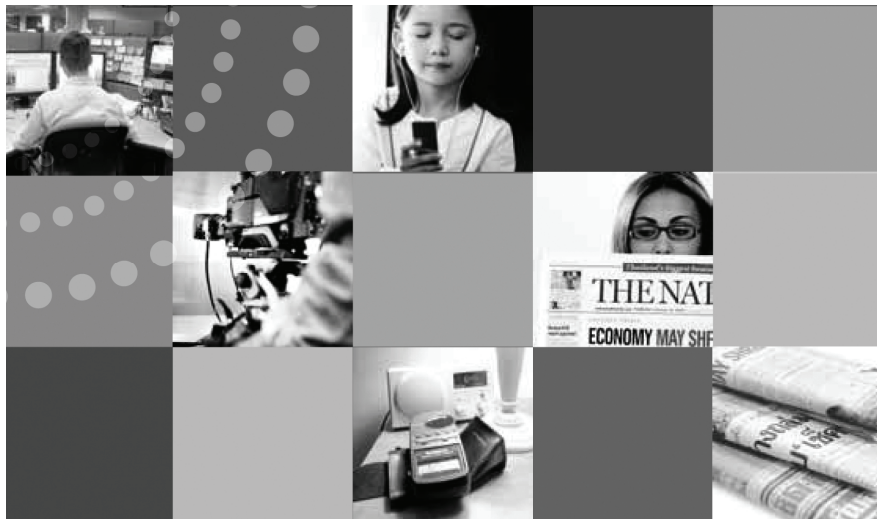


Invitation to the Extraordinary General Meeting of Shareholders No. 1/2009



Nation Multimedia Group Public Company Limited

March 2, 2009

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2009

To: Shareholders of Nation Multimedia Group Public Company Limited

- Enclosure**
1. A copy of the minutes of the Annual General Meeting of Shareholders No. 1/2008
 2. Information Memorandum on the Spin-off Plan of the Subsidiaries of Nation Multimedia Group Public Company Limited
 3. Information Memorandum on the Initial Public Offering of Nation International Edutainment Public Company Limited, a subsidiary of Nation Multimedia Group Public Company Limited
 4. Information Memorandum on the Initial Public Offering of Nation Broadcasting Corporation Limited, a subsidiary of Nation Multimedia Group Public Company Limited
 5. Information of the capital increase of Nation International Edutainment Public Company Limited and the Offering to the Public and Shareholders of Nation Multimedia Group Public Company Limited
 6. Information of the capital increase of Nation Broadcasting Corporation Limited and the Offering to the Public and Shareholders of Nation Multimedia Group Public Company Limited
 7. Company's Articles of Association, Chapter 6: Shareholders' Meeting
 8. A proxy form
 9. Terms, conditions and procedures of the meeting of the shareholders
 10. Summary profile of the Independent Directors who may be granted a proxy
 11. Map of the venue of the meeting of the shareholders

The Company's Board of Directors resolved to call the Extraordinary General Meeting of Shareholders No. 1/2009 on March 20, 2009 at 10.00 a.m. at the Conference Room, 5th Floor, Nation Tower I, 1854 Bangna-Trad Road, Bangna Sub-District, Bangna District, Bangkok 10260, to consider the following agenda:

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 1/2008

Facts and Reasons: The Annual General Meeting of Shareholders No. 1/2008 was held on April 21, 2008 and a copy of the said minutes is provided in Enclosure No. 1.

Opinion of the Board of Directors: The Board of Directors was of the opinion that the information thereof is correct and complete and thus recommended that the minutes of the said meeting be certified.

Agenda 2 To consider and approve the spin-off and listing plan of the Company's two subsidiaries, Nation International Edutainment Public Company Limited ("NINE") and Nation Broadcasting Corporation Limited ("NBC") on the Market for Alternative Investments ("MAI")

According to the reorganisation plan of Nation Multimedia Group Public Company Limited (the "**Company**") in order to maximise the Company's investment in its subsidiaries, the Company has a plan to diversify its business lines so as to expand its group business in the future. The spin-off and listing plan of the Company's subsidiaries which have viable growth potential in their businesses on the stock exchange is an important step to enhance the value of the Company's investment in its subsidiaries and to improve the financial condition of the group company as a whole. The details are as follows:

2.1 To consider and approve the spin-off and listing plan of NINE on the MAI

Facts and Reasons: NINE was established in 1996 to operate "Nation Books" publication, a licensee publisher and distributor of leading domestic and international publications. At present, the Company holds 69,999,986 existing common shares of NINE, equivalent to 99.99 per cent of its total paid-up capital. To create flexible operations, maximum growth and to strengthen the financial position, it is desirous that the Company reorganises the edutainment and international business unit by assigning NINE to be a parent entity of edutainment and international business unit. NINE has registered its conversion to be a public company limited on November 5, 2008.

The Company plans to spin-off and list NINE on the MAI. NINE has increased its registered capital from Baht 70,000,000 to Baht 85,000,000 by issuing 15,000,000 new common shares (par value of Baht 1 each) to be offered to the Company's shareholders and in the Initial Public Offering ("**IPO**"), equivalent to 17.65 per cent of its total paid-up capital after the IPO. NINE is expecting to use the IPO proceeds for the purpose of launching new magazines, developing new media through internet and mobile phone, enhancing the efficiency in inventory management, and as cash flow for its business operations.

After the IPO and the listing of NINE on the MAI, NINE will remain the Company's subsidiary and the Company will remain qualified as a listed company pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand (the "**SET**") entitled Maintaining the Status of Listed Company in the Stock Exchange of Thailand.

Please refer to additional information in the Information Memorandum on the Spin-off Plan of the Subsidiaries of Nation Multimedia Group Public Company Limited and the Information Memorandum on the Initial Public Offering of Nation International Edutainment

Public Company Limited, a subsidiary of Nation Multimedia Group Public Company Limited as detailed in Enclosure No. 2 and Enclosure No. 3, respectively.

2.2 To consider and approve the spin-off and listing plan of NBC on the MAI

Facts and Reasons: NBC was established in 1993 to operate and provide various forms of content (Content Provider) and broadcast them through television and radio. Subsequently, NBC has expanded its business to cover a provision of live broadcasting and video streaming on internet, SMS/MMS news alert on mobile phone and other electronic media devices. NBC also operates other related businesses such as special event, seminar, VCD and DVD production, etc. NBC is in the process of reducing of its registered capital in order to eliminate its accumulated losses. The capital reduction process is expected to complete by the end of March 2009. After the reduction of capital, the Company will hold 11,999,994 shares (par value of Baht 10 each), equivalent to 99.99 per cent of the total paid-up capital of NBC.

The Company plans to convert NBC to be a public company limited and spin off and list NBC on the MAI by means of increasing its registered capital from Baht 120,000,000 to Baht 170,000,000 by issuing 50,000,000 new common shares (par value of Baht 1 each) to be offered to the Company's shareholders and in the IPO, equivalent to 29.41 per cent of its total paid-up capital of NBC after the IPO. NBC is expecting to use the IPO proceeds for the purpose of renovating its studio, office as well as increasing efficiency of broadcasting equipments to be digital system in order to support the future growth and competition in mass communication business and as cash flow for its business operations.

After the IPO and the listing of NBC on the MAI, NBC will remain the Company's subsidiary and the Company will remain qualified as listed company pursuant to the Notification of the Board of Governors of the SET entitled Maintaining the Status of Listed Company on the Stock Exchange of Thailand.

Please refer to additional information in the Information Memorandum on the Spin-off Plan of the Subsidiaries of Nation Multimedia Group Public Company Limited and the Information Memorandum on the Initial Public Offering of Nation Broadcasting Corporation Limited, a subsidiary of Nation Multimedia Group Public Company Limited as detailed in Enclosure No. 2 and Enclosure No. 4, respectively.

Opinion of the Board of Directors: The Board of Directors and the Audit Committee viewed that the initial public offering and the listing of NINE and NBC on the MAI is viable as it is in line with the Company's future plan to diversify its business lines for future business expansion of NINE and NBC. In addition, this will not only increase fund raising channels for NINE and NBC, but also create value added for the capital investment of the Company in NINE and NBC. Further, if listed within the year 2009, NINE and NBC could also benefit from a reduction in the corporate tax rate. The Board of Directors and the Audit Committee considered and approved to propose to the meeting of the shareholders to approve the spin-off and listing plan of NINE and NBC on the MAI. In any event, the spin-off and listing plan is subject to an approval of the shareholders' meeting of NINE and NBC (as the case may be).

Agenda 3. To consider and approve the allocation of newly issued common shares of the Company's two subsidiaries, NINE and NBC, to the Company's shareholders in proportionate to their respective shareholding in the Company (Pre-emptive right)

To protect an interest of the Company's shareholders from dilution effect caused by a decrease in the shareholding of the Company in its subsidiaries and for optimal benefit of the Company's shareholders in respect of the spin-off plan, the Board of Directors deemed it appropriate to grant the Company's shareholders a pre-emptive right to subscribe for the shares offered by NINE and NBC as part of their respective IPO but with priority allocation. Details are as follows:

3.1 To consider and approve the allocation of not exceeding 9,000,000 newly issued common shares of NINE to the Company's shareholders in proportionate to their respective shareholding in the Company

Facts and Reasons: For the given reasons, the Board of Directors deemed it appropriate to allocate not exceeding 9,000,000 newly issued common shares of NINE (par value of Baht 1 each), equivalent to 10.59 per cent of its total paid-up capital after the IPO, for subscription by the Company's shareholders in proportionate to their respective shareholding in the Company.

Please refer to additional information in the Information of the capital increase of Nation International Edutainment Public Company Limited and the Offering to the Public and Shareholders of Nation Multimedia Group Public Company Limited as detailed in Enclosure No. 5.

3.2 To consider and approve the allocation of not exceeding 20,000,000 newly issued common shares of NBC to the Company's shareholders in proportionate to their respective shareholding in the Company

Facts and Reasons: For the given reasons, the Board of Directors deemed it appropriate to allocate not exceeding 20,000,000 newly issued common shares of NBC (par value of Baht 1 each), equivalent to 11.76 per cent of its total paid-up capital after the IPO, for subscription by the Company's shareholders in proportionate to their respective shareholding in the Company.

Please refer to additional information in the Information of the capital increase of Nation Broadcasting Corporation Limited and the Offering to the Public and Shareholders of Nation Multimedia Group Public Company Limited as detailed in Enclosure No. 6.

Opinion of the Board of Directors: The Board of Directors viewed that the allocation of not exceeding 9,000,000 newly issued common shares of NINE (par value of Baht 1 each), equivalent to 10.59 per cent of its total paid-up capital after the IPO and the allocation of not exceeding 20,000,000 newly issued common shares of NBC (par value of Baht 1 each), equivalent to 11.76 per cent of its total paid-up capital after the IPO, for subscription by the Company's shareholders in proportionate to their respective shareholding in the Company are appropriate and should be beneficial to the Company, NINE and NBC. The Board of Directors also viewed that the number of newly issued shares offered to the Company's shareholders is in accordance with the dilution effect resulting from the spin-off plan and such amount will not lessen the interest of the IPO. Further, the transaction is in line with the

Company's ultimate objective to offer the alternative investment to the new group of investors who would like to invest in the business of the Company's subsidiaries. However, in the event that there remain any shares unsubscribed by the Company's shareholders, the unsubscribed shares will be allocated to the public. The Board of Directors considered and approved to propose to the meeting of the shareholders to approve the allocation of the newly issued common shares of NINE and NBC in the amount as described above for subscription by the Company's shareholders in proportionate to their respective shareholding in the Company.

In addition, it is proposed that the Extraordinary General Meeting of shareholders consider and authorise the Board of Directors to determine the share allotment ratio, allocation method and the book closure date or record date to determine the list of shareholders who will be eligible to subscribe for aforementioned shares. Such date will be determined after the Office of the Securities and Exchange Commission (the "SEC") has approved the IPO of NINE or NBC (as the case may be). The Board of Directors shall also be authorised to specify conditions and details of the offering as the Company's Board of Directors, the respective Board of Directors and the Underwriter of NINE or NBC (as the case may be) consider appropriate and is in compliance with applicable laws and/or rules or any regulations of the SEC and the SET and/or any other related agencies, in order to accomplish the highest achievement of the IPO and the offering of pre-emptive right by NINE or NBC.

Agenda 4. To acknowledge the sale of not exceeding 14,000,000 common shares of NINE held by the Company as part of NINE's IPO

Facts and Reasons: The Company currently holds 69,999,986 existing common shares, equivalent to 99.99 per cent of NINE's total paid-up capital. Due to the plan to offer 15,000,000 newly issued common shares of NINE (par value of Baht 1 each) to the Company's shareholders and the public, the Company proposed to sell not exceeding 14,000,000 existing common shares of NINE held by it as part of NINE's IPO. This results in the total number of shares to be offered to the Company's shareholders and the public being 29,000,000 shares. After the sale of the said shares, the Company's shareholding in NINE will decrease from 99.99 per cent to not less than 68.55 per cent of NINE's total paid-up capital, which will be Baht 85,000,000. The said shares will be offered at the same price as the IPO price.

Opinion of the Board of Directors: The Board of Directors considered and approved to propose to the meeting of the shareholders to acknowledge the sale of not exceeding 14,000,000 common shares of NINE (par value of Baht 1 each) held by the Company as part of NINE's IPO.

