

March 22, 2019

Subject Notice of the Annual General Meeting of Shareholders 2019

To Shareholders of TV Thunder Public Company Limited

Attachment

1. Registration Form in form of QR Code
2. Copy of meeting minutes for the Annual General Meeting of Shareholders 2018 held on April 27, 2018
3. Annual Report 2018 in form of QR Code
4. Profile and information of persons nominated as directors
5. Definition of independent director
6. Profile of nominated auditors for the year 2019
7. Information of the independent director whom the Company has proposed as the proxy for shareholders who cannot attend the meeting
8. Company's regulation about the shareholders' meeting
9. Documentary evidences required for the right to attend Annual General Meeting
10. Proxy form A, B, and C
11. Guide on how to use QR Code to download the annual report 2018
12. Registration procedure for the Annual General Meeting of Shareholders 2019
13. Location map of meeting venue

The Board of Directors of TV Thunder Public Company Limited (**The Company**) has resolved in its meeting to call for the Annual General Meeting of Shareholders 2019 on Wednesday April 24, 2019 at 14.00 hrs. at Green Park Studio Building 8 Soi Keha Rom Klao 78 Yaek 1, Sapan Sung, Saphan Sung, Bangkok 10240 with the meeting agenda as follows.

Agenda No. 1 To consider and certify the minutes of the Annual General Meeting of Shareholders 2018

General Information The Annual General Meeting of Shareholders 2018 of the Company was convened on April 27, 2018. 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 of Directors The Board of Directors has opined to propose to the Annual General Meeting of Shareholders 2019 to consider and certify the minutes of the Annual General Meeting of Shareholders 2018 held on April 27, 2018. The Board of Directors has opined that the contents in the minutes are correct as appeared in the Attachment No. 2.

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

Agenda No. 2 To acknowledge the financial performance of the Company in the previous year

General Information

The key summary of financial performance of the Company as of December 31, 2018 is as follows

Current Assets	:	254,909,495.82
Total Assets	:	759,637,276.41
Current Liabilities	:	65,990,982.59
Total Liabilities	:	85,466,105.41
Total Revenue	:	526,122,933.69
Net Income	:	34,538,559.87

The Company has summarized the financial performance in 2018 as appeared in the Annual Report 2018 as in the Attachment No. 3

Opinion of the Board of Directors The Board of Directors has opined to propose to the Annual General Meeting of Shareholders 2018 to acknowledge the financial performance of the Company in 2018 as in the Attachment No. 2

Voting Requirement This agenda does not require shareholders' voting.

Agenda No. 3 To consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the Year 2018 as of December 31, 2018

General Information The Board of Directors has prepared the consolidated financial statement as of December 31, 2018 and the auditor has already audited the financial statement. The financial statement is proposed to the shareholders' 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 Annual General Meeting of Shareholders 2019 to consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the year 2018 as of December 31, 2018 that has been considered by the Audit Committee and audited by the auditor of the Company. The details are in the Annual Report as in the Attachment No. 3.

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

Agenda No. 4 To consider and approve for appropriation of net profit for the year 2018 as the legal reserve and dividend payment based on the performance as of December 31, 2018

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 authorized 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 Annual General Meeting of Shareholders 2019 to consider and approve for the allocation of net profit in 2018 as the legal reserve for 1,083,687.01 baht and approve the dividend payment of 0.08 baht per share with total amount of dividend payment not more than 64,002,406.00 baht for 800,030,075 ordinary shares as follows.

1. The dividend payment of 0.0244 baht is paid from the net profit in the year 2018 of 19,560,550.44 baht which is 95.00% of net profit after deducting legal reserve in the year 2018. The shareholders who are ordinary persons are subject to withholding tax of 10%.
2. The dividend payment of 0.0556 baht is paid from the unappropriated retained earnings before the year 2018 of 44,441,855.56 baht which is 74.05% of unappropriated retained earnings. The shareholders who are ordinary persons are subject to 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 0.08 baht per share is from the net profit and unappropriated retained earnings for the company subject to 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, 2019 and the dividend payment date will be May 23, 2019.

However, the rights to get dividend is uncertain until it is approved by the Annual General Meeting of Shareholders 2019.

The comparison of dividend payment during 2017-2018 is as follow.

Dividend Payment		2018	2017
1. Unappropriated Retained Earnings *		60,012,140.34	45,339,376
2. Net Profit **		20,590,053.09	14,672,764
3. Number of Ordinary Share		800,030,075	800,000,000
4. Dividend per Share		0.08	(No dividend)
5. Total Dividend Payment		64,002,406.00	-
6. Dividend Payout Ratio			
From Retained Earnings*		74.05%	-
From Net Profit**		95.00%	-

*From appropriated retained earnings of the Company only.

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

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

Agenda No. 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 who term of office will be completed are those having longest term of office at that time. In this year, there are directors whose term of office will be completed as follows.

1. Mr. Montri Socratyanurak Title Chairman of the Board of Directors /
Independent Director / Chairman of Audit Committee /
Chairman of Nomination and Remuneration Committee
2. Mr. Sompong Wannapinyo Title Director
3. Mrs. Patraporn Wannapinyo Title Director / Vice Chairman of the Board of Directors /
Nomination and Remuneration Committee

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 3 directors who term of office have been completed to be directors for another term as profile and information of these 3 directors as in

Attachment No. 4 and the qualification of independent directors meets the criteria of Capital Market Supervisory Board (Details about Definition of Independent Director are in Attachment No. 5)

The Board of Directors has considered the qualification of the 3 nominated persons and found that they have the knowledge, ability, experience and expertise to benefit the Company and the independent director can perform duty and provide opinions independently in accordance with related rules and regulations. The Board of Directors has opined that to propose to the shareholders' meeting to re-appoint (1) Mr. Montri Socratyanurak, (2) Mr. Sompong Wannapinyo, (3) Mrs. Patraporn Wannapinyo as the director for another term.

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 26, 2018 to February 14, 2019 via the Company's website. However, no candidate was nominated.

Opinion of the Board The Board has the resolution to propose to the Annual General Meeting of Shareholders 2019 to consider and approve the appointment of 3 directors whose term of office has been completed to be directors for another term as follows.

1. Mr. Montri Socratyanurak Title Chairman of the Board of Directors /
Independent Director / Chairman of Audit Committee /
Chairman of Nomination and Remuneration Committee
2. Mr. Sompong Wannapinyo Title Director
3. Mrs. Patraporn Wannapinyo Title Director / Vice Chairman of the Board of Directors /
Nomination and Remuneration Committee

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

Agenda No. 6 To consider and approve the remuneration for directors for the year 2019

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 Annual General Meeting of Shareholders 2019 to consider and approve the remuneration for directors in 2019. The quarterly remuneration 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 2018 as follows.

1. Meeting Allowance

Board of Directors and Audit Committee

Title	Meeting Allowance (Baht)
Chairman	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
Risk Management Committee	15,000

Nomination and Remuneration Committee

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

2. Quarterly Remuneration

Title	Quarterly Remuneration (Baht)
Chairman	30,000
Director	30,000

Comparison of Remunerations for Directors between 2019 and 2018

Title	Meeting Allowance		Quarterly Remuneration	
	2019 (Proposed)	2018	2019 (Proposed)	2018
Chairman	20,000	20,000	30,000	30,000
Director	15,000	15,000	30,000	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	-	-

Based on the above remuneration, the Board of Directors and other committees will not get any other benefits beside the specified remuneration.

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.

Agenda No. 7 To consider and appoint the Company's auditors and determine audit fee in 2019

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 7 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 five years.

The audit committee has considered the qualification of the auditor of this company based on their independency to provide opinions and audit fee. The audit committee has opined to appoint the auditor from DIA International Auditing Co., Ltd. as the Company's auditor because the auditor is qualified, experienced, independent and has no relationship and no interest in the Company, subsidiaries, executives, major shareholders or persons related to such person. The audit committee also determined the budget for audit fee in 2019 at 2,480,000.00 baht excluding other related expenses.

Comparison of Audit Fee

Audit Fee	2019 (Proposed)	2018
1. Audit fee	2,480,000.00	2,280,000.00
2. Other expenses	Based on actual expense incurred	82,200.00

Opinion of the Board The Board has the resolution to propose to the Annual General Meeting of Shareholders 2019 to consider and approve the appointment of the auditors for the year 2019 from DIA International Auditing Co., Ltd. to be the Company's auditors with the following details.

1. Ms. Suvimol Chrityakierne Certified Public Accountant (Thailand) No. 2982 or
2. Ms. Somjintana Pholhirunrat Certified Public Accountant (Thailand) No. 5599 or
2. Mr. Joompoth Pritanankorn Certified Public Accountant (Thailand) No. 7645 or
3. Ms. Suphaphorn Mangjit Certified Public Accountant (Thailand) No. 8125

Any above person shall be responsible for reviewing and expressing opinion on the financial statements of the Company. In the case where the above auditors are unable to perform their duties, DIA International Auditing Co., Ltd. shall assign another auditor of DIA International Auditing Co., Ltd. instead. The auditor does not provide any other services to the Company and does not have any relationship or interest with the Company / its subsidiaries / management / major shareholders or any person related to such person. Therefore, the auditor is independent to review and express opinion on the financial statements of the Company. The proposed persons for the Company's auditors in this year have performed the auditor's duties for the second year and the auditors of the Company and subsidiaries are from the same auditing company. In addition, the Board has approved the audit fee and quarterly reviewing fee of 1,450,000 baht excluding the audit fee and quarterly reviewing fee for subsidiaries of 1,030,000 baht. Total audit fee for 2019 is 2,480,000 baht.

