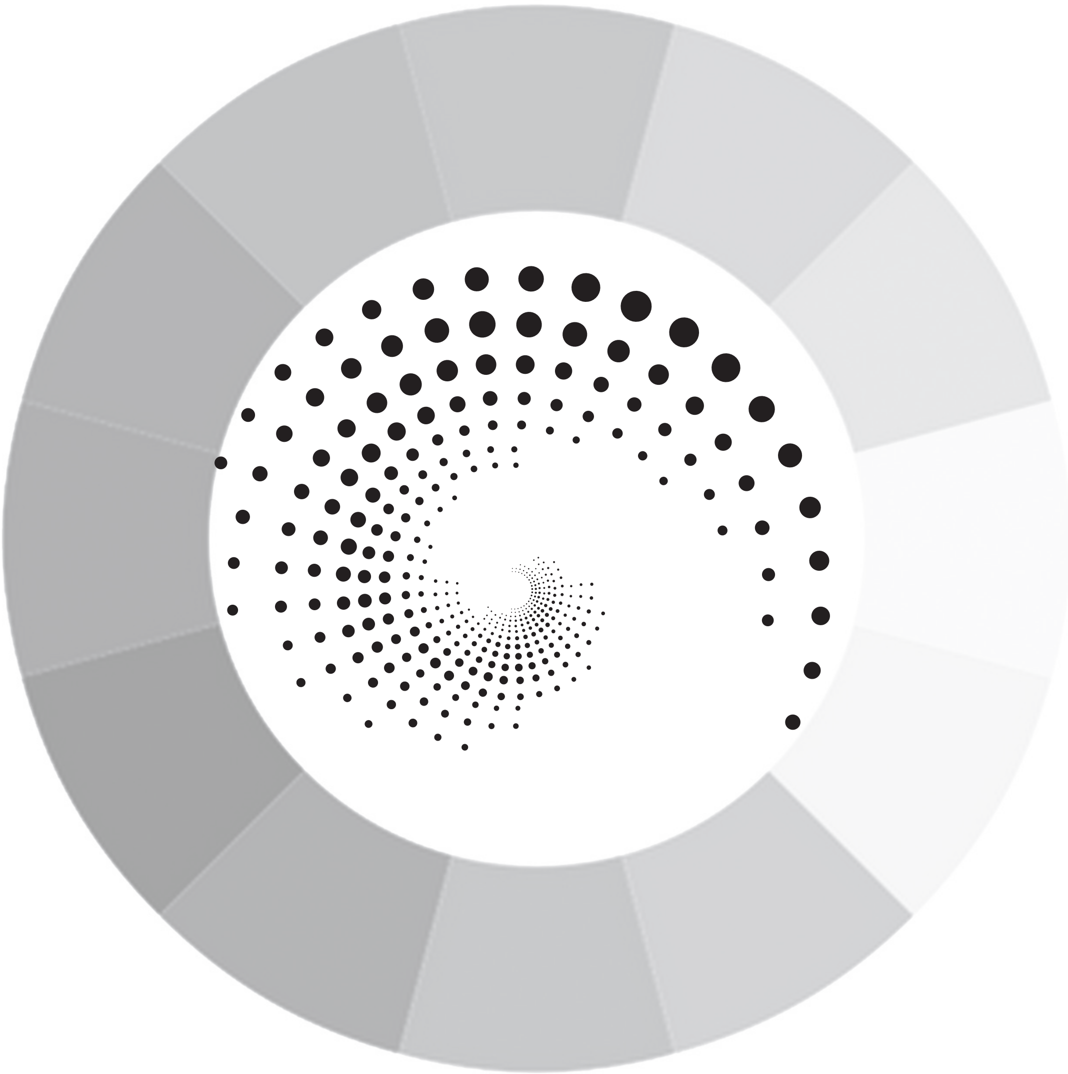
Invitation to the Annual General Meeting of Shareholders 2011



NATION GROUP

Nation Multimedia Group Public Company Limited

April 7, 2011 at 14:00 hours

At the Conference Room, 5th Floor, Nation Building I,

Bangna-Trad Road (Km.4.5)

March 7, 2011

Subject: Invitation to the Annual General Meeting of Shareholders 2011
To: Shareholders of Nation Multimedia Group Public Company Limited

Attached documents

1 Copy of the minutes of the Annual General Meeting of Shareholders 2010
2. Annual report 2010
3. Role and Responsibilities of Audit Committee
4. Terms and conditions to select the directors
5. Definition and qualifications of Independent Directors
6. Document for Agenda Item 5: the profiles of the proposed nominated persons to replace directors retiring by rotation
7. Document for Agenda Item **7**: details of the auditors for the fiscal year 2011
8. Company's Articles of Association, Chapter 6: Shareholders' Meeting
9. Terms, conditions and procedures of the meeting of shareholders
10. Summary profile of the Independent Directors who may be granted a proxy
11. Registration Form for the Annual General Shareholders Meeting 2011
12. Proxy Form
13 Map of the venue of the meeting of shareholders

The Company's Board of Directors resolved to call the annual general meeting of shareholders 2011 on April 7, 2011 at 14:00 hours at the Conference Room, 5th Floor, Nation Building I, 1854 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok 10260, to consider the following agenda items.

Agenda Item 1 To acknowledge the minutes of the Annual General Meeting of shareholders 2010 held on April 27, 2010.

Facts and Reasons The Annual General Meeting of Shareholders 2010 held on April 27, 2010, see the attached copy of the minutes of the meeting.

Opinion of the Board of Directors The Board of Directors considered and was of the opinion that the information thereof was correct and complete. Thus, it would be appropriate to certify the above-mentioned minutes of the meeting.

Agenda Item 2 To consider and approve the Company's operating results and report by the company's Board of Directors for the year 2010

Facts and Reasons The Company's operating results and report by the company's Board of Directors for the year 2010 annual report mailed to the shareholders together with this invitation letter.

Opinion of the Board of Directors The Company's Board of Directors considered and viewed that the shareholders should certify the Company's operating results and report by the company's Board of Directors for the year 2010

Agenda Item 3 To consider and approve the Company's audited Balance Sheet Profit and Loss statements for the year ended December 31, 2010

Facts and Reasons Financial statements of Nation Multimedia Group Public Company Limited and its subsidiaries as of December 31, 2010 had been audited by the auditors and examined by the Audit Committee, as appeared in the 2010 annual report mailed to the shareholders together with this invitation letter.

Opinion of the Board of Directors The Board of Directors considered and viewed that the meeting of shareholders should approve and certify the annual balance sheet, profit and loss statement ending December 31, 2010 which were audited by the authorised auditors and examined by the Audit Committee.

Agenda Item 4 To approve suspension of dividends for business operations for the year ending December 31, 2010.

Facts and Reasons Article 42 stipulates that, "The Company shall not make the dividend payment from other sources of money, except profits." The Company's dividend payment policy was to pay no more than 65 per cent of its profits, depending on the investment plan, necessity and other appropriateness in the future. In 2010, the Company's operating results recorded a net profit of the consolidated financial statement and the company financial statement but there was a deficit in both the consolidated financial statement and the company financial statement. Therefore, according to the Article 42, the Company would be unable to pay dividends.

Opinion of the Board of Directors The Board of Directors considered and approved to propose to the meeting of shareholders to approve the suspension of the dividend payment for the operation from January 1, 2010 to December 31, 2010 because the Company's operation recorded consolidated statements of loss and deficit and set aside cash reserves for the Company's business operations.