Agenda 5. To acknowledge the sale of not exceeding 15,000,000 common shares of NBC held by the Company as part of NBC's IPO

Facts and Reasons: At present, NBC is in the process of reducing its registered capital which is expected to complete by the end of March 2009. Thereafter, NBC plans to change its par value to Baht 1 per share. Upon completion of the above process, the Company will hold 119,999,986 common shares (par value of Baht 1 each), equivalent to 99.99 per cent of NBC's total paid-up capital. Due to the plan to offer 50,000,000 newly issued common shares

of NBC (par value of Baht 1 each) to the Company's shareholders and the public, the Company proposed to sell not exceeding 15,000,000 existing common shares of NBC held by it as part of NBC's IPO. This results in the total number of shares to be offered to the Company's shareholders and the public being 65,000,000 shares. After the sale of the said shares, the Company's shareholding in NBC will decrease from 99.99 per cent to not less than 61.76 per cent of the total paid-up capital of NBC which will be Baht 170,000,000. The said shares will be offered at the same price as the IPO price.

The aggregate value of the transactions described in agenda 2, 4 and 5 does not constitute a disposal transaction by a listed company pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004. Therefore, the Company is not required to obtain the shareholders' approval. Nevertheless, the Board of Directors has arranged for the relevant Information Memorandum to be prepared for distribution to the shareholders so as to enable the shareholders to consider the spin-off plan of NINE and NBC and other relevant agenda on an informed basis.

Opinion of the Board of Directors: The Board of Directors considered and approved to propose to the meeting of the shareholders to acknowledge the sale of not exceeding 15,000,000 common shares of NBC (par value of Baht 1 each) held by the Company as part of NBC's IPO.

Agenda 6. Other matters (if any)

All shareholders are invited to attend the meeting according to the above-mentioned date, time and venue. Any shareholder wishing to authorise a representative to attend and vote on his/her behalf shall fill in the proxy form and submit it to the Chairman or the Company Secretary before the meeting.

Yours sincerely,

By Resolutions of the Board of Directors



(Mr. Thanachai Santichaikul)

Vice Chairman

**Minutes of Annual General Meeting of Shareholders 1/2008
of
Nation Multimedia Group Public Company Limited**

Date and Place The meeting was held on April 21, 2008, at 2.00 p.m. in the Conference Room, 9th Floor, Nation Tower Building, 1858 , Bangna – Trad , Bangna , Bangkok 10260

Preliminary Proceedings

Mr. Thanachai Theerapattanavong, the Chairman of the Board of Directors and the Chairman of the Meeting, introduced the members of the Company's Board of Directors to the Shareholders.

Non-Executive Directors

- | | |
|-------------------------------|--|
| 1. Mr. Pakorn Borimasporn | Independent Director and the Chairman of Audit Committee |
| 2. Mr. Chaveng Chariyapisuthi | Independent Director and the Member of Audit Committee |
| 3. Mr. Nivat Chaengariyavong | Independent Director and the Member of Audit Committee |
| 4. Mr. Nissai Vejajiva | Independent Director |
| 5. Mr. Yothin Nerngchamnong | Independent Director |
| 6. Mr. Narongsak Opilan | Director |

Executive Directors

- | | |
|----------------------------------|--|
| 7. Mr. Thanachai Santichaikul | Vice Chairman and Chief Executive Officer |
| 8. Mr. Suthichai Yoon | Director and Editor in Chief |
| 9. Mr. Pana Janviroj | Director and President of English News Business Unit |
| 10. Mr. Adisak Limprungpatanakij | Director and President of Broadcasting Business Unit |

A total of 11 directors attended the Meeting. No directors were absent.

The Chairman introduced executives attending the Meeting:

- | | |
|----------------------------------|--|
| 1. Ms. Duangkamol Chotana | Chief Operating Officer of Thai News Business Unit |
| 2. Mrs. Kesery Kanjana-vanit | Chief Operating Officer of Edutainment & International Business Unit |
| 3. Ms. Pimpakan Yansrisirichai | Chief Operating Officer of Advertising |
| 4. Ms. Aeumsree Boonhachairat | Chief Operating Officer of Special Events & Special Publications Business Unit |
| 5. Ms. Orapin Laung-on | Chief Operating Officer of Marketing |
| 6. Ms. Mathaya Osathanond | Assistant Senior Vice President of Finance |
| 7. Mr. Supoj Piensiri | Vice President of Accounting |
| 8. Mr. Danai Kramkomut | Executive Vice President of Business Development and Investor Relations |
| 9. Ms. Warangkana Kalayanapradit | Company Secretary |

The Chairman introduced auditors from KPMG Phoomchai Audit Company attending the Meeting

- 1 Mr. Winid Silamongkol,, who is an auditor giving his signature to acknowledge the Company's and its subsidiaries' financial statements in the year 2007.
2. Mr. Thanit Osthalert, Senior Manager

The Chairman introduced Mr. Phao Makacharoenwut from legal consultant company, who acted as a representative of the company to observe vote counting on agenda.

The Chairman informed the Meeting that the Stock Exchange of Thailand (SET) has encouraged SET listed companies to introduce Corporate Governance Systems. The Company realized the importance of Corporate Governance and was confident the System would promote more efficient and transparent management, as well as raise confidence among shareholders, investors, interested persons and related parties. The Company therefore has adopted Corporate Governance and declared a Code of Ethics. The Board, management and employees have upheld and conformed to this code since late 2006.

To conform to Corporate Governance relating to the protection of shareholders' rights and to provide fair and equal treatment to all shareholders, the Meeting made the following improvements:

- 1.The Company provided opportunities for at least 25 shareholders with combined shares of at least 10 percent of sold shares to nominate Directors through the Board of Directors three months in advance of the Annual General Meeting of Shareholders. The nomination form could be downloaded from <http://www.nationgroup.com> and sent to the Chairman of the Board of Directors via postal mail from January 4-30, 2008.

No nominations of Directors were made by shareholders.

- 2.The Company provided shareholders with opportunities to propose meeting agenda through <http://www.nationgroup.com> from February 26 – March 12, 2008.

No additional agenda were proposed by shareholders.

- 3.The Company provided shareholders with opportunities to send in questions in advance of the Annual General Meeting of Shareholders via <http://www.nationgroup.com> or fax number 0-2316-5914 from March 21 – April 4, 2008 in order to give time to members of the Board and executives to gather information and prepare themselves for the meeting.

No questions were sent in advance of the Meeting.

4. This year, Independent Director who was given authorization as proxy for shareholders unable to attend the Meeting was Mr. Chaveng Chariyapisuth, whose brief profile was attached to the meeting invitation letter.

The Chairman informed the Meeting that to ensure transparency for meeting registration, vote exercising and vote counting, the Company would use the SET's Barcode System for vote counting in each agenda.

The Chairman informed the Meeting of the voting regulations of Nation Multimedia Group Public Company Limited, Chapter 6, Shareholders Meeting, numbers 35 and 36

stating that:

“Number 35. Chairman of the Meeting is in charge of controlling the meeting to be in compliance with the law and the Company’s regulations on meetings and to run the meeting in the order of agenda as stated in a meeting invitation letter unless two-thirds of shareholders attending the Meeting vote for the reorder of agenda.”

“Number 36. Unless regulations or law state otherwise, considerations or resolutions made by the Meeting would be based on majority votes from shareholders attending the Meeting. The Shareholders are entitled to exercise their rights to vote their shares: one share, one vote. In the event that the Shareholders had interest in the agenda item, they had no rights to vote for this item, except for the voting for Directors. If approved and disapproved votes are equal, one vote from the Chairman was required to make a decisive resolution.”

For each item in the agenda, if neither disapproval nor abstention from any shareholders were made, the resolution would be approved unanimously. However, if there were either disapproval or abstention made on any item, the Shareholders including the proxies were required to cast their votes by filling out the ballots, which were provided before commencement of the Meeting. The Chairman would announce each agenda and the Shareholders were required to cast their votes and sign their name on the matching ballots. The shareholders were entitled to exercise their rights to vote their shares: one share, one vote.

For the agenda item 6, which was to consider the election of Directors to replace those retiring by rotation, the Shareholders had to cast their votes individually. All ballots will be collected for transparency and to be in accordance with the Corporate Governance Policy. To ensure transparent and fair election, retired directors who were re-nominated were required to abstain.

The Chairman stated that the number of shareholders of the Company both in person and by proxy totaled 131 shareholders, holding 117,359,343 shares and constituting 71.2244 percent of the total 164,774,030 shares. 29 shareholders attended the Meeting in person holding 40,978,837 shares, and 102 shareholders authorized their proxies to attend the meeting, holding 76,380,506 shares, thus forming a quorum.

The Chairman declared the Meeting open and introduced the following agenda:

1. To consider adopting the minutes of the Annual General Meeting of Shareholders 1/2007 on April 23, 2007

The Chairman proposed the Meeting to consider adopting the minutes of the Annual General Meeting of Shareholders 1/2007 held on April 23, 2007, the copy of which had been delivered to the Shareholders together with the notice of this meeting.

No shareholder opposed or requested that the minutes be amended otherwise. The Meeting considered the matter and resolved to adopt the minutes of the Annual General Meeting of Shareholders 1/2007 held on April 23, 2007.

Approved 83,217,143 votes, accounting for 70.9080%
Disapproved - votes, accounting for 0%
Abstained 34,142,200 votes, accounting for 29.0920%

2. To consider approval and acknowledgement of the Company's operating results and the Report of the Board of Directors in the year 2007

The Chairman asked Khun Thanachai Santichaikul, Chief Executive Officer (CEO) to report the Company's operating results and the Board of Directors' report during the past year to the Meeting.

The CEO informed the Meeting of the Company's and its subsidiaries' operating results ending on December 31, 2007. The Company had profit before income tax expenses and share of loss from subsidiaries of 107.23 million baht. If income tax was included 57.81 million baht, share of loss from subsidiaries was 46.43 million baht. Profit acknowledgement from machinery sale with net tax was 32.48 million baht. Writing-off bad debt, allowance for doubtful accounts and obsolete stocks was totally 210.77 million baht. Allowance for depreciation of investment, property, plant and equipment was totally 615.98 million baht. Compensation for retired employees was 6.33 million baht. The operating results in the year 2007 recorded a net loss of 791.51 million baht, compared to the last year's of 154.22 million baht. However, cash flow for operation in the year 2007 increased by 150.77 million baht, from the year 2006's of 349.76 million baht, to 500.53 million baht in 2007.

The Chairman provided shareholders with opportunities to pose questions and express their views.

Khun Hangchai Akkavassakul, a volunteer for shareholders' rights protection, Thai Investor Association, asked about the Board of Directors' resolution passed on January 23, 2008, which was later reported to the Stock Exchange of Thailand as follows:

1. To sell buildings and land of the Company's head office at KM 4.5, Bang Na – Trad Road, 191 rooms for rent in Nation Tower, including 5 re-purchased rooms, worth at least 950 million baht, and approve the re-purchase of 5 rooms with a budget of not over 130 million baht.
2. To invest in the land and building of the new office with a budget of 150 million baht, and 100 million baht for IT equipment.

Khun Hangchai posed the following questions:

1. How was the sale of assets appropriate? Did the Company make price estimation prior to the re-purchase of rooms?
2. How will the company invest and use the money from assets sale?

The CEO informed the Meeting that the Company is holding a great number of assets and has high debt alike. The Company currently occupies an office area of 13,000 – 15,000 sq.m, but has to manage a total area of almost 70,000 sq.m. The management of unoccupied space for rent and property is not the company's core business and specialization, so the Company has to shoulder the remaining unused space. The sale and relocation of office will save 150 million baht per year for the Company. Another reason is the change of media business. The present office buildings were built 17-18 years ago, at a time the Company had only 2 newspapers with a printing house.

However, the Company is now operating 4 newspapers and the printing house is relocated to KM 29. The separation of each media is inappropriate and not in line with the new media concept of “Integrated Newsroom”, where all types of media are integrated including TV, radio and internet, enabling more efficient and active news reporting. With this new media concept, the company thereby needs broader space and a new office.

Relating to space re-purchase, the Company used bargaining principle and made comparisons with market prices. About the location of the new office, it is under consideration.

The Chairman added that the present and future “Integrated Newsroom” concept will change the way of media business due to the fast-changing technological development. The Company has thoroughly studied this concept and decided to change the style of its workplace to be in accordance with this concept. The Chairman asked Khun Suthichai Yoon, Editor in Chief, to go in detail.

Khun Suthichai reported to the Meeting that the development of Information Technology will revolutionize media business and promote a more efficient work system. Today, we can work anywhere and 24 hours with the help of notebook, digital camera and mobile phone. NMG is in the process of adjusting its work process and system, which the company’s management has to build understanding among staff, shareholders and the public. The Company currently operates 4 newspapers with the use of 4 separate batches of facilities. With the “Integrated Newsroom” concept, the Company will remodel the workplace and the use of equipment. The newsroom will be redesigned as shown in the presentation. All types of media will converge and work at one point. Some foreign media have been reorganized and have changed their work process for 3-4 years, as seen in the report, which will minimize the office’s occupied space by almost 50%. The Company’s performance during the past 2-3 years was not so good, but the Company will make the best use of technological advancement to further progress. Although the sale of the Company’s assets contrasts with the conventional Thai value, believing large buildings and great numbers of assets are necessary for business operation, NMG will show the public that the efficient use of space will create major change in the media industry. NMG’s main target is to create quality personnel and a new generation of media professionals. Many products, for example, cassette tapes, VDO and camera film disappeared as a result of technological advancement. The media revolution will surely make a greater impact. He assured the Meeting that NMG’s management is proceeding in the right direction.

A shareholder pointed out that the Board of Directors made a courageous decision to sell assets. According to the financial statement, the Company had assets of 4.5 billion baht. To generate revenue from the remaining unused space of 40,000 – 50,000 sq m. to cover interest the Company had to pay was difficult, and the Company shoulders debt of around 100 million baht each year. The sale of assets will therefore brighten the Company’s future and promote a more stable financial status.

The Meeting was acknowledged and no additional questions were posed. The Chairman proposed the Meeting to approve the Company’s 2007 operating results and the Report of the Board of Directors in the year 2007.

