Invitation to the Annual General Meeting of Shareholders 2012

Nation Multimedia Group Public Company Limited

April 26, 2012 at 14:00 hours

At Aravinda Room, M Floor, Le Bua at State Tower Hotel, Silom Road, Bangkok

EDUCATION TV PRINT

March 26, 2012

Subject: Invitation to the Annual General Meeting of Shareholders 2012
To: Shareholders of Nation Multimedia Group Public Company Limited

Attached documents

1 Copy of the minutes of the Extraordinary Meeting of Shareholders 1/2011
2. Annual Report 2011
3. Roles 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 6: The Profile of the proposed to new director
8. Document for Agenda Item 8: details of the auditors for the fiscal year 2012
9. Company's Articles of Association, Chapter 6: Shareholders' Meeting
10. Terms, conditions and procedures of the meeting of shareholders
11. Summary profile of the Independent Directors who may be granted a proxy
12. Registration Form for the Annual General Shareholders Meeting 2011
13. Proxy Form B
14. Map of the venue of the meeting of shareholders

The Company's Board of Directors resolved to call the annual general meeting of shareholders 2012 on April 26, 2012 at 14:00 hours at Aravinda Room, M Floor, Le Bua at State Tower Hotel, at 1055, Silom Road, Silom Sub-district, Bangrak District, Bangkok 10500. to consider the following agenda items.

Agenda Item 1 To acknowledge the minutes of the Extraordinary General Meeting of Shareholders 1/2011 held on June 13, 2011

Facts and Reasons:
The Extraordinary General Meeting of Shareholders 1/2011 held on June 13, 2011. The minutes of this meeting was submitted to the Stock Exchange of Thailand within 14 days from the meeting date as stipulated. The company also disseminated it via company's website at www.nationgroup.com in order to inform all shareholders for they could check for accuracy within a given period of time. It did not appear there was any shareholder opposing or requesting for amendment whatsoever. The copy of the minutes of the meeting was attached.

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.

<u>Agenda Item 2</u> To consider and approve the Company's operating results and the Board of Directors' report for the year 2011

<u>Facts and Reasons</u>:
The Company's operating results and the company's Board of Directors' report for the year 2011 appeared in the 2011 annual report and they were mailed to the shareholders together with this invitation letter.

<u>Opinion of the Board of Directors</u>:
The Company's Board of Directors considered and viewed that the shareholders should certify the Company's operating results and the company's Board of Directors' report for the year 2011.

<u>Agenda Item 3</u> To consider and approve the financial statements for the year ended on the 31st of December 2011.

<u>Facts and Reasons:</u>
Financial statements of Nation Multimedia Group Public Company Limited and its subsidiaries as of December 31, 2011 had been audited by the auditors and examined by the Audit Committee, as appeared in the 2011 annual report. These documents were mailed to the shareholders together with this invitation letter.

<u>Opinion of the Board of Directors</u>:
The Board of Directors considered and viewed that the meeting of shareholders should approve and certify the financial statements for the year ended on the 31st of December 2011, which were audited by the authorized auditors and examined by the Audit Committee.

<u>Agenda Item 4</u> To approve the omission of dividends for business operations for the year ending December 31, 2011.

<u>Facts and Reasons:</u>
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 be paid no more than 65 per cent of its profits, depending on the investment plan, necessity and other appropriateness in the future. In 2011, 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.

<u>Opinion of the Board of Directors:</u>
The Board of Directors considered and approved to propose to the meeting of shareholders to approve the omission of the dividend payment for the operation from January 1, 2011 to December 31, 2011 because the Company's operation recorded consolidated statements of loss and deficit and set aside cash reserves for the Company's business operations.

<u>Agenda Item 5</u> To consider the election of directors in place of those retiring by rotation

<u>Facts and Reasons:</u>
No. 15 in the Company's Articles of Association stipulates that in every general shareholder's meeting, the term limits of one-third of the Directors expire. At present, there were 10 directors. In 2011, four directors whose term limits expired were as following:

1) Mr. Chaveng Chariyapisuth	Independent Director & Member of Audit Committee Members
2) Mr. Yothin Nerngchamnong	Independent Director & Member of Audit Committee Members
3) Mr. Nissai Vejjajiva	Independent 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 November 24, 2011 to January 31, 2012, it turned out that no any 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 three directors whose term limit expired. Since all three 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 Meeting of the Shareholders to reappoint them for another term.