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

Agenda No. 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 the Annual General Meeting of Shareholders 2019 during the period starting from December 26, 2018 to February 14, 2019. 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 Socratyanurak)

Chairman of the Board

TV Thunder Public Company Limited

Attachment No. 2.

Copy of Minutes of the Annual General Meeting of Shareholders 2018

TV Thunder Public Company Limited

Time and Venue : The meeting was held on April 27, 2018 at Thunder Studio (Town in Town), 429 Soi Phraya Prasert School, Plubpla, Wang Thonglang, Bangkok 10310.

The meeting was started at 10:00 hrs.

Assoc.Prof.Dr. Montri Socratyanurak the Chairman of the Board 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, committee, executives, auditors, and advisors who attended the meeting to help in explaining or answering the questions as follows.

Directors Attending the Meeting: 7 persons as follows.

- | | | |
|----|-------------------------------------|--|
| 1. | Assoc.Prof.Dr. Montri Socratyanurak | Chairman of the Board / Chairman of Audit Committee /
Chairman of Nomination and Remuneration Committee /
Independent Director |
| 2. | Assoc.Prof.Dr. Gallayanee Parkatt | Audit Committee / Director / Risk Management Committee /
Independent Director |
| 3. | Mr. Sompong Wannapinyo | Director / Chairman of Advisory Board |
| 4. | Mrs. Patraporn Wannapinyo | Vice Chairman / Nomination and Remuneration Committee /
Chief Executive Officer |
| 5. | Mr. Phusit Laithong | Director / Risk Management Committee /
Executive Vice President |
| 6. | Mr. Pirath Yensudjai | Director / Risk Management Committee /
Executive Vice President |
| 7. | Mr. Natakrit Wannapinyo | Director / Company Secretary / Vice President |

The number of directors attending the meeting was 87.5% of total number of directors.

Directors Not Attending the Meeting: 1 person as follows.

- | | | |
|----|---------------------------|--|
| 1. | Mr. Sudhitham Chirathivat | Audit Committee / Director / Chairman of Risk Management
Committee / Independent Director |
|----|---------------------------|--|

Executives Attending the Meeting: 3 persons as follows.

1. Mrs. Piyaporn Laithong Senior Vice President of Production Division /
Risk Management Committee
2. Ms. Naree Wichunakorn Vice President of Finance Division /
Risk Management Committee
3. Ms. Napat Wannapinyo Vice President of Sale and Marketing Division

Advisors Attending the Meeting: 2 persons as follows.

1. Mr. Paiboon Tankool Auditor from Pricewaterhouse Cooper ABAS Ltd.
2. Ms. Thanawan Chalayonnawin Legal Advisor from CMT Co., Ltd.

Mr. Natakrit Wannapinyo informed shareholders that the Company allowed shareholders to propose the agenda for meeting and submit the questions in advance During starting from January 10, 2018 to February 12, 2018. However, there was no shareholder proposing any meeting agenda. Then, Mr. Natakrit informed shareholders about the meeting agenda, procedure of voting, and counting of votes as follows.

Meeting Agenda

- Agenda 1 To consider and adopt the minutes of 2017 Annual General Meeting
- Agenda 2 To acknowledge for the reports regarding to the Company's performance in the previous year
- Agenda 3 To consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and Auditor's Report for the year 2017 as of December 31, 2017
- Agenda 4 To consider and approve for appropriation of net profit in 2017 for the legal reserve and omission of dividend payment from the operating performance as of December 31, 2017.
- Agenda 5 replace the directors whose term of office has completed
- Agenda 6 To consider and approve the remuneration for directors in 2018
- Agenda 7 To consider and appoint the Company's auditors and determine their remuneration in 2018
- Agenda 8 To consider and approve the amendment of the Company's Regulation
- Agenda 9 To consider other issues (if any)

Voting Procedure

Shareholders or proxies who attend the meeting will receive the ballot during the registration. After they get information for each agenda, shareholders can vote for or vote against or abstain. The voting would be done by using the ballots that shareholders and proxies had received from registration. After finishing, they can raise your hand and the staffs will collect the ballots. For the agenda no. 5 about considering and electing directors to replace the directors whose term of office has completed, the ballot will be collected

separately for each nominated person. All ballots including voting for, voting against, abstain will be collected. However, on the ballots with voting against or abstain will be collected first for vote counting and the ballots with voting for will be collected after the meeting has been adjourned.

Every shareholder has one vote per share. Any shareholder who has special interest in any agenda will not be entitled to vote on that agenda.

The agenda no. 2 required no voting. The agenda no. 1, 3, 4, 5, and 7 required majority voting from shareholders who attends the meeting and cast their votes (excluding those who abstained). The agenda no. 6 required the supporting votes of not less than two-third of total votes of shareholders who attend the meeting and have voting rights. The agenda no. 8 was about the amendment of the Company's Regulation and required the supporting votes of not less than Three-fourth of total votes of shareholders who attend the meeting and have voting rights.

The Company will count only the vote against and abstain and deducting from the number of total shareholders attending the meeting to obtain the number of voting for such agenda. If there is no one shows any objection or any other comments, it means the meeting has unanimously approved for such agenda. This procedure can save time of counting all votes for each agenda.

The meeting will be conducted sequentially based on the meeting agenda. For each agenda, the information will be presented, and shareholders can ask the questions before voting. Shareholders or proxies who would like to ask the questions need to inform their name.

Thereafter, Mr. Natakrit Wannapinyo allowed shareholders and proxies to ask the questions about the voting procedure but there was no question. Then, Mr. Natakrit invited 2 volunteers from shareholders or proxies for the witness in vote counting for the transparency.

There was only one shareholder named Ms. Pornwimol Poonsri accepted the invitation as the witness in vote counting. Then, Mr. Natakrit Wannapinyo invited Ms. Thanawan Chalayonnawin Legal Advisor from CMT Co., Ltd as the witness in vote counting.

Before starting, Mr. Natakrit Wannapinyo informed the meeting that there were 29 shareholders with total number of 494,934,102 shares and 22 proxies with total number of 16,118,000 shares attending the meeting. Therefore, there were total 51 persons attending the meeting with total number of 511,052,102201 shares which was 63.8815% of total paid-up shares of 800,000,000 shares. This was considered as the quorum in accordance with the Company's Regulation. Then, Assoc.Prof.Dr. Montri Socratyanurak the Chairman of Board / Chairman of Audit Committee / Chairman of Nomination and Remuneration Committee was invited as the Chairman of the meeting to make opening remarks.

Opening Remarks

Assoc.Prof.Dr. Montri Socratyanurak the chairman of the meeting thanked all shareholders and proxies who attended the 2018 Annual General Meeting of Shareholders to consider all issues based on the meeting agenda as in the invitation letter. Then, the Chairman assigned Mr. Pirath Yensudjai to conduct the meeting in each agenda.

Agenda 1 To consider and adopt the minutes of 2017 Annual General Meeting of Shareholder

Mr. Pirath Yensudjai proposed to the meeting to consider and adopt the minutes of 2017 Annual General Meeting of Shareholders held on April 25, 2017. The minutes of 2017 Annual General Meeting of Shareholders held on April 25, 2017 were in the enclosure of the meeting invitation to all shareholder and were submitted to the Stock Exchange of Thailand within the specified period. The Board opined that the minutes were correct and complete. The meeting minutes were posted in the Company's website for any people to read and there was on one made any objection or comments. Therefore, the Board opined to propose the meeting minutes to the shareholders' meeting to adopt, 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.

Mr. Natakrit Wannapinyo the Company Secretary informed the meeting that there were 2 more persons attending the meeting with 47,500 shares. Therefore, there were 53 persons attending the meeting with total of 511,099,602 shares.

Resolution The Meeting had the resolution to adopt the minutes of 2017 Annual General Meeting of Shareholders held on April 25, 2017. The result of voting was as follows.

Vote for	511,099,602	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares	which was	0.00%
Void	0	shares	which was	0.00%

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 as December 31, 2017 as appeared in 2017 annual report as follows.

For the overall of advertising and entertainment industry, the value of analog TV channels including Channel 3, Channel 5, Channel 7, Channel 9 declined by 13% - 14% whereas the digital TV channels slightly increased.

Total assets of the Company in 2017 decreased by 43.40 million baht from the year 2016 which was 5.65%. The current assets including cash and cash equivalents, trade account and other receivables decreased by 42.44 million because all broadcasting was stopped for 1 month during the Royal Cremation in October, payment to trade accounts payable, and dividend payment.

Total liability of the Company in 2017 was 86.09 million baht which decreased from 2016 by 24.09 million baht or 21.86%. Total shareholders' equity decreased by 19.31 million baht or 2.94% from the decrease in retained earnings of 17.39 million baht due to dividend payment in 2017 and the decrease in net profit.

Total revenue in 2017 decreased from the year 2016 by 78.62 million baht which was 15.49%.