Agenda Item 5 To consider the election of directors in place of those retiring by rotation

Facts and Reasons No. 15 in the Company's Articles of Association stipulated that in every general shareholder's meeting, the term limits of one-third of the Directors would expire. At present, there were 11 directors. In 2011, four directors whose term limits expired were as following:

1) Mr. Thanachai Santichaikul	Director
2) Mr. Pakorn Borimasporn	Independent Director & The Chairman of Audit Committee Members
3) Mr. Pana Janviroj	Director
4) Mr. Nivat Changariyavong	Director

In addition, as the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons for election to the Company's Board of Directors, since December 24, 2010 to February 4, 2011, it turned out that no shareholder was nominated.

Opinion of the Board of Directors The Board of Directors considered the qualifications of the directors including their experience, expertise including the performance of the four directors whose term limit expired. Since all four directors have proved to be highly dedicated to their duties and responsibilities which led to the great benefits of the Company, it was appropriate to propose to the Annual General Meting of the Shareholders to reappoint them for another term. They were as follows:

The Board of Directors considered that it was appropriate for the shareholders to approve the election of four persons to be Directors for another term as following:

1) Mr. Thanachai Santichaikul	Appointed	Director
2) Mr. Pakorn Borimasporn	Appointed	Independent Director & The Chairman of Audit Committee Members
3) Mr. Pana Janviroj	Appointed	Director
4) Mr. Nivat Changariyavong	Appointed	Director

(Attached document 6 to Agenda Item 5: the profiles of the nominated person to replace the director whose term limit expired)

Agenda Item 6 To consider the remuneration of directors for the year 2011

Criteria for Director's Remunerations Proposal: The Company's Board of Directors commented that for a media corporation, it was a very important matter to nominate its directors and to consider their remunerations. The Company had the policy that allowed the Company's Board of Directors themselves to screen and nominate directors and consider their remunerations under a strict rule. This rule required the Board of Directors to consider that the remunerations should be competitive to the ones of a similar type of industry, and of the same size of business, and also considered from the business profit growth of the Company.

Opinion of the Board of Directors

In matters of remunerations of the Company's Board of Directors for the fiscal year 2011, the Directors considered paying remunerations to the Company's Executive Directors. The Chairman of the company would receive the same rate as that of Chairman of Audit Committee. The Executive Directors would receive the same rate as that of Non Executive Directors. The payment period was changed from annually to quarterly.

The Board of Directors proposed the Meeting to consider approval of the annual remuneration of the Company's Board of Director for the year 2011, with no other forms of compensation, as follows:

Name/Position	Annual Remuneration 2011 Year of Proposal				Annual Remuneration 2010			
	Remuneration	Meeting Allowance	Other	Total	Remuneration	Meeting Allowance	Other	Total
Chairman -Mr.ThanachaiTheerapattanavong	400,000.-	-	-	400,000.-	-	-	-	-
Independent Director -Mr.Nissai Vejjajiva	200,000.-	-	-	200,000.-	200,000.-	-	-	200,000.-
Non Executive Director								
-Mr.Nivat Changariyavong	200,000.-	-	-	200,000.-	200,000.-	-	-	200,000.-
-Mrs.Christine Debiais Brendle	200,000.-	-	-	200,000.-	200,000.-	-	-	200,000.-
-Mr.Sermsin Samalapa	200,000.-	-	-	200,000.-	34,000.-	-	-	34,000.-
Chairman of Audit Committee : -Mr.Pakorn Borimasporn	400,000.-	-	-	400,000.-	400,000.-	-	-	400,000.-
Audit Committee :								
-Mr.Chaveng Chariyapisuthi	300,000.-	-	-	300,000.-	300,000.-	-	-	300,000.-
-Mr.Yothin Nerngchamnong	300,000.-	-	-	300,000.-	300,000.-	-	-	300,000.-

Name/Position	Annual Remuneration 2011 Year of Proposal				Annual Remuneration 2010			
	Remuneration	Meeting Allowance	Other	Total	Remuneration	Meeting Allowance	Other	Total
Executive Director:								
-Mr.Thanachai Santichaikul	200,000.-	-	-	200,000.-	-	-	-	-
-Mr.Suthichai Yoon	200,000.-	-	-	200,000.-	-	-	-	-
-Mr.Pana Janviroj	200,000.-	-	-	200,000.-	-	-	-	-
Total	**2,800,000.-**			**2,800,000.-**	**1,634,000.-**			**1,634,000.-**

<u>Agenda Item 7</u> To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2011

<u>Facts and Reasons</u> Under the recommendation of the Audit Committee, the Board of Directors proposed to the meeting of the general shareholders to appoint KPMG Poomchai Audit Ltd. as the auditors of the Company as follows:

1. Mr.Vichien Thamtrakul, Registration No. 3183 will sign the financial statements of company for the year 2011 for the fourth year **or**
2. Mr.Winid Silamongkol, Registration No. 3378 will be auditor for the year 2011 **or**
3. Mr.Charoen Phosamritlert, Registration No. 4068 will be auditor for the year 2011

The Three auditors had no relations or interests with the Company, its subsidiaries, its management, major shareholders or the related parties thereof. They were independent and able to express an unbiased opinion on the financial statements of the Company.

The Board of Directors under recommendations of the Audit Committee proposed to the meeting of the general shareholders to consider the compensation for the auditor of the Company and its subsidiaries total of 8 companies for the fiscal year 2011, The remuneration for the auditor totalled 3,350,000.-baht.

(No other service fee was charged).
In addition, KPMG Poomchai Audit Ltd. would also audit the accounts of the joint venture.
(Attached document 7 to Agenda Item 7: details of the auditors for the fiscal year 2011)

<u>Opinion from the Board of Directors</u> The Company's Board of Directors and the Audit Committee considered selecting the auditors as well as setting the appropriate compensation and appointment proposed to the shareholders approval of the auditors for the fiscal year 2011 and the compensation thereof.

<u>Agenda Item 8</u> To consider other matters (if there are any)

All shareholders were invited to attend the meeting according to the above-mentioned date, time and venue. Any shareholder wishing to authorise a third party to attend and vote on his/her behalf shall fill in the form and sign the attached document and submit to the Company's Chairman or Secretary before the meeting.

Please be informed accordingly.

Sincerely yours,

Thanachai Santichaikul
Vice Chairman

Attached Document No.1

Minutes of Annual General Meeting of Shareholders 1/2010
of
Nation Multimedia Group Public Company Limited

<u>Date and Place</u> The meeting was held on April 27, 2010, at the Conference Room, 5th Floor, Nation1 Building, 1854 , Bangna – Trad , Bangna , Bangkok 10260

<u>Preliminary Proceedings</u>
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. Yothin Nerngchamnong	Independent Director and the Member of Audit Committee
4. Mr. Nissai Vejjajiva	Independent Director
5. Mr. Nivat Changariyavong	Director

Executive Directors

6. Mr. Thanachai Santichaikul	Vice Chairman and Chief Executive Officer
7. Mr. Suthichai Yoon	Director and Editor in Chief
8. Mr. Pana Janviroj	Director and President of English News Business Unit

Directors who were absent from the meeting

1. Mrs. Christine Debiais Brendle	Director
2. Mr. Narongsak Opilan	Director

A total of 9 directors attended the Meeting with 2 directors absent.

The Chairman introduced executives attending the Meeting:

1. Mrs. Warangkana Kalayanapradit	Company Secretary
2. Mrs. Kesery Kanjana-vanit	President of Nation International Edutainment Plc Ltd.
3. Ms. Aeumsree Boonhachairat	Chief Operating Officer of Nation Broadcasting Corporation Plc Ltd..
4. Ms. Orapim Laung-on	Chief Marketing Officer
5. Ms. Mathaya Osathanond	Assistant Senior Vice President of Finance
6. Mr. Supoth Piensiri	Assistant Senior Vice President of Accounting
7. Mr. Danai Kramkomut	Executive Vice President of Business Development and Investor Relations

The Chairman introduced auditors from KPMG Phoomchai Audit Ltd. attending the Meeting Mr Vichien Thamtrakul, Executive Director and Auditor, who signed the financial statements of the company and that of its subsidiaries.