The Chairman informed the Meeting that there were additional shareholders attending the meeting. The Chairman stated that the number of shareholders of the Company both in person and by proxy totaled 141 shareholders, holding 122,234,612 shares, constituting 74.1832 percent of the total 164,774,030 shares. There were 30 shareholders attending the Meeting in person holding 41,068,937 shares, and 111 shareholders authorizing their proxies to attend the meeting, holding 81,165,675 shares.

The Meeting resolved to adopt the Company's operating results and the Report of the Board of Directors in the year 2007.

Approved	88,092,412	votes, accounting for 72.0683%
Disapproved	–	votes, accounting for 0%
Abstained	34,142,200	votes, accounting for 27.9317%

3. To consider approval and acknowledgement of the Balance Sheet and Profit & Loss Statement for the year ended December 31, 2007

The Chairman proposed that the meeting consider and approve the Balance Sheet and Profit & Loss Statement for the year ended December 31, 2007, which were certified by the auditor, checked over by the auditing committee, and submitted to each shareholder with the invitation letter.

The Chairman provided shareholders with opportunities to pose questions and express their views.

A Shareholder noted that the Company's operational cost was so high, gross profit margin was not so good, administrative cost was very high, and asked in which section the company could cut cost and how to reduce expenses.

Mr. Thanachai Santichaikul, the CEO explained that the Company had a gross profit margin of 1.154 billion baht in 2007, compared to 1.148 billion baht in 2006. The Company was trying to control operational costs while the prices of paper and oil were rising continuously. The higher operational cost arose from the management of buildings and assets and allowance for capital. The allowance for capital was previously stated in the balance sheet, but transferred to the profit and loss statement of this year's financial statement.

The Chairman added that the increasing high oil price drove the prices of raw materials and all types of equipment to increase as predicted by the Company. The Company thereby prudently managed cost by reducing quantity but enhancing efficiency during the past 2 years, which paid off.

Khun Hangchai Akkavassakul, a volunteer for shareholders' rights protection, Thai Investor Association raised a question about NMG's loan provided to NPG Training Conference Resort Co., Ltd. (NTR) an operator of a hotel at Hua Hin. NMG held 18% of shares in Nation Property Co., Ltd. (NP), and NP held 100% of shares in NTR. NTR had obligations of 438 million baht with no interest since 2006. Allowance for doubtful debt was set and NTR raised a mortgage on the hotel as guaranty for an estimated price of 351 million baht. The hotel was later sold to TCC Hotel at a price of 380 million baht. After expense deduction, NTR will repay 290 million baht to NMG. Currently, 267

million baht has been paid to NMG, the remaining 23 million baht was used for guaranty and expenses, which will be paid to NMG later. On December 2007, NTR's obligation was 319 million baht and NMG set an additional 29 million baht of allowance for doubtful debt in the fourth quarter of 2007. Khun Hangchai then asked if NMG made continuous debt follow-up and if the Company's debt will be repaid in full.

The CEO reported that such obligation has been incurred since 1997 and shareholders kept asking when the hotel would be sold and when debt would be repaid to NMG. The new operator of the hotel is TCC hotel, which has no link to NMG, and the hotel is now being renamed Imperial Hua Hin. The remaining 23 million baht debt will be repaid to the Company within the second quarter of 2008 when the 6-month contract is terminated.

The Meeting was acknowledged. No additional questions were posed, and the Chairman proposed approval of agenda 3, the Balance Sheet and Profit & Loss Statement for the year ended December 31, 2007.

The Meeting approved the company's Balance Sheet and Profit & Loss Statement for the year ended December 31, 2007.

Approved	88,092,412	votes, accounting for 72.0683%
Disapproved	–	votes, accounting for 0%
Abstained	34,142,200	votes, accounting for 27.9317%

4. To consider approval of the dividends payment omission for the operating results of the year ended December 31, 2007

The Chairman declared to the Meeting that in accordance with the Company's Article of Association clause 42, which states that "the Company is prohibited to pay dividends from any type of money except profit", the Company has a policy not to pay dividends of more than 65 percent of the company's net profit. This also depends on investment plans, necessities and other future appropriations. In 2007, the Company's operating result was a net loss. Thus, from the Article of Association, the Company is unable to pay dividends. The Company's Board of Directors agreed to propose to the Shareholders' Meeting approval of the dividends payment omission for the operating results of the year ended December 31, 2007. Due to the net loss in the operating results of the Company and the cash allowance for the Company's operations, the Board of Directors proposed the Meeting to approve the dividends payment omission for the operating results of the year ended December 31, 2007.

The Chairman provided an opportunity to all Shareholders to pose questions.

No questions were posed by Shareholders. The Chairman proposed the Meeting to consider vote for Agenda 4, to consider approval of the dividends payment omission for the operating results of the year ended December 31, 2007.

The Meeting approved the dividends payment omission for the operating results of the year ended December 31, 2007.

Approved	88,092,412	votes, accounting for 72.0683%
Disapproved	–	votes, accounting for 0%
Abstained	34,142,200	votes, accounting for 27.9317%

5. To consider appointment of the Company's Auditor and to set fees for the year 2008

The Chairman reported to the Meeting that the Board of Directors, following the consideration and suggestion of the Auditing Committee, agreed to propose to the Meeting to appoint KPMG Phoomchai Audit Company Limited to be auditors for the year 2008 by appointment:

1. Mr. Vichien Thamtrakul, Certified Public Auditor, License No. 3183, to be the authorized person who signs and certifies the Company's Financial Statements for the year 2008 as the first year or
2. Mr. Charoen Phosamritlert, Certified Public Auditor, License No. 4068, to be the Company's auditor for the year 2008 or
3. Mr. Thiridthong Thepmangkorn, Certified Public Auditor, License No. 3787, to be the Company's auditor for the year 2008 or
4. Ms. Wilai Buranakittisophon, Certified Public Auditor, License No. 3920, to be the Company's auditor for the year 2008.

These four auditors do not have any relationship or interest in the Company / subsidiaries / management / major shareholders or anyone related to these persons. Thus, these auditors are free to audit and comment on the Company's Financial Statement.

The audit fee of the Company and its subsidiaries for the year 2008 is 4,830,000 Baht, which represents an increase of 670,000 Baht when compared to the year 2007 which was 4,160,000 Baht. The fee increased 16.11 per cent after negotiations by the Company.

The CEO reported to the Meeting that the 16.11 per cent increased fee is for the subsidiary of the Group, Nation Books International Co., Ltd. and its three subsidiaries, that is planned for listing in the Market for Alternative Investment (MAI). Thus, the auditors must prepare the Financial Statement for this subsidiary every quarter.

The Chairman provided an opportunity to all Shareholders to pose questions.

No questions were posed by Shareholders. The Chairman proposed the Meeting to consider voting for Agenda 5, to consider appointment of the Company's Auditor and to set fees for the year 2008.

The Meeting approved to appoint Mr. Vichien Thamtrakul, CPA License No. 3183 or Mr. Charoen Phosamritlert, CPA License No. 4068 or Mr. Thiridthong Thepmangkorn, CPA License No. 3787 or Ms. Wilai Buranakittisophon, CPA License No. 3920 from KPMG Phoomchai Audit Company Limited to be auditors for the year 2008 for the company and the audit fee of the company and its subsidiaries for the year 2008 is 4,830,000 Baht.

Approved	88,092,412	votes, accounting for 72.0683%
Disapproved	–	votes, accounting for 0%

Abstained 34,142,200 votes, accounting for 27.9317%

6. To consider the election of Directors in place of those retiring by rotation

The Chairman declared to the Meeting that in accordance with the Company's Article of Association clause 15, one-third of the Directors must retire by rotation at the Annual General Meeting of the Shareholders. Currently, the Company has 11 Directors but 4 persons must retire by rotation in 2008. They were:

- | | |
|-------------------------------|--|
| 1. Mr. Pakorn Borimasporn | Independent Director and Chairman of the Audit Committee |
| 2. Mr. Nivat Changariyavong | Independent Director and Audit Committee |
| 3. Mr. Thanachai Santichaikul | Vice Chairman |
| 4. Mr. Pana Janviroj | Director |

Due to the company provided an opportunity for minor shareholders, at least 25 shareholders and hold at least 10 per cent of sold shares, to propose candidate Directors with their approval and supported information three months in advance before the Annual General Meeting of the Shareholders. The form could be downloaded at www.nationgroup.com and the information could be sent to the Chairman via post within January 4-30, 2008. However, no shareholders nominated candidate Directors.

The Company's Board of Directors resolved to propose the Meeting to elect those 4 Directors retiring by rotation for another term as follows:

- | | |
|-------------------------------|--|
| 1. Mr. Pakorn Borimasporn | maintained as Independent Director and Chairman of the Audit Committee |
| 2. Mr. Nivat Changariyavong | maintained as Independent Director and Audit Committee |
| 3. Mr. Thanachai Santichaikul | maintained as Vice Chairman |
| 4. Mr. Pana Janviroj | maintained as Director |

The details of profile and past working record of those 4 Directors are presented in the invitation to the Annual General Meeting of the Shareholders in advance.

The Chairman provided an opportunity to all Shareholders to pose questions.

No questions were posed by Shareholders. The Chairman proposed the Meeting to consider voting for Agenda 6, to consider the election of Directors in place of those retiring by rotation. For an election that is transparent, fair and in line with the Company's good governance principle, the Directors who have retired by rotation that were proposed to be Directors again for another term must abstain. The Chairman proposed the Meeting to consider the vote one by one. All Shareholders used voting card for their votes which collected by the Company's staff to evaluate the result. The voting result has announced to Shareholders after the Chairman declared to the Meeting to vote one by one for all nominated Directors for their another term.

The voting results to elect each Director in place of those retiring by rotation were as follows:

- | | |
|---------------------------|--|
| 1. Mr. Pakorn Borimasporn | Maintained as Independent Director and Chairman of the Audit Committee for another term with |
|---------------------------|--|

Approved	88,065,512 votes, accounting for 72.0463%
Disapproved	– votes, accounting for 0%
Abstained	34,169,100 votes, accounting for 27.9537%

2. Mr. Niwat Changariyawong Maintained as Independent Director and Audit Committee

Approved	79,221,655 votes, accounting for 64.8111 %
Disapproved	– votes, accounting for 0%
Abstained	43,012,957 votes, accounting for 35.1889 %

3. Mr. Thanachai Santichaikul Maintained as Vice Chairman for another term with

Approved	87,784,446 votes, accounting for 71.8164 %
Disapproved	– votes, accounting for 0%
Abstained	34,450,166 votes, accounting for 28.1836 %

4. Mr. Pana Janviroj Maintained as a Director for another term with

Approved	88,092,412 votes, accounting for 72.0683 %
Disapproved	– votes, accounting for 0%
Abstained	34,142,200 votes, accounting for 27.9317 %

7. To consider appointment of a new Director

The Chairman reported to the Meeting that the Board of Directors has considered appointing a new Director - Mrs. Christine Debiais Brendle - from one of the Company's strategic partners, operating in the printing media business with more than 20 year relations with the Company and not of Thai nationality. That company is a major shareholder and a main customer of the Company with their service in printing, distributing, membership and advertisement sales, as well as continuous support in news exchange. Over the years, that company sent a representative to act as the Company's Director. In the past two years, there was a change in the internal management of that company and, as a result, there was no representative to be appointed as a Director to replace resigned persons. The new Director's bibliography was attached in the invitation to the Annual General Meeting of Shareholders.

The Chairman introduced Mrs. Christine Debiais Brendle to the Meeting.

The Chairman provided an opportunity to all Shareholders to pose questions.

No questions were posed by Shareholders. The Chairman proposed the Meeting to consider vote for Agenda 7, to consider appointment of a new Director.

The Meeting considered appointment of a new Director, Mrs. Christine Debiais Brendle, with:

Approved	88,092,412	votes, accounting for 72.0683%
Disapproved	–	votes, accounting for 0%
Abstained	34,142,200	votes, accounting for 27.9317%

8. To consider the remuneration of Independent Directors and Non-Executive Directors for the year 2008

The Chairman declared to the Meeting that the Company has a policy to pay the remuneration of the Independent Directors and Non-Executive Directors annually without other compensations. The remuneration must be at the same rate as the industry standard depending on experience, duties, responsibilities, and expected benefit from each Director. The Company's policy was to remunerate only the Independent Director acting as Chairman of the Audit Committee / the Independent Director acting as the Audit Committee Member, the Independent Director and the Non-Executive Director annually. There is no remuneration for any Director who is also in the management team.

The Board of Directors proposed the Meeting to resolve approval of the remuneration of Independent Directors and Non-Executive Directors for the year 2008 without other compensations at the same rate with the year 2007 as follows:

Item of Remuneration	Position	2007 (Baht) / Year	2008 (Baht) / Year
Director's Remuneration			
1. Annual Remuneration	Independent Director Non-Executive Director Executive Director	200,000 baht/person/year 200,000 baht/person/year - none -	200,000 baht/person/year 200,000 baht/person/year - none -
2. Meeting Allowance	Independent Director Non-Executive Director Executive Director	- none - - none - - none -	- none - - none - - none -
Audit Committee's Remuneration			
1. Annual Remuneration	Chairman Director	400,000 baht/person/year 300,000 baht/person/year	400,000 baht/person/year 300,000 baht/person/year
2. Meeting Allowance	Chairman Director	- none - - none -	- none - - none -

The Chairman provided an opportunity to all Shareholders to pose questions.

No questions were posed by Shareholders. The Chairman proposed the Meeting to consider voting for Agenda 8, to consider the remuneration of Independent Directors and Non-Executive Directors for the year 2008.

The Meeting resolved approval of the remuneration of Independent Directors and Non-Executive Directors for the year 2008 as mentioned above with:

Approved	88,092,412	votes, accounting for 72.0683%
Disapproved	–	votes, accounting for 0%
Abstained	34,142,200	votes, accounting for 27.9317%

9. To consider approval to edit the Company's Article of Association Clause 8 and 13

The Chairman declared to the Meeting that in line with the Printing Act, B.E. 2550 effective in December 2007.

