

Minutes of the Annual General Meeting of Shareholders 2013
of
Nation Multimedia Group Public Company Limited
(Translation)

Date and Place

The Meeting was held on April 25, 2013 at 14:00 hours. Ballroom 1, S31 Sukhumvit Hotel, 545, Sukhumvit Soi 31, Sukhumvit Road, Klongtoey-Nua, Wattana District, Bangkok 10110.

Preliminary Proceedings

Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors, as the Chairman of the Meeting, announced opening of the Meeting and assigned Ms.Duangkamol Chotana, the Company President, to moderate the meeting.

The Company President introduced the members of the Company's Board of Directors who attended the Meeting to the Shareholders.

Directors who attended the Meeting

1. Mr.Suthichai	Sae-Yoon	Chairman of the Board of Directors and Chairman of the Executive Board
2. Mr. Sermsin	Samalapa	Vice Chairman and Vice Chairman Executive Board
3. Mr. Pakorn	Borimasporn	Independent Director and Chairman of Audit Committee
4. Mr. Chaveng	Chariyapisuthi	Independent Director and Member of Audit Committee
5. Mr. Yothin	Nerngchamnong	Independent Director and Member of Audit Committee
6. Mr. Nivat	Changariyavong	Director
7. Mr. Adisak	Limprunpattanakij	Director
8. Mr. Pana	Janviroj	Director
9. Ms. Duangkamol Chotana		Director and President

A total of 9 directors attended the Meeting:

Directors who did not attend the Meeting:

- -None-

Executives who attended the Meeting:

1. Mr.Thepchai	Sae-Yong	Group Editor-in-chief
2. Mr.Torboon	Puangmaha	President – Digital Media Unit
3. Mr.Vithoon	Pungprasert	Executive Vice President- Thai News Unit
4. Ms.Benjawan	Phaochindamuk	Executive Vice President- Thai News Business Unit
5. Ms.Nutvara	Seangwarin	Executive Vice President – Advertising

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| 6. Mr.Sivaporn | Chomsuwan | President of Nation International Edutainment Plc,
Edutainment Business |
| 7. Mr.Thongchai | Bunsaringkaranont | President of WPS (Thailand), Printing Business Unit |
| 8. Ms.Aeumsree | Boonhachairat | Chief Operation Officer of Nation Broadcasting
Corporation Plc. |
| 9. Mr. Supoth | Piansiri | Senior Vice President – Accounting |
| 10. Ms. Mathaya | Osathanond | Senior Vice President – Finance / Company Secretary |

The Company President introduced the Auditors, Financial Consultant and Legal Consultant, who observed the Meeting, as following;

Auditors from KPMG Phoomchai Audit Ltd.

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| 1. Mr.Vichien | Thamatrakul, Certified Public Auditor No.3183 |
| 2. Mr.Winid | Silamongkol, Certified Public Auditor No.3378 |

Financial Consultant

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|----------------|-----------------|--------------------------|
| 1. Ms.Jirayong | Anuman-Rajadhon | JayDee Partners Limited. |
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Legal Consultants

- | | | |
|------------------|---------------|--|
| 1.Mrs. Chawaluck | Sivayathorn | Thanathip & Partners Legal Counsellors Limited |
| 2.Mr. Pow | Mukcharoenwut | Pow & Associates Law Office Limited |

Prior to Meeting Agenda, the Company President informed that in order to conform to the Corporate Governance Policy relating to the protection of shareholders' rights and the provision of fair and equal treatment to all shareholders, the Company had issued written guidelines, conditions, and practices in attending the Meeting, authorizing proxies and casting vote. An invitation letter, with a copy of Chapter 6 of the Company's regulation on "Shareholders' Meeting" attached, were already sent to all shareholders. The Company President explained the Meeting the procedures as follows:

1.The Company provided opportunities for shareholders to propose candidates for directorship and an agenda of the Annual General Meeting of Shareholders 2013. The name of the candidate must be proposed through the Board of Directors 3 months in advance of the Annual General Meeting date by downloading the nomination form at www.nationgroup.com and sending detailed documents via postal mail to the Chairman of the Company from November 26, 2012 to January 31, 2013.

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 22, 2013 to April 12, 2013 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 the shareholders, who could not attend the Meeting, with opportunities to authorize the Independent Director as a proxy to attend the Meeting. This year, Independent director and the Member of Audit Committee who was given authorization as a proxy for shareholders unable to attend the Meeting was Mr. Pakorn Borimasporn, whose brief profile was attached to the meeting invitation letter.

4. The voting regulations for this Shareholders' Meeting should be 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 to be 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 not less than two-thirds of the shareholders attending the Meeting voted for a reorder of the agenda."

"Number 36. Unless regulations or law state otherwise, considerations or resolutions made by the Meeting are based on majority votes from shareholders attending the Meeting. The Shareholders are entitled to exercise their rights to vote their shares on one share one vote basis. In the event that shareholders had an interest in the agenda item, they relinquished their right to vote for this item, except for the voting for directors. If the approved and disapproved votes were equal, one vote from the Chairman was required to resolve a decision."

For each item on the agenda of this Meeting, providing neither disapproval nor abstention from any shareholders was made, the resolution should 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 announced each item 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 on one share one vote basis.