The gross profit in 2017 decreased by 34.37 million baht or 22.99%. The net profit in 2017 decreased by 30.35 million baht or 64.27%. The Company's performance was in line with the decrease of overall analog TV industry by 13%-14%. Another reason caused the decline in total revenue of television industry was the crease in the advertising price per minute because the increase in the number of channels. More channels put the pressure on pricing because customers had higher bargaining power resulting in the crease in advertising price per minute. Moreover, the Company had no revenue during October whereas the expense still incurred. In addition, the large customer of the Company stopes purchasing advertising. However, in 2018, the customer start purchasing advertising again. The Company expected that the revenue in 2018 would be good. Moreover, the Company can save cost because of new 3 studios. The Company can use own studios in program production resulting in cost saving. The gross profit margin decreased from 29.45% to 26.83% in 2017.

Although the Company can reduce the production cost, the gross profit margin was still not good. The return on asset decreased from 5.82% to 2.26% in 2017 and the return on equity decreased from 7.18% to 2.64%. The interest coverage also decreased due to the decrease of operating profit and the increase of finance cost from 145 baht in 2016 to 131,274 baht in 2017. This change was small and should have no impact.

For the progress of Thailand's Private Sector Collective Action Coalition Against Corruption in 2017, the Company developed the clear practice for anti-corruption. The policy in receiving and sending the gifts was announced on August 9, 2017 and communicated to all stakeholders. The Company also provided the channel for complaints, suggestion, or informing via the Company's website. Currently, the Company is waiting for the approval from the Committee of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) in May 2018.

Mr. Pirath Yensudjai invited all shareholders and proxies to ask questions and provide comments.

There was no shareholder or proxy asking questions. Then, Mr. Pirath Yensudjai proposed to the meeting to acknowledge the reports from the Board of Directors and financial performance in the previous year. This agenda was for acknowledgement and it required no voting.

Resolution The Meeting had acknowledged the financial performance for the year 2017 as proposed.

Agenda 3 To consider and approve the Statement of Financial Position, the Statement of Comprehensive Income, and Auditor's Report for the year 2017 as of December 31, 2017

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 2017 were audited and reviewed by the auditor and Audit Committee as specified in the Annual Report page number 97 onward.

All shareholders and proxies were invited to ask questions. There was no shareholder or proxy asking questions. Then, there was a call for voting to approve the Statement of Financial Position, the Statement of Comprehensive Income, and Auditor's Report for the year 2017 as of December 31, 2017

Mr. Natakrit Wannapinyo informed the meeting that there were 2 more persons attending the meeting with 177,000 shares. Therefore, there were 55 persons attending the meeting with total of 511,276,602 shares.

Resolution The Meeting had the resolution to approve the Statement of Financial Position, the Statement of Comprehensive Income, and the Auditor's Report for the year 2017 as of December 31, 2017. The result of voting was as follows.

Vote for	511,099,602	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares	which was	0.00%
Void	177,000	shares	which was	0.00%

Agenda 4 To consider and approve for appropriation of net profit in 2018 for the legal reserve and omission of dividend payment from the operating performance as of December 31, 2017.

Mr. Pirath Yensudjai informed the meeting that according to the financial statement for the year ended as of December 31, 2017 audited by the auditor, the Company had net profit from the consolidated financial statement of 16.87 million baht and from the separate financial statement of 15.47 million baht. The Company has the policy to pay dividend at least 40% of net profit after tax and deducting

for legal reserves based on the separate financial statement of the Company. 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.

As the Company needs to reserve the capital used for business expansion and working capital, the Board has opined to propose to the 2018 Annual General Meeting of Shareholders to consider and approve for the allocation of net profit in 2017 as the legal reserve for 773,303.45 baht which was 5% of net profit based on the separate financial statement. In 2017, the Company had retained earnings appropriated as legal reserve of 9,663,991 baht. Moreover, the Board opined to propose to omit the dividend payment based on the operating performance as of December 31, 2017.

All shareholders and proxies were invited to ask questions and provide any comments. There was no shareholder or proxy asking questions. Then, there was a call for voting to approve the appropriation of net profit in 2017 as the legal reserve for 773,303.45 baht and the omission of dividend payment based on the operating performance as of December 31, 2017.

Mr. Natakrit Wannapinyo informed the meeting that there were 1 more person attending the meeting with 25,000 shares. Therefore, there were 56 persons attending the meeting with total of 511,301,602 shares.

Resolution The Meeting had the resolution to approve for appropriation of net profit in 2017 as the legal reserve for 773,303.45 baht and the omission of dividend payment based on the operating performance as of December 31, 2017. The result of voting was as follows.

Vote for	511,301,602	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares	which was	0.00%
Void	0	shares	which was	0.00%

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

Assoc.Prof.Dr. Montri Socratyanurak informed the meeting to invite the directors whose term of offices have completed to leave the meeting room according to the good corporate governance practice and to facilitate shareholders to ask the questions. Therefore, Mr. Pirath Yensudjai, Mr. Phusit Laithong, and Mr. Natakrit Wannapinyo were invited to leave the meeting room.

Thereafter, the chairman informed the meeting 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 who term of office have been completed can be elected for another term. In 2018, there were 3 directors whose term of office were completed, which are

- | | |
|----------------------------|--------------------------------------|
| 1. Mr. Pirath Yensudjai | Director / Risk Management Committee |
| 2. Mr. Phusit Laithong | Director / Risk Management Committee |
| 3. Mr. Natakrit Wannapinyo | Director / Company Secretary |

The Nomination and Remuneration Committee has considered the qualification of each director individually and opined that the above 3 directors have qualification in term of knowledge, capability, experience, past performance as the directors that will benefit the Company. Moreover, these 3 directors have no prohibited characteristics and did not engage or hold shares in any business competing with the Company.

Therefore, the Nomination and Remuneration Committee and the Board of Directors excluding directors having interest with these persons opined to propose the shareholders' meeting to re-elect these 3 persons as directors for another term. The Company had enclosed the profit of these 3 directors to the meeting invitation to all shareholders.

The Company allowed shareholders to nominate any qualified persons as the candidates for directors in advance via the Company's website during January 10, 2018 to February 12, 2018 and no shareholder nominated any persons.

All shareholders and proxies were invited to ask the questions or provide the comments. There was no shareholder or proxy asking questions. Then, there was a call for voting for electing the directors individually to replace the directors whose term of office has completed

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.

5.1 Mr. Pirath Yensudjai

Vote for	511,281,602	shares which was	100.00%
Vote against	0	shares which was	0.00%
Abstain	20,000	shares which was	0.00%
Void	0	shares which was	0.00%

5.2 Mr. Phusit Laithong

Vote for	511,281,602	shares which was	100.00%
Vote against	0	shares which was	0.00%

Abstain	20,000	shares	which was	0.00%
Void	0	shares	which was	0.00%

5.3 Mr. Natakrit Wannapinyo

Vote for	511,281,602	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	20,000	shares	which was	0.00%
Void	0	shares	which was	0.00%

Thereafter, the staff invites these 3 directors to enter the meeting room.

Assoc.Prof.Dr. Montri Socratyanurak the Chairman congratulated to 3 directors who have been entrusted by shareholders to be the directors for another term.

Agenda 6 To consider and approve the remuneration for directors in 2018

Mr. Pirath Yensudjai informed that the nomination and remuneration committee of the Company has considered the remuneration for director in 2018 based on the responsibilities of directors, financial performance of the Company, and 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.

The Board had the resolution to proposed to the shareholders' meeting to approve the remuneration for directors in 2018 with the maximum amount of 2 million baht which equaled to the remuneration of directors in 2017 as following details.

1. 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

2. Quarterly Remuneration

Title	Quarterly Remuneration per person (Baht)
Chairman	30,000
Director	30,000

Based on the above remuneration, the Board of Directors and other committees will not get any other benefits beside the specified remuneration. The above rate would be effective on January 1, 2018 onward.

All shareholders and proxies were invited to ask questions and provide comments. There was no shareholder or proxy asking questions. Then, there was a call for voting for the remuneration for directors as proposed.

Mr. Natakrit Wannapinyo informed the meeting that there were 1 more person attending the meeting with 11,500 shares. Therefore, there were 57 persons attending the meeting with total of 511,313,102 shares.

Resolution The Meeting had the unanimous resolution to approve for the remuneration for directors in 2018 with the maximum amount of 2,000,000 baht. The result of voting was as follows.

Vote for	511,313,102	shares	which was	100.00
Vote against	0	shares	which was	0.00
Abstain	0	shares	which was	0.00
Void	0	shares	which was	0.00

Agenda 7 To consider and appoint the Company's auditors and determine the audit fees in 2018

Mr. Pirath Yensudjai explained that the Board had considered based on the suggestion of Audit Committee to change the auditor from the former one to the auditor from DIA International Auditing Co., Ltd. because the audit fee of DIA International Auditing Co., Ltd. is cheaper than the former one.

The audit committee has considered the qualification of the auditor of this company and found that the auditor is qualified, experienced, independent and has no relationship and no interest in the Company, subsidiaries, executives, major shareholders or persons related to such person. The audit committee has opined to appoint Ms. Suvimol Krittayakrien Certified Public Accountant (Thailand) No. 2982 or Mr. Jumpot Prairattanakorn Certified Public Accountant (Thailand) No. 7645 or Ms. Supaporn Mangjitr Certified Public Accountant (Thailand) No. 8125 from DIA International Auditing Co., Ltd. as the Company's auditor for the year 2018 and determined the budget for audit fee at 2,150,000 baht excluding other related expenses. This amount included the audit and quarterly review fee of the Company for 1,350,000 baht and the audit and quarterly review fee of the subsidiaries for 800,000 baht.