Article 16 The owner of newspaper business in the form of juristic person must have persons of Thai Nationality to hold not less than 70 per cent of all shares, and at least three-fourth of Directors must have Thai Nationality.

Thus, to conform with the Printing Act, the Chairman has proposed the Meeting to consider approval to edit the Company's Article of Association as follows:

Clause 8 The Company's shares can be transferred independently without limitation, but nevertheless the foreign person can hold shares of not more than 30 per cent of all sold shares of the Company.

For foreign persons who acquire shares which cause those persons to hold more than limit in clause 8, the Company has the right to disapprove those persons from holding over-limit shares.

Clause 13 The number of the Company's Directors must be specified by the Meeting but not less than 5 persons and not less than three-fourths of Directors must have Thai Nationality. The Directors may hold the Company's shares or not, but at least a half of the Directors must be resident in the Kingdom of Thailand.

The Chairman provided an opportunity to all Shareholders to pose questions.

A Shareholder asked about the old Article of Association in those clauses.

The CEO read the old Article of Association to the Meeting and made a conclusion that the Clause 8 changed from "not more than 35 per cent" to "not more than 30 per cent" and Clause 13 added the content "not less than three-fourths of Directors must have Thai Nationality. The Directors may hold the Company's shares or not, but at least a half of the Directors must be resident in the Kingdom of Thailand."

No additional questions were posed by Shareholders. The Chairman proposed the Meeting to consider voting for Agenda 9, to consider approval to edit the Company's Article of Association Clause 8 and 13.

The Meeting resolved approval to edit the Company's Article of Association Clause 8 and 13 as mentioned above with:

Approved	88,092,412	votes, accounting for 72.0683%
Disapproved	—	votes, accounting for 0%
Abstained	34,142,200	votes, accounting for 27.9317%

10. To consider other matters (if any)

No other matters were considered.

The Chairman expressed his thanks to the Shareholders for attending the Meeting.

The Meeting adjourned at 4.35 p.m.

Signature.....
(Mr. Thanachai Theerapattanavong)
Chairman

Signature.....
(Mr. Thanachai Santichaikul)
Vice Chairman

**Information Memorandum on the Spin-off Plan of the Subsidiaries of
Nation Multimedia Group Public Company Limited**

In reference of the reorganization plan of Nation Multimedia Group Public Company Limited (the “Company” or “NMG”) in order to optimize the Company’s investment in its subsidiaries which the Company and its subsidiaries have continuously prepared and followed up the plan to achieve the ultimate objective of its reorganization. One of the processes to succeed the aforementioned plan is to enlisting some of the Company’s subsidiaries which have a potential and viable growth in their business on the Stock Exchange. This enlisting plan is considered vital to enhance the value of the Company’s investment in the subsidiaries and ultimately support the Company’s financial position.

In 2009, the Company has a plan to enlist its two subsidiaries which are Nation International Edutainment Public Company Limited (“NINE”) and Nation Broadcasting Corporation Limited (“NBC”) on the Market for Alternative Investment (“MAI”) (the “Spin-off plan”). Details of the Spin-off plan are as follows:

The proposed transaction: The Spin-off plan of NINE and NBC and submit the listing application to the MAI

Rationales of transaction: To reorganize the business and capital structure of the Company in order to enhance efficiency and increase the value of investment in the Company’s subsidiaries.

Time period: The Company’s subsidiaries are expected to be enlisted on the MAI within 2009.

Detailed transaction of the Spin-off plan The Initial Public Offering (“IPO”) of the aforementioned subsidiaries.

Details of IPO:

1. NINE will offer 15,000,000 newly issued common shares simultaneously with the offering of not exceeding 14,000,000 NINE’s existing common shares being held by the Company, totally 29,000,000 shares, to the public and to the Company’s shareholders (IPO). After the IPO, the Company’s shareholding stake in NINE will decrease from 99.99 percent to at least 65.88 percent of total paid-up capital of NINE (post IPO), which will be Baht 85,000,000.

2. NBC will offer 50,000,000 newly issued common shares simultaneously with the offering of not exceeding 15,000,000 NBC’s existing common shares being held by the Company, totally 65,000,000 shares, to the public and to the Company’s shareholders (IPO). After IPO, the Company’s shareholding stake in NBC will decrease from 99.99 percent to at least 61.76 percent of total paid-up capital of NBC (post IPO), which will be Baht 170,000,000.

Details of NINE

NINE was established in 1996, to operate “Nation Book” Publication, a licensee publisher and distributor of leading domestic and international publications. Regarding to the reorganization of Edutainment and International Business Unit of NMG, NINE was assigned

to be a parent entity of Edutainment and International Business Unit. In addition, NINE has expanded its business by providing distribution and media representative services of domestic and some Asian countries' newspapers and magazines to foreign language publications, operating educational services and foreign language and communication training. At present, total registered and paid-up capital of NINE is Baht 70,000,000. NINE will increase its registered and paid-up capital to Baht 85,000,000 by issuing 15,000,000 newly common shares (par value of Baht 1.00 each) which will be offered to the public and to the Company's shareholders. Total IPO shares of NINE, include not exceeding 14,000,000 existing common share being held by the Company which will be offered to the public at the same offering time of IPO, is not exceeding 29,000,000 shares or not exceeding 34.11 percent of total paid-up capital after NINE's IPO.

Details of NBC

NBC was established in 1993, to operate and provide various forms of content (Content provider) and broadcast through television, radio including "Nation Channel: 24 Hrs News Station" which broadcasts via satellite and local cable network, "KhaoKon KonKao" (News talk) and "Cheeppajorn lok" which broadcasts via Free TV Channel 9 and FM 90.5 News Station, respectively. Consequently, NBC has expanded its business by providing new media services such as live broadcasting and video streaming on internet, SMS/MMS news alert on mobile and other electronic media services. NBC also operated other related businesses such as VCD and DVD production, special events, seminar etc. In the first quarter of FY 2009, NBC will decrease its registered and paid-up capital from Baht 240,000,000 to Baht 120,000,000 via the reduction of number of common shares to 12,000,000 shares and change its par value from Baht 10.00 to Baht 1.00 per share. Consequently, NBC will increase its registered and paid-up capital from Baht 120,000,000 to Baht 170,000,000 by issuing 50,000,000 newly common shares (par value of Baht 1.00 each) offering to the public and to the Company's shareholders. Total IPO shares of NBC, including not exceeding 15,000,000 existing common shares being held by the Company which will be offered to the public at the same offering time of NBC's IPO, is not exceeding 65,000,000 shares or not exceeding 38.24 percent of total paid-up capital after NBC's IPO.

The offering of newly issued common shares of NINE and NBC to the Company's shareholders in proportionate to their shareholding percentage in the Company ("Pre-emptive right").

Despite receiving cash proceeds from selling of the existing common shares of its subsidiaries, the transaction will result in a decrease in the Company's shareholding stake from 99.99 percent to at least 65.88 percent of total paid-up capital after IPO in case of NINE, and from 99.99 percent to at least 61.76 percent of total paid-up capital after IPO in case of NBC.

The reduction in the Company's shareholding stake in its subsidiaries will result in the dilution effect to the Company and its shareholders. The details are as followed:

1. **Control Dilution:** The control on the management of the two subsidiaries will decrease in proportionate to the decrease in the Company's shareholding stake as mentioned earlier. Nevertheless, the Company will still be the major shareholder of both subsidiaries in which it maintain at least 65.88 percent and 61.76 percent of shareholding stake in NINE and NBC, respectively. In other words, the Spin-off plan will result in not exceeding 34.12 percent control dilution of NINE and 38.24 percent control dilution of NBC. As a result, both NINE and NBC will still be the subsidiaries of the Company.

2. **Price Dilution:** The Spin-off plan does not directly effect to the equity capital of the Company since the Company does not issue any new shares itself. As a result, the number of the Company's common shares will not be affected by the Spin-off plan and price dilution to the Company's existing common shares would not be expected. However, the selling of existing shares of its subsidiaries will reduce the percentage of financial performance of its subsidiaries to be consolidated. For example, the Company would not consolidate as much as 99.99 percent of NINE's operating performance as currently do, rather, the proportion of NINE's operating result by which it can be consolidated will be at least 65.88 percent. Accordingly, the financial performance, as a group of companies, might be decreased. Nevertheless, the Company expects the growing trend of profits in its two subsidiaries after those are enlisted due to the vivid benefits obtained from the capitalization via the exchange. Furthermore, the Company also expects substance cash proceeds from the selling of the subsidiaries' existing shares.

In order to decrease the dilution effect, the Company's Board of Director has passed the resolution to offer the newly issued common shares of its two subsidiaries to the Company's shareholders in proportionate to their shareholding percentage in the Company ("Pre-emptive right"). The offering time of Pre-emptive right will be at the same offering period as IPO but with prior allocation. According to the Pre-emptive right, NINE will offer not exceeding 9,000,000 shares, equivalent to 60.00 percent of newly issued share offered in NINE's IPO, and NBC will offer not exceeding 20,000,000 shares, equivalent to 40.00 percent of newly issued share offered in NBC's IPO, to the Company's shareholders. The Board of Directors has thoroughly considered that the number of newly issued shares offered to the Company's shareholders is in accordance with the dilution effect resulting from the Spin-off plan and such amount will not be lessen the interest of IPO. Moreover, the transaction is in line with the Company's ultimate objective which is to offer the alternative investments to the new group of investors, who would like to invest in the business of company's subsidiaries.

The offering price of pre-emptive right will be the same offering price of IPO of each subsidiary. Furthermore, details of pre-emptive rights are provided in the Information Memorandum of the capital increase of NINE and NBC, offering to Public and the shareholders of NMG as attached.

**Information Memorandum on the Initial Public Offering of Nation International
Edutainment Public Company Limited, a subsidiary of Nation Multimedia Group
Public Company Limited**

The Board of Directors meeting No. 1/2009 of Nation Multimedia Group Public Company Limited (the “Company” or “NMG”), held on February 10, 2009, unanimously resolved to

- (i) approve the enlisting of Nation International Edutainment Public Company Limited (“NINE”) on the Market for Alternative Investment (“MAI”) by offering of 15,000,000 newly issued common shares (par value of Baht 1.00 each), equivalent to 17.65 percent of total paid-up capital after Initial Public Offering (“IPO”), to the public and to the Company’s shareholders,
- (ii) approve the selling of not exceeding 14,000,000 existing common shares of NINE, being held by the Company at the same offering time as NINE’s IPO,
- (iii) approve the allocation of not exceeding 9,000,000 newly issued common shares of NINE (par value of Baht 1.00 each), equivalent to 10.59 percent of total paid-up capital after IPO, to the Company shareholders in proportionate to their shareholding percentage in the company (“Pre-emptive right”),
- (iv) approve to propose to the Extraordinary General Meeting of Shareholder of the Company to approve the spin-off plan of NINE, which will increase its registered capital from Baht 70,000,000 to Baht 85,000,000 by issuing and offering 15,000,000 newly common shares (par value of Baht 1.00 each) to the public and to the Company’s shareholders. However, this spin-off plan is subjected to an approval of NINE’s shareholders,
- (v) approve to propose to the Extraordinary General Meeting of Shareholder of the Company to approve the allocation of not exceeding 9,000,000 newly issued common shares of NINE (par value of Baht 1.00 each), equivalent to 10.59 percent of total paid-up capital after IPO, to the Company’s shareholders in proportionate to their shareholding percentage in the company (“Pre-emptive right”).

The transaction described above is considered as Disposition of Assets of a Listed Company. The Board of Directors of the Company would like to send the Information Memorandum to SET and the Company’s shareholders, and certify that all information in this Information Memorandum is true. Details of the transaction are as follows:

1. Date of Execution

After the initial public offering of NINE

2. Involving Parties

Issuer: NMG and NINE
Investor: Public investors

3. Details of Transactions

NINE will offer 15,000,000 newly issued common shares (par value of Baht 1.00 each) to the public and submit the listing application of NINE’s shares in MAI. Simultaneously, the Company, as a major shareholder of NINE, will propose to sell the existing common shares of NINE at the same offering time of NINE’s IPO. The aforementioned transactions will result

in the reduction of the Company's shareholding stake in NINE. Nevertheless, NINE is still the Company's subsidiary.

NINE is necessary to use investment capital for various business expansions for instance launching new magazine, developing communication channels through internet and mobile phone, improving the efficiency in inventory management and so forth, meanwhile, the Company, as a major shareholder of NINE, is required to sustain cash flow to operate its business. Further, NINE has a great potential to raise additional capital itself, the IPO is considered an optimal method to raise funds for supporting future business expansion.

