxy holder at the meeting, except those which are not in accordance with my/our instructions in this Proxy, shall be deemed as my/our own acts in all respects.

Signed _____ Shareholder
(_____)

Signed _____ Proxy Holder
(_____)

Signed _____ Proxy Holder
(_____)

Signed _____ Proxy Holder
(_____)

Note

1. This Proxy Form C shall be applicable only for the shareholders listed in the shares registration book as foreign investors who have appointed custodians in Thailand.
2. The following documents shall be attached to this Proxy Form:



- (1) Power of Attorney from the shareholder authorizing the custodian to sign the Proxy Form on behalf of the shareholder.
- (2) Letter certifying that the person signing the Proxy Form is licensed to engage in custodian business.
3. The shareholder shall appoint only one proxy holder to attend and vote at the meeting and shall not allocate the number of shares to several proxy holders to vote separately.
 4. With regard to the election of director(s), approval may be given in respect of all nominated persons as a group or for each nominated person individually.
 5. Where there occurs any agenda for the meeting's consideration other than those specified above, such additional agenda and additional instructions may be specified in the Annex to the Proxy Form C attached hereto.



Annex to the Proxy Form C

Appointment of proxy holder by the shareholder of TV Thunder Public Company Limited
in 2017 Annual General Meeting of Shareholders held on April 25, 2017, at 14.00 hr. at Green Park Studio, 8 Kheha Rom Klao 78
Yaek 1, Saphan Sung, Bangkok 10240 or at any adjournment thereof.

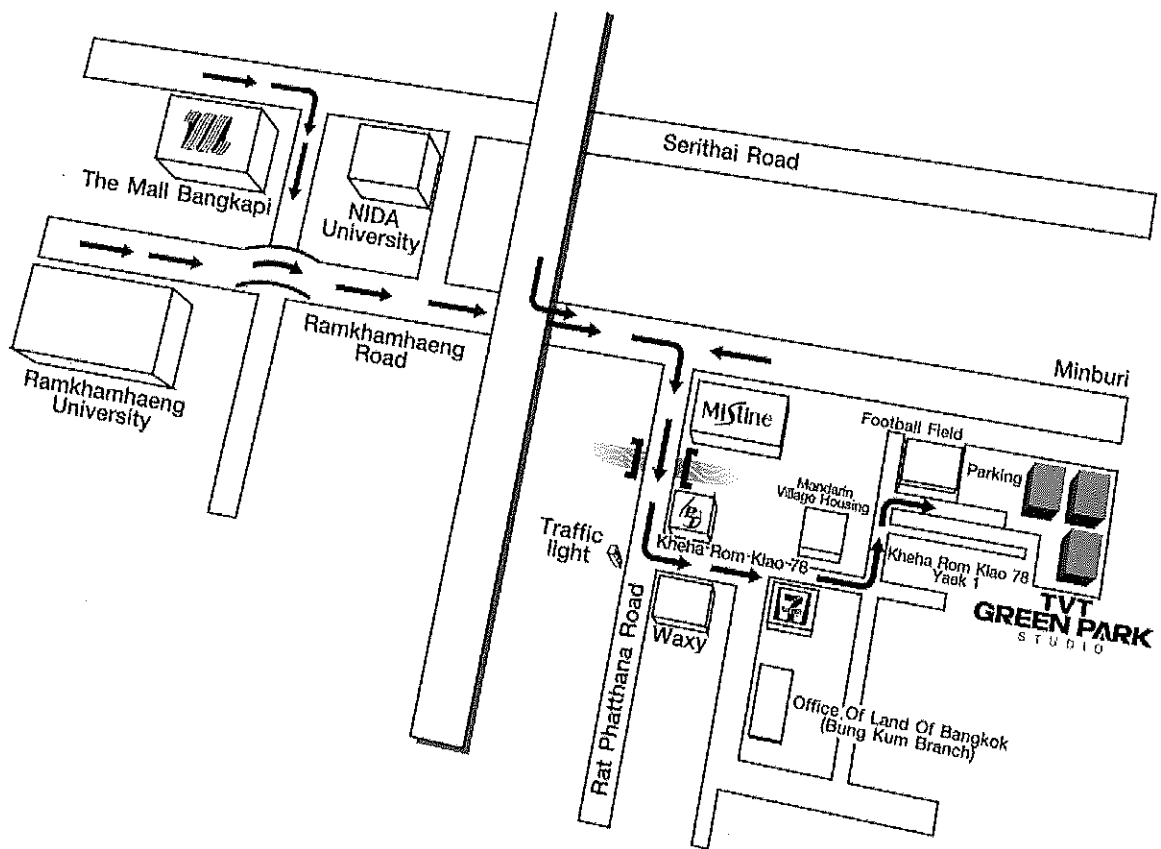
-
- Agenda No Subject
- (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- (b) The proxy holder shall cast votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda No Subject
- (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- (b) The proxy holder shall cast votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda No Subject
- (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- (b) The proxy holder shall cast votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda No Subject
- (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- (b) The proxy holder shall cast votes in accordance with the following instructions:
- Approve Disapprove Abstain
- Agenda No Subject
- (a) The proxy holder may cast votes on my/our behalf as he/she deems appropriate
- (b) The proxy holder shall cast votes in accordance with the following instructions:
- Approve Disapprove Abstain

<input type="checkbox"/> Agenda No	Subject	Election of Directors (Cont'd)	
Name of Directors _____			
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain	
Name of Directors _____			
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain	
Name of Directors _____			
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain	
Name of Directors _____			
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain	
Name of Directors _____			
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain	
Name of Directors _____			
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain	
Name of Directors _____			
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain	
Name of Directors _____			
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain	
Name of Directors _____			
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain	
Name of Directors _____			
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain	
Name of Directors _____			
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain	
Name of Directors _____			
<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain	

Map to Green Park Studio

TV Thunder Public Company Limited

in 2017 Annual General Meeting of Shareholders
on April 25, 2017, at 14.00 hr. at Green Park Studio,
8 Kheha Rom Klao 78 Yaek 1, Saphan Sung,
Bangkok 10240





TV THUNDER
Public Company Limited