Mr. Pirath Yensudjai proposed the comparison table as follows.

Audit Fee	2018 (Proposed)	2017
1. Audit fee	2,150,000.-	3,111,600.-
2. Other expenses	Based on actual expense incurred	217,801.-

All shareholders and proxies were invited to ask questions and provide comments. There was no shareholder or proxy asking questions. Then, there was a call for voting for appointment of the Company's auditors and determining the audit fees for 2018.

Resolution The Meeting had the unanimous resolution to approve for the appointment of the auditor from DIA International Auditing Co., Ltd. as the Company's auditor by assigning any person on the above list as the Company's auditors in 2017 as well as approve the audit fees in 2017 of 2,150,000 baht. The result of voting was as follows.

Vote for	511,313,102	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares	which was	0.00%
Void	0	shares	which was	0.00%

Agenda 8 To consider and approve the amendment of the Company's Regulation

Mr. Pirath Yensudjai explained that the proposal for amendment of the Company's Regulation was in accordance of Article 100 of Public Limited Companies Act, B.E. 2535 as amended by the Order of the Head of the National Council of Peace and Order No. 21/2017 about Amendments of Laws to Facilitate the Ease of Doing Business.

Moreover, the Announcement of the National Council for Peace and Order No. 74/2014 about Electronic Conferencing determined that the meeting can be arranged via electronic media but all participants must be in the Kingdom. To facilitate the Board of Directors meeting, the Company proposed for amendment of the Company's Regulation in this matter. The details were enclosed with the Notice of the 2018 Annual General Meeting of Shareholders as follows.

Current	Revision
<p>No 27. In the Board Meeting, the quorum shall consist of at least half (1/2) of the directors. The Chairman shall act as chairman of the meeting. In case the Chairman is absent or unable to perform his duty, the Vice Chairman is the chairman of the meeting. If there is no vice-chairman or not at the meeting or cannot perform the duty, the directors present at the meeting shall elect one director to preside over the meeting.</p> <p>The decision of the board of directors shall be by majority vote. One member has one vote (1). Except for a director who has a vested interest in a particular matter, he or she has no right to vote on that matter. If the votes are equal, the Chairman of the meeting shall have a casting vote to finalize the decision.</p>	<p>No 27. In the Board Meeting, the quorum shall consist of at least half (1/2) of the directors for the meeting conducted face to face or using electronic media. The Chairman shall act as chairman of the meeting. In case the Chairman is absent or unable to perform his duty, the Vice Chairman is the chairman of the meeting. If there is no vice-chairman or not at the meeting or cannot perform the duty, the directors present at the meeting shall elect one director to preside over the meeting.</p> <p>In addition to the requirements in the first paragraph, in the case of electronic conferencing, all participating directors must be in the Kingdom and at least one-third of the members of the quorum must attend the meeting in the same place. Moreover, it must be done through a conferencing system with an information security process or both audio and video recording (As the case may be) of all directors attending the meeting including computer traffic generated by the record. The meeting shall have the basic elements in</p>

	<p>accordance with the Notification of the Ministry of Information and Communication Technology regarding the Security Standard for The Electronic Conference B.E. 2557 as well as the amendments thereto.</p> <p>The decision of the board of directors shall be by majority vote. One member has one vote (1). Except for a director who has a vested interest in a particular matter, he or she has no right to vote on that matter. If the votes are equal, the Chairman of the meeting shall have a casting vote to finalize the decision.</p>
<p>No 28. In the meeting of the Board of Directors, the Chairman or the authorized person shall send the notice to all directors not less than seven (7) days before the date of the meeting to the Board of Directors. Except in urgent cases to protect the rights and benefits of the company, the meeting can be informed by other means and the meeting can be arranged faster than that.</p> <p>Two (2) or more directors may request a meeting of the Board of Directors. In this case, the Chairman shall determine the date and schedule the meeting within fourteen (14) days from the date of receipt of the request.</p>	<p>No 28. In the meeting of the Board of Directors in both face-to-face or using electronic channel, the Chairman or the authorized person shall send the notice to all directors not less than seven (7) days before the date of the meeting to the Board of Directors. Except in urgent cases to protect the rights and benefits of the company, the meeting can be informed by other means and the meeting can be arranged faster than that. For the meeting in form of electronic conference, the Company can deliver the notice by electronic mail.</p> <p>Two (2) or more directors may request a meeting of the Board of Directors. In this case, the Chairman shall determine the date and schedule the meeting within fourteen (14) days from the date of receipt of the request.</p>
<p>No 32. The Board of Directors must meet at least once every three (3) months in the area where the head office of the Company is located or neighboring</p>	<p>No 32. The Board of Directors must meet at least once every three (3) months in the area where the head office of the Company is located or neighboring provinces or elsewhere as the</p>

<p>provinces or elsewhere as the Board may determine.</p>	<p>Board may determine or the Chairman may arrange the meeting by electronic conference.</p>
<p>No 36. The Board of Directors must arrange the annual general meeting of shareholders within four (4) months from the end of the fiscal year.</p> <p>Shareholders meeting other than the first paragraph so-called extraordinary meeting. The Board of Directors shall convene the extraordinary shareholders' meeting at any time deemed appropriate.</p> <p>Shareholders whose shares are totally not less than one-fifth (1/5) of the total number of outstanding shares or shareholders of not less than twenty five (25) persons who hold not less than one-tenth (1/10) of the total number of outstanding shares can propose to the Board of Directors to call an extraordinary general meeting of shareholders at any time. The reason for requesting the meeting is specified clearly in the letter.</p> <p>In such case, the Board of Directors must arrange a meeting of shareholders within one (1) month from the date of receipt of such letter from the shareholder.</p>	<p>No 36. The Board of Directors must arrange the annual general meeting of shareholders within four (4) months from the end of the fiscal year.</p> <p>Shareholders meeting other than the first paragraph so-called extraordinary meeting. The Board of Directors shall convene the extraordinary shareholders' meeting at any time deemed appropriate.</p> <p>One or more shareholders holding shares of not less than ten (10) percent of the total number of outstanding shares may enter into a written request to the Board of Directors to call an extraordinary meeting at any time. The subject matter and reasons for requesting the meeting are clearly stated in the letter. The Board of Directors must arrange a meeting of shareholders within forty-five (45) days from the date of receipt of the letter from the shareholders.</p> <p>In case the Board does not arrange a meeting within forty-five (45) days from the date of receipt of the letter from the shareholders, shareholders can gather with other shareholders to have number of shares required can call for meeting within forty-five (45) days from the expiration of the period specified in the preceding paragraph. Such meeting shall be deemed to be a shareholders' meeting convened by the Board of Directors. The Company shall be responsible for the necessary expenses incurred from arranging meetings and providing reasonable accommodations. If the number of shareholders attending the meeting does not meet the</p>

	<p>required quorum, all shareholders who request for the meeting at that time shall be jointly liable for the expenses incurred from the arranging of such meeting.</p>
--	---

The Board of Directors opined to propose to the 2018 Annual General Meeting of Shareholders to approve the amendment of the Company's Regulation as proposed.

All shareholders and proxies were invited to ask questions and provide comments. There was no shareholder or proxy asking questions. Then, there was a call for voting for approval of the amendment of the Company's Regulation.

Resolution The Meeting had the unanimous resolution to approve for the amendment of the Company's Regulation. The result of voting was as follows.

Vote for	511,313,102	shares	which was	100.00%
Vote against	0	shares	which was	0.00%
Abstain	0	shares	which was	0.00%
Void	0	shares	which was	0.00%

Agenda 9 To consider other issues (if any)

Assoc.Prof.Dr. Montri Socratyanurak informed the meeting that all agenda have been finished. All shareholders were invited to propose any other issues but no shareholder proposed any issues. Then, all shareholders were invited to ask any questions.

Once there was no more question, Assoc.Prof.Dr. Montri Socratyanurak the Chairman thanked all shareholders who attend the meeting and closed the meeting.

The meeting was adjourned at 11:03 hrs.



Signature _____ Chairman of the Meeting

(Assoc.Prof.Dr. Montri Socratyanurak)



Signature _____ Company Secretary / Minutes Taker

(Mr. Natakrit Wannapinyo)

Profile and information of persons nominated as directors to replace
directors whose term of office has completed

1. Assoc.Prof.Dr. Montri Socratyanurak

Age 62 years old

Nationality Thai

- Title**
- Independent Director
 - Chairman of the Board of Directors
 - Chairman of Audit Committee
 - Chairman of Nomination and Remuneration Committee



Date appointed as Director

December 3, 2014 (The length of period in the office until April 2019 is 6 years)

Address

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

Education

- Ph.D. in Economics University of Minnesota, U.S.A. (Government Scholarship)
- Master in Economics University of Minnesota, U.S.A. (Government Scholarship)
- Master in Economic Development National Institute of Development Administration (NIDA)
- Bachelor in Economics Thammasat University

Training for Directorship

Certification of Director Accreditation Program (DAP) Batch 69/2008 from Institute of Director (IOD)

Specialization

- Economic Development and Investment
- Corporate Governance
- Finance and Banking

Titles in Other Listed Companies (4 Companies)

- 2016 – Present Chairman Thai Plastic Industrial (1994) PCL
- 2015 – Present Independent Director / Chairman of Audit Committee Megachem (Thailand) PCL
- 2012 – Present Independent Director / Chairman of Audit Committee East Coast Furnitech PCL
- 2011 - Present Independent Director / Audit Committee Union Auction PCL)

Titles in Other Non-Listed Companies (3 Companies)

- 2017 – Present Chairman CPN Corp PCL
- 2015 – Present Independent Director / Audit Committee Baansuay Group (Surat Thani) PCL
- 2011 – Present Director LearnTech Co., Ltd.