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. Chaveng Chariyapisuth	Independent Director & Member of Audit Committee Members
2) Mr. Yothin Nerngchamnong	Independent Director & Member of Audit Committee Members
3) Mr. Nissai Vejjajiva	Independent 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 and approve the new appointment of director

Facts and Reasons:

At present the Board of Directors composed of 10 members. It was appropriate to local additional director with sound qualifications. Hence, the Board considered proposing Mr.Adisak Limprungpatanakij a new company director. There shall be altogether 11 members (see details of newly nominated director the attachement no.7).

Opinion of the Board of Directors:

The Board of Directors deemed it appropriate to propose in the Annual General Meeting of Shareholders the appointment of Mr. Adisak Limprungpatanakij as a new company director. Mr. Adisak Limprungpatankij possessed knowledge, capabilities and experience in media encompassing print, broadcasting and new media. His experience could be of beneficial for the Company's businesses for it could grow as targeted.

Agenda Item 7 To consider the remuneration of directors for the year 2012

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 to allow 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.

Facts and Reasons :

The remuneration for company directors for 2011, which was approved from the Annual General Meeting of Shareholders in 2011, paid the remunerations for the Chairman of the Board of Directors was equal to that of the Chairman of Audit Committee. The executive directors shall not receive the remuneration at the same rate as that of non-executive directors. The payment was paid quarterly.

Opinion of the Board of Directors:

The Board of Directors considered and deemed it appropriate to propose in the Annual General Meeting of Shareholders the remuneration for company directors based on a quarterly basis without any other forms of remuneration. Details were as follows:

Name/Position	Annual Remuneration 2012 Year of Proposal				Annual Remuneration 2011			
	Remuneration	Meeting Allowance	Other	Total	Remuneration	Meeting Allowance	Other	Total
Chairman								
Mr.ThanachaiTheerapattanavong*	-	-	-	-	400,0000.-	-	-	
-Mr.Suthichai Yoon	400,000-	-	-	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.-	200,000.-	-	-	200,000.-
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.-
Executive Director:								
-Mr.Suthichai Yoon	-	-	-		200,000-	-	-	200,000
-Mr.Thanachai Santichaikul	200,000.-	-	-	200,000.-	200,000-	-	-	200,000-
-Mr.Pana Janviroj	-	-	-	-	200,000-	-	-	200,000-
-Miss Duangkamol Chotana	200,000.-	-	-	200,000.-	-	-	-	-
-Mr. Adisak Limprungpatanakij**	200,000.-	-	-	200,000.-	-	-	-	-
Total	**2,800,000.-**			**2,800,000.-**	**2,800,000.**			**2,800,000.**

*** Remark :

*Mr. Thanachai Theerapattanavong resigned as director and chairman of the Board of Directors since 6 March 2012 at the Board of Directors' meeting, no. 2/2012. The Meeting considered and elected Mr. Suthichai Yoon as the new Chairman of the Board.

**Mr. Adisak Limprungpatanakij would be proposed in the Annual General Meeting of Shareholders 2012 to be a new company director.

<u>Agenda Item 8</u> To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2012

<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 would sign the financial statements of company for the year 2012 for the fifth year **or**
2. Mr.Winid Silamongkol, Registration No. 3378 would be auditor for the year 2012 **or**
3. Mr.Charoen Phosamritlert, Registration No. 4068 would be auditor for the year 2012

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. Their performances were sound and satisfactory as well as the qualifications of the 3 auditors were not contrary to the regulations of the Stock Exchange of Thailand.

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 2012, The remuneration for the auditor totalled 3,085,000 baht.

(No other service fee was charged).

In addition, KPMG Poomchai Audit Ltd. would also audit the accounts of the joint venture.
(Attached document 8 to Agenda Item 8: details of the auditors for the fiscal year 2012)

<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 have the shareholders' approval of the auditors for the fiscal year 2011 and the compensation thereof.

<u>Agenda Item 9</u> To consider and approve the reduction of the Company's registered capital from Baht 2,500,000,000 to Baht 1,647,740,300 by cancelling authorized but unissued ordinary shares

<u>Facts and Reasons</u>: As the Company currently has the total of 852,259,700 authorized but unissued ordinary shares, the Board of Directors deems it appropriate to reduce the Company's registered capital from Baht 2,500,000,000 to Baht 1,647,740,300 by cancelling the 852,259,700 authorized but unissued ordinary shares at par value of Baht 1 per share.

<u>Opinion of the Board of Directors:</u> The Board of Directors considered and deemed it appropriate to propose to the forthcoming Annual General Meeting of the Shareholders to consider and approve the reduction of the Company's registered capital from Baht 2,500,000,000 to Baht 1,647,740,300 by cancelling 852,259,700 authorized but unissued ordinary shares.

