



Invitation to the Annual General Meeting of **Shareholders 2013**



Nation Multimedia Group Public Company Limited

April 25, 2013 at 14.00 hours At the Ballroom 1, S31 Sukhumvit Hotel, 545
Sukhumvit 31, Sukhumvit Road, Klongtoey-Nua, Wattana District, Bangkok 10110

March 22, 2013

Subject: Invitation to the 2013 Annual General Meeting of Shareholders
 To: Shareholders of Nation Multimedia Group Public Company Limited

Enclosures:

1. Copy of the minutes of the 2012 Annual General Meeting of the Shareholders
2. Annual Report 2012
3. Roles and Responsibilities of Audit Committee
4. Criteria and Procedures to select the directors
5. Definition and qualifications of Independent Directors
6. The profiles of the prospective nominees to replace directors retiring by rotation
7. Details of the auditors for the fiscal year 2013
8. Initial Details of the Warrants to Purchase Ordinary Shares of Nation Multimedia Group Public Company Limited to be Allocated to Existing Shareholders
9. Initial Details of the Scheme to Issue Warrants to Purchase Ordinary Shares of Nation Multimedia Group Public Company Limited to be Offered to Directors, Executives and/or Employees of Nation Multimedia Group Public Company Limited and/or its subsidiaries
10. Company's Articles of Association, Chapter 6: Shareholders' Meeting
11. Conditions and procedures of the meeting of shareholders
12. The profiles of the Independent Director who may be granted a proxy
13. Registration Form for the 2013 Annual General Shareholders Meeting
14. Proxy Form B
15. Map of the venue of the meeting of the shareholders

The Board of Directors of Nation Multimedia Group Public Company Limited (the "**Company**") has resolved to call the 2013 Annual General Meeting of Shareholders on April 25, 2013 at 14:00 hours at the Ballroom 1, S31 Sukhumvit Hotel, 545 Sukhumvit 31, Sukhumvit Road, Klongtoey-Nua, Wattana District, Bangkok 10110, to consider the following agenda.

Agenda 1 To acknowledge the minutes of the 2012 Annual General Meeting of Shareholder held on April 26, 2012.

Facts and Reasons: The 2012 Annual General Meeting of Shareholders was held on April 26, 2012, a copy of the minutes of which has been submitted to the Stock Exchange of Thailand (the "**SET**") within 14 days from the date of the meeting pursuant to relevant laws. In addition, the company has disseminated such minutes via the Company's website at www.nationgroup.com in order to inform all shareholders of the minutes of the Shareholders' meeting and allow them to check the accuracy of the minutes within a given period of time. In this regard, it did not appear that there was any shareholder opposing or requesting for amendment of such minutes. The copy of the minutes of the Shareholders' meeting is provided in Enclosure No. 1.

Opinion of the Board of Directors: The Board of Directors of the Company considered and was of the opinion that the above minutes of the Shareholder's meeting was correct and complete. Thus, the board deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve such minutes.

Agenda 2 To consider and approve the Company's operating results and the Board of Directors' report for the year 2012

Facts and Reasons: The operating results of the Company and the report of the Board of Directors of the Company for the year 2012 are provided in the 2012 annual report in Enclosure No. 2 which was sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the Company's operating results and the Board of Directors' report for the year 2012

Agenda 3 To consider and approve the financial statements for the year ending December 31, 2012

Facts and Reasons: The consolidated financial statements of the Company and its subsidiaries as at December 31, 2012 were audited by the auditors and examined by the Audit Committee, the details of which is provided in the 2012 annual report in Enclosure No.2 which was sent to the shareholders together with this invitation letter.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the Company's annual balance sheet and profit and loss statement ending December 31,2012 which have been audited by the authorised auditors and examined by the Audit Committee.

Agenda 4 To consider and approve no dividend payment from the Company's operation for the financial year ending December 31, 2012

Facts and Reasons: Clause 42 of the Company's Articles of Association stipulates that, "The Company shall not make dividend payment from other sources of money other than profits." The Company's dividend payment policy is to pay dividend no more than 65 percent of its net profits, depending on the investment plan, necessity and other suitability in the future which shall also subject to the conditions that such action is for the best interest of the shareholders.

According to the Company's operating results for the year 2012, the Company has 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. In 2013 the Company has a plan to invest in a digital television business, related business to the existing business of the Company, and to reserve cash as the Company's working capital.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve no dividend payment from the Company's operation for the year 2012, starting from January 1, 2013 to December 31, 2012 in order for the Company to be able to reserve cash for the investment in a digital television business, related business to the existing business of the Company as the Company's working capital.

Agenda 5 To consider and approve the election of directors to replace those retiring by rotation

Facts and Reasons: Clause 15 of the Company's Articles of Association states that 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. At present, the Company currently has 11 directors. In 2013, four directors who shall retire by rotation are as follows:

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

In addition, the Company has made an announcement on the website to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from November 26, 2012 to January 31, 2013. However, none of the shareholders has nominated any person to be the Company's director.

Opinion of the Board of Directors: The Board of Directors of the Company, excluding the interested directors in this agenda, has considered the appropriate qualifications of the directors which comprise experiences, expertise and performance of the above four directors and it appears that all four directors have proven to be highly dedicated to their duties and responsibilities which led to great benefits for the Company. Therefore, the Board of Directors deems it appropriate to propose to the 2013 Annual General Meeting of the Shareholders to consider and approve the appointment of directors who retire by rotation to continue their terms as the directors of the Company with details as follows:

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

In light of the foregoing, Mr.Suthichai Sae-yoon, Mr.Sermsin Samalapa and Miss Duangkamol Chotana who are directors retiring by rotation are also the authorised directors of the Company. Therefore, in the event that the 2013 Annual General Meeting of Shareholders resolves to approve the appointment of such three directors to resume their positions for another term, such directors shall continue to be the authorised 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.

(Details of the Directors who are nominated to resume their positions for another term as directors of the Company are provided in Enclosure 6).

Agenda 6 To consider and determine the directors' remuneration for the year 2013

Criteria and Procedures for Directors' Remuneration Proposal: The Company's Board of Directors is of the opinion that it is very important for a media business to nominate directors and consider such directors' remuneration. The Company has a policy to allow the Company's Board of Directors to consider and nominate directors and their remuneration under strict rules which require the Board of Directors to consider the suitability of the directors and their remuneration by taking

into consideration the directors and directors' remuneration of other similar industries as well as an average of directors' remuneration of other businesses of the same size as well as the growth of business and profits of the Company.

Facts and Reasons: The remuneration for the Company's directors in 2012, which was approved in the 2012 Annual General meeting of Shareholders, is paid to the chairman of the Board of Directors in an equal amount to the chairman of the Audit Committee. The executive directors shall receive the remuneration at the same rate as the non-executive directors. The payment was paid quarterly.

Opinion of the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the remuneration for the Company's directors for the year 2013 based on a quarterly basis without any other forms of remuneration, with details as follows:

Name/Position	Remuneration for the Year 2013 (Proposed Year)				Remuneration for the Year 2012			
	Remuneration	Meeting Allowance	Other	Total	Remuneration	Meeting Allowance	Other	Total
Chairman: - Mr. Suthichai Sae-yoon	400,000.-	-	-	400,000.-	400,000.-	-	-	400,000.-
Independent Directors: - Mr.Nissai Vejjajiva* - Mr.Nivat Changariyavong**	200,000.- 200,000.-	- -	- -	200,000.- 200,000.-	200,000.- 200,000.-	- -	- -	200,000.- 200,000.-
Non-Executive Director: -Mrs.Christine Debiais Brendle	200,000.-	-	-	200,000.-	200,000.-	-	-	200,000.-
Chairman of Audit Committee: -Mr.Pakorn Borimasporn	400,000.-	-	-	400,000.-	400,000.-	-	-	400,000.-
Audit Committee : -Mr.Chaveng Chariyapisuthi -Mr.Yothin Nerngchamnong	300,000.- 300,000.-	- -	- -	300,000.- 300,000.-	300,000.- 300,000.-	- -	- -	300,000.- 300,000.-
Executive Directors: -Mr.Sermsin Samalapa -Ms Duangkamol Chotana -Mr.Pana Janviroj -Mr.Adisak Limprungpatanakij	200,000.- 200,000.- 200,000.- 200,000.-	- - - -	- - - -	200,000.- 200,000.- 200,000.- 200,000.-	200,000.- 200,000.- 200,000.- 200,000.-	- - - -	- - - -	200,000.- 200,000.- 200,000.- 200,000.-
Total (Baht)	2,800,000.-			2,800,000.-	2,800,000.-			2,800,000.-

Remark : * Mr.Nissai Vejjajiva resigned as an Independent Director of the Company effective on March 19, 2013.

The Board of Directors of the Company currently consists of 11 director positions (including 1 vacant director position), 4 of which are independent directors. In this regard, the Company is in the process of selecting a qualified person to fill such vacancy.

**Mr. Nivat Changariyavong is a director of the Company since April 29,1997. At present, he is a director who is independent and assumes the position of Independent Director.