The regulations mentioned above would be applied to every item on the agenda, except item 5 “To Consider the Election of Directors to Replace Those Retiring by Rotation”, for which the shareholders would be requested to cast their votes individually provided that all the ballots were to be collected for transparency and in accordance with the Corporate Governance Policy.

Any uncast vote would be counted as approval and once the voting result was announced, the voting was considered finalized.

Then the Company President announced that all the Company’s shares already been issued equaled 1,647,740,300 shares, of which the shareholders attended the Meeting as follows:

- 124 shareholders attending the Meeting themselves, counted as 482,844,030 shares, i.e. 29.30 percent of the total shares; and
- 188 shareholders attending the Meeting by proxies, counted as 409,687,050 shares, i.e. 24.87 percent of the total shares

The above totaled the number of 312 shareholders who attended the Meeting with 892,531,080 shares, i.e. 54.17 percent of the total shares.

The Meeting had a quorum. The Company President then proceeded with the following items in the agenda:

Agenda Item 1 To Acknowledge and Certify the Minutes of the 2012 Annual General Meeting of Shareholders Held on April 26, 2012.

The President informed the Meeting that the Company’s Secretary had compiled the minutes of the 2012 Annual General Meeting of Shareholders held on April 26, 2012. The Company’s Board of Directors viewed and considered the minutes right and accurate according to the resolution of shareholders’ meeting. Therefore, the Company presented the minutes of the 2012 Annual General Shareholders Meeting to the General Shareholders’ Meeting for endorsement as per the Appendix 1 in the invitation letter that the Company had mailed to shareholders.

No shareholder expressed any opinions, the Company President therefore proposed the Meeting to consider and resolve to adopt Agenda Item 1, To Acknowledge and Certify the Minutes of the 2012 Annual General Meeting of Shareholders.

The Meeting Resolution: Having considered Agenda Item 1, the Meeting approved and certified the minutes of the 2012 Annual General Meeting of Shareholders held on April 26, 2012 with the unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	892,531,080	votes	Equivalent to	100%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	0	votes	Equivalent to	0%

The President announced that the total addition of 316 shareholders attended the Meeting, counting totally as 892,771,950 shares, i.e. 54.18 percent of the total shares.

Agenda Item 2 To Consider and Approve the Company's Operating Results and the Board of Directors' Report for the Year 2012.

The Company President announced that the Company had produced the report of Company's operating results and the Board of Directors' report for the year 2012, of which the details were available in the Annual Report 2012 mailed to the shareholders with the invitation letter. However, the Company President hereby would summarize the operating result in 2012 as follow;

According to the Financial Statements of Nation Multimedia Group Public Company Limited and its subsidiaries for the year ending December 31, 2012, the Company could earn totally Bht 3,102 million increasing by Bht 304 million or by 11 percent as compared with the Financial Statements for the year ending December 31, 2011. The investment at cost and the operation cost increased from Bht 2,693 million to Bht 2,911 million, of which the increase equaled Bht 217 million or 8 percent. This resulted in the net profit increasing by Bht 87 million or 83 percent, i.e. from Bht 104 million to Bht 191 million.

As to the overall financial status of the shareholders, it increased by 17 percent, i.e. from Bht 1,301 million to Bht 1,525 million. Liabilities increased by 3 percent, i.e. from Bht 2,452 million to Bht 2,515 million, and properties increased by 8 percent, i.e. Bht 3,753 million to Bht 4,040 million.

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

No additional questions were posed and no additional views were expressed, the Company President therefore proposed the Meeting to consider and resolve to adopt Agenda Item 2, Agenda Item 2, To Consider and Approve the Company's Operating Results and the Board of Directors' Report for the Year 2012.

The Meeting Resolution: Having considered Agenda Item 2, the Meeting approved and certified the Company's operating results and the report of the Board of Directors for the year 2012 with the unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	892,771,950	votes	Equivalent to	100%
Disapproved:	0	votes	Equivalent to	0%

Abstained: 0 votes Equivalent to 0%

Agenda Item 3 To Consider and Approve the Financial Statements for the Year Ending December 31, 2012.

The Company President informed that the Financial Statements of the Company and of its subsidiaries for the year ending December 31, 2012 had been made and certified by the auditor and reviewed by the audit committee for accuracy in accordance with generally accepted accounting principles, as shown in the Company's 2012 Annual Report earlier submitted to shareholders along with the invitation letters.

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

No additional questions were posed and no additional views were expressed, the Company President therefore asked the Meeting to vote for Agenda Item 3, To Consider and Approve the Financial Statements for the year ending December 31, 2012.

The Meeting Resolution: Having considered Agenda Item 3, the Meeting approved and certified the Financial Statements for the year ending December 31, 2012 with the unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	892,771,950	votes	Equivalent to	100%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 4 To Consider and Approve Suspension of Company's Dividend Payment for Its Operation Ending December 31, 2012.

The President informed that it was stipulated, according to the Article 42, "The Company shall not make the dividend payment from other sources of money, except profits." To the Company's payment policy, the dividend was to be paid at not more than 65 per cent of its net profits, considering based on the investment plan, necessity and other appropriateness in the future." According to operating results for the year 2012, the Company could gain net profits of Baht 104.65 million and retained earnings as of 31 December 2012 of Baht 97.44 million in its separate financial statement. However, in 2013 the Company got an investment plan to enter the bidding of digital television which was related to its existing business, it therefore had to reserve a cash as the working capital.