At present, the Company's shareholding stake in NINE is equivalent to 99.99 percent of total paid-up capital. After the initial public offering of 15,000,000 newly common shares, total registered and paid-up capital of NINE will equivalent to Baht 85,000,000. Further, the selling of not exceeding 14,000,000 existing common shares of NINE being held by the Company will result in a reduction of 34.12 percent of the Company's shareholding stake in NINE. Nevertheless, NINE is still the Company's subsidiary. The details of transaction are as follows:

Time Period	Transactions	Paid-up Capital NINE	The Company's shareholding stake in NINE
Q4/2007	NINE changes its par value of Baht 100.00 to Baht 1.00 per share.	Baht 70,000,000 (70,000,000 shares with a par value of Baht 1.00 each)	99.99%
Q3/2008	NINE will offer 15,000,000 newly issued common shares and NMG will offer not exceeding 14,000,000 NINE's existing shares to the public (par value of Baht 1.00 each) and NINE will list in the MAI.	Baht 85,000,000 (85,000,000 shares with a par value of Baht 1.00 each)	At least 65.88%

NINE's spin-off and the selling of NINE's existing shares being held by the Company will result in a reduction of the Company's shareholding stake in NINE. According to the Notification of the Board of Governor of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004, the size of this disposal transaction using the value of assets disposed comparing to the value of the NMG's net tangible assets is 6.87 percent. When using the total value of consideration received comparing to the value of the NMG's total assets, the size of this disposition transaction is equivalent to 0.82 percent (since NINE's IPO price has not been determined, the Company uses NINE's book value per share as a proxy price to calculate total value of consideration received). However, the size of the disposal transaction using the net profit after tax from the normal course of business operations derived from the assets disposed comparing to the net profit of NMG is not meaningful, therefore, the maximum size of this disposition transaction is 6.87 percent (adding the maximum size of the disposition transaction of Nation Broadcasting Corporation Limited ("NBC"), the Company's subsidiary, which will be spin-off closely to NINE's Transaction, the total value of the disposal transactions using the value of disposed asset is 13.92 percent, which is not require the shareholder's approval. Consequently, the Company is not required to disclose information to the SET. Nevertheless, the Company would like to distribute this Information Memorandum of the decision to enter into this spin-off transaction to the shareholders in order to provide the shareholders adequate information for the upcoming Extraordinary Shareholdings Meeting.

4. Preliminary Details of Issued Securities

Newly Issued Ordinary Shares of NINE

Issuer:	Nation International Edutainment Public Company Limited (“NINE”)
Type of Securities:	Newly issued common shares
Number of shares:	15,000,000 shares
Share Allocation:	1) 6,000,000 shares will be offered to the public. 2) not exceeding 9,000,000 shares will be offered to the Company’s ordinary shareholders in proportionate to their shareholding percentage in the Company (“Pre-emptive right”)
Par value:	Baht 1.00 per share
Allotment Method:	Public offering and Pre-emptive right to the Company’s shareholders
Share Allotment ratio and Share Register Book Closing Date:	The Company’s Board of Directors is authorized to determine the share allotment ratio and the closing date of share register book to determine eligible shareholders to subscribe for the aforementioned shares, which will be specified after the Office of the Securities and Exchange Commission (“SEC”) has approved the initial public offering of NINE. In accordance to the regulation of the Stock Exchange of Thailand (“SET”), the Company must notify the closing date of share register book at least 14 days in advance.
Offering price:	To be specified in the future prior to the offering period. The offering price of the Pre-emptive right shares will be the same as that of the shares offered to the public.
Offering Period:	Upon receiving the offering approval from the SEC and listing application approval from the SET with the condition of complete distribution of small ordinary shareholders.

Details of NINE

Nature of Business:	Publication business which publish and distribute printing media including pocket books and printed matters for youth, as well as providing distribution and media representative services regarding foreign printing issue.
Register Capital	
- Before Capital Increase:	Baht 70,000,000
- After Capital Increase:	Baht 85,000,000

Paid-up Capital	
-Before Capital Increase:	Baht 70,000,000
- After Capital Increase:	Baht 85,000,000
Par Value:	Baht 1.00 per share
Major Shareholder:	The Company holds 69,999,986 common shares, equivalent to 99.99 percent of total paid-up capital of NINE.

Common Shares of NINE Being Held by the Company which Will Be Offered at the Same Offering Time of NINE's IPO

Offeror:	NMG
Type of Securities:	NINE's existing common shares
Number of Shares:	Not exceeding 14,000,000 shares
Par Value:	Baht 1.00 per share
Offering Method:	Public offering
Offering Price:	Same as the offering price of the shares offered to the public.
Offering Period:	As part of IPO with priority allocation

Board of Directors

Name	Position in NINE	Position in NMG	Shareholding stake in NMG (as of Jan 12, 2009)
1. Mr. Thanachai Santichaikul	Chairman	Vice Chairman and Chief Executive Officer	0.18%
2. Dr. Sakorn Suksriwong	Director	-	0%
3. Ms. Kesery Kanjana-vanit	President	-	0.03%
4. Ms. Warangkana Kalayanapradit	Director	Company Secretary	0.02%
5. Miss Nantaporn Wongchestha	Director	-	0%
6. Miss Rachadaporn Arakasarath	Director	-	0%
7. Mr. Somsak Cheer Chiranakorn	Chairman of the Audit Committees	-	0%

8. Mr. Kreetha Matitanaviroon	Audit Committee	-	0%
9. Mr. Sutee Jintananarumit	Audit Committee	-	0.05%

Financial Highlight of NINE

(Unit : Thousand Baht)	2006	2007	9 Months 2008
Total Assets	277,985	297,130	272,604
Total Liabilities	167,016	148,449	128,922
Paid-up Capital	70,000	70,000	70,000
Shareholders' Equity	110,969	148,681	143,682
Total Revenue	216,884	360,920	255,754
Total Expense	177,489	298,609	209,568
Corporate Income Tax	10,580	24,278	16,177
Net Profit	28,309	37,712	30,001
Earning per Share* (Baht)	78.28	53.87	42.86
Book Value per Share** (Baht)	158.53	212.40	205.26
Net Profit (Loss) of Disposal Assets (34.12%)	9,659	12,867	10,236

* Calculated from weighted average number of paid-up shares issued during the year.

** Calculated from 700,000 paid-up share with a par value of Baht 100.00 each.

5. Total Value of Transaction

Subject to the initial offering price of NINE, which shall be determined later

6. Value of Disposed Asset

As of September 30, 2007, NINE's shareholders' equity was Baht 143.68 million and book value per share (calculated from 70,000,000 shares with par value of Baht 1.00 each) was Baht 2.05. Therefore, total value of disposed asset calculated from 15,000,000 newly issued shares and not exceeding 14,000,000 existing shares of NINE being held by the Company is approximately Baht 59.45 million.

7. Benefits of the Transactions

Benefits to NINE

1. Increase fund raising channel without dependence on the Company in order to support the long term business operation.
2. Have adequate funds for future business expansion and use as working capital which enhance competitive capability of NINE.
3. Increase value added to shareholders of NINE.
4. Benefit from corporate tax reduction from 30 percent to 20 percent of net profit for 3 consecutive years, if NINE's stock can be traded in 2009.

Benefits to the Company

1. Expansion of NINE's businesses in publication business of pocket books and printed matters for youth, as well as providing distribution and media representative services regarding foreign printing issue together with the listing of NINE's shares in MAI will add value to the Company's investment in NINE.
2. Reduce the burden of the Company in financial supporting for NINE.
3. The Company can still realize the revenue and profit of NINE as the subsidiary, however, in the lower proportionate from 99.99 percent to 65.88 percent.

8. Plan to Use the Fund

NINE will use the fund received from public offering as follows:

1. Invest in new magazine issue and develop new media through internet and mobile phones.
2. Enhance the efficiency in inventory management.
3. Use as its working capital.

9. Condition of Entering into Transaction

As mentioned earlier, the maximum size of this disposition transaction is 6.87 percent (when adding the maximum size of the disposition transaction of Nation Broadcasting Corporation Limited (“NBC”), the Company’s subsidiary that will be spin-off closely to NINE, the total value of the disposition transactions using the value of disposed asset is equivalent to 13.92 percent), which is not qualified to any classes of transaction specified in the Section 1 of the Notification. Consequently, the Company is not required to disclose information to the SET. Nevertheless, the Company would like to distribute this Information Memorandum of the decision to enter into this proposed transaction to shareholders in order that shareholders can take into consideration.

10. The Opinion of the Board of Directors and Audit Committees

The Board of Directors and Audit Committees have already consider the aforementioned transaction and give the opinions that the initial public offering and the listing of NINE in MAI are carried out in line with the Company’s vision, which is to clearly separate the business groups of the Company for the benefit of the Company and NINE’s future expansion. In addition, the Company aims to increase sufficient fund raising channel for future business expansion of NINE, NINE can exploit benefits from corporate tax reduction provide a great opportunity to enhance a value of investment in NINE.

The Board of Directors, being responsible for the correctness and completeness of this Information Memorandum, hereby certifies that the contents contained herein are not false, misleading, or lack material information that needs to be informed, which may be detrimental to the shareholders.

Information Memorandum on the Initial Public Offering of Nation Broadcasting Corporation Limited, a subsidiary of Nation Multimedia Group Public Company Limited

The Board of Director meeting No. 1/2009 of Nation Multimedia Group Public Limited (the “Company” or “NMG”), held on February 10, 2009, unanimously resolved to

- (i) approve the enlisting of Nation Broadcasting Corporation Limited (“NBC”) on the Market for Alternative Investment (“MAI”) by offering of 50,000,000 newly issued common shares of NBC (par value of Baht 1.00 each), equivalent to 29.41 percent of total paid-up capital after Initial Public Offering (“IPO”), to the public and the Company’s shareholders,
- (ii) approve to decrease the registered and paid-up capital of NBC from Baht 240,000,000 to Baht 120,000,000 via the reduction of number of common shares to 12,000,000 shares (par value of Baht 10.00 each) in order to offset the deficit in retained earning of NBC,
- (iii) approve the change in par value of NBC’s common share from Baht 10.00 per share to Baht 1.00 per share,
- (iv) approve to increase the registered and paid-up capital of NBC from Baht 120,000,000 to Baht 170,000,000 by issuing 5,000,000 newly common shares (par value of Baht 1.00 each) to the public and the Company’s shareholders,
- (v) approve a conversion of NBC’s status from limited company to public company,
- (vi) approve the listing of NBC on the Market for Alternative Investment (“MAI”),
- (vii) approve the selling of not exceeding 15,000,000 existing ordinary shares of NBC, being held by the Company at the same offering time as NBC’s IPO,
- (viii) approve the allocation of not exceeding 20,000,000 newly issued common shares of NBC (par value of Baht 1.00), equivalent to 11.76 percent of total paid-up capital after IPO, to the Company shareholders in proportionate to their shareholding percentage in the company (“Pre-emptive right”),
- (ix) approve to propose to the Extraordinary General Meeting of Shareholder of the Company to approve the spin-off plan of NBC, which will increase its registered capital from Baht 120,000,000 to Baht 170,000,000 by issuing and offering 50,000,000 newly common shares (par value of Baht 1.00 each) to the public and to the Company’s shareholders. However, the spin-off plan is subjected to an approval of NBC’s shareholders,
- (x) approve to propose to the Extraordinary General Meeting of Shareholder of the Company to approve the allocation of not exceeding 20,000,000 newly issued common shares (par value of Baht 1.00 each), equivalent to 11.76 percent of total paid-up capital after IPO, to the Company’s shareholders in proportionate to their shareholding percentage in the company (“Pre-emptive right”).

The transaction described above is considered as Disposition of Assets of a Listed Company. Board of Directors of the Company would like to send the Information Memorandum to SET

and the Company's shareholders and certify that all information in this Information Memorandum is true. Details of the transaction are as follows:

1. Date of Execution

After the initial public offering of NBC

2. Involving Parties

Issuer: NMG and NBC

Investor: Public investors

3. Details of Transactions

NBC will offer 50,000,000 newly issued common shares (par value of Baht 1.00 each) to the public and submit the listing application of NBC's shares in MAI. Simultaneously, the Company as a major shareholder of NBC will propose to sell the existing common shares of NBC at the same offering time of NBC's IPO. The aforementioned transactions will result in the reduction of the Company's shareholding stake in NBC. Nevertheless, NBC is still the Company's subsidiary.

At present, the Company's shareholding stake in NBC is equivalent to 99.99 percent of total paid-up capital. After the initial public offering of 50,000,000 newly common shares, total registered and paid-up capital of NBC will equivalent to Baht 170,000,000. Further, the selling of not exceeding 15,000,000 existing common shares of NBC being held by the Company will result in a reduction of 38.24 percent of the Company's shareholding stake in NBC. Nevertheless, NBC is still the Company's subsidiary. The details of transaction are as follows:

Time period	Transactions	Paid-up capital of NBC	The Company's shareholding stake in NBC
Q1/2009	NBC decrease its registered and paid-up capital from Baht 240,000,000 to Baht 120,000,000 to offset the deficit in retained earning	Baht 120,000,000 (12,000,000 shares with a par value of Baht 10.00 each)	99.99%
Q1/2009	NBC changes a par value from Baht 10.00 to Baht 1.00 per share.	Baht 120,000,000 (120,000,000 shares with a par value of Baht 1.00 each)	99.99%
Q4/2009	NBC will offer 50,000,000 newly issued shares and NMG will offer not exceeding 15,000,000 NBC's existing shares to the public (par value of Baht 1.00 each) and NBC will list in MAI.	Baht 170,000,000 (170,000,000 shares with a par value of Baht 1.00 each)	At least 61.76%

NBC's spin-off and the selling of NBC's existing shares being held by the Company result in a reduction of the Company's shareholding stake in NBC. According to the Notification of the Board of Governor of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004, the size of this disposal transaction using the value of asset disposed comparing to the value of the NMG's net tangible assets is equivalent to 7.05 percent. When using the total value of consideration received comparing to the value of the NMG's assets, the size of this disposal transaction is 0.21 percent (since NBC's IPO price has not been determined, the Company

uses NBC's book value per share as a proxy price to calculate total value of consideration received). However, the size of the disposition transaction using the net profit after tax from normal course of business operations derived from the assets disposed comparing to the net profit of NMG is not meaningful, therefore, the maximum size of this disposal transaction is 7.05 percent (adding the maximum size of the disposition transaction of Nation International Edutainment Public Company Limited ("NINE"), the Company's subsidiary that will be spin-off closely to NBC's Transaction, the total value of the disposal transactions using the value of disposed asset is 13.92 percent, which is not require the shareholder's approval. Consequently, the Company is not required to disclose information to the SET. Nevertheless, the Company would like to distribute this Information Memorandum of the decision to enter into this spin-off transaction to the shareholders in order to provide the shareholders adequate information for the upcoming Extraordinary Shareholdings Meeting.