Agenda 7 To consider and approve the appointment of the Company's auditors and the determination of the auditors' remuneration for the year 2013

Facts and Reasons: The Board of Directors, under the recommendation by the Audit Committee, deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider

and approve the appointment of KPMG Poomchai Audit Ltd. as an auditor of the Company with the following persons as the Company's auditors for the year 2013:

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

All of the above four auditors have neither relationship with nor interests in the Company, its subsidiaries, joint venture entities, its management, major shareholders or any related parties thereof. Therefore, they are 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 are not contrary to the regulations of the SET.

In addition, the Board of Directors, under the recommendations by the Audit Committee, deems 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.-

(With respect to other service fees, the Company and its subsidiaries did not receive any other services from the audit firm to which the auditors belong, any other persons or entities related to the auditors or such audit firm in the previous year.)

Opinion from the Board of Directors: The Board of Directors of the Company and the Audit Committee have considered the appointment of auditors as well as the determination of their remuneration and deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2013 and the determination of the auditors' remuneration as mentioned above (details of which are provided in Enclosure No. 7).

Agenda 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 (Rights Offering)

Facts and Reasons: 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 for the investment in digital television business, education business , related business to the existing business of the Company, as well as for reserving as the Company's working capital and repayment of the Company's debts to the creditors of the Company, the meeting of the Board of Directors of the Company No. 1/2013 held on February 15, 2013 deems 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 subscribe 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, the details of which are provided in Enclosure No. 8.

In addition, for the ease and successful completion of the issuance and offering of Warrants No.3, 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 authorise 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 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 requires 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.

Opinion from the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the issuance and offering of Warrants No.3 in the amount of not exceeding 1,647,740,300 units to existing shareholders of the Company who subscribe for newly issued ordinary shares offered to such existing shareholders in proportion to their shareholding (Rights Offering), as well as the authorisation 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.

Agenda 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

Facts and Reasons: In order to reward and compensate 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 best interests of 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 deems 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, the details of which are provided in Enclosure No. 9.

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 authorise 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.

In this connection, this agenda requires 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, and the shares held by the shareholders who object the issuance and offering of ESOP Warrants No.2 shall not exceed 10 per cent of the total number of votes of shareholders attending the meeting.

Opinion from the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve the issuance and offering of ESOP Warrants No.2 in the amount of not exceeding 82,387,015 units, as well as the authorisation 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.

Agenda 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 reflect the increase of the Company's registered capital

Facts and Reasons: 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 utilise the proceeds received from the capital increase for (i) the subscription of newly issued ordinary shares of the Company's subsidiaries which are 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 2013 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.

In addition, in order to reflect the increase of the Company's registered capital above, the Board of Directors of the Company deems 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 requires 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.

Opinion from the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2013 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 as well as the amendment to Article 4 of the Company’s Memorandum of Association to reflect the increase of the Company’s registered capital.

Agenda 11 To consider and approve an allocation of the newly issued shares of the Company

Facts and Reasons: Following the proposal by the board to the 2013 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 deems it appropriate to propose to the 2013 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 shall 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 shall 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 subscribe for the newly issued ordinary shares in accordance with or less than their entitlements shall be allocated with such shares in a full amount and the existing shareholders who oversubscribe for the newly issued ordinary shares shall be allocated with the excess shares only if there are remaining newly issued ordinary shares from the offering to existing shareholders who subscribe for the newly issued ordinary shares in proportion to their subscription rights. In addition, the Company shall allocate the remaining newly issued ordinary shares to the existing shareholders who wish 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 are less than the amount of shares for which the existing shareholders wish to oversubscribe, the Company shall allocate the remaining newly issued ordinary shares to each existing shareholder who oversubscribes for such remaining shares based on a pro rata basis. In this connection, this process shall continue until there is no remaining newly issued ordinary share.

- (c) The names of shareholders who are eligible to subscribe for newly issued ordinary shares together with Warrants No.3 pursuant to the terms specified by the Company shall 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 shall be on June 10-14, 2013. However, the above subscription rights to the newly issued ordinary shares and Warrants No.3 are still uncertain as prior approval from the shareholders’ meeting of the Company is required.
 - (d) In the event where there are remaining shares from the subscription by existing shareholders of the Company, the Company shall propose to the next shareholders’ meeting to approve the reduction of the registered capital of the Company.
 - (e) In this regard, the shareholders who subscribe for and are allocated with the newly issued ordinary shares shall 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 shall be 1 unit of warrant to 1 newly issued ordinary share and the exercise price of such Warrants No.3 shall 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 subscribe for newly issued ordinary shares offered to the existing shareholders in proportion to their shareholdings (Rights Offering) and have 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 deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorise 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.

In this connection, this agenda requires 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.

Opinion from the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2013 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 previously mentioned, as well as the authorisation 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 regard, the names of the shareholders who are eligible to subscribe for newly issued ordinary shares together with Warrants No.3 pursuant to the terms specified by the Company shall be recorded on Thursday March 14, 2013 (Record Date) and collected pursuant to Section 225 of 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 shall be on June 10-14, 2013. However, the above subscription rights to the newly issued ordinary shares and Warrants No.3 are still uncertain as prior approval from the shareholders' meeting of the Company is required.

Agenda 12 To consider and approve the issuance and offering of debentures in an amount of not exceeding Baht 1,500,000,000

Facts and Reasons: In order to raise fund to reserve as the Company's working capital and to accommodate the Company's business expansion, as well as for repayment of the existing debts which will help reducing the Company's financial burden cost, the Board of Directors of the Company deems it appropriate to propose to the 2013 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 shall 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 are entitled to determine the terms of the debentures as appropriate, depending on the type of debentures and prevailing market conditions.
Allocation Methods	: The debentures will 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 may be offered in one or several offerings and/or on a revolving basis. In addition, the issuance and offering can be in separate occasions. The debentures may also be issued and offered to existing holders of debentures which are going to be matured or redeemed prior to maturity terms. In this regard, the Company will 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 may or may not be entitled to the right to premature redemption, subject to the terms and conditions of each issuance. In this regard, the Company will 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 has redeemed or repaid the principal of the debentures issued under the total offering amount authorised above, the Company may additionally issue and offer debentures in substitution of the debentures in the amount so redeemed or repaid.
- Objectives : 1. For repayment of existing debts which will help reducing the financial burben 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 deems it appropriate to propose to the 2013 Annual General Meeting of Shareholders to consider and approve to authorise 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 debenturessecondary market or any other secondary markets as well as to obtain any necessary approval from relevant regulatory.

In this connection, this agenda requires 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.

Opinion from the Board of Directors: The Board of Directors of the Company deems it appropriate to propose to the 2013 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, as well as the authorisation 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.

Agenda 13 To consider any other matters (if any)

Please be invited to attend the meeting at the date, time and venue specified above. For any shareholder who wishes to appoint a third party to attend and vote on your behalf, please fill out and sign the attached proxy form and submit to the Chairman of the Board of Directors of the Company or Company Secretary prior to the commencement of the meeting.

Please be informed accordingly.

Sincerely yours,



Ms.Duangkamol Chotana
President

**Minutes of the Annual General Meeting of Shareholders 2012
of
Nation Multimedia Group Public Company Limited**

Date and Place

The Meeting was held on April 26, 2012 at 14:00 hours at Aravinda Room, M Floor, Le Bua at State Tower Hotel, 1055, Silom Rd., Silom Sub-District, Bangrak District, Bangkok 10500.

Preliminary Proceedings

Mr. Suthichai Sae-Yoon, Chairman of the Board of Directors and Chairman of the Meeting, introduced Ms. Duangkamol Chotana, the Company President, who was assigned 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. Nissai Vejajiva | Independent Director |
| 7. Mr. Nivat Changariyavong | Director |
| 8. Ms. Duangkamol Chotana | Director and President |

A total of 8 directors attended the Meeting:

Directors who did not attend the Meeting:

Mrs. Christine Lucie Debaisis Brendle Director

Executives who attended the Meeting:

- | | |
|---------------------------------------|---|
| 1. Mr. Pana Janviroj | President of Nation News Network Co., Ltd.,
English News Business Unit |
| 2. Mr. Adisak Limprungpatanakij | President of Nation Broadcasting Corporation Plc Ltd |
| 3. Mr. Sivaporn Chomsuwan | President of Nation International Edutainment Plc Ltd.,
Edutainment Business |
| 4. Mrs. Kesery Kanjana-vanit | Vice Chairman of Nation International Edutainment Plc Ltd |
| 5. Ms. Orapim Luang-on | President of Kom Chad Luek Media Co., Ltd
General News Business Unit |
| 6. Mr. Thongchai Bunsaringkaranont | President of WPS (Thailand), Printing Business Unit |
| 7. Ms. Pimpakan Yansrisirichai | President - Advertising |
| 8. Asst Prof. Dr. Pongin Rakariyatham | President of Nation University |

9. Ms. Mathaya Osathanond

Assistant Senior Vice President - Finance

10. Mr. Supoth Piansiri

Assistant Senior Vice President - Accounting

The Company President introduced the auditors from KPMG Phoomchai Audit Ltd. attended the Meeting: Mr. Vichien Thamtrakul, Executive Director and Auditor, who signed the financial statements of the company and its subsidiaries.

The Company President introduced legal consultant Miss Chavalak Sivayathorn, from Thanathip and Partners Co.,Ltd.

The Company President 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, were already sent to all shareholders. The Company President explained the Meeting 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 2012. 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 24, 2011 to January 31, 2012.

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 23, 2012 to April 12, 2012 in order to allow time for members of the Board and executives to gather information and prepare themselves for the Meeting.