In this regard, the Company's Board of Directors agreed to propose for the shareholders' consideration to approve suspension of the Company's dividend payment for its operation ending December 31, 2012 so that the Company could set aside its cash for such an investment and as working capital for its business operations, as well.

The President provided shareholders with opportunities to raise questions and express their views. Ms. Sudarat Dilokkomol, a shareholder, asked about the amount of budget to be set aside for the digital television bidding.

The Company President informed that the budget and most of the expenditure for digital television project included the bidding cost, which was under the consideration of the Committee of the National Broadcasting and Telecommunications Commission, the additional investment and the network expenditure, which was totally estimated at about million 1,500 baht to million 2,500 baht. No additional questions were posed and no additional views were expressed. The Company President then asked the Meeting to vote for Agenda Item 4, to consider and approval suspension of Company's Dividend Payment for Its Operation Ending December 31, 2012.

The Meeting Resolution: Having considered Agenda Item 4, the Meeting resolved to approved suspension of dividend payment of the Company's operation for the year 2012 ending December 31, 2012 with the unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	892,140,950	votes	Equivalent to	99.9293%
Disapproved:	631,000	votes	Equivalent to	0.0707%
Abstained:	0	votes	Equivalent to	0%

The President announced that the total addition of 318 shareholders attended the Meeting, counting totally as 894.871,950 shares, i.e. 54.31 percent of the total shares.

Agenda Item 5 To Consider and Approve the Election of Directors to Replace those Retiring by Rotation.

The Company President announced now that he as a director who was regarded involved in benefits and who was to retire by rotation but was proposed to be a director for another term, he would assign Mr. Pakorn Borimasporn, Chairman of Audit Committee, to proceed with this agenda instead.

Mr. Pakorn Borimasporn, as assigned by the Company President, informed that Clause 15 of the Company's Articles of Association stated, "In every annual general meeting of shareholders, one-thirds of the directors shall retire by rotation. If the number of directors cannot be divided into three parts, the closest to one-thirds of directors shall retire." In 2013, four directors who retired by rotation were as follows:

- | | |
|----------------------------------|----------------------------|
| 1) Mr.Suthichai Sae-yoon | Director/Chairman |
| 2) Mr.Sermsin Samalapa | Director/Vice Chairman |
| 3) Ms.Duangkamol Chotana | Director/Managing Director |
| 4) Mrs.Christine Debiais Brendle | Director |

Since Mrs. Christine Debiais Brendle had also resigned from the director, there would remain only three persons proposed to be directors for another term, namely Mr. Suthichai Sae-yoon, Mr. Sermsin Samalapa and Ms. Duangkamol Chotana.

In addition, as the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be the Company's Directors from November 26, 2012 to January 31, 2013, it turned out that no shareholder was nominated.

Having considered these three directors' qualifications, the Company's Board of Directors excluding those involved in benefits found all of them fully experienced as well as expertised. In the past, they had performed their accountabilities successfully and in accordance with the Corporate Governance Guidelines, and this was very beneficial to the Company's business operation. Their profiles were as per attachments No. 6 to the invitation letter mailed to the shareholders.

In this regard, the Company agreed and proposed the shareholders to reappoint such directors for another term, considering all of them were the directors being authorized presently to sign and bind the Company. Upon the Meeting's reappointment, all these three directors would respectively continue their authorization providing that two out of three were to sign jointly with affixing the Company Seal.

Mr. Pakorn Borimasorn, Chairman of Audit Committee, provided shareholders with opportunities to pose questions and express their views.

No additional questions were posed and no additional views were expressed. Mr. Pakorn Borimasorn then asked the Meeting to vote for Agenda Item 5, to consider and approve the election of directors to replace those retiring by rotation. For a transparent voting and in line with the Company's Corporate Governance principles, the Company proposed the Meeting to consider voting for one director at a time separately. All shareholders used voting cards for their votes, which were then collected by the Company's staff to calculate the results. The voting results were announced to the shareholders after the voting had finished.

The Meeting Resolution: Having considered Agenda Item 5, the Meeting resolved to approved the appointment of three persons who retired by rotation to continue their terms as the directors of the Company, as well as approved that such directors should continue to be the authorized directors of the Company. In such case, the joint signatures of any two of the above three directors together

with the Company's seal affixed shall bind the company, with the unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

5.1) Mr.Suthichai Sae-Yoon as another-termed Director/Chairman with the following votes:

Approved:	894,869,950	votes	Equivalent to	99.9998%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	2,000	votes	Equivalent to	0.0002%

5.2) Mr.Serm Sin Samalapa as another-termed Director/Vice Chairman with the following votes:

Approved:	890,590,150	votes	Equivalent to	99.5215%
Disapproved:	4,269,800	votes	Equivalent to	0.4771%
Abstained:	12,000	votes	Equivalent to	0.0013%

5.3) Ms.Duangkamol Chotana as another-termed Director/President with the following votes:

Approved:	894,869,950	votes	Equivalent to	99.9998%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	2,000	votes	Equivalent to	0.0002%

The President announced that the total addition of 321 shareholders attended the Meeting, counting totally as 894.886,450 shares, i.e. 54.31 percent of the total shares.