Work Experience During Past 5 years and/or Important Titles

- 2018 – Present Program Director for Advance Master Management Program (AMM)
National Institute of Development Administration (NIDA)
- 2013 – 2017 Chairman Ocean Commerce PCL
- 2012 – 2013 Independent Director Cho Thavee PCL
- 2009 – 2013 Independent Director / Chairman of Audit Committee Siam Global House PCL

Shareholding in the Company

None

Interest in the Company, Parent Company, and Subsidiaries

None

Titles in Other Companies with Potential Conflict of Interest

None

Type of Director

Independent Director

Family Relationship with Executives or Major Shareholders

None

Relationship with the Company/Subsidiaries or Associates or Other Juristic Persons with Potential Conflict of Interest during Past 2 Years

None

Director Involving in Management, Employee, or Advisor Receiving Regular Salary

None

Professional Services e.g. Auditor or Legal Advisor

None

Relationship in Business Significantly Preventing in Performing Duty Independently

None

The attendance of meeting in previous year

1. Attendance of the Board of Directors Meeting 7/7 (100%)
2. Attendance of Audit Committee Meeting 5/5 (100%)
3. Attendance of Nomination and Remuneration Committee 1/1 (100%)
- 4.

2. Mr. Sompong Wannapinyo

Age 69 years old

Nationality Thai

- Title
- Director
 - Chairman of Advisory Board

Date appointed as Director

December 3, 2014 (The length of period in the office until April 2019 is 6 years)

Address

2411/16 Ladprao Road, Saphansong, Wang Thonglang, Bangkok 10310

Education

Honorable degree in Technology, Television and Radio Broadcasting

Rajamangala University of Technology Thanyaburi

Training for Directorship

Certification of Director Accreditation Program (DAP) Batch 111/2014 from Institute of Director (IOD)

Specialization

- Production for Television Program, Advertising Media, and Digital Media
- Corporate Governance and Administration of Small Organization
- Crisis Management and Business Continuity Management

Titles in Other Listed Companies

None

Titles in Other Non-Listed Companies (1 Company)

2011 – Present Chairman Creatist Media Co., Ltd.

Work Experience During Past 5 years and/or Important Titles

2016 – Present Chairman Radio-Television Broadcasting Professional Federation

Shareholding in the Company

142,837,700 shares (As of March 11, 2019)

Interest in the Company, Parent Company, and Subsidiaries

None

Titles in Other Companies with Potential Conflict of Interest

None

The attendance of meeting in previous year

Attendance of the Board of Directors Meeting 7/7 (100%)



3. Mrs. Patraporn Wannapinyo

Age 59 years old

Nationality Thai

- Title**
- Director
 - Nomination and Remuneration Committee
 - Chief Executive Officer



Date appointed as Director

December 3, 2014 (The length of period in the office until April 2019 is 6 years)

Address

2411/16 Ladprao Road, Saphansong, Wang Thonglang, Bangkok 10310

Education

- Master of Business Administration National Institute of Development Administration (NIDA)
- Bachelor of Communication Arts Sukhothai Thammathirat Open University

Training for Directorship

Certification of Director Accreditation Program (DAP) Batch 111/2014 from Institute of Director (IOD)

Specialization

- Production for Television Program, Advertising Media, and Digital Media
- Administration of Small Organization
- Crisis Management and Business Continuity Management
- Corporate Governance
- Marketing

Titles in Other Listed Companies

None

Titles in Other Non-Listed Companies (4 Companies)

- 2018 – Present Chairman Meraya Co., Ltd.
- 2016 – Present Chairman Big Brain Creation Co., Ltd.
- 2013 – Present Chairman EM Entertainment Co., Ltd.
- 2011 – Present Chairman Creatist Media Co., Ltd.

Work Experience During Past 5 years and/or Important Titles

- 2018 - Present President Alumni Association of NIDA Business School, National Institute of Development Administration (NIDA)
- 2018 – Present Vice President Alumni Association of National Institute of Development Administration (NIDA)
- 2018 - Present Executive Director Right Livelihood Foundation
- 2016 – 2018 Vice President Zonta Club Bangkok 9

Shareholding in the Company

193,069,000 shares (As of March 11, 2019)

Interest in the Company, Parent Company, and Subsidiaries

None

Titles in Other Companies with Potential Conflict of Interest

None

The attendance of meeting in previous year

Attendance of the Board of Directors Meeting 7/7 (100%)

Attendance of Nomination and Remuneration Committee Meeting 1/1 (100%)

Attachment No. 5

Definition of Independent Director

TV Thunder Public Company Limited has determined the definition of independent director to meet the criteria of the Office of Securities and Exchange Commission or the Stock Exchange of Thailand regarding to shareholding in the Company, or not being employee or advisor with regular salary or not having control over the Company including business relationship as follows.

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 of 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.

Attachment No. 6

Information of Nominated Auditors for the year 2019

From DIA International Auditing Co., Ltd.

1. Ms. Suvimol Chrityakierne	
Certified Public Accountant (Thailand) No.	2982
Education	- Master of Accountancy, Chulalongkorn University - Bachelor of Accountancy, Chulalongkorn University
Work Experience	- Managing Director, DIA International Auditing. - Executive Director, DIA. Audit Co., Ltd. - Director, 75 C.P.E. Co., Ltd.
2. Ms. Somjintana Pholhirunrat	
Certified Public Accountant (Thailand) No.	5599
Education	- Master of Accountancy, Chulalongkorn University - Bachelor of Accountancy, Ramkamhaeng University - Bachelor of Business Administration, Sukhothai Thammathirat Open University
Work Experience	- Partner, DIA International Auditing - Manager of Auditing Department, DIA International Auditing - Manager of Accounting Department, Plan Publishing Co., Ltd.
3. Mr. Joompoth Pritanankorn	
Certified Public Accountant (Thailand) No.	7645
Education	- Master of Accountancy, Thammasat University - Bachelor of Accountancy, Thammasat University
Work Experience	- Partner Auditing Department, DIA International Auditing - Lecturer in Accounting and Auditing, Federation of Accounting Professions
4. Ms. Suphaphorn Mangjit	
Certified Public Accountant (Thailand) No.	8125
Education	- Bachelor of Business Administration in Finance and Banking, Ramkamhaeng University - Bachelor of Business Administration in Accounting, Ramkamhaeng University
Work Experience	- Partner, DIA International Auditing

** All 4 persons nominated as auditors above have no relationship or interest with the Company and subsidiaries, executives, major shareholders, or any person related to these persons.



Profile of Auditor

Name-Surname : Ms. Suvimol Chrityakierne

Current Title : Managing Director
DIA International Auditing Co., Ltd.

Educational Background : Master of Accountancy, Chulalongkorn University
: Bachelor of Accountancy, Chulalongkorn University

Training for Directorship

Institute of Director (IOD)
: Ethical Leadership Program (ELP) Batch 10/2017
: Advanced Audit Committee Program (AACP) Batch 7/2017
: R-DF-Director Forum (R-DF) Batch 1/2010
: Audit Committee Program (ACP) Batch 36/2011
: Director Certification Program (DCP) Batch 92/2007

Other Trainings : Tax Law Certification Program Batch 1
Judicial Training Institute
: Certified Professional Internal Auditors of Thailand Program (CPIAT) Batch 1
The Institute of Internal Auditors of Thailand
: Balanced Scorecard Program, School of Commerce and Accountancy
Chulalongkorn University
: Academic Seminar about "Money Laundering"
: New Leader with Transparency and Anti-Corruption Program Batch 1/2561

Current Title

Listed Companies

3 Companies : Independent Director / Audit Committee
TEAM Consulting Engineering and Management Public Company Limited
Independent Director / Audit Committee
Global Power Synergy Public Company Limited
Independent Director / Chairman of Audit Committee
Khonburi Sugar Public Company Limited

Other Organizations (Non-Listed Companies)

10 Organizations : Managing Director DIA International Auditing Co., Ltd.
: Executive Director DIA Audit Co., Ltd.
: Director 75 C P E Co., Ltd.
: Committee for Accounting Professions Federation of Accounting Professions
: Committee for Accounting Standard Federation of Accounting Professions
: Academic Committee Alumni Association School of Commerce and Accountancy,
Chulalongkorn University

- : Committee Foundation for Academic Development in Law, School of Law, Chulalongkorn University
- : Committee and Treasurer Foundation Yong Somjai Santiwattana
- : Director and Chairman of Audit Committee Thai Investor Association
Director Yong Somjai Co., Ltd.