No questions were sent in advance of the Meeting.

3. The Company provided shareholders with the opportunity to authorize a proxy to attend the Meeting. This year, Independent director 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 are 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 is made on any item, the shareholders including proxies are required to raise their hands. They are required to cast their votes by filling out the ballots provided before commencement of the Meeting. The Chairman announces each item and the shareholders are required to cast their votes and sign their name on the matching ballots. Authorized staff then collects the ballots for the vote count. Shareholders are entitled to exercise their rights to vote their shares: one share, one vote.

The regulations mentioned above apply to each item on the agenda, except item 5, which is to consider the election of directors to replace those retiring by rotation. For this item, the shareholders cast their votes individually. All ballots are collected for transparency and to be in accordance with the Corporate Governance Policy.

Any uncast vote is counted as approval.

Once the voting result is announced, the voting is finalized

The Company President announced that the Company’s shares that had been issued are 1,647,740,300 shares

- 44 shareholders attended the Meeting with 368,584,900 shares accounting for 22.37% of total shares
- 63 proxies attended the Meeting with 892,952,410 shares accounting for 54.19% of total shares
- A total of 107 shareholders attended the Meeting with 1,261,537,400 shares accounting for 76.56% of total shares

The Meeting had a quorum. The Company President then introduced the following item in the agenda:

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

The President informed the Meeting that the Company’s Secretary had produced the minutes of the Extraordinary General Meeting of Shareholders 1/2011 held on June 13, 2011. The Company’s Board of Directors considered and viewed that the minutes were accurate according to the resolution of shareholders’ meeting. Therefore, the Company presented the minutes of the Extraordinary General Shareholders Meeting 1/2011 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 opposed or requested that the minutes be amended otherwise. The Company President proposed the Meeting to consider the matter and resolve to adopt the minutes of the Extraordinary General Meeting of Shareholders 1/2011.

During the procedure to adopt Agenda 1, additional three shareholders attended the Meeting with the total shares of 34,000. Thus, a total of 110 shareholders attended the meeting, representing 1,261,571,400 shares, accounting for 76.56% of the total.

The Meeting Resolution Having considered Agenda Item 1, the Meeting adopted the minutes of the Extraordinary General Meeting of Shareholders 1/2011 with the following vote results.

Approved	1,261,571,400 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

The President also informed the Meeting that additional two shareholders with the total shares of 20,200 shares had attended the meeting. Therefore, the number of the shareholders attending the Meeting was recounted as follows:

- 48 shareholders attended the Meeting in person held 368,638,990 shares, accounting for 22.37% of the total shares.
- 64 shareholders authorized their proxies to attend the Meeting held 892,952,610 shares, accounting for 54.19% of the total shares.
- A total of 112 shareholders attended the Meeting held 1,261,591,600 shares or 76.56% 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 2011

The President reported the Company's operating results and the Board of Directors' report for the past year to the Meeting to the shareholders.

In 2011, the massive flood has left a severe impact on the industry. In the first nine months of the year, the sales increased from Bt1.88 billion in 2010 to Bt1.918 billion, or an increase by Bt38 million. The fourth quarter of the year was however affected by the flood crisis. The sales in this quarter dropped from Bt817 million to Bt725 million. As a result, the sales revenue for the entire year reduced by 2% from Bt2.697 billion to Bt2.643 billion. The drop is nonetheless considered minor, compared to other affected industries. The advertising sales in 2011 in the first nine months increased from Bt1.222 billion in 2010 to Bt1.319 billion, or a rise by 8% compared to the same period last year. However, the advertising sales in the fourth quarter dropped from Bt635 million to Bt559 million, or a decrease by 12%. As a result, the advertising sales for the entire 2011 increased from 2010 by only 1% or increasing from Bt1.857 billion to Bt1.878 billion. Non-advertising revenue generated from distributions of newspapers and other publications, transportation and others was impacted by the flood. Therefore, non-advertising revenue reduced by 9% from Bt840 million to Bt765 million. Overall, the operating results of Nation Multimedia Group Public Company Limited and its subsidiaries for the year as of December 31, 2011 recorded the profits of Bt150 million and net profit of Bt104 million.

The President also informed the Meeting that more shareholders had joined the Meeting. Therefore, the number of attending shareholders was as follows:

- 48 shareholders attended the Meeting in person held 368,638,990 shares, accounting for 22.37% of the total shares.

- 64 shareholders authorized their proxies to attend the Meeting held 892,952,610 shares, accounting for 54.19% of the total shares.
- A total of 112 shareholders attended the Meeting held 1,261,591,600 shares or 76.56% of the total shares.

The Company opened the floor to questions and comments.

Mr. Sirivat Voravetvuthikun (a shareholder) suggested that, according to the balance sheet for the fiscal year 2010, the ratio of debt to capital was 1.96 times, the ratio was lowered to 1.88 times in 2011. He asked the Board of Directors to consider lower the ratio to no more than 1.5 times to benefit the Company's performance and the shareholders.

Mr. Suthichai Sae-Yoon (Chairman of the Board) said that he would propose the Board to consider such matter in a later stage.

No shareholder opposed or requested otherwise. The Company President proposed the Meeting to consider and certify the Company's operating results and the Board's report for 2011 under Agenda Item 2.

The Meeting Resolution Having considered Agenda Item 2, the Meeting adopted the Company's operating results and the report of the Board of Directors for the year 2011 with the following vote results.

Approved	1,261,591,600 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 3 To consider and approve the financial statements for the year ended on December 31, 2011.

The Company President informed the Meeting that the Company's Balance Sheet and Profit & Loss Statement for the year ended December 31, 2011 had been 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 2011 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 then asked the Meeting to vote for Agenda Item 3, to consider acknowledgement and approval of the Financial Statements for the year ended December 31, 2011.

The Meeting resolved to acknowledge and approve the Financial Statements for the year ended December 31, 2011.

Meeting Resolution The Meeting approved the Company's financial statements for the year as of December 31, 2011 with following votes:

Approved	1,261,591,600 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 approve the omission of dividends for business operations for the year ending December 31, 2011.

The President informed the Meeting that 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.” Although the Company's operating results in 2011 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. The Company's Board considered it appropriate to propose the shareholders to approve the omission of the dividend payment for the operation from January 1, 2011 to December 31, 2011 to set aside cash reserves for the Company's business operations.

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 then asked the Meeting to vote for Agenda Item 4, to consider approval of the dividends payment omission for the operating results of the year ended December 31, 2011.

The Meeting Resolution The Meeting resolved to approve the dividends payment omission for the operating results of the year ended December 31, 2011.

Approved	1,261,591,600 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 5 To consider the election of directors in place of those retiring by rotation

The President informed the Meeting that 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. In 2011, three directors whose term limits expired were as following:

- | | |
|------------------------------|--|
| 1) Mr. Chaveng Chariyapisuth | Independent Director and Member of Audit Committee |
| 2) Mr. Yothin Nerngchamnong | Independent Director and Member of Audit Committee |
| 3) Mr. Nissai Vejajiva | Independent Director |

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 24, 2011 to January 31, 2012, it turned out that no any shareholder was nominated.

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, according to Corporate Governance guidelines, 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 profiles of the nominated persons are available in Appendix 6 in the invitation

letters mailed to shareholders. 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 The Meeting approved the election of three persons to be directors for another term as following:

5.1) Mr. Chaveng Chariyapisuth was elected to resume the positions of Independent Director and Member of Audit Committee for another term, with the following votes:

Approved	1,261,211,600 votes, accounting for 99.93% of shareholders attending the meeting with voting rights
Disapproved	380,000 votes, accounting for 0.03% of shareholders attending the meeting with voting rights
Abstained	560,000 votes, accounting for 0.04% of shareholders attending the meeting with voting rights

5.2) Mr. Yothin Nerngchamnong was elected to resume the positions of Independent Director and Member of Audit Committee for another term with the following votes:

Approved	1,261,201,600 votes, accounting for 99.93% of shareholders attending the meeting with voting rights
Disapproved	390,000 votes, accounting for 0.03% of shareholders attending the meeting with voting rights
Abstained	560,000 votes, accounting for 0.04% of shareholders attending the meeting with voting rights

5.3) Mr. Nissai Vejajiva was elected to resume the position of Independent Director for another term, with the following votes:

Approved	1,261,211,600 votes, accounting for 99.93% of shareholders attending the meeting with voting rights
Disapproved	380,000 votes, accounting for 0.03% of shareholders attending the meeting with voting rights
Abstained	560,000 votes, accounting for 0.04% of shareholders attending the meeting with voting rights

After considering this Agenda, the President informed the Meeting of the number of shareholders attending the meeting as follows:

- 49 shareholders attended the Meeting in person held 369,198,990 shares, accounting for 22.41% of the total shares.
- 64 shareholders authorized their proxies to attend the Meeting held 892,952,610 shares, accounting for 54.19% of the total shares.
- A total of 113 shareholders attended the Meeting with a total of 1,262,151,600 shares or 76.60% of the total.

Agenda Item 6 To consider and approve the new appointment of director

The President informed the Meeting that the Board of Directors viewed that it was appropriate to recruit qualified persons with knowledge, expertise and experience in media business covering print media, audio & visual broadcast and new media to join the Company's Board of Directors to enable the Company to reach the business goals. Hence, the Board considered proposing Mr. Adisak Limprungpatanakij a new company director. His profile is available in Appendix 7 in the invitation letter mailed to the shareholders.