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

The Chairman stated that the total number of shares which had been sold was 164,774,030.

-19 Shareholders attending the Meeting in person held 35,898,932 shares, accounting for 21.79% of the total number
- 89 Shareholders authorizing their proxies to attend the Meeting held 51,606,564 accounting for 31.32% of the total number
- A total of 108 shareholders attending the Meeting held 87,505,496 shares or 53.11% of the total number

Thus, a quorum was formed.

The Chairman informed the Meeting that in order 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 shareholders to propose agenda for the Annual General Meeting of Shareholders 1/2010 and to nominate Directors through the Board of Directors three months in advance of the Meeting. 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, 2010 – February 4, 2010.

No nominations of Directors were made and no additional agenda were proposed by shareholders.

2. **The Company provided shareholders with opportunities to send in questions in advance of the Annual General Meeting of Shareholders** via website: www.nationgroup.com or fax number 0-2338-3938 from March 26, 2010 – April 5, 2010 in order to allow time for members of the Board and executives to gather information and prepare themselves for the Meeting.

No questions were sent in advance of the Meeting.

3. **The Company provided shareholders with the opportunity to authorize a proxy to attend the Meeting. This year, Independent director who was given authorization as proxy for shareholders unable to attend the Meeting was Mr. Pakorn Borimasporn, whose brief profile was attached to the meeting invitation letter.**

The voting regulations for this Shareholders' Meeting were in accordance with the Company's regulations stated in Chapter 6 on "Shareholders' Meeting" numbers 35 and 36, which were attached to the meeting invitation letter sent to each shareholder in advance of the Meeting.

"Number 35. The Chairman of the Meeting is responsible for ensuring the meeting is held in compliance with the law and the Company's regulations on meetings and running the meeting in the order of agenda as stated in a meeting invitation letter unless two-thirds of shareholders attending the Meeting vote for a reorder of the 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 Shareholders have an interest in the agenda item, they relinquish their right to vote for this item, except for the voting for Directors. If approved and disapproved votes are equal, one vote from the Chairman is required to resolve a decision."

For each item in the agenda of this Meeting, providing neither disapproval nor abstention from any shareholders was made, the resolution shall be approved. However, in the case that either disapproval or abstention was made on any item, the Shareholders including proxies were required to raise their hands. They were required to cast their votes by filling out the ballots provided before commencement of the Meeting. The Chairman would announce each agendum and the Shareholders were required to cast their votes and sign their name on the matching ballots. Authorized staff then collected the ballots for the vote count. Shareholders were entitled to exercise their rights to vote their shares: one share, one vote.

The regulations mentioned above were applied to each agenda item, **except agenda item 6,** which was to consider the election of Directors to replace those retiring by rotation. For this item, the Shareholders cast their votes individually. All ballots were collected for transparency and to be in accordance with the Corporate Governance Policy.

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

<u>1. To consider adopting the minutes of the Annual General Meeting of Shareholders 1/2009</u>

The Chairman proposed the Meeting to consider adopting the minutes of the Annual General Meeting of Shareholders 1/2009 held on April 28, 2009, 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 Chairman proposed the Meeting to consider the matter and resolve to adopt the minutes of the Annual General Meeting of Shareholders 1/2009.

Having considered the agenda item 1, the Meeting adopted the minutes of the Annual General Meeting of Shareholders 1/2009 with the following vote results.

Approved	87,505,496	votes, accounting for	100%	of shareholders attending the meeting with voting rights
Disapproved	0	votes, accounting for	0%	of shareholders attending the meeting with voting rights
Abstained	0	votes, accounting for	0%	of shareholders attending the meeting with voting rights

<u>2.To consider approval and acknowledgement of the Company's operating results and the Report of the Board of Directors in the year 2009</u>

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

The CEO explained that in the first quarter of 2009 the global economic crisis contributed to the country's economic slowdown resulting in the reduction of income for many business enterprises. As for the Company, the advertising revenue significantly decreased but the expense control measures which were already in place from the previous year helped reduce 13% of the cost and expenses. The economic slowdown improved in the 3rd and 4th quarters. Accordingly, the Company's overall revenue for the year 2009 dropped 15%. The operating results for the year 2009 therefore recorded a net loss of 53 million baht, compared to the previous year's loss of 54 million baht. Comparing the revenue and expenses figures quarter by quarter, the loss in the 1st and 2nd quarters was rather high. But in the 4th quarter the company earned 687 million baht with costs and expenses of 626 million baht. As for the operating results of the year 2009 the Company made profit before income tax expense and share of loss from subsidiaries of 55 million baht. Income tax amounted to 32 million baht and loss from subsidiaries to 46 million baht. Allowances for doubtful debt and allowances for obsolete stocks deduction amounted to 30 million baht. Therefore, the company's net loss was 53 million baht.

The CEO informed the Meeting of the Company's and its subsidiaries' overall operating results ending on December 31, 2009 that the Company's operating results before income tax and share of loss from subsidiaries were 55 million baht. Income tax amounted to 32 million baht and share loss from subsidiaries was 46 million baht. Allowance for doubtful debt and allowance for obsolete stocks amounted to 30 million baht. The operating results for the year 2009 therefore recorded a net loss of 53 million baht, compared to the previous year's loss of 55 million baht.

The Chairman provided shareholders with an opportunity to pose questions and express their views. No additional questions were posed and no additional views were expressed.

The Chairman then asked the Meeting to vote for the agenda 2, to consider approval and acknowledgement of the Company's operating results and the Report of the Board of Directors for the year 2009.

The Meeting resolved to adopt the Company's operating results and the Report of the Board of Directors in the year 2009, as follows:

Approved	87,505,496	votes, accounting for	100%	of shareholders attending the meeting with voting rights
Disapproved	0	votes, accounting for	0%	of shareholders attending the meeting with voting rights
Abstained	0	votes, accounting for	0%	of shareholders attending the meeting with voting rights

3.To consider acknowledgement and approval of the Balance Sheet and Profit & Loss Statement for the year ended December 31, 2009.

The Chairman proposed that the Meeting consider and approve the Balance Sheet and Profit & Loss Statement for the year ended December 31, 2009, which were certified by the auditor and checked by the audit committee for accuracy in accordance with certified principles of accounting, as shown in the Company's 2009 Annual Report earlier submitted to shareholders, along with invitation letters.

No additional questions were posed and no additional views were expressed. The Chairman then asked the Meeting to vote for the agenda 3, to consider acknowledgement and approval of the Balance Sheet and Profit & Loss Statement for the year ended December 31, 2009.
The Meeting resolved to acknowledge and approve the Balance Sheet and Profit & Loss Statement for the year ended December 31, 2009.

Approved	87,505,496	votes, accounting for	100%	of shareholders attending the meeting with voting rights
Disapproved	0	votes, accounting for	0%	of shareholders attending the meeting with voting rights
Abstained	0	votes, accounting for	0%	of shareholders attending the meeting with voting rights

4. To consider approval of the dividends payment omission for the operating results of the year ended December 31, 2009.

The Chairman declared to the Meeting that according to the Company's Article of Association, clause 42, which stated that "the Company is prohibited from paying dividends from any type of money source, except profits", the Company had a policy not to pay dividends of more than 65 percent of the company's net profit. This also depended on investment plans, necessities and other future appropriations. In 2009, the Company's operating results recorded a net loss in consolidated financial statements and loss carry forward in consolidated and separate financial statements. Thus, from the Article of Association, the Company was unable to pay dividends.