4. Preliminary Details of Issued Securities **Newly Issued Ordinary Shares of NBC**

Issuer:	Nation Broadcasting Corporation Limited
Type of Securities:	Newly issued ordinary shares
Number of Shares:	50,000,000 shares
Share Allocation:	1) 30,000,000 shares will be offered to the public. 2) Not exceeding 20,000,000 shares will be offered to the Company's shareholders in proportionate to their shareholding percentage in the Company ("Pre-emptive right")
Par value:	Baht 1.00 per share
Allotment Method:	Public offering and Pre-emptive right to the Company's shareholders
Share Allotment Ratio and Share Register Book Closing Date:	The Company's Board of Directors is authorized to specify the share allotment ratio and the closing date of share register book to determine eligible shareholders to subscribe for the aforementioned shares, which will be specified after the Office of the Securities and Exchange Commission ("SEC") has approved the initial public offering of NBC. In accordance to the regulation of SET, the Company must notify the closing date of share register book at least 14 days in advance.
Offering price:	To be specified in the future prior to the offering period. The offering price of the Pre-emptive right shares will be the same as that of the shares offered to the public.
Offering Period:	Upon receiving the offering approval from the office of SEC and listing application approval from SET with the condition of complete distribution of small ordinary shareholders.

Details of NBC

Nature of Business:	A Content provider for broadcasting through television and radio as well as new media such as internet, mobile phone, electric equipment and so forth.
Registered Capital	
- Before Capital Increase:	Baht 120,000,000
- After Capital Increase:	Baht 170,000,000
Paid-up Capital	
- Before Capital Increase:	Baht 120,000,000
- After Capital Increase:	Baht 170,000,000
Par Value:	Baht 1.00 per share

Major Shareholder: The Company holds 23,999,994 shares, equivalent to 99.99 percent of total paid-up capital of NBC.

Common Shares of NBC Being Held by the Company which Will Be Offered at the Same Offering Time of NBC's IPO

Offeror: NMG
 Type of Securities: NBC's existing common shares
 Number of Shares: Not exceeding 15,000,000 shares
 Par Value: Baht 1.00 per share
 Allotment Method: Public offering
 Offering Price: Same as the offering price of the shares offered to the public.
 Offering Period: As part of IPO with priority allocation

Board of Directors

Name	Position in NBC	Position in NMG	Shareholding stake in NMG (as of Jan 12, 2009)
1. Mr Suthichai Yoon	Chairman	Director	9.03%
2. Mr. Thanachai Santichaikul	Director	Vice Chairman and Chief Executive Officer	0.18%
3. Mr. Adisak Limprungpatanakij	Chief Executive Officer	Director	0.04%
4. Mr. Nissai Vejajiva	Director	Independent Director	0%
5. Mr. Pakorn Borimasporn	Director	Independent Director and member of Audit Committee	0.02%
6. Mr. Pranot Vilapasuwan	Director	-	0%

Financial Highlights of NBC

(Unit : Thousand Baht)	2006	2007	9 Months - 2008
Total Assets	235,322	248,524	229,877
Total Liabilities	259,170	161,769	112,081
Paid-up Capital	140,000	240,000	240,000
Shareholders' Equity	(23,848)	86,755	117,796
Total Revenue	248,821	327,123	262,213
Total Expense	272,168	305,747	227,792
Corporate Income Tax	4,950	846	-
Net Profit	(41,871)	10,602	31,041
Earning per Share* (Baht)	(3.10)	0.54	1.29
Book Value per Share** (Baht)	N/A	3.61	4.91
Net profit of Disposal Asset (38.24%)	(16,011)	4,054	11,870

* Calculate from weighted average number of paid-up share issued during the year

** In 2006, calculate from 14,000,000 paid-up shares (par value of Baht 10.00 each), in 2007 as well as the third quarter of 2008, calculated from 24,000,000 paid-up shares (par value of Baht 10.00 each).

5. Total Transaction Value

Subject to an initial offering price of NBC, which shall be determined later

6. Value of Disposal Assets

As of September 30, 2007, NBC's shareholders' equity was Baht 117.80 million and book value per share (calculated from 240,000,000 shares with a par value of Baht 1 each) was Baht 0.49. Therefore, total value of disposed asset calculated from 50,000,000 newly issued shares and 15,000,000 existing share of NBC being held by the Company is approximately Baht 31.85 million.

7. Benefits of the Transactions

Benefits to NBC

1. Increase fund raising channel without dependence on the Company in order to support the long term business operation.
2. Have adequate funds for business expansion and for using as working capital which enhance competitive ability of NBC.
3. Increase value added to shareholders of NBC.
4. Benefit from corporate tax reduction from 30 percent to 20 percent of net profit for 3 consecutive years, if NBC's stock can be traded in 2009.

Benefits to the Company

1. Expansion of NBC's broadcasting businesses as a content provider for various types of media including television and radio as well as new media and the listing of NBC's shares in the MAI will add value to the Company's investment in NBC.
2. Reduce the burden of the Company in financial supporting for NBC.
3. The Company can still realize the revenue and profit of NBC as the subsidiary, however, in the lower proportionate from 99.99 percent to 61.76 percent.

8. Plan to Use the Fund

NBC will use the fund received from public offering of securities as follows:

1. Renovate the studio, office as well as increase the efficiency of broadcasting equipments to be digital system in order to support the future growth and competition in mass communication business.
2. Use as working capital in the business.

9. Condition of Entering into Transaction

As mentioned earlier, the maximum size of this disposition transaction is 7.05 percent (when adding the maximum size of the disposition transaction of Nation International Edutainment Public Company Limited ("NINE"), the Company's subsidiary that will be spin-off closely to NNBC, the total value of the disposition transactions using the value of disposed asset is equivalent to 13.92 percent), which is not qualified to any classes of transaction specified in the Section 1 of the Notification. Consequently, the Company is not required to disclose information to the SET. Nevertheless, the Company would like to distribute this Information Memorandum of the decision to enter into this proposed transaction to shareholders in order that shareholders can take into consideration.

10. The Opinion of the Board of Directors and Audit Committees

The Board of Directors and Audit Committees have already considered the aforementioned transaction and given the opinions that the initial public offering and the listing of NBC in MAI are carried out in line with the Company's vision, which is to clearly separate the business groups of the Company for the benefit of the Company and NBC's future expansion. In addition, the Company aims to increase sufficient fund raising channel for future business expansion of NBC, NBC can exploit benefits from corporate tax reduction provide a great opportunity to enhance a value of investment in NBC.

The Board of Directors, being responsible for the correctness and completeness of this Information Memorandum, hereby certifies that the contents contained herein are not false, misleading, or lack of material information that needs to be informed, which may be detrimental to the shareholders.

**Information of the capital increase of Nation International Edutainment Public
Company Limited
Offering to the Public and Shareholders of Nation Multimedia Group Public Company
Limited**

Nation International Edutainment Public Company Limited (“the subsidiary” or “NINE”), a subsidiary company of Nation Multimedia Group Public Company Limited (“the Company” or “NMG”) which the Company holds 69,999,986 common shares, equivalent to 99.99 percent of total paid-up capital, will offer 15,000,000 newly issued common shares (par value of Baht 1.00 each) via an initial public offering (“IPO”), equivalent to 17.65 percent of total registered and paid-up capital after IPO. The plan of offering the newly issued shares of NINE to the public and to the Company’s shareholders is subject to an approval of the Extraordinary General Meeting of Shareholder of NINE.

The Company would like to summarize the details of the event as follows:

- (1) The Company established Nation International Edutainment Public Company Limited in 1996 to operate “Nation Book” Publication, a licensee publisher and distributor of leading domestic and international publications. In the Company’s Board of Directors Meeting No. 4/2006 held on June 14, 2006, the Board passed a resolution to reorganize the Edutainment and International Business Unit in order to feature an obvious business structure, create flexibility and management efficiency to support and retain a viable growth in Edutainment Business. According to the Company’s Board of Directors resolution, NINE is assigned to be a parent entity of Edutainment and International Business Unit and its two subsidiaries, Nation Edutainment Company Limited (“NED”) and Nation Egmont Edutainment Company Limited (“NEE”) which NINE holds 99.99 percent and 49.99 percent of total registered and paid-up capital respectively, has been reorganized to support its business activities. In addition, NINE has expanded its business by providing distribution and media representative services of domestic and some Asian countries’ newspapers and magazines to foreign language publications, operating educational services and foreign language and communication training.
- (2) NINE has been converted to a public company since November 5, 2008 and changed its par value from Baht 100.00 per share to Baht 1.00 per share in order to prepare for its listing in the Market for Alternative Investment (“MAI”).
- (3) NINE will increase its registered capital from Baht 70,000,000 to Baht 85,000,000 by issuing 15,000,000 newly common shares (par value of Baht 1.00 each) which will be offered to the public and to the Company’s shareholders.
- (4) NINE will offer a total of 15,000,000 newly issued shares (par value of Baht 1.00 each) to the public, equivalent to 17.65 percent of total registered and paid-up capital after IPO, and authorize the Board of Directors and/or the Chief Executive Officer and/or the person(s) entrusted by the Board of Directors or the Chief Executive Officer of NINE to have the power to take any acts which are necessary and relevant to the IPO in all respects. In addition, NINE will allocate not exceeding 9,000,000 newly issued common shares (par value of Baht 1.00 each) to the Company’s shareholders in proportionate to their shareholding percentage in the Company (“Pre-emptive Right”), equivalent to 10.59 percent of total registered and paid-up capital after IPO. The details of the transaction are as follows:

Details of the Allocation of NINE’s Initial Public Offering to NMG’s Shareholders in proportionate to their pre-emptive right.

Offering securities:	The newly issued common shares of Nation International Edutainment Public Company Limited (“the subsidiary” or “NINE”) (Currently, NINE is a non-listed company.)
Number of offering shares:	Not exceeding 9,000,000 shares, representing 60.00 percent of the total IPO shares of NINE.
Share allotment ratio and share register book closing date:	The Company’s Board of Directors is authorized to determine the share allotment ratio and the closing date of share register book to determine eligible shareholders to subscribe for the aforementioned shares, which will be specified after the Office of the Securities and Exchange Commission (“SEC”) has approved the initial public offering of NINE. In accordance to the regulation of the Stock Exchange of Thailand (“SET”), the Company must notify the closing date of share register book at least 14 days in advance.
Offering price:	Same as the offering price of the shares offered to the public which will be specified and notified later (par value of Baht 1.00 each).
Subscription and/or payment Date:	Close to the subscription period of the IPO which will be specified and notified later.
Other Information:	The Company’s ordinary shareholders have the rights to subscribe for newly issued ordinary shares of NINE not exceed their rights. The remaining of unsubscribed shares and/or the fraction of shares from the computation of right will be authorized by the Board of Directors or the Underwriter of NINE to allocate the remaining shares to the public, including to specify conditions and details of the offering as appropriated and not contradict to any laws and/or rules or any regulations of the SEC and the SET and/or any other related agencies, in order to accomplish the highest achievement of the initial public offering.

(5) According to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004, the maximum size of this disposition transaction including the maximum size of the disposition transaction of Nation Broadcasting Corporation Limited (“NBC”), the Company’s subsidiary that will be spin-off closely to NINE, using the value of asset disposed compare with the value of NMG’s assets is equivalent to 13.92 percent which is not qualified to any classes of transaction specified in the Section 1 of the Notification. Consequently, the Company is not required to disclose information to the SET. Nevertheless, the Company would like to distribute this Information Memorandum of the decision to enter into this proposed transaction to shareholders in order that shareholders can take into consideration.

(6) After the initial public offering of 15,000,000 newly common shares and the listing of NINE in the MAI, total registered and paid-up capital of NINE will equal to Baht 85,000,000. Further, the selling of not exceeding 14,000,000 existing common shares of NINE being held

by the Company will result in a 34.12 percent decrease in the Company's shareholding stake of NINE. Nevertheless, NINE is still the Company's subsidiary.

In addition, the Company will still maintain its listing status has complied with the qualifications of maintaining the status of listed companies in the exchange as follows:

- There is positive operating profit from its Press printing and Advertising Business.
- Shareholders' equity is more than Baht 300 million. The details are as follows:

Table 1: Summary of Operating and Financial Performance of Press Printing and Consolidated Financial Statement of NMG

	Press Printing and Advertising Business				Consolidated			
(Unit: Baht million)	2005	2006	2007	Jan-Sep 2008	2005	2006	2007	Jan-Sep 2008
Net sales	3,257.70	2,861.52	2,742.01	1,999.52	3474.18	3087.86	3208.50	2,274.36
Profit from operation	85.19	7.27	(610.66)	94.19	114.84	55.74	(552.47)	72.55
Shareholders' equity of parent company					1,798.27	1,568.44	809.62	752.83
Total shareholders' equity					1,816.41	1,675.04	922.50	860.90

For the future business plan of NMG, the Company will concentrate on expanding its Press Printing and Press Related Business, such as Special Events and Special Publications Business, to maintain and strengthen its market positioning, generate long term revenues and secure the Company's financial position.

- (7) The Company has clearly business structure and obviously divides each business units in which its managements are independent of each other. Each of business units has its own capital funds and management teams in order that they can timely response to changes in business and competitive environments and accurately serves the needs of targeting customers. Event the Company and NINE have exchanged some business collaborations, those transactions are considered normal business transactions and are arranged in order to create a synergy of each other. Therefore, the initial public offering and the listing of NINE in MAI are not considered as the conflict of interest transaction.
- (8) NINE has already submitted the offering application to the SEC and the listing application to the MAI in Quarter 4/2008. For the plan of the offering of IPO shares of NINE to the public and the Company's shareholders, the Company will convene the Extraordinary General Meeting of Shareholders to consider and approve the aforementioned and related issues in March 2008. The listing of NINE's shares in MAI is expected to be in Quarter 2/2008.