The Company's two directors have vacated their seats before the Meeting today, as the Company had earlier reported to the Stock Exchange of Thailand. Therefore, if the Meeting resolved to

appoint Mr. Adisak Limprungpatanakij as the new director according to the Board's proposal, the Company will have 10 directors. A remaining one director seat is still vacated. The Nomination Committee will consider recruiting qualified person for the position of the 11 director and nominate such person for the Board of Directors' approval later.

Neither question nor comment was raised. The Meeting was asked to vote to appoint Mr. Adisak Limprungpatanakij to be the new director. Shareholders intending to cast the disapproval votes or abstain from voting, were asked to cast the ballot in the voting cards and affix their signatures therein.

The Meeting Resolution The Meeting approved the appointment of Mr. Adisak Limprungpatanakij to be the new director with the following votes:

Approved	1,262,151,600 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 7 To consider the remuneration of directors for the year 2012

The President informed the Meeting 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 has 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 are available in the invitation letters mailed to the shareholders.

The directors' remunerations in 2012 total Bt2.8 million which is the same rate as 2010. The remuneration for the Chairman of the Board of Directors was equal to that of the Chairman of Audit Committee. The executive directors shall receive the remuneration at the same rate as that of non-executive directors. The payment was paid quarterly.

The Company's Board of Directors proposed to the General Shareholders' Meeting to approve the remuneration rates for the Company's Board of Directors per quarter, without any other compensation.

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 to all shareholders to ask questions.

No questions were raised by shareholders. The Company President proposed the Meeting to consider voting for Agenda Item 7, to consider the remuneration of directors for 2012.

The Meeting Resolution The Meeting approved the remunerations of Directors for 2012 with the following votes:

Approved	1,262,151,600 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 8 To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2012

The President informed the Meeting that, upon the recommendation of the Audit Committee, the Board of Directors proposed to the Meeting to appoint KPMG Poomchai Audit Ltd., as the auditor 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. The compensation for the auditor of the Company and its subsidiaries total of 8 companies for the fiscal year 2012 totaled Bt3,085,000.

The floor was opened to questions and comments.

No question was asked. The Company then asked the Meeting to vote for Agenda Item 8 to consider appointment of the Company's Auditor and to set fees for the year 2012.

The Meeting Resolution The Meeting resolved to appoint Mr.Vichien Thamtrakul, Certified Public Accountant, Registration No.3183, or Mr. Winid Silamongkol, Certified Public Accountant, Registration No.3378, or Mr. Charoen Phosamritlert, Certified Public Accountant, Registration No.4068 from KPMG Phoomchai Audit Ltd. to be the Company and its subsidiaries' auditors for the year 2012. The audit fee of the Company and its 8 subsidiaries for the year 2012 would be Bt 3,085,000.

Approved	1,262,151,600 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

Before proceeding to the next agenda item, the President informed the Meeting of the number of shareholders attending the meeting as follows:

- 50 shareholders attended the Meeting in person held 369,218,990 shares, accounting for 22.41% of the total shares.
- 64 shareholders authorized their proxies to attend the Meeting held 892,952,610 shares, accounting for 54.19% of the total shares.
- A total of 114 shareholders attended the meeting, holding 1,262,171,600 shares, accounting for 76.60% of the total shares.

Agenda Item 9 To consider and approve the reduction of the Company's registered capital from Bt2,500,000,000 to Bt1,647,740,300 by cancelling authorized but unissued ordinary shares

The President informed the Meeting that the Company currently had the total of 852,259,700 authorized but unissued ordinary shares, the Board of Directors deemed it appropriate to reduce the Company's registered capital from Bt2,500,000,000 to Bt1,647,740,300 by cancelling the 852,259,700 authorized but unissued ordinary shares at par value of Bt1 per share.

The President opened the floor to questions and comments.

No shareholder questioned or commented. The Company President proposed the Meeting to consider the matter and resolve to adopt Agenda Item 9 to approve the reduction of the Company's registered capital from Bt2,500,000,000 to Bt1,647,740,300 by cancelling authorized but unissued ordinary shares.

The Meeting Resolution The Meeting approved the reduction of the Company's registered capital from Bt2,500,000,000 to Bt1,647,740,300 by cancelling authorized but unissued ordinary shares, with the following votes:

Approved	1,255,566,700 votes, accounting for 99.48% of shareholders attending the meeting with voting rights
Disapproved	0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained	6,604,900 votes, accounting for 0.52% of shareholders attending the meeting with voting rights

Agenda Item 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

The President informed the Meeting that in order to reflect the reduction of the Company's registered capital, Clause 4 of the Company's Memorandum of Association shall be amended as follows:

"Clause 4	The registered capital	:	Bt1,647,740,300
	Divided into	:	1,647,740,300 shares
	Each has par value of	:	Bt1 (One Baht)
			<i>consisting of</i>
	Ordinary shares		1,647,740,300 shares
	Preference shares		- Shares (-)"

The President opened the floor for questions and comments from the shareholders.

No comment was raised. The Company President then proposed 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.

The Meeting Resolution The Meeting approved the amendment to Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital, with the following votes.

Approved	1,255,566,700 votes, accounting for 99.48% of shareholders attending the meeting with voting rights
Disapproved	0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained	6,604,900 votes, accounting for 0.52% of shareholders attending the meeting with voting rights

Before proceeding to the next agenda item, the President informed the Meeting of the number of shareholders attending the meeting as follows:

- 52 shareholders attended the Meeting in person held 369,553,960 shares, accounting for 22.43% of the total shares.
- 64 shareholders authorized their proxies to attend the Meeting held 892,952,610 shares, accounting for 54.19% of the total shares.
- A total of 116 shareholders attended the meeting, holding 1,262,506,570 shares, accounting for 76.62% of the total shares

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

The President informed the Meeting that upon consideration of the financial status of the Company as shown in the Company's audited financial statements as at December 31, 2011, it appears that the Company has accumulated losses of Bt776,459,251 and share premium reserve of Bt4,136. Thus, the Board of Directors deemed it appropriate for the Company to transfer its share premium reserve of Bt 4,136 to compensate for its accumulated losses of Bt776,459,251, a result of which shall decrease the Company's accumulated losses to Bt776,455,115.

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

No shareholder questioned or commented. The Company thus proposed the Meeting to approve the transfer of the Company's share premium reserve to compensate for the Company's accumulated losses.

The Meeting Resolution The Meeting approved the transfer of the Company's share premium reserve to compensate for the Company's accumulated losses, with the following votes.

Approved	1,255,901,670 votes, accounting for 99.48% of shareholders attending the meeting with voting rights
Disapproved	0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained	6,604,900 votes, accounting for 0.52% of shareholders attending the meeting with voting rights

Agenda Item 12 To consider and approve the reduction of the Company's registered and paid-up capital from Bt1,647,740,300 to Bt873,302,359 to compensate for the Company's accumulated losses of Bt776,455,115

The President informed the Meeting that 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 Bt776,455,115, the Board of Directors deemed it appropriate to further reduce the Company's registered and paid-up capital from Bt1,647,740,300 to Bt873,302,359 by decreasing the par value of the Company's ordinary shares from Bt1 per share to Bt0.53 per share in order to compensate for the Company's remaining accumulated losses. In this regard, the amount of Bt774,437,941 derived from such capital reduction shall be used to compensate for the Company's remaining accumulated losses of Bt776,455,115, a result of which shall decrease the accumulated losses of the Company to Bt2,017,174.

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

No shareholder raised any question or comment. The Company proposed the shareholders to vote to approve the reduction of the Company's registered and paid-up capital from Bt1,647,740,300 to Bt873,302,359 to compensate for the Company's accumulated losses of Bt776,455,115.

The Meeting Resolution The Meeting approved the reduction of the Company's registered and paid-up capital from Bt1,647,740,300 to Bt873,302,359 to compensate for the Company's accumulated losses of Bt776,455,115, with the following votes:

Approved	1,255,901,670 votes, accounting for 99.48% of shareholders attending the meeting with voting rights
Disapproved	0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained	6,604,900 votes, accounting for 0.52% of shareholders attending the meeting with voting rights

Before proceeding to the next agenda item, the President informed the Meeting of the number of shareholders attending the meeting as follows:

- 52 shareholders attended the Meeting in person held 369,663,960 shares, accounting for 22.43% of the total shares.
- 64 shareholders authorized their proxies to attend the Meeting held 892,952,610 shares, accounting for 54.19% of the total shares.
- A total of 117 shareholders attended the meeting, held 1,262,616,570 shares, accounting for 76.63% of the total shares

Agenda Item 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

In order to reflect the reduction of the Company's registered capital, the Company's Board of Directors deemed it appropriate to propose the Meeting to amend Clause 4 of the Company's Memorandum of Association as follows:

"Clause 4 The registered capital : Bt873,302,359
 Divided into : 1,647,740,300 shares
 Each has par value of : Bt0.53 (Fifty-three Satang)
 consisting of
 Ordinary shares 1,647,740,300 shares
 Preference shares - Shares (-)"

The Meeting Resolution The Meeting approved to amend Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital, with the following votes:

Approved	1,256,011,670 votes, accounting for 99.48% of shareholders attending the meeting with voting rights
Disapproved	0 votes, accounting for 0% of shareholders attending the meeting with voting rights
Abstained	6,604,900 votes, accounting for 0.52% of shareholders attending the meeting with voting rights

Agenda Item 14 To consider other matters (if there is any)

The Chairman informed the Meeting that there would be no voting for this Agenda Item. The shareholders were invited to raise additional questions.