Agenda Item 6 To Consider and Determine the Directors' Remuneration for the Year 2013

The President informed that the Company had the policy to allow the Company's Board of Directors themselves to screen and nominate directors and consider their remunerations. The Board of Directors had considered the remuneration rates which should be competitive to the ones of a similar type of industry and the average ones of the companies with the same size of business. The Company's business expansion and profit growth was also taken into consideration. The details of the remunerations were available in the invitation letters mailed to the shareholders.

The directors' remunerations in 2013 totaled Bt2.8 million which was the same rate as 2012. The remuneration for the Chairman of the Board of Directors was equal to that of the Chairman of Audit Committee. The executive directors should receive the remuneration at the same rate as that of non-executive directors. The payment was paid quarterly.

Position	Amount (Baht) Annually
Chairman of the Board	400,000.-
Chairman of Audit Committee	400,000.-

Member of Audit Committee	300,000.-
Independent Director	200,000.-
Non Executive Director	200,000.-
Executive Director	200,000.-

The President provided an opportunity for all shareholders to ask questions.

Mr. Nathapak Skunodom, a shareholder, questioned the President why the directors' remunerations in 2013 still remained at Bt2.8 million despite that one director had resigned according to the agenda, item 5.

The President explained such a rate of remuneration had already included the director the Company's Board of Directors or the directors would consider and appoint the replacement.

Mr. Nathapak Skunodom, a shareholder, additionally questioned the President whether the consideration on such an appointment had to be approved by the Meeting.

Mr. Pakorn Borimasporn, Chairman of Audit Committee, had explained the case of Mrs. Christine Debiais Brendle. She was the director who retired by rotation this year; meantime, she resigned from being a director. Thus, the appointment for her replacement should be raised for approval in the following Meeting. As to Mr. Nilsai Vejajiva, another director who had also resigned and whose the term still remained, the Company's Board of Directors could appoint a replacement providing that the directorship term of the replacer should be as long as the remaining term of the resignee, Mr. Nilson Vejajiva

No additional questions were posed and no additional views were expressed. The Company President then asked the Meeting to vote for Agenda Item 6, to consider the remuneration of directors for 2013.

The Meeting Resolution: Having considered Agenda Item 6, the Meeting resolved to approved the payment of remunerations of Director for the year 2013 as above-mentioned with unanimous votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting as follows:

Approved:	894,886,450	votes	Equivalent to	100%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	0	votes	Equivalent to	0%

The President announced that the total addition of 324 shareholders attended the Meeting, counting totally as 894,921,451 shares, i.e. 54.31 percent of the total shares.

Agenda Item 7 To Consider and Approve the Appointment of the Company's Auditors and the Determination of the Auditors' Remuneration for the Year 2013.

The President informed that, upon the recommendation of the Audit Committee, the Board of Directors proposed the Meeting to appoint KPMG Poomchai Audit Co., Ltd., as the auditor of the Company as follows:

1. Mr. Winid Silamongkol, Registration No. 3378, who will sign the financial statements of the Company for the year 2013 for the first year and/or
2. Mr. Vichien Thamtrakul, Registration No. 3183 and/or
3. Mr. Veerachai Ratanajaratkul, Registration No. 4323 and/or
4. Ms. Vannaporn Jongperadechanon, Registration No. 4098.

All of the above four auditors had neither relationship with nor interests in the Company, its subsidiaries, joint venture entities, its management, major shareholders or any related parties thereof. Therefore, they were independent to examine and able to express an unbiased opinion on the financial statements of the Company. Their performances were sound and satisfactory and their qualifications were not contrary to the regulations of the SET.

The Board of Directors under the recommendations by the Audit Committee, deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2013 in respect of the Company, its subsidiaries and joint venture entities, totaling 11 companies, in the total amount of Baht 3,725,000.-

The President provided an opportunity for all shareholders to ask questions.

No Shareholders expressed further opinions. The Company President proposed the Meeting to consider voting for Agenda Item 7, to approve the appointment of the Company's auditors and the auditors' fee for the year 2013.

The Meeting Resolution: Having considered Agenda Item 7, the Meeting resolved to appoint the auditors of KPMG Poomchai Audit Co., Ltd. namely Mr. Winich Silamongkol, licence No. 3378 and/or Mr. Vichien Thamtrakul, licence No. 3183 and/or Mr. Veerachai Ratanajaratkul, licence No. 4323 and/or Ms. Vannaporn Jongperadechanon, licence No. 4098, as the auditors of the Company, its subsidiaries and joint venture entities for the fiscal year 2013 with the fee of Bt3,725,000.- with the unanimous votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	894,921,451	votes	Equivalent to	100%
Disapproved:	0	votes	Equivalent to	0%

Abstained: 0 votes Equivalent to 0%

The President announced that the total addition of 330 shareholders attended the Meeting, counting totally as 895,288,041 shares, i.e. 54.33 percent of the total shares

The Company President informed that the agendas from item 8 to item 12 would concern the issuance of newly ordinary shares with the warrants to the existing shareholders and the issuance with offering of ESOP Warrants to purchase ordinary shares of the Company No. 2 to the Company's directors, executives and/or the staff and/or its subsidiaries so as to consider as well as approve the increase of the Company's registered capital; the amendment of the Company's Memorandum of Association, Item 4 so as to be in line with registration of capital increase; and the consideration with approval of the issuance and the offering of debentures in the total amount of not exceeding Bht 1,500 million so as to raise fund to cope with the Company's business expansion and that of its subsidiaries, namely Nation Broadcasting Corporation (PCL.) and Nation International Edutainment (PCL.).