In this regard, the favourable votes of not less than three fourths of the total votes of the shareholders attending the meeting and are eligible to vote are required for this agenda to be approved.

<u>Agenda Item 10</u> To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital

<u>Facts and Reasons</u>: In order to reflect the reduction of the Company's registered capital, the Company's Memorandum of Association shall be amended as follows:

"Clause 4	The registered capital	:	Baht 1,647,740,300 (Baht one thousand six hundred forty seven million seven hundred forty thousand and three hundred)
	Divided into	:	1,647,740,300 Shares (One thousand six hundred forty seven million seven hundred forty thousand and three hundred shares)
	Each has par value of	:	Baht 1 (Baht one)
			consisting of
	Ordinary shares		1,647,740,300 Shares (One thousand six hundred forty seven million seven hundred forty thousand and three hundred shares)
	Preference shares		- Shares (-)"

<u>Opinion of the Board of Directors:</u> The Board of Directors considered and deemed it appropriate to propose to the forthcoming Annual General Meeting of the Shareholders to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital.

In this regard, the favourable votes of not less than three fourths of the total votes of the shareholders attending the meeting and are eligible to vote are required for this agenda to be approved.

<u>Agenda Item 11</u> To consider and approve the transfer of the Company's share premium reserve to compensate for the Company's accumulated losses

<u>Facts and Reasons</u>: Upon consideration of the financial status of the Company as shown in the Company's audited financial statements as at 31 December 2011, it appears that the Company has accumulated losses of Baht 776,459,251 and share premium reserve of Baht 4,136. Thus, the Board of Directors deems it appropriate for the Company to transfer its share premium reserve of Baht 4,136 to compensate for its accumulated losses of Baht 776,459,251, a result of which shall decrease the Company's accumulated losses to Baht 776,455,115.

<u>Opinion of the Board of Directors:</u> The Board of Directors considered and deemed it appropriate to propose to the forthcoming Annual General Meeting of the Shareholders to consider and approve the transfer of the Company's share premium reserve of Baht 4,136 to compensate for the Company's accumulated losses of Baht 776,459,251.

<u>Agenda Item 12</u> To consider and approve the reduction of the Company'sregistered and paid-up capital from Baht 1,647,740,300 to Baht 873,302,359 to compensate for the Company's accumulated losses of Baht 776,455,115

Facts and <u>Reasons</u>: In light of the transfer of the Company's share premium reserve to compensate for the Company's accumulated losses which shall result in the decrease of the Company's accumulated losses to Baht 776,455,115, the Board of Directors deems it appropriate to further reduce the Company's registered and paid-up capital from Baht 1,647,740,300 to Baht 873,302,359 by decreasing the par value of the Company's ordinary shares from Baht 1 per share to Baht 0.53 per share in order to compensate for the Company's remaining accumulated losses. In this regard, the amount of Baht 774,437,941 derived from such capital reduction shall be used to compensate for the Company's remaining accumulated losses of Baht 776,455,115 (the amount remaining following the transfer of the Company's share premium reserve to compensate for the accumulated losses of the Company), a result of which shall decrease the accumulated losses of the Company to Baht 2,017,174.

<u>Opinion of the Board of Directors:</u> The Board of Directors considered and deemed it appropriate to propose to the forthcoming Annual General Meeting of the Shareholders to consider and approve the reduction of the Company's registered and paid-up capital to compensate for the Company's accumulated losses by decreasing the par value of the Company's ordinary shares from Baht 1 per share to Baht 0.53 per share.

In this regard, the favourable votes of not less than three fourths of the total votes of the shareholders attending the meeting and eligible to vote are required for this agenda to be approved.

<u>Agenda Item 13</u> To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital

<u>Facts and Reasons:</u> In order to reflect the reduction of the Company's registered capital, the Company's Memorandum of Association shall be amended as follows:

"Clause 4	The registered capital	:	Baht 873,302,359 (Baht eight hundred seventy three million three hundred two thousand and three hundred fifty nine)
	Divided into	:	1,647,740,300 Shares (One thousand six hundred forty seven million seven hundred forty thousand and three hundred shares)
	Each has par value of	:	Baht 0.53 (Fifty-three Satang)
			consisting of
	Ordinary shares		1,647,740,300 Shares (One thousand six hundred forty seven million seven hundred forty thousand and three hundred shares)
	Preference shares		- Shares (-)"

<u>Opinion of the Board of Directors:</u> The Board of Directors considered and deemed it appropriate to propose to the forthcoming Annual General Meeting of the Shareholders to consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association to reflect the reduction of the Company’s registered capital.