Mr. Sirivat Voravetvuthikun (a shareholder) made the following comments:

1. The higher turnout of shareholders attending this Meeting showed that the Company continued to receive good support. In addition, this Meeting was held at Le Bua Hotel, which is the first time that the Company held the shareholders' meeting in the inner city of Bangkok, instead of the headquarters on Bang Na-Trad Road. As the Company had reduced the accumulated losses, the shareholder would like to ask the Board of Directors to consider paying the dividends to the shareholders if the Company's operation makes profits.
2. The shareholder would like to know the newspaper's circulation and the meaning of Nation logo.
3. After the Company reduced the registered capital to cut accumulated losses, the shareholder asked the Company to consider reducing the ratio of debt to capital. And if the Company issued debentures in the near future, the Company's financial status will be stronger.
4. As the print media is in a descending trend, the shareholder would like to know the structure of income of the Company.

Mr. Suthichai Sae-Yoon (Chairman) replied as follows:

1. The Board of Directors has determined to streamline the Company's operation. If the Company makes profits, it is possible that the Company will consider paying the dividends. Nation logo metaphors the Company's expansion by using the image of Ameba which symbolizes dissemination.
2. The circulation of The Nation newspaper totaled several tens of thousands of copies per day. Krungthep Turakij is number one of its market. Kom Chad Luek is number three.
3. On the income structure, print media represents 75% while the other 25% goes to others. The Company has planned to expand into broadcasting and education. Presently, the Company has operated Nation Channel for 12 years. Krungthep Turakij has prepared to launch a satellite TV in July 2012. Kidzone satellite TV of Edutainment Business Unit will be premiered this year as well. Based on the business expansion, the Company's income structure should be print media 40%, broadcasting and new media 40% and Nation University 20%. This will make the Company enjoy sustainable revenue and growth.

No other question was asked.

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

The Meeting adjourned at 16.00 hours.



Signature..... President
Ms. Duangkamol Chotana

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.

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 2013, 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 November 26, 2012 and January 31, 2013. No shareholder proposes candidates for directorship.

Definition and Qualification of the Independent Directors

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

Independent Directors' qualifications are as follows:

1. Hold not over 1% of paid-up capital of the company, its subsidiaries and joint venture companies, or other related companies or juristic persons with potential conflict of interest. This includes shares held by related persons according to Article 258 of Securities and Exchange Act.
2. Shall not be executive directors, staff or employees or consultants who receive regular benefits from the company, or personal consultants to the company's management, its subsidiaries and joint venture companies, or other persons with potential conflict of interest. Independent Directors shall not have any interests in such manner for at least 2 years prior to appointment date. This qualification does not refer to independent directors who used to serve as government officials or advisors to any government agencies which are the major shareholders or executives of the company.
3. Shall not have or used to have business relationships, financial benefits or other forms of benefit whether directly or indirectly, in business affairs and management of the company, its subsidiaries or joint venture companies, or related companies, which might obstruct the exercise of independent judgment, or shall not be or used to be major shareholders, or executives of the company except in the case that such interests finished at least 2 years prior to the appointment date.
4. Shall have no blood relationship or relationship through legal registration in the forms of parents, spouse, siblings and children, or children's spouses with executive directors, management, controllers, or major shareholders of the company or its subsidiaries of executive directors, management, controllers, or the persons who are nominated for an executive position or executives of the company or its subsidiaries.
5. Shall not be open or secret nominees of directors, major shareholders or any groups of shareholders of the company who are related to any major shareholders or any groups of the company's shareholders.
6. Shall perform their duties and exercise their judgment without the influence of executive directors or major shareholders of the company, and related persons or their relatives.
7. Shall not be or used to be auditors of the company, its subsidiaries, joint venture companies, the major shareholders or the company's executives. The Independent Directors shall not

be major shareholders, executives or business partners of juristic person under the management of the auditor of the company, its subsidiaries, joint venture companies, major shareholders or the company's executives except when such activities finished at least 2 years prior to the appointment date.

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

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

Name : Mr. Suthichai Sae-Yoon

Age : 67 years

Education Background

: Assumption Commercial College Bangkok (ACC)
Saengthong School , Had Yai , Songkhla



Training

Thai Institute of Directors Association

: Director Accreditation Program (DAP # 54)

Experience :	1971 - Present	Editor in Chief Nation Multimedia Group Plc.
	2011 - Present	Chairman Nation Broadcasting Corporation Plc.
	Mar 6, 2012 - Present	Chairman & Editor in Chief Nation Multimedia Group Plc.
	Apr 17, 2012 - Present	Chairman Nation International Edutainment Plc.

Type of Current Director : Director

No. of Shares Held as at December 28, 2012

: 165,480,540 shares (10.04%)

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	Chairman Nation Broadcasting Corporation Plc. Chairman Nation International Edutainment Plc. Director Nation International Co., Ltd. Director NML Co., Ltd. Director Nation News Network Co., Ltd. Director Nation U Co., Ltd.

Item	Relationship Characteristics
	Director NBC Next Media Co., Ltd. Director Nation Edutainment Co., Ltd. Director Nation Kids Co., Ltd.
2. Being a professional service provider (such as Auditor or Legal Consultant)	-None-
3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	-None-

Information Holding the post of the Company's Director and Meeting Attendance in 2012

Holding the post of the Company's Director	The Meeting Attendance in 2012	
As of December 31, 2012	Board of Directors	Annual General Meeting
42 Years	8/8	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	Chairman / Nation Broadcasting Corporation Plc. Chairman / Nation International Edutainment Plc.	7	-	-

Type of Nominated Director : Director

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

Name : Mr. Sermsin Samalapa

Age : 45 years



Education Background

- : Master of Science in Real Estate Development, Sloan School of Management and Center for Real Estate, Massachusetts Institute of Technology (MIT), Cambridge, MA, USA.
- : Bachelor of Architecture from Faculty of Architecture, Chulalongkorn University
- : Effective Strategies for Media Companies, Executive Education from Harvard Business School, Harvard University Cambridge, MA, USA

Training

Thai Institute of Directors Association

- : Director Accreditation Program (DAP # 24)

Experience	1997 – 2011	Lecturer of Real Estate Finance, Faculty of Commerce and Accountancy, Chulalongkorn University
	1999 – 2002	Managing Director Thai Portal Co., Ltd.
	2003 – 2005	Chairman Pacific Assets Plc.
	2003 – 2011	President and Chief Executive Officer Natural Park Pcl. and its Subsidiaries
	2003 – 2011	Director Kempin Siam Co., Ltd.
	2010 – 2011	Chairman South-East Asia University
	2010 – 2012	Director Nation Multimedia Group Plc.
	Apr 17, 2012 – Present	Vice Chairman Nation Multimedia Group Plc.
	2011 – Present	Director Nation U Co., Ltd.
	2011 – Present	Director Nation Broadcasting Corporation Plc.
	2011 – Present	Director Nation International Edutainment Plc.

Type of Current Director : Director

No. of Shares Held as at December 28, 2012

: 165,000,000 shares (10.01%)

Relationship Characteristics

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

Information Holding the post of the Company's Director and Meeting Attendance in 2012

Holding the post of the Company's Director	The Meeting Attendance in 2012	
As of December 31, 2012	Board of Directors	Annual General Meeting
3 Years	8/8	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	Director / Nation Broadcasting Corporation Plc. Director / Nation International Edutainment Plc.	1	-	-

Type of Nominated Director : Director

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

Name : Miss Duangkamol Chotana

Age : 50 years

Education Background

: BA. Communication Arts , Chulalongkorn University



Training

Thai Institute of Directors Association

: Directors Certification Program (DCP#144)

Thai Listed Companies Association , The Stock Exchange of Thailand (TLCA)

: Executive Development Program (EDP # 4)

Experience	: 1987 – 1990	Reporter Nation Publishing Group Co., Ltd.
	1990 – 1999	Assistant Editor Nation Multimedia Group Pcl.
	1999 – 2000	Executive Editor Nation Multimedia Group Pcl.
	2000 – 2007	Editor - Krungthep Turakij Nation Multimedia Group Pcl.
	2008 - Oct 2010	Chief Operating Officer of Thai News Business Unit Nation Multimedia Group Pcl.
	Oct 2010 – Present	Chief Operating Officer of Thai News Business Unit Krungthep Turakij Media Co., Ltd.
	2011 – Present	Director Nation Broadcasting Corporation Plc.
	Feb 27, 2012 – Present	President Nation Multimedia Group Plc.