Work Experience During Past 5 Years

- 1988 – Present : Director Yong Somjai Co., Ltd.
- 1990 – Present : Director DIA Audit Co., Ltd
- 2002 – Present : Director 75 C P E Co., Ltd.
- 2005 – Present : Academic Committee Alumni Association School of Commerce and Accountancy, Chulalongkorn University
- 2010 – Present : Managing Director DIA International Auditing Co., Ltd.
- 2010 – Present : Independent Director / Chairman of Audit Committee Khonburi Sugar Public Company Limited
- 2012 – Present : Committee Foundation for Academic Development in Law, School of Law, Chulalongkorn University
- 2012 – Present : Committee and Treasurer Foundation Yong Somjai Santiwattana
- 2014 - 2017 : Committee for Auditing Standard Federation of Accounting Professions
- 2017 – Present : Committee for Accounting Professions Federation of Accounting Professions
- 2016 – 2018 : Independent Director / Audit Committee Thai Oil Public Company Limited
- 2017 – ปัจจุบัน : Independent Director / Audit Committee
TEAM Consulting Engineering and Management Public Company Limited
- 2017 – Present : Committee for Accounting Professions Federation of Accounting Professions
- 2017 – Present : Director and Chairman of Audit Committee Thai Investor Association
- 2018 – Present : Independent Director / Audit Committee
Global Power Synergy Public Company Limited



Profile of Auditor

Name-Surname Miss Somjintana Pholhirunrat
Citizen I.D. 3100800294738
Address 316/32 Soi Sukhumvit 22, Sukhumvit Road, Khlong Toei,
 Khlong Toei, Bangkok 10110
 Tel. 02-2595300
 Fax 02-2601553, 02-2598959 และ 02-2598956
 Email Address : Somjintana@diaaudit.com

Education

Bachelor's Degree :- Bachelor of Accountancy Ramkhamhaeng University
 Bachelor of Business Administration Sukhothai Thammathirat Open University
Master's Degree :- Master of Accountancy Chulalongkorn University
Others :- Certified Public Accountant (Thailand) No. 5599
 Approved by the Office of SEC

Work Experience

Year	Company	Title
2011 - Present	DIA International Auditing Co., Ltd.	Partner
1996 - 2011	DIA Audit Co., Ltd.	Manager of Audit Department
1989 - 1996	Plan Publishing Co., Ltd.	Manager of Accounting Department

Auditor for listed companies and other companies

Saha Pathanapibul Public Company Limited
 UAC Global Public Company Limited
 Saha Pathana Inter Holding Public Company Limited
 Eastern Commercial Leasing Public Company Limited
 United Paper Public Company Limited

Liquidator (working with liquidator team appointed by Ministry of Finance)

Nava Factoring Co., Ltd.
 L.P.N. Credit Foncier Co.,Ltd.
 Ocean Finance Co., Ltd.



Profile of Auditor

1. Name-Surname Mr. Joompoth Pritanankorn

2. Academic Title

Advisor in Accounting and Auditing DIA International Auditing Co., Ltd.

Certified Public Accountant (Thailand) No. 7645

The auditor approved by the Office of Securities and Exchange Commission (SEC)

3. Administrative Title Partner Auditing Department, DIA International Auditing. Co., Ltd.

4. Education

Education Level	Degree	Major	Institute	Graduation
Master's Degree	Master of Accountancy	Accounting	Thammasat University	2004
Bachelor's Degree	Bachelor of Accountancy	Accounting	Thammasat University	2001
Doctoral Degree				
Others				

5. Address

work 316/32 Soi Sukhumvit 22, Sukhumvit Road, Khlong Toei,
Khlong Toei, Bangkok 10110 Tel. 085-5544776 , 02-332-5126 ext. 116

Home 406/135 On Nut Rd, Suan Luang, Suan Luang, Bangkok 10250

6. Academic Works

Works with Federations of Accounting Professions

- Co-reviewing the interpretation of the financial reporting standard for small and medium business (TFRS for SMEs)

- Co-interpreting the account standard no. 15 Operating Lease Agreement and Incentives

- Co-interpreting the account standard no. 27 Evaluation the contents of lease agreement made in accordance with the law

- Co-interpreting the accounting standard no. 32 Intangible Assets – Costing of Website

Works with Educational institutions

- Co-writing the textbook and lecturing for the subject “Advance Audit and Internal Audit” Code 32444, Sukhothai Thammathirat Open University

7. Work Experience

Academic

- Lecturer for Accounting and Audit for D.I.A. International Auditing Co., Ltd.

- Lecturer for Accounting and Audit for Federation of Accounting Professions in the following topics.

- Preparing the Statement of Cash Flow
- Thai Financial Reporting Standard for Small and Medium Enterprises (TFRS for SMEs)
 - Thai Standard on Quality Control No. 1(TSQC1)
 - etc.
- Lecturer for Accounting for private companies in the following topics
 - Financial statement analysis for business under TFRS for NPAEs
 - Accounting Standard No. 12 Income Tax
 - Preparing Consolidated Financial Statement
- Lecturer for Auditing to interest persons in the following topics.
 - Accounting Standard revised in the year 2012 (all)
 - How to write the Auditor's Report

Professional Experience

2000	Internship	Price Waterhouse Cooper
2001 – 2005	Senior Assistant Auditor	Ernst & Young
2005 – 2010	Audit Manager	Deloitte Touche Tohmatsu Jaiyos
2010 – 2011	Budgeting Manager	Thai Namthip Co., Ltd.
2011 - Present	Partner Auditing	DIA International Audit Co., Ltd.
2011 - 2015	Subcommittee on Technical Accounting Standards Federation of Accounting Profession	
2015 - 2016	Working Committee on Thai Financial Reporting Standard for Small and Medium Enterprises	



Profile of Auditor

Name-Surname Ms. Suphaphorn Mangjit

Birthdate June 26, 1971

Citizen I.D. 3-3021-00103-47-6

Address 316/32 Soi Sukhumvit 22, Sukhumvit Road, Khlong Toei,
Khlong Toei, Bangkok 10110

Education Bachelor of Business Administration (Finance and Banking)
Ramkhamhaeng University
Bachelor of Business Administration (Accounting)
Ramkhamhaeng University

Others Certified Public Accountant (Thailand) (CPA) No. 8125
The auditor approved by the Office of Securities and Exchange Commission

Work Experience

2010 - Present Partner, DIA International Audit Co., Ltd.

1995 – 2010 Manager of Auditing Department, DIA International Audit Co., Ltd.

Other Work Experience.

- | | |
|---------|---|
| Auditor | <ol style="list-style-type: none"> 1. Southern Concrete Pile Public Company Limited 2. Samchai Steel Industries Public Company Limited 3. Mandarin Hotel Public Company Limited 4. LDC Dental Public Company Limited 5. Project Planning Services Public Company Limited 6. Siameast Solution Public Company Limited 7. Grandprix International Public Company Limited |
|---------|---|

Information of the independent director whom the Company has proposed as the proxy

1. Mr. Sudhitham Chirathivat

Age 71 years old

Nationality Thai

- Title**
- Independent Director
 - Director
 - Audit Committee
 - Chairman of Risk Management Committee
 - Nomination and Remuneration Committee



Date appointed as Director

December 3, 2014 (The length of period in the office until April 2019 is 6 years)

Address

999/9 Rama 1 Road, Pathumwan, Pathumwan, Bangkok 10330

Education

- Master of Business Administration (Operations Research), Lona University, U.S.A
- Bachelor of Electrical Engineering, University of Mayryland (College Park, Maryland), U.S.A.

Training for Directorship

Director Certification Program (DCP) Batch 37/2003
from Institute of Director (IOD)

Titles in Other Listed Companies (4 Companies)

- 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 the Board of Director / Independent Director Jasmine International Public Company Limited

Titles in Other Non-Listed Companies (3 Companies)

- Present Director Central Group Co., Ltd.
- Present Chairman of Executive Committee The Vintage Club Co., Ltd.
- Present Chairman Earthcare Co., Ltd.

Work Experience During Past 5 years and/or Important Titles

- 2009-2013 Chairman of Executive Board Central Group Co., Ltd.

Shareholding in the Company

None

Interest in the Company, Parent Company, and Subsidiaries

Having interest in the agenda no. 6: To consider and approval of remuneration for directors for the year 2019

Titles in Other Companies with Potential Conflict of Interest

None

The attendance of meeting in previous year

- Attendance of the Board of Directors Meeting 7/7 (100%)
- Attendance of Audit Committee Meeting 5/5 (100%)
- Attendance of Audit Nomination and Remuneration Committee Meeting 1/1 (100%)
- Attendance of Risk Management Committee Meeting 2/2 (100%)

Any interest in the agenda in this meeting

None

2. Assoc.Prof.Dr. Gallayanee Parkatt

Age 61 years old

Nationality Thai

- Title**
- Independent Director
 - Director
 - Audit Committee
 - Chairman of Risk Management Committee



Date appointed as Director

December 3, 2014 (The length of period in the office until April 2019 is 6 years)

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)
- Bachelor of Accounting University of the Thai Chamber of Commerce

Training for Directorship

Certification of Director Accreditation Program (DAP) Batch 99/2012 from Institute of Director (IOD)

Specialization

Accounting

Titles in Other Listed Companies

None

Titles in Other Non-Listed Companies

None

Work Experience During Past 5 years and/or Important Titles

- 2010 - Present Chairman of the Committee for Doctor of Philosophy in Business Administration, Sukhothai Thammathirat Open University
- 2013 – 2015 Vice Rector of Finance Sukhothai Thammathirat Open University

Shareholding

None

Interest in the Company, Parent Company, and Subsidiaries

None

Titles in Other Companies with Potential Conflict of Interest

None

The attendance of meeting in previous year

- Attendance of the Board of Directors Meeting 7/7 (100%)
- Attendance of Audit Committee Meeting 5/5 (100%)
- Attendance of Nomination and Remuneration Committee Meeting 1/1 (100%)
- Attendance of Risk Management Committee Meeting 2/2 (100%)

Any interest in the agenda in this meeting

None

Company Regulation about the Shareholders' Meeting

TV Thunder Public Company Limited

Section 5

Board of Directors

- No. 18 The Board of Directors of the Company shall consist of no less than five (5) 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.
- No. 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.
- No. 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 (1/3) 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.
- No. 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

No. 36 The Board of Directors must arrange the annual general meeting of shareholders within four (4) months from the end of the fiscal year.