In this regard, the favourable votes of not less than three fourths of the total votes of the shareholders attending the meeting and eligible to vote are required for this agenda to be approved.

<u>Agenda Item 14</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

Minutes of The Extraordinary General Meeting of Shareholders 1/2011
Of
Nation Multimedia Group Public Company Limited

Date and Place The Meeting was held on June 13, 2011 at 2 pm, at the Conference Room, 5th Floor, Nation Building, 1854 Bangna-Trad, Bangna, Bangkok 10260

Preliminary Proceedings

Mr. Thanachai Theerapattanavong, Chairman of the Board of Directors and Chairman of the Meeting, introduced Mrs.Warangkana Kalayanapradit, the Company Secretary and Investor Relation who was assigned to moderate the meeting.

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

1. Mr Thanachai Theerapattanavong	Chairman of the Board of Directors and Chairman of the Executive Board
2. Mr. Thanachai Santichaikul	Vice Chairman and Chief Executive Officer
Independent Directors	
3.Mr. Pakorn Borimasporn	Independent Director and the Chairman of Audit Committee
4. Mr. Chaveng Chariyapisuthi	Independent Director and the Member of Audit Committee
5. Mr. Yothin Nerngchamnong	Independent Director and the Member of Audit Committee
6. Mr. Nissai Vejjajiva	Independent Director
Non-Executive Directors	
7. Mr. Sermsin Samalapa	Director
Executive Directors	
8. Mr. Suthichai Yoon	Director and Editor in Chief
9. Mr. Pana Janviroj	Director and President of Nation News Network Co.,Ltd. English News Business Unit

A total 9 of 11 directors attended the Meeting.

The Company's executives who attended the Meeting:

1. Ms. Duangkamol Chotana	President of Krungthep Turakij Media Co., Ltd Thai News Business Unit
2. Ms.Orapim Luang-on	President of Kom Chad Luek Media Co., Ltd., General News Business Unit
3. Mr Thongchai Bunsaringkaranont	President of WPS (Thailand), Printing Business Unit
4. Ms. Phimpakan Yansrisirichai	Chief Operating Officer – Advertising
5. Ms. Nutvara Seangwarin	Senior Vice President – Advertising
6. Ms. Phairin Nithipanich	Senior Vice President - Advertising
7. Mrs. Benchawan Srisuthisaart	Senior Vice President - Circulation

8. Ms. Mathaya Osathanond — Assistant Senior Vice President - Finance
9. Mr. Supoth Piansiri — Assistant Senior Vice President - Accounting
10.Mrs. Kesery Kanjana-vanit — President of Nation International Edutainment Plc.

The Company Secretary introduced legal consultant : Thanathip & Partners Co.,Ltd.
Ms.Chawaluck Sivayathorn — Partners

The Company Secretary informed the Meeting that in order to conform to Corporate Governance relating to the protection of shareholders' rights and providing 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, had already been sent to all shareholders. The Company Secretary explained the Meeting procedures as follows:

- The Company provided shareholders with the opportunity to authorize 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, Independent Director and the Chairman of Audit Committee 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 are 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 on 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 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 announces each item and the Shareholders were required to cast their votes and sign their name on the matching ballots. Authorized staff would collect the ballots for the vote count. Shareholders were entitled to exercise their rights to vote their shares: one share, one vote.

Once the voting result was announced, the voting was finalized

The Company Secretary announced that the Company's shares that had been issued were 164,774,030 shares

- 23 Shareholders attended the Meeting with 49,598,685 shares accounting for 30.10 % of total shares
- 32 Proxies attended the Meeting with 79,812,141 shares accounting for 48.44 % of total shares
- A total of 55 shareholders attended the Meeting with 129,410,826 shares accounting for 78.54 % of total shares

The Meeting had a quorum.

The Company Secretary then introduced the following item in the agenda:

Agenda Item 1 To consider adopting the minutes of the Annual General Meeting of Shareholders 2011

The Company Secretary proposed the Meeting to consider adopting the minutes of the Annual General Meeting of Shareholders 2011 held on April 7, 2011, 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 Company Secretary proposed the Meeting to consider the matter and resolve to adopt the minutes of the Annual General Meeting of Shareholders 2011.

Having considered the item 1, the Meeting adopted the minutes of the Annual General Meeting of Shareholders 2011 with the following vote results.