In this regard, Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors, was requested to explain significance of this fund-raising.

Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors, informed the objectives of issuance of newly ordinary shares with the warrants to the existing shareholders, namely (i) to reinforce the Company's financial status, (ii) to well prepare for the Company's business expansion i.e. digital television project, (iii) to motivate and establish morale to staff in case of issuance with offering of ESOP Warrants and (iv) to reserve funds for digital television bidding in case of the issuance and the offering of debentures.

Ms. Jirayong Anuman-Rajadhon, Financial Consultant, was hereby assigned to give the details of such an issuance in each agenda.

Agenda Item 8 To Consider and Approve the Issuance and Offering of the Warrants to Purchase Ordinary Shares of the Company No.3 in the Amount of Not Exceeding 1,647,740,300 Units to the Existing Shareholders of the Company Who Subscribe for Newly Issued Ordinary Shares Offered to Existing Shareholders in Proportion to Their Shareholdings (Right Offering).

Ms. Jirayong Anuman-Rajadhon, Financial Consultant, explained the Meeting that in order to raise fund for the subscription of newly issued ordinary shares of the Company's subsidiaries which include Nation Broadcasting Corporation Public Company Limited ("NBC") and Nation International Edutainment Public Company Limited ("NINE") and to invest in digital television business, education business, related business to the existing business of the Company, as well as to reserve fund as the Company's working capital and repay for the Company's debts to the creditors of the Company, the meeting of the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.3 ("Warrants No.3") in the amount of not exceeding 1,647,740,300 units to existing shareholders of

the Company who subscribed for newly issued ordinary shares offered to such existing shareholders in proportion to their shareholdings (Rights Offering) at the ratio of 1 newly issued ordinary share to 1 unit of warrant without any charge, and at the exercise price of Baht 1 per share, of which the above-mentioned details were provided in the attachments to the invitation letters submitted to shareholders.

In addition, for the ease and successful completion of the issuance and offering of Warrants No.3, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to consider, determine or amend the terms, conditions and other details which were necessary and relevant to the issuance and offering of Warrants No.3, as necessary and appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to seeking approvals from relevant authorities and having Warrants No.3 together with the ordinary shares issued to accommodate the exercise of Warrants No.3 listed on the SET.

In this connection, this agenda required an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The President provided an opportunity to all shareholders to ask questions.

No Shareholders expressed further opinions. The Company President proposed the Meeting to consider voting for Agenda Item 8, to approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.3 in the amount of not exceeding 1,647,740,300 units to the existing shareholders of the Company who subscribed for newly issued ordinary shares offered to existing shareholders in proportion to their shareholdings (Right Offering), as well as to consider and approve the authorization to the Board of Directors of the Company or the person authorized by the Board of Directors of the Company to carry out the actions as mentioned above.

The Meeting Resolution: Having considered Agenda Item 8, the Meeting resolved to approve such details as mentioned above by the Board of Directors of the Company with the unanimous votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approved:	895,288,041	votes	Equivalent to	100%
Disapproved:	0	votes	Equivalent to	0%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 9 To Consider and Approve the Issuance and Offering of the Warrants to Purchase Ordinary Shares of the Company No.2 in the Amount of not Exceeding 82,387,015 Units to Directors, Executives, and/or Employees of the Company and/or Its Subsidiaries.

Ms. Jirayong Anuman-Rajadhon, Financial Consultant, informed the Meeting that in order to reward and compensate to the directors, executives and/or employees of the Company and/or its subsidiaries for their dedication and contribution and to motivate such directors, executives and/or employees to diligently work for the most and best benefits to the Company in a long term, as well as to raise fund to reserve as the Company's working capital, the meeting of the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of the Company to consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company to directors, executives, and/or employees of the Company and/or its subsidiaries No.2 ("ESOP Warrants No.2") in the amount of not exceeding 82,387,015 units without any charge, and at the exercise price of Baht 1 per share, of which the details were provided in the attachments to the invitation letters submitted to shareholders.

In addition, for the ease and successful completion of the issuance and offering of ESOP Warrants No.2, the Board of Directors of the Company deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to consider, determine or amend the terms, conditions and other details which are necessary and relevant to the issuance and offering of ESOP Warrants No.2, as necessary and appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to seeking approvals from relevant authorities and having the ordinary shares issued to accommodate the exercise of ESOP Warrants No.2 listed on the SET.