Shareholders meeting other than the first paragraph so-called extraordinary meeting. The Board of Directors shall convene the extraordinary shareholders' meeting at any time deemed appropriate.

One or more shareholders holding shares of not less than ten (10) percent of the total number of outstanding shares may enter into a written request to the Board of Directors to call an extraordinary meeting at any time. The subject matter and reasons for requesting the meeting are clearly stated in the letter. The Board of Directors must arrange a meeting of shareholders within forty-five (45) days from the date of receipt of the letter from the shareholders.

In case the Board does not arrange a meeting within forty-five (45) days from the date of receipt of the letter from the shareholders, shareholders can gather with other shareholders to have number of shares required can call for meeting within forty-five (45) days from the expiration of the period specified in the preceding paragraph.

Such meeting shall be deemed to be a shareholders' meeting convened by the Board of Directors. The Company shall be responsible for the necessary expenses incurred from arranging meetings and providing reasonable accommodations. If the number of shareholders attending the meeting does not meet the required quorum, all shareholders who request for the meeting at that time shall be jointly liable for the expenses incurred from the arranging of such meeting.

No. 37 The Board of Directors shall summon a Shareholders' Meeting by sending a notice to the shareholders at least seven (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 include the opinion of the Board of Directors. Such notice shall be published in a newspaper not less than three (3) consecutive days for at least three (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 twenty-five (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 (1/3) of the total number of outstanding shares.

When one (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 seven (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.
 - (2) 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.

Attachment No. 9

Documentary evidences required to attend the Meeting

1. The shareholder who is ordinary person.
 - 1.1 If the shareholder will attend the meeting, the required document is any evidence with attached photo issued by government agencies and is unexpired e.g. citizen I.D. card, driving license, or passport.
 - 1.2 If the shareholder appoints the proxy holder to attend the meeting, the required documents are as follows.
 - (a) The proxy form enclosed with the meeting invitation that is completed filled and signed by proxy grantor and proxy holder.
 - (b) The photocopy of the evidence issued by government agencies of shareholders according to the details in no. 1.1 and certified as true copy by the proxy grantor.
 - (c) The evidence issued by government agencies of proxy holder according to the details in no. 1.1.
2. The shareholder who is juristic person.
 - 2.1 If the representative of shareholder attends the meeting
 - (a) The evidence issued by government agencies of the representative according to the details in no. 1.1.
 - (b) The photocopy of the juristic person certificate of the shareholder certified as true copy by the representative of the juristic person with the sentence showing that the representative who attends the meeting has authority to act for the shareholder who is the juristic person.
 - 2.2 If the shareholder appoints the proxy holder to attend the meeting
 - (a) The proxy form enclosed with the meeting invitation that is completed filled and signed by proxy grantor and proxy holder
 - (b) The photocopy of the juristic person certificate of the shareholder certified as true copy by the representative of the juristic person with the sentence showing that the representative who signed the proxy form has authority to act for the shareholder who is the juristic person.
 - (c) The evidence issued by government agencies of proxy holder according to the details in no. 1.1.
3. The shareholder who is non-Thai person or a juristic person established based on the law of other countries. The contents in no. 1 and no. 2 can be applied to the shareholder who is non-

Thai person or a juristic person established based on the law of other countries with the following conditions.

- (a) The juristic person certificate can be the document issued by government agencies of the country that the juristic person is located or by the officer of the juristic person. The details include the name of juristic person, the authorized persons and terms and conditions of authority, and the head office location.
- (b) The documents in other languages beside Thai or English must be attached with the translation in Thai or English and the representative of the juristic person has certified the correctness of translation.

Attachment No. 10.

Proxy Form A (Simple Form)

At the back of the notification of the Department of Business Development
about Proxy Form (No. 5), B.E. 2007

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.....

or Independent Director

(2) Ms. Gallayanee Parkatt..... Age.....61.....years old

Residing at No.....318.....Road.....Phahonyothin.....Sub-district.....Chan Kasem

District.....Chatuchak.....Province.....Bangkok.....Postal Code.....10900.....

(3)..... Mr. Sudhitham Chirathivat..... Age.....71.....years old

Residing at No.....999.....Road.....Rama I.....Sub-district.....Pathumwan.....

District.....Pathumwan.....Province.....Bangkok.....Postal Code.....10330.....

(4).....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 2019 Annual General Meeting of Shareholders held on April 24, 2019 at 14.00 hrs. Green Park Studio Building 8 Soi Keha Rom Klao 78 Yaek 1, Sapan Sung, 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.

Form B (Form specified the details of voting in each agenda)

Written at

Day.....Month.....Year.....

(1)/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

do hereby appoint only one of the following persons :

(1) Age.....years old

Residing at No.....Road.....Sub-district.....

District.....Province.....Postal Code.....

or Independent Director

(2) Ms. Gallayanee Parkatt Age.....61.....years old

Residing at No.....318.....Road.....Phahonyothin.....Sub-district.....Chan Kasem

District.....Chatuchak.....Province.....Bangkok.....Postal Code.....10900.....

(3)..... Mr. Sudhitham Chirathivat Age.....71.....years old

Residing at No.....999.....Road.....Rama I.....Sub-district.....Pathumwan.....

District.....Pathumwan.....Province.....Bangkok.....Postal Code.....10330.....

(4)..... 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 2019 Annual General Meeting of Shareholders held on April 24, 2019 at 14.00 hrs. Green Park Studio Building 8 Soi Keha Rom Klao 78 Yaek 1, Sapan Sung, 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 2018 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 Disapprove Abstain

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, 2018

(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. 4: To consider and approve for appropriation of net profit in 2018 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 Disapprove Abstain

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:

Re-election of directors whose term of office has completed

Elect each director individually

5.1 Mr. Montri Socratyanurak

Approve Disapprove Abstain

Elect each director individually

5.2 Mr. Sompong Wannapinyo

Approve Disapprove Abstain

Elect each director individually

5.3 Mrs. Patraporn Wannapinyo

Approve Disapprove Abstain

Agenda No. 6: To consider and approve the remuneration for directors in 2019

(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. 7: To consider and appoint the Company's auditors and determine their remuneration in 2019

(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. 8 To consider other issues (if any)

(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

(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.

Annex to the Proxy Form B

Appointment of proxy holder by the shareholder of TV Thunder Public Company Limited.....
in the Annual General Meeting of Shareholders 2019 held on April 24, 2019 at 14.00 hrs. at Green Park
Studio Building 8 Soi Keha Rom Klao 78 Yaek 1, Sapan Sung, Saphan Sung, Bangkok 10240 or at any
adjournment thereof

Agenda Title

(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 Title

(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 Title

(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 Title

(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 Title Election of Directors (Cont'd)

Name of Director

Approve Disapprove Abstain

Proxy Form C

(Used for foreign investors who appointed custodian in Thailand to take care shares

At the back of the notification of the Department of Business Development

about Proxy Form (No. 5), B.E. 2007

Written at

Day.....Month.....Year.....

(1)/We Nationality.....

Residing at No.....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..... votes

Preferred share..... shares, with voting rights of..... votes

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

(1) Age..... years old

Residing at No.....Road.....Sub-district.....

District.....Province.....Postal Code.....

or Independent Director

(2) Ms. Gallayanee Parkatt Age..... 61..... years old

Residing at No..... 318..... Road..... Phahonyothin..... Sub-district..... Chan Kasem

.District..... Chatuchak..... Province..... Bangkok..... Postal Code..... 10900.....

(3)..... Mr. Sudhitham Chirathivat..... Age..... 71..... years old

Residing at No..... 999..... Road..... Rama I..... Sub-district..... Pathumwan.....

District..... Pathumwan..... Province..... Bangkok..... Postal Code..... 10330.....

(4)..... 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 2019 Annual General Meeting of Shareholders held on April 24, 2019 at 14.00 hrs. Green Park Studio Building 8 Soi Keha Rom Klao 78 Yaek 1, Sapan Sung, Saphan Sung, Bangkok 10240 or at any adjournment thereof.

(1) I/We authorize my/our proxy holder to cast votes on my/our behalf at the meeting as follows.