**Information of the capital increase of Nation Broadcasting Corporation Limited,
Offering to the Public and Shareholders of
Nation Multimedia Group Public Company Limited**

Nation Broadcasting Corporation Limited (“the subsidiary” or “NBC”), a subsidiary company of Nation Multimedia Group Public Company Limited (“the Company” or “NMG”) which the Company holds 23,999,994 common shares or equivalent to 99.99 percent of total paid-up capital, will offer 50,000,000 newly issued common shares (par value of Baht 1.00 each) via an initial public offering (“IPO”), equivalent to 29.41 percent of total registered and paid-up capital after IPO. The plan of offering the newly issued shares of NBC to the public and to the Company’s shareholders is subject to an approval of the Extraordinary General Meeting of Shareholder of NBC.

The Company would like to summarize the details of the event as follows:

(1) The Company established Nation Broadcasting Corporation Company Limited in 1993 to operate and provide various forms of content (Content provider) and broadcast through television, radio and other media. Consequently, NBC has expanded its business by providing new media service such as live broadcasting and video streaming on internet, SMS/MMS news alert on mobile and other electronic media services. NBC also operated other related businesses, for example, VCD and DVD production, special events, seminar etc. At present, the Company’s shareholding stake in NBC is equivalent to 99.99 percent of total paid-up capital.

(2) In Quarter 1/2008, NBC will decrease its registered and paid-up capital from Baht 240,000,000 to Baht 120,000,000 via the reduction of number of common shares to 12,000,000 shares (par value of Baht 10.00 each) in order to offset the deficit in retained earning and change its par value from Baht 10.00 to Baht 1.00 per share.

(3) NBC will increase its registered and paid-up capital from Baht 120,000,000 to Baht 170,000,000 by issuing 50,000,000 newly common shares (par value of Baht 1.00 each) which will be offered to the public and to the Company’s shareholders. Consequently, NBC’s status will be converted from limited company to public company in order to prepare for its listing in the Market for Alternative Investment (“MAI”).

(4) NBC will offer a total of 50,000,000 newly issued common shares (par value of Baht 1.00 each) to the public, equivalent to 29.41 percent of total registered and paid-up capital after IPO, and authorize the Board of Directors and/or the Chief Executive Officer and/or the person(s) entrusted by the Board of Directors or the Chief Executive Officer of NBC to have the power to take any acts which are necessary and relevant to the IPO in all respects. In addition, NBC will allocate not exceeding 20,000,000 newly issued common shares (par value of Baht 1.00 each) to the Company’s shareholders in proportionate to their shareholding percentage in the Company (“Pre-emptive Right”), equivalent to 11.76 percent of total registered and paid-up capital after IPO. The details of the transaction are as follows:

Details of the Allocation of NBC’s Initial Public Offering to NMG’s Shareholders in proportionate to their pre-emptive right.

Offering securities:	The newly issued common shares of Nation Broadcasting Corporation Limited (“the subsidiary” or “NBC”) (Currently, NBC is a non-listed company.)
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Number of offering shares:	Not exceeding 20,000,000 shares, equivalent to 40.00 percent of total IPO shares of NBC.
Share allotment ratio and share register book closing date:	The Company's Board of Directors is authorized to determine the share allotment ratio and the closing date of share register book to determine eligible shareholders to subscribe for the aforementioned shares, which will be specified after the Office of the Securities and Exchange Commission ("SEC") has approved the initial public offering of NBC. In accordance to the regulation of the Stock Exchange of Thailand ("SET"), the Company must notify the closing date of share register book at least 14 days in advance.
Offering price:	Same as the offering price of the shares offered to the public which will be specified and notified later (par value of Baht 1.00 each).
Subscription and/or payment Date:	Close to the subscription period of the IPO which will be specified and notified later.
Other Information:	The Company's common shareholders have the rights to subscribe for newly issued common shares of NBC not exceeding their rights. The remaining of unsubscribed shares and/or the fraction of shares from the computation of right will be authorized by the Board of Directors or the Underwriter of NBC to allocate the remaining shares to the public, including to specify conditions and details of the offering as appropriated and not contradict to any laws and/or rules or any regulations of the SEC and the SET and/or any other related agencies, in order to accomplish the highest achievement of the initial public offering.

(5) According to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004, the maximum size of this disposition transaction including the maximum size of the disposition transaction of Nation International Edutainment Public Company Limited ("NINE"), the Company's subsidiary that will be spin-off closely to NBC, using the value of asset disposed compare with the value of NMG's assets is equivalent to 13.92 percent which is not qualified to any classes of transaction specified in the Section 1 of the Notification. Consequently, the Company is not required to disclose information to the SET. Nevertheless, the Company would like to distribute this Information Memorandum of the decision to enter into this proposed transaction to shareholders in order that shareholders can take into consideration.

(6) After the initial public offering of 50,000,000 newly common shares and the listing of NBC in the MAI, total registered and paid-up capital of NBC will equivalent to Baht 170,000,000. Further, the selling of not exceeding 15,000,000 existing common shares of NBC held by the Company will result in a 38.24 percent decrease in the Company's shareholding stake in NBC. Nevertheless, NBC still be the Company's subsidiary.

In addition, the Company will still maintain its listing status and has complied with the qualifications of maintaining the status of listed companies in the exchange as follows:

- There is positive operating profit from its Press printing and Advertising Business.

- Shareholders' equity is more than Baht 300 million. The details are as follows:

Table 1: Summary of Operating Performance of Press Printing and Consolidated Financial Statement of NMG

	Press Printing and Advertising Business				Consolidated			
(Unit: Baht million)	2005	2006	2007	Jan-Sep 2008	2005	2006	2007	Jan-Sep 2008
Net sales	3,257.70	2,861.52	2,742.01	1,999.52	3,474.18	3,087.86	3,208.50	2,274.36
Profit from operation	85.19	7.27	(610.66)	94.19	114.84	55.74	(552.47)	72.55
Shareholders' equity of parent company					1,798.27	1,568.44	809.62	752.83
Total shareholders' equity					1,816.41	1,675.04	922.50	860.90

For the future business plan of NMG, the Company will concentrate on expanding its Press Printing and Press-related Business, such as Special Events and Special Publications Business, to maintain and strengthen its market positioning, generate long term revenues and secure the Company's financial position.

- (7) The Company has clearly business structure and obviously divides each business units in which its managements are independent of each other. Each of business units has its own capital funds and management teams in order that they can timely response to changes in business and competitive environments and accurately serves the needs of targeting customers. Even the Company and NBC have exchanged some business collaborations, those transactions are considered normal business transactions and are arranged in order to create a synergy of each other. In addition, total value of business transactions between the Company and NBC compare with total revenues of the Company is considered very few, besides, revenues and cost sharing policy between the Company and NBC is complied with normal business condition. Therefore, the initial public offering and the listing of NBC in MAI are not considered as the conflict of interest transaction.
- (8) For the plan of the offering of IPO shares of NBC to the public and the Company's shareholders, NBC will convene the Extraordinary General Meeting of Shareholders to consider and approve the aforementioned and related issues in March 2008. NBC is expected to submit the offering application to the SEC and the listing application to the SET in Quarter 2/2008. The listing of NBC's shares in MAI is expected to be in Quarter 4/2008.

Company's Articles of Association
Chapter 6 : Shareholders' Meeting

29. The Directors shall organize the annual general meeting of the shareholders within 4 months after the end of the Company's fiscal year. Any other shareholders's meeting shall be called "Extra-ordinary shareholders's meeting."

The Directors shall call the extra-ordinary meeting of the shareholders whenever they deem appropriate. Minority shareholders holding collectively at least one-fifth of the total paid-up shares or no less than 25 shareholders holding collectively no less than one-tenth of the total paid-up shares are entitled to make a letter requesting the Board of Directors to call an extra-ordinary meeting at any time. However, they are required to stipulate the reasons thereof in the letter.

In this case, the Board of Directors is required to organize the meeting of the shareholders within one month after receiving the letter from the shareholders.

30. Annual general meeting of the shareholders meeting shall engage in the following acts:

- (1) Acknowledge the Board of Directors's report concerning the Company's activities in the past year.
- (2) Approve the financial statement and the balance sheet.
- (3) Approve the allocation of profit.
- (4) Select the directors whose term limits expire.
- (5) Appoint the auditor and determine the Company's auditing fee.
- (6) Others.

31. To call a meeting of the shareholders, the Board of Directors shall make the invitation letter with the stipulated venue, date, time, agenda items and the materials outlining the proposed matters to the meeting with sufficient details. The items should be clearly stipulated whether they will be submitted to the meeting for acknowledgement, approval or consideration as the case may be. The Board of Directors's opinion in such matters shall also be sent to the shareholders and made available to the registrars at least 7 days prior to the meeting. The notice of such shareholders's meeting shall be advertised on the newspaper for three successive days and at least 3 days prior to the meeting date.

32 Shareholders may authorize the other parties to attend the meeting and vote in the shareholders's meeting on their behalf by making a written statement in accordance with the requirements by the applicable laws. The authorized persons shall submit the letter to the chairman of the meeting or the person authorized by the chairman at the venue of the meeting before the authorized persons attend the meeting.

33 In the shareholders's meeting, at least 25 majority shareholders, or their authorized persons, or no less than half of the total shareholders, with shares collectively accounting for at least one-third of the paid-up shares, shall make the quorum.

In case where the number of shareholders who show up one hour after the appointed time do not make the quorum and such meeting is called according to the request by the shareholders, such meeting will be suspended. In case where such meeting is not requested by the shareholders, the meeting will be rescheduled. And the invitation letter shall be sent to the shareholders at least 7 days prior to the meeting. The latter case shall not make the requirement on the quorum of the meeting.

34 Chairman of the Board shall be the chairman of the meeting. In case where the Chairman of the Board of Directors is absent from the meeting or unable to perform his/her duty, the vice chairman will assume the chairmanship. If the vice chairman is not available or unable to perform this duty, the shareholders who are present at the meeting shall select a shareholder to act as the chairman of the meeting.

35 Chairman of the meeting shall oversee the meeting to ensure the meeting is conducted in a manner consistent with the applicable laws and the requirements in the Company's Articles of Association and the order of the Agenda Items set forth in the invitation letter, except the case where the meeting resolves with at least two-third of the votes by shareholders who are present at the meeting to re-arrange the order of the agenda items.

36 Except where otherwise stipulated by this articles or applicable laws, the final judgment or the resolution of the shareholders's meeting shall be based on the majority votes of the shareholders who are present at the meeting. One share represents one vote. If the meeting decides that any shareholder has any interests in any matter, such shareholder shall not be entitled to cast his/her vote on such matter. However, if the election of the directors ends up with equal votes, the chairman of the meeting shall exercise additional one vote as the final ruling.

หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)

เขียนที่ _____

Written at _____

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

- (1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____ nationality
อยู่บ้านเลขที่ _____
Address _____

- (2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน)
being a shareholder of Nation Multimedia Group Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม
holding the total amount of

☐ หุ้นสามัญ
ordinary share

☐ หุ้นบุริมสิทธิ
preference share

หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
shares and have the rights to vote equal to votes as follows:
หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
shares and have the right to vote equal to votes
หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
shares and have the right to vote equal to votes

- (3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีประวัติตามเอกสารแนบ)
Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy holder. The profile of the independent director is attached for information.)

- ☐ 1. ชื่อ _____ นายปรกรณ์ บริมาสพร กรรมการอิสระ อายุ 62 ปี อยู่บ้านเลขที่ 7/195 หมู่ 5

Name Mr. Pakorn Borimasorn, Independent Director, Age 62 years, residing at 7 /195 Moo 5

ถนน _____ ตำบล/แขวง บ้านใหม่ อำเภอ/เขต ปากเกร็ด

Road Tambol/Khwaeng Banmai Amphur/Khet Pakkred

จังหวัด นนทบุรี หรือ

Province Nonthaburi or

- ☐ 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road Tambol/Khwaeng Amphur/Khet

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province Bangkok Postal Code or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญ
ผู้ถือหุ้น ครั้งที่ 1/2552 ในวันที่ 20 มีนาคม 2552 เวลา 10.00 น. ณ ห้องประชุมชั้น 5 บริษัท เนชั่น มัลติมีเดีย กรุ๊ป จำกัด (มหาชน) เลขที่
1854 ถนน บางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพฯ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of the above shall be my/our proxy holder to attend and vote on my/our behalf at the Extraordinary
Meeting of Shareholders No. 1/2009 on March 20, 2009 at 10.00 am, at Conference Room, 5th Floor, Nation Multimedia
Group Public Company Limited, 1854, Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok, Thailand or
on other date, time and place as may be postponed or changed.

- (4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้.-
I/we authorize the proxy holder to attend the meeting and vote at this meeting as follows:



(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

(a) The proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects, or



(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my intention as follows:

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
A shareholder attending in person, shall present this proxy to a registration staff on the meeting date.