List of directors who were entitled to the allotment of ESOP-Warrant No.2

Name	Position	Allocated units	% of total issuance units	No. of Shares Held as at March 15, 2013	% of total Shares
Mr. Suthichai Yoon	Chairman of Board of Director/ Chairman of Executive Board	4,100,000	4.98	165,480,540	10.04
Mr. Sermsin Samalapa	Vice Chairman of Board of Director	4,100,000	4.98	165,000,000	10.01
Ms. Duangkamol Chotana	Director/ President	4,100,000	4.98	10,044,100	0.61
Mr. Adisak Limprungpatanakij	Director	2,500,000	3.03	10,000,000	0.61
Mr. Pana Janviroj	Director	2,500,000	3.03	10,124,500	0.61
	TOTAL	17,300,000	21.00	360,649,140	21.88

Nevertheless, these five directors would not be entitled to cast their votes for this agenda. Similarly, none of the employees would be allocated the warrants more than 5 percent of the total ones to be issued and offered for this sale.

In this connection, this agenda required an approval from the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote. Besides, the shares held by the shareholders who objected the issuance and offering of ESOP Warrants No.2 should not exceed 10 percent of the total number of votes of shareholders attending the meeting.

The President provided an opportunity to all shareholders to ask questions or express opinion.

The shareholder, in his opinion, found the approval of issuance and offering of the warrants to the Company's directors, executives, and/or employees a good project; however, the allocation of such warrants to Master of Ceremony (MC) should be also considered so that these personnel of high caliber could be maintained in the Company.

Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors, expressed his thanks for the shareholder's comment, and informed that the Company's Board of Directors would proceed properly with the allocation to both NMG and the Company's subsidiaries, who had already been approved by the shareholders during April 23-24, 2013.

No shareholder questioned or commented. The Company President proposed the Meeting to consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.2 in the amount of not exceeding 82,387,015 units as well as the authorization of the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to carry out the actions as mentioned above.

The Meeting Resolution: Having considered Agenda Item 9, the Meeting resolved to approve the details as mentioned above including the authorization to the Board of Directors of the Company or the person authorized by the Board of Directors of the Company to carry out the actions as mentioned above, with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, and without the disapproval of shareholders whose the total shares exceeded 10 percent of the total number of votes of shareholders attending the meeting, as follows:

Approved:	530,189,101	votes	Equivalent to	99.1677%
Disapproved:	4,449,800	votes	Equivalent to	0.8323%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 10 To Consider and Approve the Increase of the Company's Registered Capital in the Amount of Baht 1,790,269,835.95 from the Current Registered Capital of Baht 873,302,359 to the New Registered Capital of Baht 2,663,572,194.95 by Issuing 3,377,867,615 Newly Issued Ordinary Shares at Par Value of Baht 0.53 Per Share, and to Consider and Approve the Amendment to Article 4 of the Company's Memorandum of Association to Be Inaccordance with the Increase of the Company's Registered Capital.

Ms. Jirayong Anuman-Rajadhon, Financial Consultant, informed the Meeting that in order to accommodate the issuance and offering as well as the exercise of Warrants No.3 and ESOP Warrants No.2 pursuant to Agenda 8 and 9 above, as well as to utilize the proceeds received from the capital increase for (i) the subscription of newly issued ordinary shares of the Company's subsidiaries which were NBC and NINE; (ii) an investment in a digital television business, education business, related business to the existing business of the Company; (iii) a reserve as the Company's working capital; and (v) repayment of the Company's debt to creditors of the Company, the Board of Directors of the Company deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital in the amount of Baht 1,790,269,835.95 from the current registered capital of Baht 873,302,359 to the new registered capital of Baht 2,663,572,194.95 by issuing 3,377,867,615 new ordinary shares at par value of Baht 0.53 per share.

Additionally, in order to be in accordance with the increase of the Company's registered capital above, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the amendment to Article 4 of the Company's Memorandum of Association regarding the registered capital by cancelling the existing provision and replacing it with the following provision:

"No. 4	Registered Capital	Baht 2,663,572,194.95	(Two thousand six hundred sixty-three million five hundred seventy two thousand one hundred ninety-four Baht and ninety-five Satang)
	Divided into	5,025,607,915 shares	(Five thousand twenty-five million six hundred seven thousand nine hundred and fifteen shares)
	With par value of	Baht 0.53	(Fifty three Satang)
Divided into			
	Ordinary shares	5,025,607,915 shares	(Five thousand twenty-five million six hundred seven thousand nine hundred and fifteen shares)
	Preferred shares	-	-"

In this connection, this agenda required an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The President provided an opportunity to all shareholders to ask questions or express opinion.

No shareholder questioned or commented. The Company President proposed the Meeting to consider and approve the increase of the Company's registered capital in the amount of Baht 1,790,269,835.95 from the current registered capital of Baht 873,302,359 to the new registered capital of Baht 2,663,572,194.95 by issuing 3,377,867,615 newly issued ordinary shares at par value of Baht 0.53 per share, and to consider and approve the amendment to Article 4 of the Company's Memorandum of Association to be in accordance with the increase of the Company's registered capital.

In this connection, this agenda required an approval from the shareholders' meeting with the votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The Meeting Resolution: Having considered Agenda Item 10, the Meeting resolved to approve such details as mentioned above by the Board of Directors of the Company with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approved:	890,838,241	votes	Equivalent to	99.5030%
Disapproved:	4,449,800	votes	Equivalent to	0.4970%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 11 To Consider and Approve an Allocation of the Newly Issued Shares of the Company.