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

The Chairman informed the Meeting of two additional shareholders attended the Meeting holding 1,320,980 shares. The Chairman updated the number of shareholders attending the Meeting as follows:

- 19 shareholders attended the Meeting in person, holding 35,898,932 shares, representing 21.79% of total shares.
- 91 shareholders authorized their proxies to attend the Meeting, holding 52,927,544 shares, representing 32.12% of total shares.
- A total of 110 shareholders attended the Meeting, holding 88,826,476 shares, representing 53.91% of total shares.

No additional questions were posed and no additional views were expressed. The Chairman then asked the Meeting to vote for the agenda 4, to consider approval of the dividends payment omission for the operating results of the year ended December 31, 2009.
The Meeting resolved to approve the dividends payment omission for the operating results of the year ended December 31, 2009.

Approved	88,826,476	votes, accounting for	100%	of shareholders attending the meeting with voting rights
Disapproved	0	votes, accounting for	0%	of shareholders attending the meeting with voting rights
Abstained	0	votes, accounting for	0%	of shareholders attending the meeting with voting rights

5.To consider appointment of the Company's Auditor and to set fees for the year 2010

The Chairman declared 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 Ltd. to be auditors for the year 2010 by appointing:

1. Mr.Vichien Thamtrakul,Certified Public Auditor, License No. 3183, to be the authorized person who signed and certified the Company's Financial Statements for the year 2010 as in the third year **or**
2. Mr. Charoen Phosamritlert, Certified Public Auditor, License No. 4068, **or**
3. Ms. Boonsri Chotipaiboonphan, Certified Public Auditor, License No. 3756, to be the Company's auditor for the year 2010.

These three auditors did not have any relationship or interest in the Company, subsidiaries, management, major shareholders or anyone related to these persons. Thus, these auditors were free to audit and comment on the Company's Financial Statements.

The audit fee of the Company and its 10 subsidiaries for the year 2010 would be 4,590,000 Baht, which represented an increase of 110,000 Baht when compared to the year 2009 which was 4,480,000 Baht. The fee increased 2.46% per cent.

For other service fees, the Company and its subsidiaries did not receive other auditing services from the accounting company of which the auditors were members or from individuals or businesses related to those persons or their affiliated companies in the previous year.

The Chairman provided shareholders with opportunities to raise questions and express their views. No additional questions were posed and no additional views were expressed. The Chairman then asked the Meeting to vote for the agenda 5, to consider appointment of the Company's Auditor and to set fees for the year 2010.

The Meeting approved the appointment of Mr. Vichien Thamtrakul, CPA License No. 3183 or Mr. Charoen Phosamritlert, CPA License No. 4068 or Ms. Boonsri Chotipaiboonphan, CPA License No. 3756 of KPMG Phoomchai Audit Ltd. to be auditors for the year 2010 for the Company, with the audit fee of the Company and its subsidiaries for the year 2010 set at 4,590,000 Baht.

Approved	88,826,476	votes, accounting for 100%	of shareholders attending the meeting with voting rights
Disapproved	0	votes, accounting for 0%	of shareholders attending the meeting with voting rights
Abstained	0	votes, accounting for 0%	of shareholders attending the meeting with voting rights

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 Articles of Association clauses 15, one-third of the Directors must retire by rotation at the Annual General Meeting of the Shareholders. Currently the Company had 11 Directors so 4 persons must retire by rotation in 2010. They were:

1. Mr. Suthichai Yoon, Director
2. Mr. Nissai Vejjajiva, Independent Director
3. Mr. Narongsak Opilan, Director
4. Mrs. Christine Debiais Brendle, Director

The Chairman stated that the company had provided an opportunity for minor shareholders to propose candidate Directors with their approval and supporting information three months in advance, prior to 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-February 4, 2010. **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. Suthichai Yoon, Director
2. Mr. Nissai Vejjajiva, Independent Director
3. Mr. Narongsak Opilan, Director
4. Mrs. Christine Debiais Brendle, Director

The details of profiles and past working records of those 4 Directors were presented in the letter of 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 to be transparent and in line with the Company's good governance principles, the Chairman proposed the Meeting to consider the vote one by one. All Shareholders used voting cards for their votes, which were then collected by the Company's staff to evaluate the results. The voting results were announced to the 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 Directors in place of those retiring by rotation were as follows:

1) **Mr. Suthichai Yoon** for another term as Director, with the following votes:
Approved 88,826,476 votes, accounting for 100% of shareholders attending the meeting with voting rights
Disapproved 0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained 0 votes, accounting for 0% of shareholders attending the meeting with voting rights

2) **Mr. Nissai Vejjajiva** for another term as Independent Director, with the following votes:
Approved 88,826,476 votes, accounting for 100% of shareholders attending the meeting with voting rights
Disapproved 0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained 0 votes, accounting for 0% of shareholders attending the meeting with voting rights

3) **Mr. Narongsak Opilan** for another term as Director, with the following votes:
Approved 88,826,476 votes, accounting for 100% of shareholders attending the meeting with voting rights
Disapproved 0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained 0 votes, accounting for 0% of shareholders attending the meeting with voting rights

4) **Mrs. Christine Debiais Brendle** for another term as Director, with the following votes:
Approved 88,826,476 votes, accounting for 100% of shareholders attending the meeting with voting rights
Disapproved 0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained 0 votes, accounting for 0% of shareholders attending the meeting with voting rights

7.To consider the remuneration of Independent Directors, Independent Directors who would also be Audit Committee Members and Non-Executive Directors for the Year 2010

The Chairman declared that the Company had a policy to set remuneration annually for Independent Directors and Non-Executive Directors with no other forms of remuneration. The remuneration must be at the same rate as that of industry standard depending on experience, duties, responsibilities and expected benefit for each Director. The Company's policy shall remunerate only the Independent Director acting as Chairman of the Audit Committee, Independent Directors acting as Audit Committee Members, Independent Directors and Non-Executive Directors. Executive Directors of the Company shall not receive director's remuneration.

The Board of Directors proposed the Meeting to consider approval of the annual remuneration of Independent Directors and Non-Executive Directors for the year 2010, with no other forms of compensation, as follows:

Name/Position	Annual Remuneration 2010 Year of Proposal				Annual Remuneration 2009			
	Remuneration	Meeting Allowance	Other	Total	Remuneration	Meeting Allowance	Other	Total
Independent Director -Mr.Nissai Vejjajiva	200,000.-	-	-	200,000.-	200,000.-	-	-	200,000.-
Non-Executive Directors -Mr.Nivat Changariyavong -Mr.Narongsak Opilan -Mrs.Christine Debiais Brendle	200,000.- 200,000.- 200,000.-	- - -	- - -	200,000.- 200,000.- 200,000.-	200,000.- 200,000.- 200,000.-	- - -	- - -	200,000.- 200,000.- 200,000.-
Chairman of Audit Committee : -Mr.Pakorn Borimasporn	400,000.-	-	-	400,000.-	400,000.-	-	-	400,000.-
Audit Committee : -Mr.Chaveng Chariyapisuthi -Mr.Yothin Nerngchamnong	300,000.- 300,000.-	- -	- -	300,000.- 300,000.-	300,000.- 300,000.-	- -	- -	300,000.- 300,000.-
Executive Directors: -Mr.Thanachai Theerapattanavong -Mr.Thanachai Santichaikul -Mr.Suthichai Yoon -Mr.Pana Janviroj	None	-	-	None	None	-	-	None
Total	**1,800,000.-**			**1,800,000.-**	**1,800,000.-**			**1,800,000.-**

The Chairman provided an opportunity for all shareholders to ask questions but neither questions nor opinions were posed by Shareholders. The Chairman proposed the Meeting to consider voting for Agenda 7, to consider remuneration of Independent Directors and Non-Executive Directors for the year 2010.