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญประจำปีผู้ถือหุ้นครั้งที่ 1/2551
 Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 1/2008
☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณาและอนุมัติแผนการนำบริษัทย่อย 2 บริษัท อันได้แก่ บริษัท เนชั่น อินเตอร์เนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน) ("NINE") และบริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด ("NBC") เข้าจดทะเบียนในตลาดหลักทรัพย์ เอ็ม เอ ไอ (Spin-off)

Agenda 2 To consider and approve the spin-off and listing plan of the Company's two subsidiaries, Nation International Edutainment Public Company Limited ("NINE") and Nation Broadcasting Corporation Limited ("NBC"), on the Market for Alternative Investments ("MAI")

2.1 พิจารณาและอนุมัติแผนการนำ NINE เข้าจดทะเบียนในตลาดหลักทรัพย์เอ็ม เอ ไอ

2.1 To consider and approve the spin-off and listing plan of NINE on MAI

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

2.2 พิจารณาและอนุมัติแผนการนำ NBC เข้าจดทะเบียนในตลาดหลักทรัพย์เอ็ม เอ ไอ

2.2 To consider and approve the spin-off and listing plan of NBC on MAI

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 3 พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทย่อย 2 บริษัท อันได้แก่ บริษัท เนชั่น อินเตอร์เนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน) ("NINE") และบริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด ("NBC") ให้แก่ผู้ถือหุ้นสามัญของบริษัทฯ ตามสัดส่วนการถือหุ้น (Pre-emptive Right)

Agenda 3 To consider and approve the allocation of newly issued common shares of the Company's two subsidiaries, NINE and NBC, to the Company's shareholders in proportionate to their respective shareholding in the Company (Pre-emptive right)

3.1 พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของ NINE จำนวนไม่เกิน 9,000,000 หุ้น ให้แก่ผู้ถือหุ้นสามัญของบริษัทฯ ตามสัดส่วนการถือหุ้น

3.1 To consider and approve the allocation of not exceeding 9,000,000 newly issued common shares of NINE to the Company's shareholders in proportionate to their respective shareholding in the Company

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

3.2 พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของ NBC จำนวนไม่เกิน 20,000,000 หุ้น ให้แก่ผู้ถือหุ้นสามัญของบริษัทฯ ตามสัดส่วนการถือหุ้น

3.2 To consider and approve the allocation of not exceeding 20,000,000 newly issued common shares of NBC to the Company's shareholders in proportionate to their respective shareholding in the Company

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณารับทราบการขายหุ้นสามัญที่บริษัทฯ ถืออยู่ใน NINE จำนวนไม่เกิน 14,000,000 หุ้น พร้อมกับการทำ IPO ของ NINE

Agenda 4 To acknowledge the sales of not exceeding 14,000,000 common shares of NINE held by the Company as part of NINE's IPO

วาระนี้ไม่มีการลงมติ

No voting is required for this agenda.

วาระที่ 5 พิจารณารับทราบการขายหุ้นสามัญของบริษัทฯ ถืออยู่ใน NBC จำนวนไม่เกิน 15,000,000 หุ้น พร้อมกับการทำ IPO ของ NBC

Agenda 5 To acknowledge the sales of not exceeding 15,000,000 common shares of NBC held by the Company as part of NBC's IPO

วาระนี้ไม่มีการลงมติ

No voting is required for this agenda.

วาระที่ 6 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 6 Consider other matters (if any)

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and shall not constitute my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or have specified unclear instruction or in case the meeting considers or passes resolutions in any matters other than these specified above, including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting, except where the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ.....ผู้มอบฉันทะ

(.....)

Signed

Appointer

ลงชื่อ.....ผู้รับมอบฉันทะ

(.....)

Signed

Proxy holder

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
4. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

Remarks:

1. The shareholder appointing the proxy holder must authorize only one proxy holder to attend and vote at the meeting and may not split the number of shares to several proxy holders for splitting votes.
2. The shareholder may appoint a proxy holder in respect of the total number of shares specified in Clause (2) or only in respect of a portion of the shares less than those specified in Clause (2).
3. With regard to an appointment of new directors, the votes may be exercised in respect of the total number of the Board of Directors or only in respect of each individual director.
4. In case any additional agenda other than those specified above is brought into consideration of the meeting, the Appointer may use the Annex attached to Proxy Form B.

Term, Conditions and Procedures of the Meeting of the Shareholders

1. The case that a shareholder attends the meeting in person

- The shareholder, who is an individual person with the Thai nationality, must show a personal identification document - the identity card or the state official's identity card.
- The shareholder, who is an individual person with the foreign nationality, must show a personal identification document - the foreign identity card, passport, or the document equivalent to the passport, at the registration desk.
- If the shareholder changed name or surname, the shareholder must show the evidence to prove the name or surname change.

2. The Authorization

- The shareholder can authorize only one person as the proxy.
- The shareholder can state in the authorization document the intention to exercise the voting right separately for each item on the agenda, so that the authorized representative can act according to such intention.
- The authorized proxy has to submit the authorization document to the chairman of the meeting and/or the person authorized by the chairman before the meeting starts. The authorized person must fill in the form and sign a signature on the authorization document. If the authorized person crosses out any words in the form, the authorized person must sign a signature above all the crossed-out words. The authorization document must carry the postal stamp worth Bt20.

The documents required for the authorization

- In the case that the shareholder is an individual person with the Thai nationality: a copy of the identity card or the state official's identity card.
- In the case that the shareholder is an individual person with the foreign nationality: personal identification document, passport, or document equivalent to the passport. The shareholder must sign a signature on the copy.
- In the case that the shareholder is a juristic person:
 1. Thai juristic person: a copy of the document of the Commerce Ministry or the relevant state departments, which confirm its juristic status. Such document of the ministry or the relevant departments must be issued within the period of not exceeding 6 months and the document must carry the signature of the authorities of the ministry or the departments. The other required documents also include a copy of the identity card or that of the state official's identity card of the director of the juristic person, who is authorized to act on its behalf. The authorized person must also sign a signature on the copy.
 2. The foreign juristic person: The authorized person of the juristic person must sign a signature and stamp the company's sign on the authorization document in the presence of the witness officials or the relevant authorities. After the signing, the authorized person must submit the authorization document to the Thai embassy, or the Thai consular, or the person authorized to approve the document.
 3. In the case of fingerprint, instead of the signature, the authorized person of the juristic person must imprint on the authorization document with the left thumb. The person must also write down above the fingerprint that "this is the left thumb's

fingerprint of” The authorized person must imprint the fingerprint in the presence of the two witnesses. The two witnesses also have to affix their signatures on the document, which must be enclosed with a copy of their identity cards or their state officials’ identity cards, which carry their signatures.

4. In the extraordinary general shareholders’ meeting 1/2009, if the shareholder cannot attend the meeting in person, the shareholder can either authorize a person or any independent directors of the company to cast a vote on the behalf of the shareholder.

5. The shareholder, who wants to grant such authorization to the company’s independent director, must send the authorization document, which carries the shareholder’s signature, together with the other required documents, to the company’s secretary office. The documents must reach the secretary office at least one day before the meeting.

6. The authorized persons, who want to attend the meeting, must show their own identity cards/state official’s identity cards, or passports (if they are foreigners) at the meeting’s registration desk.

3. The case that the shareholder passed away

The estate manager of the departed shareholder can attend the meeting in person or in proxy. The manager or the authorized proxy must show the court document, which proves the estate manager’s status, at the meeting. The date of the signing of the court’s authority on the court document must be within the period of not exceeding six months before the meeting date.

4. The case that the shareholder is below the legal age

The parents can attend the meeting in person or in proxy. The persons, who will attend the meeting, must show a copy of the house registration paper of the shareholder.

5. The case that the shareholder is incapable of representing himself

The caretaker can attend the meeting in person or in proxy. The meeting attendee must show the court document to prove the legal status of the caretaker and the date of the signing of such document by the authority must be within the period of not exceeding six months before the meeting date.

Registration

The registration will start at least one hour before the meeting begins or at 13.00 hrs.

Voting

1. There shall be the open voting and one vote is equivalent to one right. The meeting resolution must comprise the following voting:

- In the normal case: The majority voting of the shareholders, who attend the meeting and who have the voting right. If the voting is evenly divided, the meeting’s chairman can make the vote in order to create the majority vote.
- In the special case: what is the resolution will be defined by the laws or regulations in the special case and the chairman of the meeting is obliged to inform the shareholders about such laws or regulations before the voting in each agenda.

2. The proxy of the shareholder is obliged to vote in accordance with the authorization document.
3. The shareholders, which have special benefits, from any agenda, is not permitted to vote on that agenda, and that the meeting's chairman is authorized to ask those particular shareholders to walk out of the meeting before the voting on the agenda.
4. The meeting can resort to the secret voting if requested by at least five shareholders and that the meeting agrees to grant the request. The meeting's chairman will determine the methods of the secret voting and will inform the methods to the meeting before making the secret voting.

**Summary profile of the Independent Director
Who may be granted a proxy**

Name : **Mr Pakorn Borimasporn**

Age : 62 Years

Education Background : MA. in Electrical Engineering, Chulalongkorn University

**Training****Thai Institute of Directors Association**

: Directors Certification Program (DCP 17)

Capital Market Academy

: Capital Market Academy Leadership Program (CMA 3)

Thai Listed Companies Association

: TLCA Executive Development Program (EDP 3)

Experience

1993-Present : Chief Executive Officer
Lighting & Equipment Public Co., Ltd

1999 – Present : Chief Executive Officer
L & E Manufacturing Co., Ltd.

2004-Present : Chairman & Chairman of The Audit Committee
Porn Prom Metal Public Co., Ltd.

No. of Shares Held as at Jan 12, 2009

: 26,900 shares (0.02%)

Type of Current Director

: Independent Director and Chairman of The Audit Committee

Holding the post of the Company's Director

: 12 Years

Relationship with NMG's Executive

: No

Relationship with the company, affiliated company, associated company or related company

- Being a director who take part in the management of the company or being an employee, staff member or advisor who receives a regular salary from the company

: No

- Being a director in certain profession

: No

- Being a director who has relationship with the company or related persons to the extent that cannot perform duties independently or in a flexible manner

: No

Being a director of others listed company

: Chief Executive Officer
Lighting & Equipment Public Co., Ltd

Summary profile of the Independent Director

Who may be granted a proxy

: Chairman & Chairman of The Audit Committee
Porn Prom Metal Public Co.,Ltd.

Being a director of a competing or a related business company

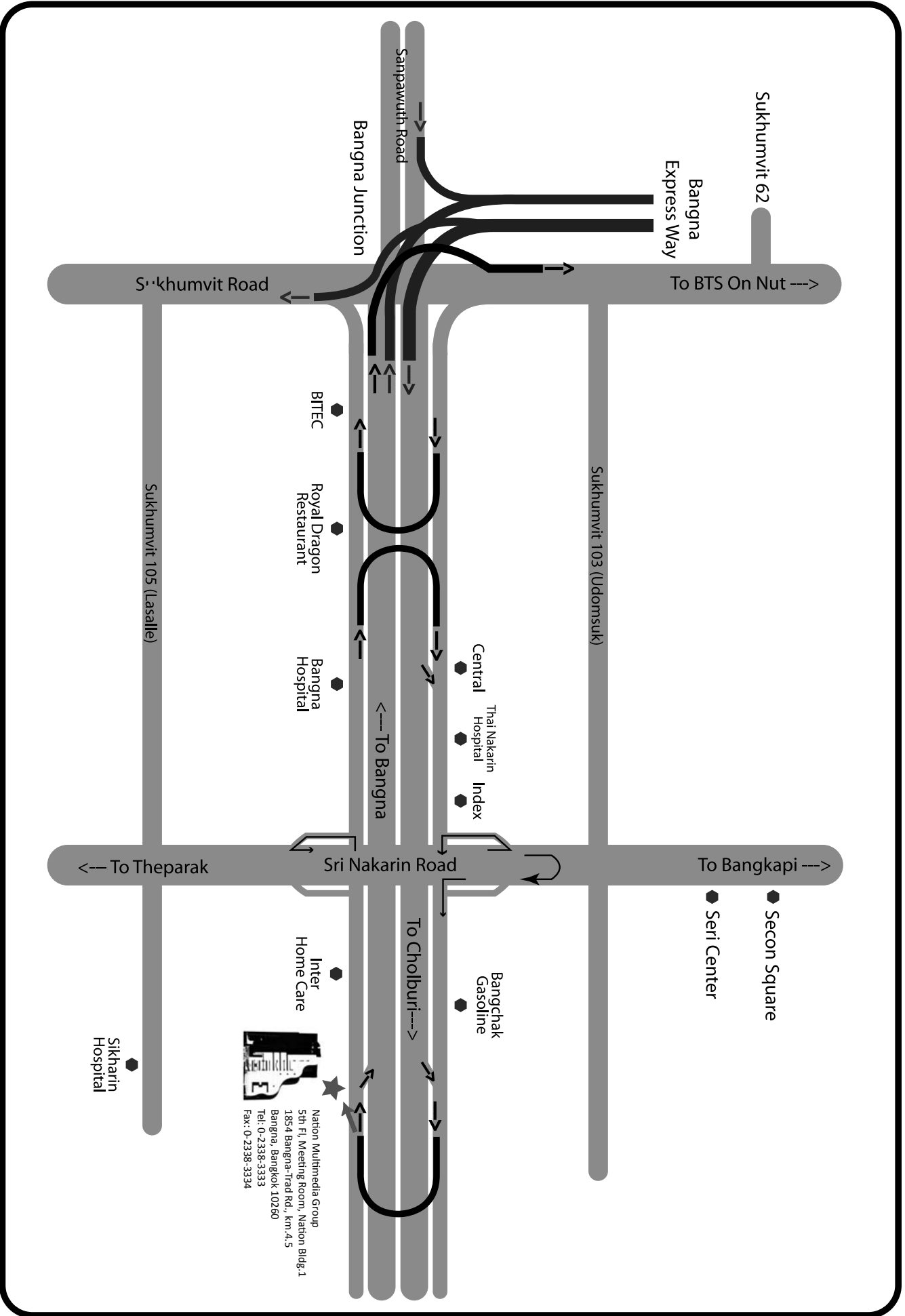
: Chief Executive Officer
L & E Manufacturing Co.,Ltd.

Having conflicts of interest in the agenda item proposed in the Annual General Meeting of Shareholders No. 1/2008

: No

The Meeting Attendance / Meeting held on 2008 (Frequency)

: Board of Director	6/7
Audit Committee	4/4
Annual General Meeting of Shareholders	1/1





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