Ms. Jirayong Anuman-Rajadhon, Financial Consultant, informed the Meeting that pertinent to the proposal by the Board to the Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital in Agenda 10 above, the Board of Directors of the Company deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the allocation of newly issued ordinary shares of the Company in the amount of not exceeding 3,377,867,615 shares at par value of Baht 0.53 per share with details as follows:

- 11.1 the allocation of not exceeding 1,647,740,300 newly issued ordinary shares of the Company at par value of Baht 0.53 per share by offering to existing shareholders of

the Company in proportion to their shareholdings (Rights Offering) with details as follows:

- (a) The newly issued ordinary shares should be offered at the ratio of 1 existing ordinary share to 1 newly issued ordinary share at the offering price of Baht 1 per share.
- (b) The existing shareholders should be entitled to subscribe for the newly issued ordinary shares in accordance with, less than, or in excess of their entitlements, according to their entitlement ratio. In this regard, the existing shareholders who subscribed for the newly issued ordinary shares in accordance with or less than their entitlements should be allocated with such shares in a full amount and the existing shareholders who oversubscribed for the newly issued ordinary shares should be allocated with the excess shares only if there were remaining newly issued ordinary shares from the offering to existing shareholders who subscribed for the newly issued ordinary shares in proportion to their subscription rights. In addition, the Company should allocate the remaining newly issued ordinary shares to the existing shareholders who wished to oversubscribe for the remaining shares based on a pro rata basis, at the same offering price as that offered to other existing shareholders. In the event that the amount of the remaining newly issued ordinary shares were less than the amount of shares for which the existing shareholders wished to oversubscribe, the Company should allocate the remaining newly issued ordinary shares to each existing shareholder who oversubscribed for such remaining shares based on a pro rata basis. In this connection, this process should continue until there was no remaining newly issued ordinary share.
- (c) The names of shareholders who were eligible to subscribe for newly issued ordinary shares together with Warrants No.3 pursuant to the terms specified by the Company should be recorded on Thursday March 14, 2013 (Record Date) and collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the “**Securities Act**”) by the closing of the Register Book on Friday March 15, 2013. In this connection, the subscription and payment period for the newly issued ordinary shares offered to the existing shareholders in proportion to their shareholdings should be on June 10-14, 2013. However, the above subscription rights to the newly issued ordinary shares and Warrants No.3 were still uncertain as prior approval from the shareholders’ meeting of the Company was required.

- (d) In the event where there were remaining shares from the subscription by existing shareholders of the Company, the Company should propose to the next shareholders' meeting to approve the reduction of the registered capital of the Company.
 - (e) In this regard, the shareholders who subscribed for and were allocated with the newly issued ordinary shares should also be allocated with Warrants No.3 at the ratio of 1 newly issued ordinary share to 1 unit of warrant without any charge. The exercise ratio of such Warrants No.3 should be 1 unit of warrant to 1 newly issued ordinary share and the exercise price of such Warrants No.3 should be Baht 1 per share.
- 11.2 the allocation of not exceeding 1,647,740,300 newly issued ordinary shares of the Company at par value of Baht 0.53 per share to accommodate the exercise of Warrants No.3 to be offered to existing shareholders of the Company who subscribed for newly issued ordinary shares offered to the existing shareholders in proportion to their shareholdings (Rights Offering) and had been allocated with such newly issued ordinary shares of the Company so issued and offered.
- 11.3 the allocation of not exceeding 82,387,015 newly issued ordinary shares of the Company at par value of Baht 0.53 per share to accommodate the exercise of ESOP Warrants No.2.

In addition, for the ease and successful completion of the above allocation, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to consider, determine or amend the details of the allocation, conditions and other relevant details of the allocation as well as the issuance and offering of newly issued ordinary shares and the issuance of ordinary shares to accommodate the exercise of Warrants No.3 and ESOP Warrants No.2, as necessary and appropriate pursuant to relevant laws, as well as to perform any acts, including but not limited to having the said shares listed on the SET.

The President provided the opportunity for shareholders to comment and question.

The shareholder asked about the Company's confidence in the digital television bidding and the plan with actions in case of not winning the bid.

Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors, replied that the Company was rather confident in winning the bid. The Executive Board of Directors had analyzed continually its potential competitors, especially some other news channels that must have got for their own the teamworks of news reporters, but not by daily employment, who were not only of high capabilities,

abundant skills, and solid experiences but also of high loyalty to organization. It, with all these reasons, was of course, the Company was well prepared and ready for such a bidding.

No shareholder questioned or commented. The Company President thus proposed the Meeting to approve the allocation of newly issued ordinary shares of the Company in the amount of not exceeding 3,377,867,615 shares at par value of Baht 0.53 per share with details as previously mentioned, as well as the authorization of the Board of Directors of the Company or the person appointed by the Board of Directors of the Company to carry out the actions as mentioned above.

In this connection, this agenda required an approval from the shareholders' meeting with a majority vote of the total number of votes of shareholders attending the meeting and casting their votes.