Type of Current Director : Director

No. of Shares Held as at December 28, 2012

: 10,044,100 shares (0.61%)

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	

Item	Relationship Characteristics
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	Director Nation Broadcasting Corporation Plc. Chairman WPS (Thailand) Co., Ltd. Director Nation U Co., Ltd. Director Krungthep Turakij Media Co., Ltd. Director Kom Chad Luek Media Co., Ltd. Director Nation News Network Co., Ltd. Director NML Co.Ltd. Director Nation Edutainment Co., Ltd. Director Bangkok Business Broadcasting Co., Ltd.
2. Being a professional service provider (such as Auditor or Legal Consultant)	-None-
3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	-None-

Information Holding the post of the Company's Director and Meeting Attendance in 2012

Holding the post of the Company's Director	The Meeting Attendance in 2012	
As of December 31, 2012	Board of Directors	Annual General Meeting
2 Years	8/8	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
1	Director / Nation Broadcasting Corporation Plc.	8	-	-

Type of Nominated Director : Director

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

Name : Mrs. Christine Debiais Brendle

Age : 53 years

Education Background

: M.B.A. Business Administration of Columbia University
(New York)
Diploma Ecole Superieure des Sciences Economiques ,
Et Commerciales in France



Training

Thai Institute of Directors Association

: - N/A -

Experience : 2006 – Present Managing Director
Dow Jones Publishing Co.(ASIA), Inc.

Type of Current Director : Director

No. of Shares Held as at December 28, 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 2012

Holding the post of the Company's Director	The Meeting Attendance in 2012	
As of December 31, 2012	Board of Directors	Annual General Meeting
5 Years	- / -	-

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 : Director

Agenda Item 7
The details of the auditors for the fiscal year 2013

2012	2013 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 2012 (for the fifth year) Compensation of the auditor for the Company and its subsidiaries totaling 3,085,000 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. Winid Silamongkol Registration No. 3378 2. Mr. Vichien Thamatrakul Registration No. 3183 3. Mr.Veerachai Ratanajarakul Registration No. 4323 4. Ms.Vannaporn Jongperadechanon Registration No. 4098 Mr. Winid Silamongkol is the Auditor who has affixed his signature to certify the Company's financial statement in 2013 (for the first year) Compensation of the auditor for the Company and its subsidiaries and joint venture entity totals 3,725,000 Baht. (excluding NBC&NINE) As for other service charges, the Company and its subsidiary and and joint venture entity 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

**Preliminary Details of the Issuance and Offering of Warrant to the Existing Shareholders of
Nation Multimedia Group Public Company Limited**

Securities	:	Warrants to purchase the ordinary shares of Nation Multimedia Group Public Company Limited No.3 (“Warrants No.3”)
Type	:	Specified warrant holders and transferable
Term of Warrant	:	5 years from the issuing date of the warrants
Amount of Warrants	:	1,647,740,300 units
Price Per Unit	:	Baht 0 per unit
Method of Allotment	:	The warrants shall be allocated to the existing shareholders who subscribe to the right offering at the ratio of 1 new share to 1 unit of warrant. In this regards, the record date to determine the list of shareholders who entitle to subscribe the right offering and the warrants is on March 14, 2013 and the closing date of share register book to collect the list of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (amended in B.E. 2551) is on March 15, 2013.
No. of shares reserved for exercise of warrants	:	1,647,740,300 ordinary shares (at a par value of Baht 0.53 per share), representing 50.00% of total paid-up capital after the capital increase and that there are no remaining shares from the right offering at 3,295,480,600 shares.
Exercise Ratio	:	One unit of warrant to one new ordinary share (The exercise ratio may be altered according to the right adjustment)
Exercise Price	:	Baht 1.00 per share, which is 62.38% discounted from the weighted average closing price of the Company’s shares during 7 consecutive business days prior to the date of the Board of Directors' Meeting No.1/2013 on February 15, 2013, which was Baht 2.66 per share (The exercise price may be altered according to the right adjustment).
Issue date of warrant	:	June 20, 2013
Exercise Date	:	The warrant holders can exercise their rights on 15 th of December and June (the Exercise Date) each year. In this regards, the First Exercise Date shall be on December 15, 2013 (the First Exercise Date) and The Last Exercise Date shall be on the 5-year maturity date of the warrants which is on June [19], 2018. In case that the Exercise Date falls on the Company’s holiday, the Exercise Date shall be moved forward to prior business day. To exercise their rights of the Last Exercise Date, the warrant holders must declare their intention at least 15 business days prior to the Last Exercise Date.
Secondary Market for the Warrants	:	The warrants will be listed on the Stock Exchange of Thailand (“the SET”)

Secondary Market of the Exercised Shares	:	The Common shares issued from the exercise of warrants will be listed on the SET.
Share Registrar	:	Thailand Securities Depository Company Limited
Adjustment of Rights	:	The Company will adjust the exercise price and ratio in order to maintain the benefits of the warrant holders upon the occurrences of any of the following events: (1) When there is a change in the par value of the Company's ordinary shares as a result of share split or consolidation. (2) When the Company offers to sell its newly issued shares at the offering price lower than 90% of the market price of the Company's share. (3) When the Company offers to sell any new securities, i.e. convertible debenture or warrant, at the offering price lower than 90% of the market price of the Company's share. (4) When the Company makes partial or whole stock dividend payment to its shareholders. (5) When the Company pays out cash dividend higher than 65% of the net profit after tax of the Company (the company's only financial statements) for any accounting period. (6) In case that there are other events not mentioned in clauses (1) – (5) that may impair the benefits of the warrant holders. The Board of Directors of the Company or any person(s) designated by the Board of Directors shall be authorized to consider the terms and conditions pursuant to the adjustment of the exercise ratio and price of the warrants.
Other conditions	:	The Board of Directors or any other person(s) designated by the Board of Directors shall have the authority to consider and determine other terms and conditions of this warrant. In addition, they shall have signing authority for any relevant documents as well as authority to perform any other necessary tasks related the issuance of this warrant which shall include the listing of the warrant on the SET and obtaining necessary approvals from relevant regulatory.
Effects to the existing shareholders	:	1. The ordinary shares of the Company resulted from the exercise of Warrants No.3 shall hold equal right to the existing ordinary shares. 2. Apart from the 1,647,740,300 ordinary shares (a par value at Baht 0.53 per share) reserved for the exercise of Warrants No.3, the Company may have to additionally increase its registered capital to reserve for the adjustment of right, in the presence of any circumstances according to the Regulations of the Office of the Securities and Exchange Commission regarding to the Issuance and Offering of Warrants.

	3. Dilution effects on the shareholders due to the issue and offering of new ordinary shares cum Warrants No.3 to the existing shareholders and offering of warrants to the directors, management and/or employees of the Company and/or its subsidiary No.2 (“ESOP Warrants No.2”). Due to the Company’s approval of the issue and offering of new ordinary shares cum Warrants No.3 to the existing shareholders and offering of ESOP Warrants No.2 at the same time, which is yet subject to resolution of the shareholders’ meeting which may approve the entire issue and offering of securities mentioned above or any of the said shares offering schemes, there will be dilution effects on the shareholders in various scenarios as follows: <u>Case 1</u> There is only the issue and offering of new ordinary shares cum Warrants No.3 to the existing shareholders without an issue and offering of the ESOP Warrants No.2 or there is also an issue and offering of the ESOP Warrants No.2, but the ESOP Warrant Holders are not allowed to exercise the whole ESOP Warrants in all cases. This scenario is sub-divided as follows: <u>Case 1.1</u> The existing shareholders fully subscribe for the new ordinary shares under the rights offering on a pro rata basis and fully exercise Warrants No.3. <u>Case 1.2</u> The existing shareholders fully subscribe for the new ordinary shares under the rights offering on a pro rata basis, but Warrants No.3 are fully exercised by other parties. <u>Case 1.3</u> The existing shareholders do not fully subscribe for the new ordinary shares under the rights offering on a pro rata basis, but other existing shareholders subscribe for the shares in excess of rights without any unsubscribed shares remaining and Warrants No.3 are fully exercised by other parties <u>Case 2</u> There is only the issue and offering of the ESOP Warrants No.2 and the ESOP Warrant Holders fully exercise the ESOP Warrants. <u>Case 3</u> There is the issue and offering of new ordinary shares cum Warrants No.3 to the existing shareholders and an issue and offering of the ESOP Warrants No.2, and the ESOP Warrant Holders are allowed to exercise the whole ESOP Warrants in all cases. This scenario is sub-divided as follows: <u>Case 3.1</u> The existing shareholders fully subscribe for the new ordinary shares under the rights offering on a pro rata basis and fully exercise Warrants No.3. <u>Case 3.2</u> The existing shareholders fully subscribe for the new ordinary shares under the rights offering on a pro rata basis, but Warrants No.3 are fully exercised by other parties.
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Case 3.3 The existing shareholders do not fully subscribe for the new ordinary shares under the rights offering on a pro rata basis, but other existing shareholders subscribe for the shares in excess of rights without any unsubscribed shares remaining and Warrants No.3 are fully exercised by other parties.