Approved	129,410,826	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

Agenda Item 2 To consider and approve the change in the par value of the Company's shares

The Company Secretary informed the Meeting that, in order to increase the liquidity for trading of the Company's shares on the Stock Exchange of Thailand, the Company's Board of Directors has proposed that the Meeting consider and approve the change in the par value of the Company's shares from Baht 10 per share to Baht 1 per share. After the change in the par value of the Company's shares, the Company's registered capital would be Baht 2,500,000,000 and the paid up capital would be Baht 1,647,740,300, both of which remained unchanged and the number of shares shall increase from 250,000,000 registered shares and 164,774,030 paid up shares with Baht 10 par value per share to 2,500,000,000 registered shares and 1,647,740,300 paid up shares with Baht 1 par value per share. Such change shall take effect after the Company undertaken all necessary steps as required by law which was expected to be completed within June 2011.

The Chairman invited the shareholders to ask questions and express any comments they may have.

There were no further questions or comments raised by the shareholders. The Company Secretary proposed the Meeting to consider and approve the change in the par value of the Company's shares as detailed in this Agenda 2.

Resolved upon due consideration, the Meeting considered and resolved to approve the change in the par value of the Company's shares with the following votes cast:

Approved	129,410,826	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>Agenda Item 3 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the change in the par value of the Company's shares</u>

The Company Secretary informed the Meeting that according to the resolution of Agenda 2 approving the change in the par value of the Company's shares from Baht 10 per share to Baht 1 per share resulted in the change in the number of shares of the Company from 2,500,000,000 registered shares to 1,647,740,300 paid up shares. The Company's Board of Directors proposed that the Meeting consider and approve the amendment to Clause 4 of the Company's Memorandum of Association as followed in order to reflect the change in the par value of the Company's shares:

"Clause 4	Registered capital	:	Baht2,500,000,000 (Baht Two thousand and five hundred million)
	Divided into	:	2,500,000,000 Shares (Two thousand and five hundred million shares)
	Each has par value of	:	Baht 1 (Baht One)
			consisting of
	Ordinary shares		2,500,000,000 Shares (Two thousand and five hundred million shares)
	Preference shares		- Shares (-)"

The Company Secretary reiterated to the Meeting that it was required that this agenda be approved with votes of not less than three fourths of the total number of votes of shareholders attending the Meeting and having the right to vote so as to constitute a special resolution under the law.

The Chairman invited the shareholders to ask questions and express any comments they may have.

The questions asked by the shareholders are as follows:

1. Why was the par value reduced from Bt10 to Bt1?

The chairman asked Mr. Thanachai Santichaikul, CEO, to give an answer to the shareholders. The CEO explained that the par value reduction proposed to the shareholders would not affect the financial status of the company. Shares owned by the shareholders would still have the same value. The reduction would only increase the number and liquidity of the company's shares.

2. As of the first quarter 2011, the financial statements recorded an accumulated deficit of Bt 715 million. Did the company have any means to write off the deficit so that a dividend could be paid?

The CEO explained that the Board of Directors had also considered the issue and agreed that although writing off the accumulated deficit would reflect the exact value, the investment value of the shareholders would reduce, and this would cause greater damage. The board also saw that the company's restructuring and improvement in all operations had enhanced the company's performance throughout the past two years. The board believed that the company's operations and business policies would reduce and finally eliminate the entire accumulated deficit.

3. Given the previous answer, if the company made profits of Bt313 million in 2010, and this level of performance could be consistently maintained, would the accumulated deficit be eliminated within the next three years and would the shareholders receive a dividend in 2013?

The CEO explained that from the operations under the plan to manage the company's structure with the concept "divide to grow", the company's financial status had continuously improved. Therefore, the board saw that the company could reduce and finally eliminate the accumulated deficit.

There were no further questions or comments raised by the shareholders. The Company Secretary proposed the Meeting to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association as detailed in this Agenda 3 to reflect the change in the par value of the Company's shares.

Upon due consideration, the Meeting considered and resolved to approve the amendment to Clause 4 of the Company's Memorandum of Association in order to reflect the change in the par value of the Company's shares with the following votes cast:

Approved	129,410,826	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

Agenda Item 4 To consider other matters (if any)

A shareholder asked what the trend in operations for the year 2011 would be when revenue from the print media business was forecasted to decline while revenue from the broadcasting and IT businesses was expected to increase. How would the company retain revenues from the print media business?