The Meeting resolved to approve remuneration of the Independent Directors and Non-Executive Directors for 2009 as mentioned above with the following votes:

Approved	88,826,476	votes, accounting for	100%	of shareholders attending the meeting with voting rights
Disapproved	0	votes, accounting for	0%	of shareholders attending the meeting with voting rights
Abstained	0	votes, accounting for	0%	of shareholders attending the meeting with voting rights

8. To consider approval of the addition to the Company's Memorandum of Association of Section 3 as number 15 regarding the setting up of schools or other academic institutions, organizing training, teaching, and seminars in any academic field (when approved by concerned government agencies).

The Chairman invited the CEO to explain this matter.

The CEO explained that in order to cover all businesses conducted at present and in the future, the Company deemed it appropriate to propose the Meeting to consider approval of the addition to the Company's Memorandum of Association of Section 3, by adding objective number15. The added content was as follows:
"Number.15: Setting up and running schools and/or other academic related institutions, organizing training, teaching, and/or seminars in any academic field (when approved by concerned government agencies.)"

The Chairman provided an opportunity for all shareholders to pose questions.

A shareholder asked if the addition of the objective was to support projects that the Company would aim to operate or for future reference.

The CEO explained that the Board of Directors agreed that there were business opportunities in this field for the Company. Therefore, the Company proposed the addition of this objective for future projects.

Neither questions nor opinions were posed by Shareholders. The Chairman proposed the Meeting to consider voting for Agenda 8, to consider approval of the addition to the Company's Memorandum of Association of Section 3, No.15.

The Meeting resolved to approve the addition of Objective No.15 to Section 3 of the Company's Memorandum of Association.

Approved	88,826,476	votes, accounting for	100%	of shareholders attending the meeting with voting rights
Disapproved	0	votes, accounting for	0%	of shareholders attending the meeting with voting rights
Abstained	0	votes, accounting for	0%	of shareholders attending the meeting with voting rights

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 15.10 hrs.

Signature..Chairman

Mr. Thanachai Theerapattanavong

Signature...Vice Chairman
Mr. Thanachai Santichaikul

Attached Document No.3

Role and Responsibilities of Audit Committee

The Audit Committee shall be responsible for:

1. Review the financial reports (quarterly financial report and annual audited financial report) to oversee that the reports are sufficient and correct before forwarding them to the Board of Directors for consideration.

2. Review the internal control system to oversee that the internal audit procedures are adequate, appropriate and efficient. In addition, to observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.

3. Review the risk assessment and risk management system to oversee that they are appropriate, adequate and efficient.

4. Review the business operating procedures to oversee that they are in compliance with rules and regulations of the Security Exchange Commission and those of the Stock Exchange of Thailand as well as other laws relative to the company business.

5. Recommend to the Board the independent auditors to be nominated for shareholder approval to audit the financial reports of the company. Review with the independent auditors the objectivity of audit, responsibility and auditing procedures of the independent auditors including problems found during the audit as well as issues that the independent auditors consider they may have material impact on the company financial reports and to attend a meeting with the auditor without the presence of the management at least once a year.

6. Review the connected transactions or transactions that may have conflict of interest to oversee that they are accurate, complete and compliance with rules and regulations of the Stock Exchange of Thailand as well as disclose complete information of the transactions to ensure that they are appropriate and most beneficial to the Company.

7. Issue an Audit Committee Report to be included in the company's annual report and the report must be signed by the Audit Committee Chairperson and must at least contain the following information:

- Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company.
- Opinions concerning with the adequacy of the Company's internal control system.
- Opinions concerning with the Company's compliance with the law and regulations of the Securities and Exchange and regulations of the Stock Exchange of Thailand, or any law governing the Company's business.
- Opinions concerning with the appropriateness of the auditor.
- Opinions concerning with the transactions that may involve conflict of interest.
- The number of the Audit Committee's Meetings and attendance record for each of the Audit Committee Members.
- Opinions or overall observation that the Audit Committee has received by performing according to the Charter of the Audit Committee.
- Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.

8. Perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee.

The Audit Committee is responsible to the Board of Directors and the Board of Directors is still responsible for the Company’s operation to the other persons.

The Committee’s job is one of oversight. Management is responsible for the preparation of the Company’s financial statements and the independent auditors are responsible for auditing these financial statements. The Committee and the Board recognize that management including the internal audit staff and the independent auditors shall have more resources and time and more detailed knowledge and information regarding the Company’s accounting, auditing, internal control and financial reporting practices than the Committee does accordingly. The Committee’s oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others.

The Company Board of Directors is empowered to make adjustment and change definitions and qualifications of an independent director as well as scope of duties and responsibilities of the Audit Committee according to the regulations of The Security and Exchange Commission, The Stock Exchange of Thailand, The Capital Market Supervisory Board, and other related laws.

Attached Document No.4

Terms and Conditions to Select Directors

Selection of Directors

The Company’s Board of Directors commented that for a media corporation, it was a very important matter to nominate its directors and to consider their remunerations. The Company has the policy that allows the Company’s Board of Directors themselves to screen and nominate directors and consider their remunerations under a strict rule. This rule requires the Board of Directors to consider that the remunerations are competitive to the ones of a similar type of industry, and of the same size of business, and also considered from the business growth and the profit growth of the Company. The Board of Directors will nominate the qualified candidates for Directors and Independent Directors to the shareholders to consider at the Annual General Meeting.

In 2011, the Company provides the opportunity to minority shareholders to nominate candidates as Directors by proposing the candidates’ names with details of qualifications and the candidates’ letters of consent through the Company’s Board of Directors three months prior to Annual General Meeting of Shareholders, which would be between December 24, 2010 and February 4, 2011. No shareholder proposes candidates for directorship.

Attached Document No.5

Definition and Qualification of the Independent Directors

Independent Directors are directors who are not involved in the day-to-day operations of the company, its subsidiaries, or joint ventures. Independent Directors shall be independent from major shareholders and executives of the company and have no relationships that obstruct sound judgment and discretion. Thus, the qualifications of the Independent Directors must be in line with the regulations of the Securities of Exchange Commission.

Independent Directors' qualifications are as follows:

1. Hold not over 1% of paid-up capital of the company, its subsidiaries and joint venture companies, or other related companies or juristic persons with potential conflict of interest. This includes shares held by related persons according to Article 258 of Securities and Exchange Act.

2. Shall not be executive directors, staff or employees or consultants who receive regular benefits from the company, or personal consultants to the company’s management, its subsidiaries and joint venture companies, or other persons with potential conflict of interest. Independent Directors shall not have any interests in such manner for at least 2 years prior to appointment date. This qualification does not refer to independent directors who used to serve as government officials or advisors to any government agencies which are the major shareholders or executives of the company.

3. Shall not have or used to have business relationships, financial benefits or other forms of benefit whether directly or indirectly, in business affairs and management of the company, its subsidiaries or joint venture companies, or related companies, which might obstruct the exercise of independent judgment, or shall not be or used to be major shareholders, or executives of the company except in the case that such interests finished at least 2 years prior to the appointment date.

4. Shall have no blood relationship or relationship through legal registration in the forms of parents, spouse, siblings and children, or children’s spouses with executive directors, management, controllers, or major shareholders of the company or its subsidiaries of executive directors, management, controllers, or the persons who are nominated for an executive position or executives of the company or its subsidiaries.

5. Shall not be open or secret nominees of directors, major shareholders or any groups of shareholders of the company who are related to any major shareholders or any groups of the company’s shareholders.

6. Shall perform their duties and exercise their judgment without the influence of executive directors or major shareholders of the company, and related persons or their relatives.

7. Shall not be or used to be auditors of the company, its subsidiaries, joint venture companies, the major shareholders or the company’s executives. The Independent Directors shall not be major shareholders, executives or business partners of juristic person under the management of the auditor of the company, its subsidiaries, joint venture companies, major shareholders or the company’s executives except when such activities finished at least 2 years prior to the appointment date.