Where:

Qa	=	Number of the existing paid-up shares, equal to 1,647,740,300 shares
Qs	=	Number of additional new ordinary shares from the rights offering, equal to 1,647,740,300 shares
Qw	=	Number of additional new ordinary shares derived from the exercise of warrants No. 3 allocated to the existing shareholders who have subscribed for the new ordinary shares, equal to 1,647,740,300 shares
Qesop	=	Number of additional new ordinary shares derived from the exercise of ESOP Warrants No.2, equal to 82,387,015 shares

1. Control Dilution

Formula of control dilution calculation = $1 - [Q_o / Q_n]$

Where:

Q_o = Total shares obtainable by the shareholders in each case as follows:

Q_o Case 1.1	=	$Q_a + Q_s + Q_w$
Q_o Case 1.2	=	$Q_a + Q_s$
Q_o Case 1.3	=	Q_a
Q_o Case 2	=	Q_a
Q_o Case 3.1	=	$Q_a + Q_s + Q_w$
Q_o Case 3.2	=	$Q_a + Q_s$
Q_o Case 3.3	=	Q_a

Q_n = Total shares in each case:

Q_o Cases 1.1 – 1.3	=	$Q_a + Q_s + Q_w$
Q_o Case 2	=	$Q_a + Q_{esop}$
Q_o Cases 3.1 – 3.3	=	$Q_a + Q_s + Q_w + Q_{esop}$

Control Dilution	Case1.1	Case1.2	Case1.3	Case 2	Case3.1	Case3.2	Case3.3
	0.00%	33.33%	66.67%	4.76%	1.64%	34.43%	67.21%

In case there is only the issue and offering of the new ordinary shares cum warrants to the existing shareholders and the existing shareholders fully subscribe for the ordinary shares and fully exercise the warrants (Case 1.1), the existing shareholders will not be affected by control dilution as the issue and offering are made to the existing shareholders on a pro rata basis. However, in case the existing shareholders do not subscribe for the new shares on a pro rata basis for the whole amount, but other existing shareholders subscribe for the shares in excess of rights without any unsubscribed shares remaining and Warrants No.3 are fully exercised by other parties (Case 1.3), the existing shareholders will be affected by control dilution equal to 66.67%. The control dilution effect could rise to 67.21% in case there is the issue and offering of the ESOP Warrants No.2 and the ESOP Warrant Holders are allowed to exercise the whole ESOP Warrants (Case 3.3).

2. Earnings Dilution

Formula of earnings dilution calculation = $(EPS_o - EPS_n) / EPS_o$

Where:

EPS_o = Net profit / Q_o

Where Q_o in each case is as follows:

Q_o Case 1.1	=	$Q_a + Q_s + Q_w$
Q_o Case 1.2	=	$Q_a + Q_s$
Q_o Case 1.3	=	Q_a
Q_o Case 2	=	Q_a
Q_o Case 3.1	=	$Q_a + Q_s + Q_w$
Q_o Case 3.2	=	$Q_a + Q_s$
Q_o Case 3.3	=	Q_a

EPS_{new} = Net profit / Q_n

Where Qn in each case is as follows:

Qn Cases 1.1 – 1.3	=	Qa + Qs + Qw
Qn Case 2	=	Qa + Qesop
Qn Cases 3.1 – 3.3	=	Qa + Qs + Qw + Qesop

The net profit of Baht 201.95 million earned by the Company for the year ended December 31, 2012 is applied in the calculation.

Earnings Dilution	Case1.1	Case1.2	Case1.3	Case 2	Case3.1	Case3.2	Case3.3
	0.00%	33.33%	66.67%	4.76%	1.64%	34.43%	67.21%

In case there is only the issue and offering of the new ordinary shares cum warrants to the existing shareholders and the existing shareholders fully subscribe for the ordinary shares and fully exercise the warrants (Case 1.1), the existing shareholders will not be affected by earning dilution as the issue and offering are made to the existing shareholders on a pro rata basis. However, in case the existing shareholders do not subscribe for the new shares on a pro rata basis for the whole amount, but other existing shareholders subscribe for the shares in excess of rights without any unsubscribed shares remaining and Warrants No.3 are fully exercised by other parties (Case 1.3), the existing shareholders will be affected by earning dilution equal to 66.67%. The earning dilution effect could rise to 67.21% in case there is the issue and offering of the ESOP Warrants No.2 and the ESOP Warrant Holders are allowed to exercise the whole ESOP Warrants (Case 3.3).

3. Price Dilution

Formula of price dilution calculation = $(P_o - P_n) / P_o$

Where:

Pa	=	Weighted average price over 7 business days before the date of the Board of Directors' meeting on February 15, 2013 (6-8 and 11-14 February, 2013), which is Baht 2.66 per share
Ps	=	The rights offering price of Baht 1.00 per share
Pw	=	The exercise price of the Warrants No.3 issued and offered to the existing shareholders who have subscribed for the new shares, which is Baht 1.00 per share
Pesop	=	The exercise price of the ESOP Warrants No.2, which is Baht 1.00 per share

Po in each case is as follows:

Po Case 1.1	=	$[(Pa \times Qa) + (Ps \times Qs) + (Pw \times Qw)] / (Qa + Qs + Qw)$
Po Case 1.2	=	$[(Pa \times Qa) + (Ps \times Qs)] / (Qa + Qs)$
Po Case 1.3	=	$[(Pa \times Qa)] / Qa$
Po Case 2	=	$[(Pa \times Qa)] / Qa$
Po Case 3.1	=	$[(Pa \times Qa) + (Ps \times Qs) + (Pw \times Qw)] / (Qa + Qs + Qw)$
Po Case 3.2	=	$[(Pa \times Qa) + (Ps \times Qs)] / (Qa + Qs)$
Po Case 3.3	=	$(Pa \times Qa) / Qa$

Pn = The average price of total shares after the offering of new ordinary shares to the existing shareholders and the exercise of Warrants No.3 and/or after the offering of the ESOP Warrants No.2, as the case may be, as follows:

Pn Cases 1.1 – 1.3	=	$[(Pa \times Qa) + (Ps \times Qs) + (Pw \times Qw)] / (Qa + Qs + Qw)$
Pn Case 2	=	$[(Pa \times Qa) + (Pesop \times Qesop)] / (Qa + Qesop)$
Pn Cases 3.1 – 3.3	=	$[(Pa \times Qa) + (Ps \times Qs) + (Pw \times Qw) + (Pesop \times Qesop)] / (Qa + Qs + Qw + Qesop)$

Price Dilution	Case1.1	Case1.2	Case1.3	Case 2	Case3.1	Case3.2	Case3.3
	0.00%	15.11%	41.58%	2.97%	0.58%	15.60%	41.92%

In case there is only the issue and offering of the new ordinary shares cum warrants No.3 to the existing shareholders and the existing shareholders do not fully subscribe for the new shares, but other existing shareholders subscribe for the shares in excess of rights without any unsubscribed shares remaining and the warrants No.3 are fully exercised by other parties (Case 1.3), the existing shareholders will be affected by price dilution equal to 41.58%. The price dilution effect could rise to 41.92% in case there is the issue and offering of the ESOP Warrants No.2 and the ESOP Warrant Holders fully exercise the ESOP Warrants (Case 3.3).

Calculation of reserved new ordinary shares

Proportion of reserved share	=	$[(\text{Number of shares reserved for the exercise of this warrant}) + (\text{Number of shares reserved for the exercise of other warrants, excluding shares reserved for the exercise of ESOP-Warrant})] / (\text{total paid-up shares of the Company})$
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	Whereas:	
	Number of share reserved for the exercise of this warrant	= 1,647,740,300 shares
	Number of shares reserved for the exercise of other warrants, excluding shares reserved for the exercise of ESOP-Warrant	= 0 shares
	Total paid-up shares of the Company after the capital increase and that there are no remaining shares from the right offerings	= 3,295,480,600 shares
	Proportion of reserved shares	= $\frac{1,647,740,300}{3,295,480,600}$
		= 50.00%

In this regards, the Board of Directors or any person(s) designated by the Board of Directors shall have the authority and discretion to determine the terms, amount and other details pursuant to the issuance of this warrants as well as the issuance of new ordinary shares to meet the adjustment of exercise price and/or ratio (if any) as deemed appropriate.

**Preliminary Details of the Issuance and Offering of Warrant
to the Directors, Management and/or Employees of
Nation Multimedia Group Public Company Limited and/or its subsidiaries**

Subject	Detail
Objectives and necessity of the issuance	The objective of the issuance and offering of warrants to the directors, management and/or employees of Nation Multimedia Group Public Company Limited and/or its subsidiaries is to reward directors, management and/or employees for their dedication and contribution to the Company's success as well as to impel the determination of those directors, management and/or employees to stimulate sustainable development and maximize long term growth. Apart from rewarding those directors, management and/or employees, the Company will be using the proceeds received as its working capital. In this regards, directors, management and/or employees who are entitled to the allotment of ESOP-Warrants are eligible to exercise their rights to purchase the Company's shares each year during the period of warrants.
The Issuer	Nation Multimedia Group Public Company Limited ("the Company")
Issuance plan	Warrants to purchase the Company's ordinary shares allotted to the directors, management and/or employees of the Company and/or its subsidiaries ("ESOP-Warrant No.2").
Type of securities	Warrants to purchase the Company's ordinary shares, with registered holder and non-transferable except for those transferred by inheritance.
Period	5 years from the issuance date of ESOP-Warrant
Number of warrant	82,387,015 units
Offering price	Baht 0 per unit
Allocation	Allocate directly to the directors, management and/or employees of the Company and/or its subsidiaries.
Number of reserved shares	82,387,015 shares (a par value of Baht 0.53 per share), representing 5.00% of the Company's paid-up capital of 1,647,740,300 shares
Conversion ratio	1 unit of warrant to 1 ordinary share (subjected to change according to the right adjustment)
Exercise price	Baht 1.00 per share, which is calculated from the weighted average of daily