The CEO explained that the Nation Group had been well-known as the fastest adopter of new media in the country but surveys and research on the advertising industry indicated that the value of the fast-growing new media was not considered a large portion of the whole advertising industry. Therefore, the revenue of the company had been primarily generated from the print media. Retaining the revenue base from print media was among the first priorities of the company. However, the company had been divided into seven affiliates in line with its target groups in order to benefit from the higher management liquidity of the small companies which could grow in every media channel and ultimately increase the possibility to enhance the overall revenue of NMG.

No other matters were considered.

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

The Meeting adjourned at 14.40 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 2012, 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 Noverber 24, 2011 and January 31, 2012. 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 venturecompanies, 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. Chaveng Chariyapisuthi**

Age : 67 Years

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. # 1
: Audit Committee Program # 20

Experience : 1991 – Present Executive Director :
SST Holding Co.,Ltd.
Siam Syndicate Technology Co.,Ltd.
Siam Steel works Co.,Ltd
Siam Asia Environment Co.,Ltd

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

No. of Shares Held as at Feb 6, 2012

: N/A

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-
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 2011

Holding the post of the Company's Director	The Meeting Attendance in 2011			
As of December 31, 2011	Board of Directors	Audit Committee	Annual General Meeting	Extraordianry General Meeting
17 Years	4/4	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
		4	-	-

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

Attached Document No.6

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

Name : **Mr. Yothin Nerngchamnong**
Age : 62 Years
Education Background
: MA. In Political Science, Ramkamhaeng University
: BA. Political Science, Ramkamhaeng University
: Assumption Commercial College Bangkok (ACC)

Training
Thai Institute of Directors Association
: Director Certification Program (DCP# 36)
Capital Market Academy – The Stock Exchange of Thailand
: Capital Market Academy Leadership Program (CMA # 7)

Experience :
1980 – Present Executive Director
Modernform Group Plc.
1989 – Present Director
Modernform Tower Co.,Ltd
1997 – Present Director
MFEC Pcl.
2008 – Present Chief Executive Director
Thai Plaspac Plc.

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

No. of Shares Held as at Feb 6 , 2012
: 1,000,000.00 shares (0.06%)

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-
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 2011

Holding the post of the Company's Director	The Meeting Attendance in 2011			
As of December 31, 2011	Board of Directors	Audit Committee	Annual General Meeting	Extraordianry General Meeting
7 Years	3/4	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
3	Executive Director Modernform Group Plc. Director MFEC Pcl. Chief Executive Director Thai Plaspac Plc.	1	-	-

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

Attached Document No.6

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

Name : **Mr. Nissai Vejjajiva**

Age : 80 Years

Education Background

: MBA. (Political Economy) Stern School of Business, New York University

: BA (Economic), Boston University

: Diploma, National Defence College of Thailand, class 17

Training

Thai Institute of Directors Association

: Director Certification Program (DCP#73)

Experience : 1998 – Present Chairman of the Counsil of Rajabhat Mahasarakha University

Type of Current Director : Independent Director

No. of Shares Held as at Feb 6, 2012

: N/A

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-
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 2011

Holding the post of the Company's Director	The Meeting Attendance in 2011		
As of December 31, 2011	**Board of Directors**	**Annual General Meeting**	**Extraordianry General Meeting**
7 Years	1/4	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**
-	-	-	-	-

Type of Nominated Director: Independent Director

Attached Document No.7

The profile of the proposed to new director

Name : **Mr. Adisak Limprungpatanakij**

Age : 51 Years

Education Background
: Ba. Accounting, Thammasat University

Training
Thai Institute of Directors Association
: Director Certification Program (DCP# 71)

Experience :

2000 – 2008	Director Nation Digital Media Co.,Ltd
2002 – 2009	Director Nation Radio Network Co., Ltd
1985 – 2009	Chief Operation Officer of Broadcasting Business Unit Nation Multimedia Group Plc
2010 – Present	President Nation Broadcasting Corporation Plc.
2011 – Present	Dircetor Kom Chad Lued Co.,Ltd.

No. of Shares Held as at Feb 6 , 2012
: 700,000 Shares (0.00%)

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	President Nation Broadcasting Corporation Plc. Director Kom Chad Luek Media 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 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**
1	President Nation Broadcasting Corporation Plc.	2	-	-

Type of Nominated Director: Director

Attached Document No.8

Agenda Item 8
The details of the auditors for the fiscal year 2012

2011	2012 Year of Proposal
KPMG Poomchai Audit Co Ltd	**KPMG Poomchai Audit Co Ltd**
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) 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 2012 **(for the fifth year)** Compensation of the auditor for the Company and its subsidiaries totaling 3,085,000 Baht.(excluding NBC &NINE)

Attached Document No.9

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.