The Meeting Resolution: Having considered Agenda Item 11, the Meeting resolved to approve such details as mentioned above by the Board of Directors of the Company with the majority votes of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

Approved:	891,018,241	votes	Equivalent to	99.5231%
Disapproved:	4,269,800	votes	Equivalent to	0.4769%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 12 To Consider and Approve the Issuance and Offering of Debentures in an Amount of not Exceeding Baht 1,500,000,000.-

Ms. Jirayong Anuman-Rajadhon, Financial Consultant, informed the Meeting that in order to raise fund to reserve as the Company's working capital and to cope with the Company's business expansion, as well as to repay the existing debts which would help reduce the Company's financial burden cost, the Board of Directors of the Company deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the issuance and offering of debentures in an amount of not exceeding Baht 1,500,000,000 with details as follows:

Type	:	All types of debenture, specified or unspecified names of the holders, subordinated or unsubordinated, secured or unsecured and with or without representatives of the debenture holders.
Currency	:	Baht / US Dollar and/or other currencies.
Total value of Debentures	:	Not exceeding Baht 1,500,000,000. In case of issuance in foreign currency, the exchange rate quoted on the date of issuance of debentures(Issue Date) in each occasion should be applied.
Face value	:	Baht 1,000 (One thousand) per unit

- | | | |
|-------------------------|---|--|
| Maturity | : | The Board of Directors of the Company and/or any person(s) appointed by the Board of Directors of the Company were entitled to determine the terms of the debentures as appropriate, depending on the type of debentures and prevailing market conditions. |
| Allocation
Methods | : | The debentures would be offered in Thailand and/or abroad, to the public and/or institutional investors and/or high net worth investors and/or specific investors. Such offerings might be offered in one or several offerings and/or on a revolving basis. In addition, the issuance and offering could be in separate occasions. The debentures might also be issued and offered to existing holders of debentures which were going to be matured or redeemed prior to maturity terms. In this regard, the Company would comply with laws, regulations and any other related rules as well as obtain necessary approvals from regulated authorities. |
| Premature
Redemption | : | The holders of the debentures and the Company might or might not be entitled to the right to premature redemption, subject to the terms and conditions of each issuance. In this regard, the Company would comply with laws, regulations and any other related rules as well as obtain any necessary approvals from relevant regulatory. |
| Special
Condition | : | In the case where the Company had redeemed or repaid the principal of the debentures issued under the total offering amount authorized above, the Company might additionally issue and offer debentures in substitution of the debentures in the amount so redeemed or repaid. |
| Objectives | : | <ol style="list-style-type: none"> 1. For repayment of existing debts which would help reducing the financial burden cost to the Company. 2. For use as the working capital and for business expansion. |

In addition, for the ease and successful completion of the issuance and offering of debentures, the Board of Directors of the Company deemed it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorize the Board of Directors of the Company and/or the person appointed by the Board of Directors of the Company to (i) consider and determine details and other conditions relating to the issuance and offering of the debentures such as name, offering procedures, offering amount of each issuance, types of debentures, type of security, offering price per unit, period of redemption, redemption prior to maturity, interest rate, principle and interest repayment method, allocation process, and other details of the offering of the debentures; (ii) appoint financial advisors and/or underwriters and/or credit rating agencies and/or any persons related to the issuance and offering of debentures; and (iii) negotiate, enter into agreements as well as sign any relevant documents and contracts, and perform any acts relating to

the issuance and offering of debentures as necessary and appropriate, including having such debentures listed on debentures secondary market or any other secondary markets as well as to obtain any necessary approval from relevant regulatory.

In this connection, this agenda required an approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

The Company President provided the opportunity for shareholders to comment and question.

No shareholders questioned or commented. The Company proposed the Meeting to vote to approve the issuance and offering of debentures in an amount of not exceeding Baht 1,500,000,000 as well as the authorization of the Board of Directors of the Company or the person authorized by the Board of Directors of the Company to carry out the actions as mentioned above.

The Meeting Resolution: Having considered Agenda Item 12, the Meeting resolved to approve such details as mentioned above by the Board of Directors of the Company with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote as follows:

Approved:	895,108,041	votes	Equivalent to	99.9799%
Disapproved:	180,000	votes	Equivalent to	0.0201%
Abstained:	0	votes	Equivalent to	0%

Agenda Item 13 To Consider Other Matters (if any)

The Company President announced this agenda gave the shareholders the opportunities to express any of their comments but with no casting of votes.

Mr. Kijpol Praipaisankij, as a proxy, asked about the Company's directions as compared with whole industry that tended to slow down during the first 2-3 months of 2013, and about the feasibility of increase or decrease for the incomes of digital television project that the Company could estimate.

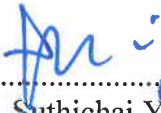
The Company President replied the Company's incomes was expectedly better than the average of industry seeing that the leadership in such important parts of media including variety of multi-media would help the Company grow up continuously.

The shareholder asked how many channels the Group of Companies expected to win for the bid. Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors, informed the Company got interested in bidding for 3 channels totally, i.e. news channel, variety channel and kid channel. But the principal and core channel of the Group of Companies was news channel

No other questions was asked.

The Chairman of the Meeting then expressed his thanks to the shareholders and directors for attending the Meeting.

The Meeting adjourned at 16.10 hours.

Signature.....Chairman
Mr. Suthichai Yoon

Signature..........President
Ms. Duangkamol Chotana