For all shares that I hold and am eligible to vote

For a part of my shares as

Ordinary shares shares that can be votes for votes

(2) 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 2018 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 Disapprove Abstain

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, 2018

(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. 4: To consider and approve for appropriation of net profit in 2018 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 Disapprove Abstain

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:

Re-election of directors whose term of office has completed

Elect each director individually

5.1 Mr. Montri Socratyanurak

Approve Disapprove Abstain

Elect each director individually

5.2 Mr. Sompong Wannapinyo

Approve Disapprove Abstain

Elect each director individually

5.3 Mrs. Patraporn Wannapinyo

Approve Disapprove Abstain

Agenda No. 6: To consider and approve the remuneration for directors in 2019

(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. 7: To consider and appoint the Company's auditors and determine their remuneration in 2018

(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. 8 To consider other issues (if any)

(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

(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 the Annual General Meeting of Shareholders 2019 held on April 24, 2019 at 14.00 hrs. at Green Park Studio Building 8 Soi Keha Rom Klao 78 Yaek 1, Sapan Sung, Saphan Sung, Bangkok 10240 or at any adjournment thereof

Agenda Title

(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 Title

(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 Title

(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 Title

(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 Title Election of Directors (Cont'd)

Name of Director

Approve Disapprove Abstain

Guide on using QR Code to download the annual report 2018

The Stock Exchange of Thailand by Thailand Securities Depository Co., Ltd. as the registrar has developed the system for the listed companies to submit the document for shareholders' meeting and annual report in electronic format in form of QR Code so that shareholders can access information quickly and conveniently

Shareholders can download information using QR Code (as in the Attachment No. 2) as follows.

For iOS (iOS 11 and above)

1. Open camera from mobile phone.
2. Scan (Turn camera toward) QR Code.
3. The screen will show the notification at the top, then click on that notification to see more information about the meeting.

Note If there is no notification on the screen, you can scan QR code from other applications e.g. QR CODE READER, Facebook, Line, etc.

For Android

1. Open the application QR Code READER , Facebook or Line

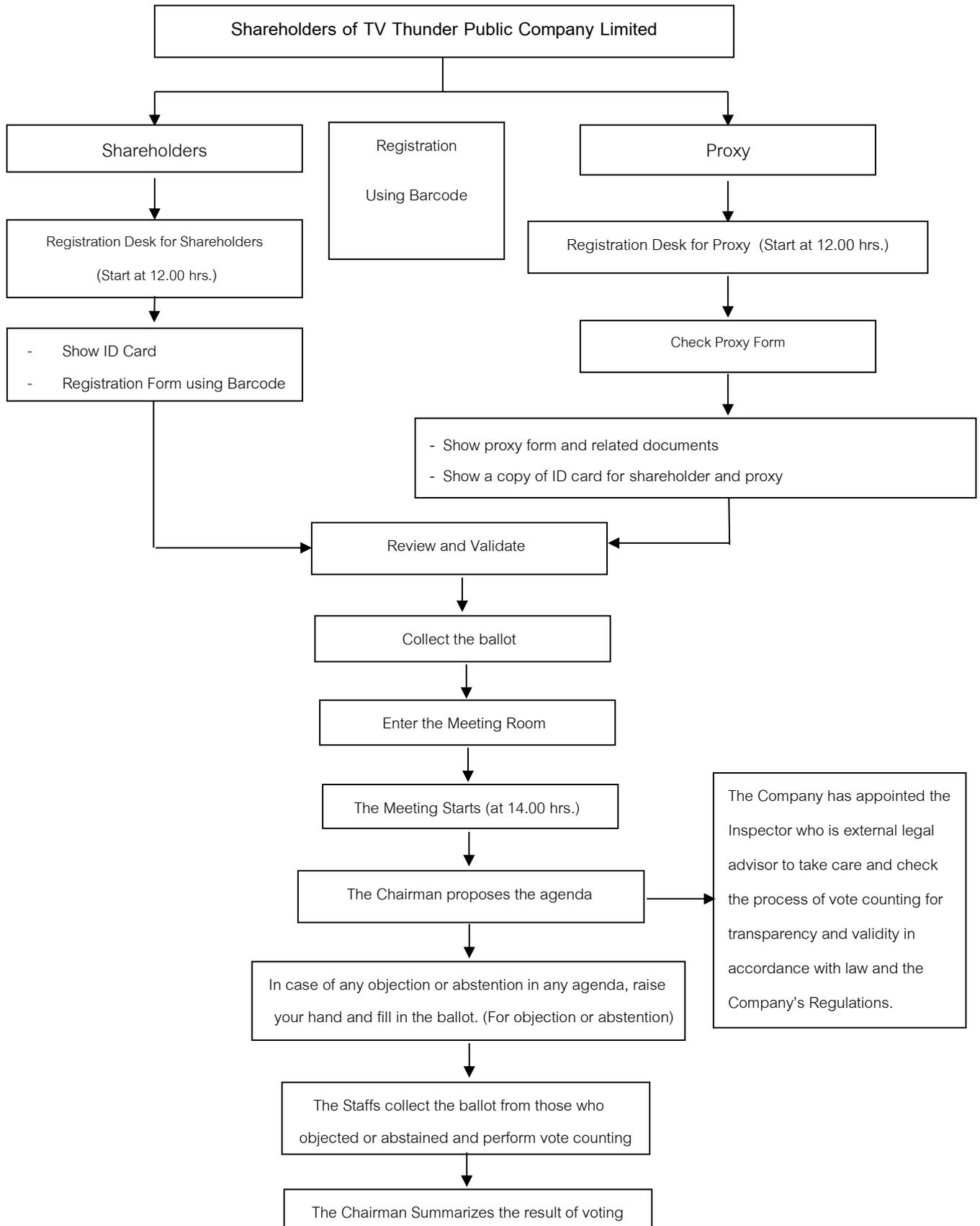
The procedure to scan QR code via Line

→ Open the application "Line" and choose "add friend" → Choose QR Code → Scan QR Code

2. Scan QR Code to see more information about the meeting.

Procedure for attending the AGM 2019 of TV Thunder Public Company Limited

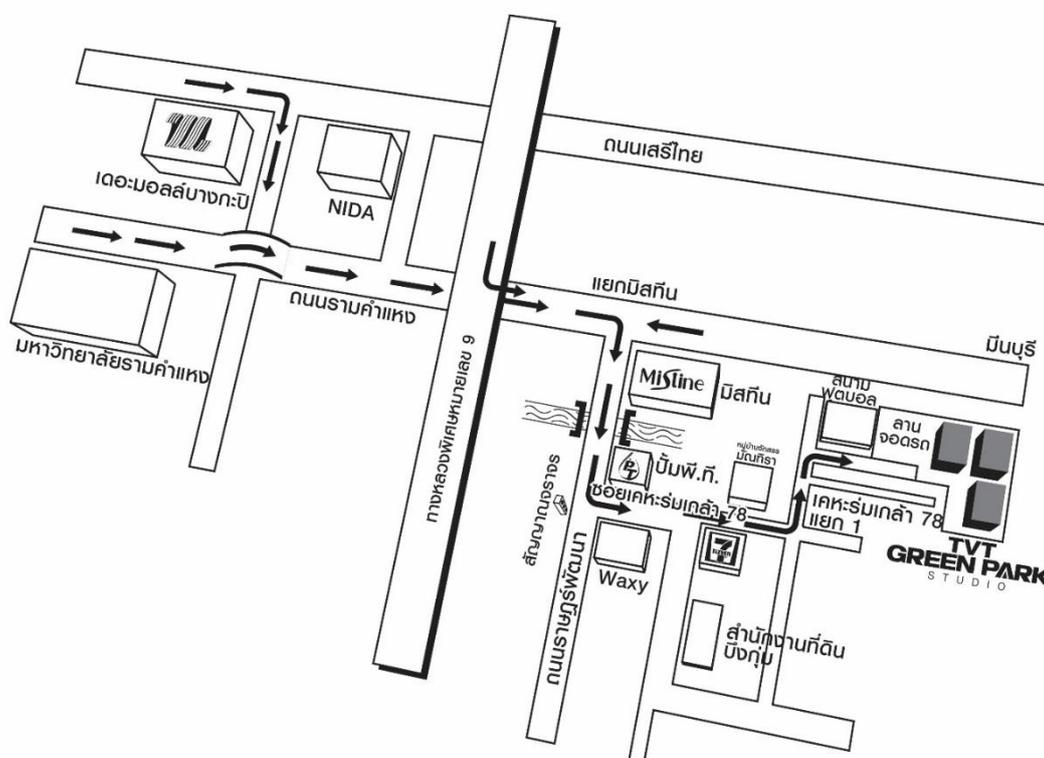
April 24, 2019 at 14.00 hrs.



Please return all ballots to the staffs at the end of the meeting

Location Map for the Annual General Meeting of Shareholders 2019

TV Thunder Public Company Limited
 at Green Park Studio Building
 8 Soi Keha Rom Klao 78 Yaek 1, Sapan Sung,
 Saphan Sung, Bangkok 10240
 Tel. 02-559-0022 or 099-162-1962



Transportation

Take a bus no. 58, 113, 514, 519 on Ramkhamhaeng Road

The Company prepares van transportation to all shareholders attending the meeting from in front of Soi Ramkhamhaeng 158 (Ratpattana) to Green Park Studio during 12.00-13.30 hrs.

The last transportation van is available at 13.30 hrs.