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.

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

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Name : **Mr. Pakorn Borimasporn**

Age : 65 Years

Address : 71/195 Moo5, Banmai sub-district, Pak Kret district, Nonthaburi Province, 11120

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 – Fellow Member)

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 February 6 , 2012

: 269,000 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 2011

Holding the post of the Company's Director	The Meeting Attendance in 2011			
As of December 31, 2011	Board of Directors	Audit Committee	Annual General Meeting	Extraordianry General Meeting
15 Years	4/4	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	1	-	-

Attached Document No.13
(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 นายปกรณ์ บริมาสพร อายุ 65 ปี อยู่บ้านเลขที่ 7/195 หมู่ 5
Name Mr. Pakorn Borimasporn, Independent Director, Age 64 years, residing at 7 /195 Moo 5
ถนน - ตำบล/แขวง บ้านใหม่ อำเภอ/เขต ปากเกร็ด
Road Tambol/Khwaeng Banmai Amphur/Khet Pakkred
จังหวัด นนทบุรี 11120 **หรือ**
Province Nonthaburi 11120 **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 ใน การประชุมสามัญผู้ประจำปี 2555 ในวันที่ 26 เมษายน 2555 เวลา 14.00 น. ณ ณ ห้องอราวินดา ชั้น เอ็ม โรงแรมเลอบัว แอท สเตท ทาวเวอร์ เลขที่ 1055 ถนนสีลม แขวงสีลม เขตบางรัก กรุงเทพฯ 10500 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 2012 on April 26, 2012 at 14.00 hrs, at Aravinda Room , M Floor , Lebua at State Tower ,1055, Silom Road, Bangrak, Bangkok 10500, 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 รับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2554 ซึ่งประชุมเมื่อวันที่ 13 มิถุนายน 2554

Agenda 1 To Acknowledge the minutes of the Extraordianry General Meeting of Shareholder No.1/2011 held on June 13, 2011

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

วาระที่ 2 พิจารณาอนุมัติและรับรองผลการดำเนินงานและรายงานคณะกรรมการของบริษัทฯ สำหรับปี 2554

Agenda 2 To consider and approve the Company's operating results and report by the company's Board of Directors for the year 2011

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

วาระที่ 3 พิจารณาและอนุมัติ และรับรองงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2554

Agenda 3 To consider and approve the Company's audited Balance Sheet Profit & Loss Statement for the year ended December 31, 2011

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

วาระที่ 4 พิจารณาอนุมัติงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2554

Agenda 4 To approve omission of dividends for business operations for the year ending December 31, 2011

❑ 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 : นายเชวง จริยะพิสุทธิ์
Name of Director : Mr. Chaveng Chariyapisuth

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

5.2 ชื่อกรรมการ : นายโยธิน เนื่องจำนงค์
Name of Director : Mr.Yothin Nerngchamnong

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

5.3 ชื่อกรรมการ : นายนิสสัย เวชชาชีวะ
Name of Director : Mr.Nissai Vejjajiva

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

วาระที่ 6 พิจารณาแต่งตั้งกรรมการเข้าใหม่

Agenda6 Consider the appointment of a new Director

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

วาระที่ 7 พิจารณากำหนดค่าตอบแทนของกรรมการบริษัท ประจำปี 2555

Agenda 7 To consider the remuneration of director for the year 2012

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

วาระที่ 8 **พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2555**

Agenda 8 To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2012

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

วาระที่ 9 **พิจารณาและอนุมัติการลดทุนจดทะเบียนของบริษัทฯ จากจำนวน 2,500,000,000 บาท เป็น 1,647,740,300 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้จำหน่าย**

Agenda 9 To consider and approve the reduction of the Company's registered capital from Baht 2,500,000,000 to Baht 1,647,740,300 by cancelling authorized but unissued ordinary shares

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

วาระที่ 10 **พิจารณาและอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนของบริษัทฯ**

Agenda 10 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital

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

วาระที่ 11 **พิจารณาและอนุมัติการโอนทุนสำรองส่วนล้ำมูลค่าหุ้นเพื่อชดเชยผลขาดทุนสะสม**

Agenda 11 To consider and approve the transfer of the Company's share premium reserve to compensate for the Company's accumulated losses

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

วาระที่ 12 **พิจารณาและอนุมัติการลดทุนจดทะเบียนและทุนชำระแล้วของบริษัทฯ จากจำนวน 1,647,740,300 บาท เป็น 873,302,359 บาท เพื่อชดเชยผลขาดทุนสะสมจำนวน 776,445,115 บาท**

Agenda 12 To consider and approve the reduction of the Company's registered and paid-up capital from Baht 1,647,740,300 to Baht 873,302,359 to compensate for the Company's accumulated losses of Baht 776,455,115

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

วาระที่ 13 **พิจารณาและอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนของบริษัทฯ**

Agenda 13 To consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital

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

วาระที่ 14 **พิจารณาเรื่องอื่นๆ (ถ้ามี)**

Agenda 14 To consider other matters (if there are any)

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

(...)