8. Shall not work or used to work in a profession that included law and financial consultant services and asset appraising, which receives service fees of over 2 million baht per year from the company, its subsidiaries and joint venture companies or major shareholders or the company’s executives. In the case that the profession is registered as a person juristic, this rule covers the case of being the major shareholder, executives, or business partner of that professional service, except such services ended at least 2 years prior to the appointment date.

9. Shall not have any other characteristic which prevents them form being able to give independent opinions on the management of the company.

Attached Document No.6

The profile of the nominated person to replace directors retiring by rotation

Name : **Mr. Thanachai Santichaikul**

Age : 57 Years

Education Background

: MBA, Thammasat University

: BA, Accountancy, Chulalongkorn University

Training

Thai Institute of Directors Association

: Director Certification Program (DCP#18)

Capital Market Academy-The Stock Exchange of Thailand

: Capital Market Academy Leadership Program (CMA#1)

King Prajadhipok's Institute

: Graduate Diploma in Politics and Governance in Democratic Systems for Executive Course, Class 11

Experience :

1979 - 1993	Financial & Account Director Nation Publishing Group Co., Ltd.
1993 - 1994	Managing Director Nation Publishing Group Co., Ltd.
1995 - Aug, 1996	Vice Chairman Nation Publishing Group Co., Ltd.
Aug, 1996 - 2004	Vice Chairman Nation Multimedia Group Plc.
2005 - 2007	Vice Chairman & Group President Nation Multimedia Group Plc.
2008 - Present	Chief Executive Officer Nation Multimedia Group Plc.

Type of Current Director : Director & Executive Director

No. of Shares Held as at January 25, 2011

: 307,966 shares (0.18%)

Relationship Characteristics

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	-None-

Item	Relationship Characteristics
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years : 1.Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	Involved in managing and oversee the operations of Nation Multimedia Group Public Company Limited as CEO, as well as the companies stated following either as executive director or director. Position — Company Chairman — Nation Broadcasting Plc. Chairman — Nation International Edutainment Plc. Executive Director — Nation Egmont Edutainment Co.,Ltd. Executive Director — Nation Edutainment Co.,Ltd. Executive Director — Nation News Network Co.,Ltd. Executive Director — Krungthep Turakij Media Co.,Ltd. Chairman — Kom Chad Luek Co.,Ltd. Executive Director — WPS (Thailand) Co.,Ltd. Executive Director — Nation Printing Service Co.,Ltd. Executive Director — NML Co.,Ltd. Executive Director — Yomiuri-Nation Information Service Co.,Ltd. Director — Nation International Co.,Ltd.
2. Being a professional service provider (such as Auditor or Legal Consultant)	-None-
3. Having business relationship(such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	-None-

Information Holding the post of the Company's Director and Meeting Attendance in 2010

Holding the post of the Company's Director	The Meeting Attendance in 2010	
As of December 31, 2010	Board of Directors	Annual General Meeting
31 Years	5/5	1/1

Information of holding a directorship in listed company or non listed company or other rival incorporation

Listed Company		Non Listed Company	Rival incorporation	
Number	Type of Director	Number	Number	Type of Director
-	-	-	-	-

Type of Nominated Director : Director & Executive Director

Attached Document No.6

The profile of the nominated person to replace directors retiring by rotation

Name : **Mr. Pakorn Borimasporn**

Age : 63 Years

Education Background

: MA. in Electrical Engineering, Chulalongkorn University
: BA in Electrical Engineering, Chulalongkorn University

Training

Thai Institute of Directors Association

: Director Certification Program (DCP#17)

Capital Market Academy-The Stock Exchange of Thailand

: Capital Market Academy Leadership Program (CMA#3)

Thai Listed Companies Association (TLCA)

: Executive Development Program (EDP # 1)

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
2010 – Present	Director L&E Solidstate Co., Ltd.

Type of Current Director : Independent Director and Chairman of The Audit Committee

No. of Shares Held as at January 25, 2011

: 26,900 shares (0.02%)

Relationship Characteristics

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	-None-
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years 1.Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	-None-

Item	Relationship Characteristics
2. Being a professional service provider(such as Auditor or Legal Consultant)	-None-
3.Having business relationship(such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	-None-

Information Holding the post of the Company's Director and Meeting Attendance in 2010

Holding the post of the Company's Director	The Meeting Attendance in 2010		
As of December 31, 2010	Board of Directors	Audit Committee	Annual General Meeting
14 Years	5/5	4/4	1/1

Information of holding a directorship in listed company or non listed company or other rival incorporation

Listed Company		Non Listed Company	Rival incorporation	
No.	**Type of Director**	**Number**	**Number**	**Type of Director**
2	1.Chief Executive Officer , Lighting & Equipment Public Co., Ltd 2.Chairman & Chairman of The Audit Committee, Porn Prom Metal Public Co., Ltd	2	-	-

Type of Nominated Director: Independent Director and Chairman of The Audit Committee

The profile of the nominated person to replace directors retiring by rotation

Name : **Mr. Pana Janviroj**

Age : 52 Years

Education Background
: MA., Tuffs University, USA

Training
Thai Institute of Directors Association
: Director Certification Program (DCP#71)
Thai Listed Companies Association (TLCA)
: Risk Management Seminar & Workshop

Experience :	1988 - 1992	Senior Reporter - The Nation Nation Publishing Group Co., Ltd.
	1993 - 1994	Business Editor Nation Publishing Group Plc.
	1994 - 1995	Executive Editor Nation Publishing Group Plc.
	1995 - 1997	Editor - The Nation Nation Publishing Group Plc.
	1997 - 1999	Group Assistant Publisher Nation Multimedia Group Plc.
	2000 - 2004	Editor - The Nation Nation Multimedia Group Plc.
	2005 - 2008	Chief Operating Officer of English News Business Unit Nation Multimedia Group Plc.
	2008 - Present	President of English News Business Unit Nation News Network Co., Ltd

Type of Current Director : Director

No. of Shares Held as at January 25, 2011
: 12,450 shares (0.01%)

Relationship Characteristics

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	-None-
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years 1.Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	Executive Director Nation News Network Co., Ltd.
2. Being a professional service provider(such as Auditor or Legal Consultant)	-None-
3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	-None-

Information Holding the post of the Company's Director and Meeting Attendance in 2010

Holding the post of the Company's Director	The Meeting Attendance in 2010	
As of December 31, 2010	Board of Directors	Annual General Meeting
11 Years	5/5	1/1

Information of holding a directorship in listed company or non listed company or other rival incorporation

Listed Company		Non Listed Company	Rival incorporation	
Number	Type of Director	Number	Number	Type of Director
-	-	-	-	-

Type of Nominated Director : Director

The profile of the nominated person to replace directors retiring by rotation

Name : **Mr. Nivat Changariyavong**

Age : 68 Years

Education Background

: Honorary Doctorate in Business Administration, Chiang Rai Rajabhat University, Thailand

: Assumption Commercial College Bangkok (ACC)

Training

Thai Institute of Directors Association

: Directors Accreditation Program (DAP #36)

Experience :

1985 - Present	Managing Director Green Siam Co., Ltd	
1989 - Present	Director Evergreen International Hotel Property (Bangkok) Co., Ltd.	
1990 - Present	Director Evergreen International Holding (Thailand) Co., Ltd.	
2001 - Present	Chief Executive Officer Evergreen Shipping Agency (Thailand) Co., Ltd.	
2003 - Present	Director Evergreen Logistics (Thailand) Co., Ltd.	

Type of Current Director : Director

No.of Shares Held as at January 25,2011

: 4,485,878 shares (2.72%)

Relationship Characteristics

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	-None-
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years 1.Being a director and participate in day-to-day business,or being an officer,employee or consultant who receives regular salary	-None-

Item	Relationship Characteristics
2. Being a professional service provider(such as Auditor or Legal Consultant)	-None-
3.Having business relationship(such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	-None-

Information Holding the post of the Company's Director and Meeting Attendance in 2010

Holding the post of the Company's Director	The Meeting Attendance in 2010	
As of December 31, 2010	**Board of Directors**	**Annual General Meeting**
13 Years	5/5	1/1

Information of holding a directorship in listed company or non listed company or other rival incorporation

Listed Company		Non Listed Company	Rival incorporation	
Number	**Type of Director**	**Number**	**Number**	**Type of Director**
-	-	5	-	-

Type of Nominated Director : Director

Attached Document No.7

Agenda Item 7
The details of the auditors for the fiscal year 2011

2010	**2011** **Year of Proposal**
KPMG Poomchai Audit Co Ltd	**KPMG Poomchai Audit Co Ltd**
1. Mr. Vichien Thamatrakul Registration No. 3183 2. Mr. Charoen Pusamrithlert Registration No. 4068 3. Miss Boonsri Chotpaiboonpun Registration No. 3756 Mr.Vichien Thammatrakul is the Auditor who has affixed his signature to certify the Company's financial statement in 2010 (for the third year) Compensation of the auditor for the Company and its subsidiaries totaling 3,350,000 Baht. (excluding NBC & NINE) As for other service charges, the Company and its subsidiary shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year	1. Mr. Vichien Thamatrakul Registration No. 3183 2. Mr. Winid Silamongkol Registration No. 3378 3. Mr. Charoen Pusamrithlert Registration No. 4068 Mr.Vichien Thammatrakul is the Auditor who has affixed his signature to certify the Company's financial statement in 2011 **(for the fourth year)** Compensation of the auditor for the Company and its subsidiaries totaling 3,350,000 Baht.(excluding NBC &NINE)

Attached Document No.8

Company’s Articles of Association
Nation Multimedia Group Public Co., Ltd.
Chapter 6 : Shareholders’ Meeting

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

The Directors shall call the extra-ordinary meeting of 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 issue 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’ 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 issue an invitation letter with stipulated venue, date, time, agenda items and 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’ 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’ 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’ 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’ 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' 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.

Attached Document No. 9

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 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 foreign nationality, must show a personal identification document - foreign identity card, passport, or document equivalent to the passport, at the registration desk.
- If the shareholder changed name or surname, the shareholder must show evidence to prove the name or surname change.

2. The Authorization

- The shareholder can authorize only one person as 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 signature on the authorization document. If the authorized person crosses out any words in the form, the authorized person must sign 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 Thai nationality: a copy of identity card or 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 passport. The shareholder must sign signature on the copy.
- In the case that the shareholder is a juristic person:
    1. Thai juristic person: a copy of the document of Commerce Ministry or relevant state departments, which confirm its juristic status. Such document of ministry or relevant departments must be issued within the period of not exceeding 6 months and the document must carry the signature of the authorities of ministry or departments. The other required documents also include a copy of 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 signature on the copy.
    2. The foreign juristic person: The authorized person of the juristic person must sign 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 Thai embassy, or 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 general shareholders' meeting, if the shareholder cannot attend the meeting in person, the shareholder can either authorize a person or any independent directors of the company to 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 shall 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 vote in order to create the majority vote.
   - In the special case: 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.
   - In case of voting for Directors in place of those retiring by rotation or appointment of new Directors, the shareholders can vote individually.

2. The proxy of the shareholder is obliged to vote in accordance with the authorization document.

Attached Document No.10

Summary profile of the Independent Director who may be granted a proxy

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Name : **Mr Chaveng Chariyapisuth**

Age : 66 Years

Address : 117/1 Moo 5, Kwang Klong Thanon , Khet Sai Mai, Bangkok 10220

Education Background : Assumption Commercial College Bangkok (ACC)

Training

Thai Institute of Directors Association

: Director Accreditation Program (DAP# 36)
: Understanding Fundamental Statement (UFS# 2)
: Finance for Non-Finance Director (FN#31)
: Monitoring the System Internal Control and Risk Mgmt
: Audit Committee Program

Experience

: 1991-Present	Executive Director	SST Holding Co.,Ltd.
1991-Present	Executive Director	Siam Syndicate Technology Co.,Ltd.
1991-Present	Executive Director	Siam Streelwork Co.,Ltd.
1991-Present	Executive Director	Siam Asia Environment Co.,Ltd.

Type of Current Director : Independent Director and Member of The Audit Committee

No.of Shares Held as at Jan 25,2011 :
No

Having conflicts of interest in the agenda item proposed in the Annual General Meeting of Shareholders 2011: No.
(Except Agenda 6 : Consider the remuneration of directors for the year 2011)

Relationship Characteristics

Item	Relationship Characteristics
Being related persons or close relatives to management or major shareholders of the company and its subsidiaries	-None-
Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years 1.Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	-None-

Item	Relationship Characteristics
2. Being a professional service provider(such as Auditor or Legal Consultant)	-None-
3.Having business relationship(such as buy/sell goods,giving financial support such as borrowing or lending,etc.)	-None-

Information Holding the post of the Company's Director and Meeting Attendance in 2010

Holding the post of the Company's Director	The Meeting Attendance in 2010		
As of December 31, 2010	**Board of Directors**	**Audit Committee**	**Annual General Meeting**
16 Years	5/5	4/4	1/1

Information of holding a directorship in listed company or non listed company or other rival incorporation

Listed Company		Non Listed Company	Rival incorporation	
Number	**Type of Director**	**Number**	**Number**	**Type of Director**
-	-	4	-	-

สิ่งที่ส่งมาด้วย 12

(ปิดอากรแสตมป์ 20 บาท)

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______________________หุ้น และออกเสียงลงคะแนนได้เท่ากับ____________________เสียง ดังนี้

holding the total amount of shares and have the rights to vote equal to votes as follows:

☐ หุ้นสามัญ______________________________หุ้น ออกเสียงลงคะแนนได้เท่ากับ ________________________เสียง

ordinary share shares and have the right to vote equal to votes

☐ หุ้นบุริมสิทธิ______________________________หุ้น ออกเสียงลงคะแนนได้เท่ากับ ________________________เสียง

preference share 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 นายเชวง จริยะพิสุทธิ์ อายุ 66 ปี อยู่บ้านเลขที่ 117/1 หมู่ที่ 5

Name Professor Mr.Chaveng Chariyapisuthi , Independent Director, Age 66 years, residing at 117/1 Moo 5

ถนน ______________________ ตำบล/แขวง คลองถนน อำเภอ/เขต สายไหม

Road Tambol/Khwaeng Klongthanon Amphur/Khet Sai-mai

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10220 **หรือ**

Province Bangkok Postal Code **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 Postal Code **or**

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2554 ในวันที่ 7 เมษายน 2554 เวลา 14.00 น. ณ ห้องประชุมชั้น 5 เลขที่ 1854 ถนน บางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพฯ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one to be above shall be my/our proxy holder to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2011 on April 7, 2011 at 14.00 hrs, at Conference Room,5th Floor, 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 as 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:

วาระที่ 1 **รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2553**

Agenda 1 To Acknowledge the minutes of the Annual General Meeting of Shareholder 2010 held on April 27,2010

❑ เห็นด้วย ____________ เสียง ❑ ไม่เห็นด้วย ____________ เสียง ❑ งดออกเสียง ____________ เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 2 **พิจารณาอนุมัติและรับรองผลการดำเนินงาน และรายงานคณะกรรมการของบริษัทฯ สำหรับปี 2553**

Agenda 2 To consider and approve the Company's operating results and report by the company's Board of Directors for the year 2010

❑ เห็นด้วย ____________ เสียง ❑ ไม่เห็นด้วย ____________ เสียง ❑ งดออกเสียง ____________ เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 3 **พิจารณาและอนุมัติและรับรองงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2553**