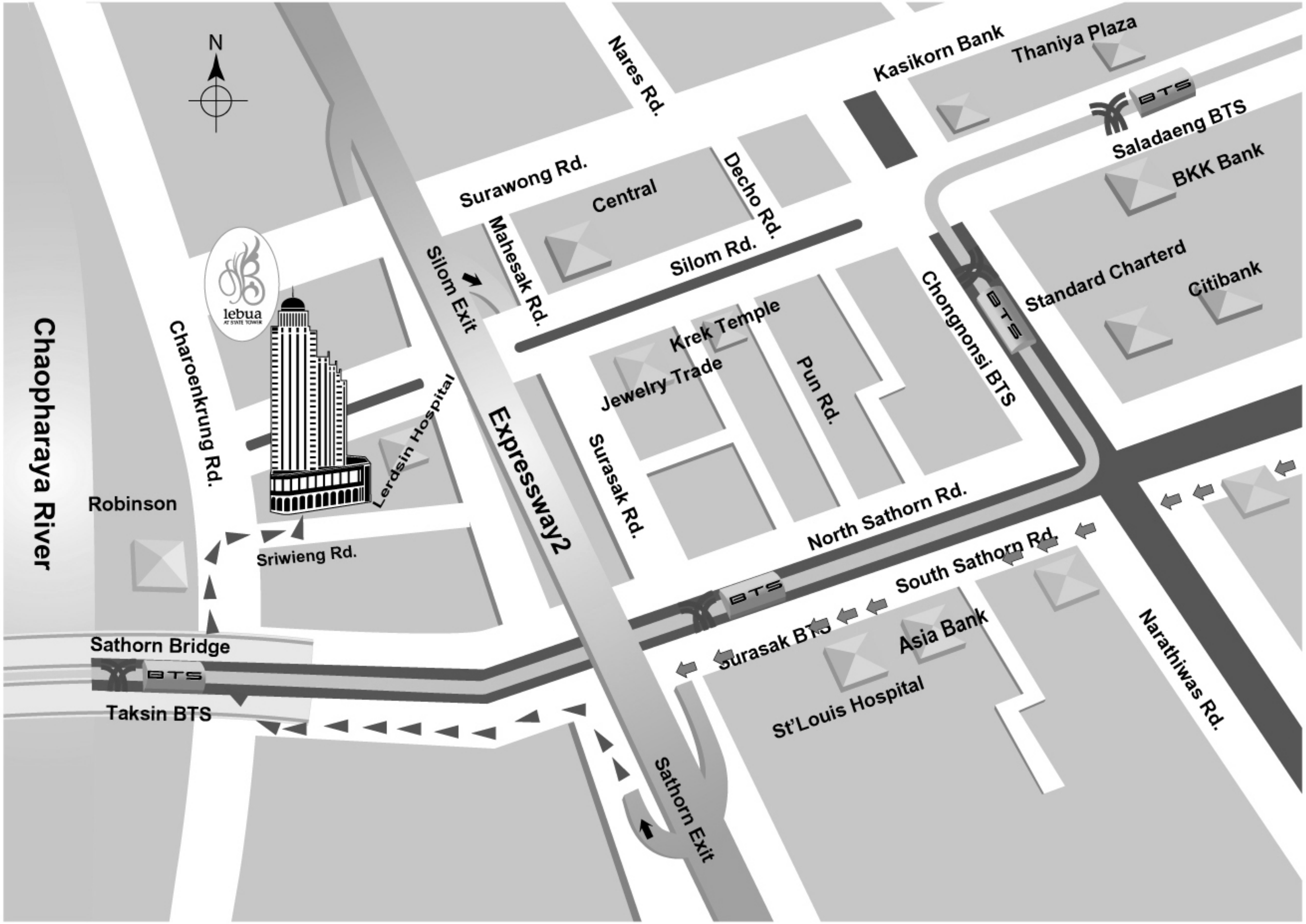
Signed Proxy

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.



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