Agenda 3 To consider and approve the Company's audited Balance Sheet Profit & Loss Statement for the year ended December 31, 2010

❑ เห็นด้วย ____________ เสียง ❑ ไม่เห็นด้วย ____________ เสียง ❑ งดออกเสียง ____________ เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 4 **พิจารณาอนุมัติงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2553**

Agenda 4 To approve suspension of dividends for business operations for the year ending December 31, 2010

❑ เห็นด้วย ____________ เสียง ❑ ไม่เห็นด้วย ____________ เสียง ❑ งดออกเสียง ____________ เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 5 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ**

Agenda 5 To consider the election of directors in place of those retiring by rotation

❑ เห็นด้วยกับการแต่งตั้งกรรมการทั้งชุด____________________ เสียง

Approve the election of the entire Board of Directors,

❑ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้

Approve the election of the individual directors as follows:

5.1 ชื่อกรรมการ : นายธนะชัย สันติชัยกูล

Name of Director : Mr. Thanachai Santichaikul

❑ เห็นด้วย ____________ เสียง ❑ ไม่เห็นด้วย ____________ เสียง ❑ งดออกเสียง ____________ เสียง

Approve votes Disapprove votes Abstain votes

5.2 ชื่อกรรมการ : นายปกรณ์ บริมาสพร

Name of Director : Mr.Pakorn Borimasporn

❑ เห็นด้วย ____________ เสียง ❑ ไม่เห็นด้วย ____________ เสียง ❑ งดออกเสียง ____________ เสียง

Approve votes Disapprove votes Abstain votes

5.3 ชื่อกรรมการ : นายพนา จันทรวิโรจน์

Name of Director : Mr.Pana Janviroj

❑ เห็นด้วย ____________ เสียง ❑ ไม่เห็นด้วย ____________ เสียง ❑ งดออกเสียง ____________ เสียง

Approve votes Disapprove votes Abstain votes

5.4 ชื่อกรรมการ : นายนิวัตน์ แจ้งอริยวงศ์

Name of Director : Mr.Nivat Changariyavong

❑ เห็นด้วย ____________ เสียง ❑ ไม่เห็นด้วย ____________ เสียง ❑ งดออกเสียง ____________ เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 6 **พิจารณากำหนดค่าตอบแทนของกรรมการบริษัท ประจำปี** 2554
Agenda 6 To consider the remuneration of director for the year 2011

❑ เห็นด้วย ______________เสียง ❑ ไม่เห็นด้วย ______________เสียง ❑ งดออกเสียง______________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 7 **พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี** 2554
Agenda 7 To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2011

❑ เห็นด้วย ______________เสียง ❑ ไม่เห็นด้วย ______________เสียง ❑ งดออกเสียง______________เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 8 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**
Agenda 8 To consider other matters (if there are any)

❑ เห็นด้วย ______________เสียง ❑ ไม่เห็นด้วย ______________เสียง ❑ งดออกเสียง______________เสียง
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 he 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

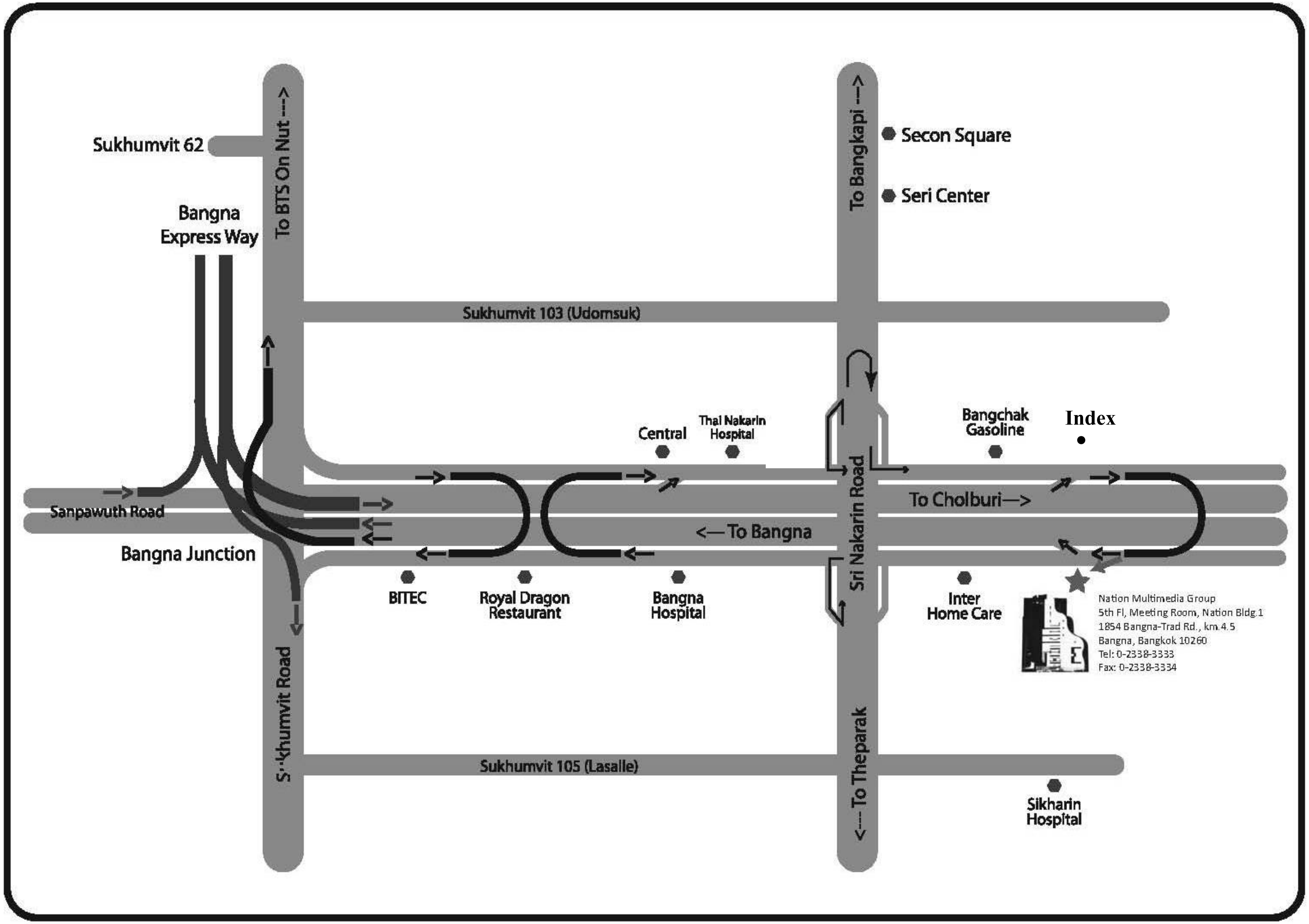
ลงชื่อ..ผู้รับมอบฉันทะ
(..)
Signed Proxy

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Remarks:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. The shareholder may grant all of the shares specified in clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. For agenda appointing directors, the whole Board of Directors or certain directors can be appointed.



Sukhumvit 62
To BTS On Nut --->
Bangna
Express Way
Sukhumvit 103 (Udomsuk)
To Bangkapi --->
Secon Square
Seri Center
Sanpawuth Road
Bangna Junction
Sukhumvit Road
Central
Thai Nakarin
Hospital
Bangchak
Gasoline
Index
To Cholburi-->
<-- To Bangna
Sri Nakarin Road
BITEC
Royal Dragon
Restaurant
Bangna
Hospital
Inter
Home Care
Nation Multimedia Group
5th Fl, Meeting Room, Nation Bldg.1
1854 Bangna-Trad Rd., km.4.5
Bangna, Bangkok 10260
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Sukhumvit 105 (Lasalle)
<--- To Theparak
Sikharin
Hospital

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