Subject	Detail
	closing price of the Company's shares during 7 business days prior to the date of the Board of Director's Meeting No.1/2013 held on February 15, 2013 (Baht 2.66 per share), then discounted by 62.38% (subjected to change according to the right adjustment).
Issuing date	August 15, 2013
Offering period	Within 1 year from the approval date of the shareholders' meeting for the issuance and offering of ESOP-Warrant to the directors, management and/or employees of the Company and/or its subsidiaries.
Terms and exercise period	The ESOP-Warrant holders will be able to exercise the ESOP-Warrant No.2 on the 15 th of November and May each year throughout the period of the ESOP-Warrant No.2. The first exercise date shall be on November 15 th , 2013 and the last exercise date shall be on the 5-year maturity date of the ESOP-Warrant No.2. In case that the Exercise Date falls on the Company's holiday, the Exercise Date shall be moved forward to prior business day. To exercise their rights of the Last Exercise Date, the warrant holders must declare their intention at least 15 business days prior to the Last Exercise Date.
Allocation method	Allocate directly to the directors, management and/or employees of the Company and/or its subsidiaries.
Period and percentage of exercise	Directors, management and/or employees will be able to exercise their rights to purchase the Company's share twice a year on the 15th of November and May. Notwithstanding, the exercisable percentage during each exercise period is determined as follows: <u>Year 1</u> Not more than 20% of the allocated units on November 15th, 2013 and May 15th, 2014. <u>Year 2</u> Not more than 20% of the allocated units on November 15th, 2014 and May 15th, 2015. <u>Year 3</u> Not more than 20% of the allocated units on November 15th, 2015 and May 15th, 2016. <u>Year 4</u> Not more than 20% of the allocated units on November 15th, 2016 and May 15th, 2017. <u>Year 5</u> Not more than 20% of the allocated units on November 15th, 2017, May 15th, 2018 and the 5-year maturity date of the ESOP-Warrant. Shall there be any units of unexercised ESOP-Warrant No.2 left during each exercise period, the remaining units can be accumulated and exercised during the following exercise period until the expiration date of the ESOP-Warrant No.2, except when the last exercise period has passed.

Subject	Detail
	In case that the exercise of the ESOP-Warrant No.2 creates any fraction of shares less than board lot as determined by the Stock Exchange of Thailand (“the SET”), such fraction shall be exercisable at the last exercise date.
Secondary market for warrant	The Company will not register the ESOP-Warrant No.2 as the listed warrant on the SET.
Secondary market for ordinary shares resulting from warrant conversion	The Company will register the ordinary shares resulted from the exercise of the ESOP-Warrant No.2 as the listed shares on the SET.
Warrant registrar	Thailand Securities Depository
Allocation principles	1. 82,387,015 units of warrant shall be allocated to the directors, management and/or employees of the Company and/or its subsidiaries on the issuing date. In this regards, there will not be any particular director, management and/or employee, who are allocated with more than 5% of the total issuance of ESOP-Warrant No.2. In case that the warrant holder is no longer the director, management and/or employee as a result of resignation, the unexercised ESOP-Warrant No.2 shall not be reallocated to other directors, management and/or employees in the future, based on the terms and conditions of the warrants. 2. The holders of ESOP-Warrant No.2 must hold the position of director, management and/or employee of the Company and/or its subsidiaries as at the allocation date. 3. Numbers of ESOP-Warrant No.2 allocated to each director, management and/or employee are not necessary equal, depending on the position and their potential contribution to the Company and/or its subsidiaries. 4. The offering price and conditions of ESOP-Warrant No.2 offered to the directors shall not be better than those offered to the employees.
Qualifications of the director, management and/or employees eligible to purchase	1. Hold the position of the director, management and/or employees of the Company and/or its subsidiaries as at the allocation date of ESOP-Warrant No.2. 2. Being the chosen director, management and/or employees who has made contribution to the Company and/or its subsidiaries (consider on case by case basis).
Conditions of the cease of the right of warrant holder	1. ESOP-Warrant holder eligible to exercise the warrant must maintain the status of director, management and/or employee (depends) on the exercise date. 2. In case that the ESOP-Warrant holder is no longer the director, management and/or employee as a result of death, severe illness, disability or any other causes under the consideration of the Board of Directors, that director, management and/or employees or the

Subject	Detail
	beneficiaries or the curators of such person shall have the right to exercise all of the allocated units of ESOP-Warrant No.2 until the expiration date of the warrant. 3. In case that the ESOP-Warrant holder is no longer a director, management and/or employee due to regular retirement, ending of position terms (depends), rotation by the Company's order, change in control of the Company and/or its subsidiaries or corporate restructuring, prior to the expiration date of ESOP-Warrant No.2, such director, management and/or employee shall have the right to exercise all of the allocated units until the expiration date of ESOP-Warrant No.2. 4. In case that the ESOP-Warrant holder is no longer a director, management and/or employee as a result of resignation or lay-off or any other causes apart from those presented in Clause 2 and 3, such warrant holder shall not be eligible to exercise the warrants and must immediately return all of the unexercised units of ESOP-Warrant No.2 to the Company. Those units of ESOP-Warrant No.2 will then be canceled. In case that ESOP-Warrant holder is no longer a director, management and/or employee due to any other reasons other than presented in Clause 2 to 4 above, the Board of Directors reserves the right to consider on a case by case basis.
Adjustment of warrant holder's rights	The Company will adjust the exercise price and ratio in order to maintain the benefits of the ESOP- Warrant holders upon the occurrences of any of the following events: (1) When there is a change in the par value of the Company's ordinary shares as a result of share split or consolidation. (2) When the Company offers to sell its newly issued shares at the offering price lower than 90% of the market price of the Company's share. (3) When the Company offers to sell any new securities, i.e. convertible debenture or warrant, at the offering price lower than 90% of the market price of the Company's share. (4) When the Company makes partial or whole stock dividend payment to its shareholders. (5) When the Company pays out cash dividend higher than 65% of the net profit after tax of the Company (the company's only financial statements) for any accounting period. (6) In case that there are other events not mentioned in clauses (1) – (5) that may impair the benefits of the ESOP- Warrant holders. The Board of Directors of the Company or any person(s) designated by the Board of Directors shall be authorized to consider the terms and conditions pursuant to the adjustment of the exercise ratio and price of the warrants.

Subject	Detail
Other conditions	The Board of Directors or any other person(s) designated by the Board of Directors shall have the authority to consider and determine other terms and conditions of these ESOP-Warrant No.2. In addition, they shall have the signing authority for relevant documents as well as the authority to perform necessary tasks related the issuance of these ESOP-Warrant No.2, which shall include the listing of new ordinary shares resulted from the exercise of ESOP-Warrant No.2 on the SET as well as obtaining necessary approvals from relevant regulatory.

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

Name	Position	Allocated units	% of total issuance units
Mr. Suthichai Yoon	Chairman of Board of Director/ Chairman of Executive Board	4,100,000	4.98
Mr. Sermsin Samalapa	Vice Chairman of Board of Director	4,100,000	4.98
Miss Duangkamol Chotana	Director/ President	4,100,000	4.98
Mr .Adisak Limprungpatanakij	Director	2,500,000	3.03
Mr. Pana Janviroj	Director	2,500,000	3.03

Remark: Total unit of this ESOP-Warrant No.2 are 82,387,015 units.

Effects to shareholders	1. The ordinary shares of the Company resulted from the exercise of these ESOP-Warrant No.2 shall hold equal right to the existing ordinary shares. 2. Apart from the 82,387,015 ordinary shares at a par value of Baht 0.53 per share reserved for the exercise of these ESOP-Warrant No.2, the Company may have to additionally increase its registered capital to reserve for the adjustment of right, in the presence of any circumstances according to the Notification of the Office of the Securities and Exchange Commission regarding to the Issuance and Offering of Warrants. 3. Dilution effects on the shareholders due to the issue and offering of new ordinary shares cum Warrants No.2 to the existing shareholders and offering of ESOP-Warrant No.2. Due to the Company's approval of the issue and offering of new ordinary shares cum Warrants No.3 to the existing shareholders and offering of ESOP-Warrants No.2 at the same time, which is yet subject to resolution of the
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shareholders' meeting which may approve the entire issue and offering of securities mentioned above or any of the said shares offering schemes, there will be dilution effects on the shareholders in various scenarios as follows:

Case 1 There is only the issue and offering of new ordinary shares cum Warrants No.3 to the existing shareholders without an issue and offering of the ESOP Warrants No.2 or there is also an issue and offering of the ESOP Warrants No.2, but the ESOP Warrant Holders are not allowed to exercise the whole ESOP Warrants in all cases. This scenario is sub-divided as follows:

Case 1.1 The existing shareholders fully subscribe for the new ordinary shares under the rights offering on a pro rata basis and fully exercise Warrants No.3.

Case 1.2 The existing shareholders fully subscribe for the new ordinary shares under the rights offering on a pro rata basis, but Warrants No.3 are fully exercised by other parties.

Case 1.3 The existing shareholders do not fully subscribe for the new ordinary shares under the rights offering on a pro rata basis, but other existing shareholders subscribe for the shares in excess of rights without any unsubscribed shares remaining and Warrants No.3 are fully exercised by other parties

Case 2 There is only the issue and offering of the ESOP Warrants No.2 and the ESOP Warrant Holders fully exercise the ESOP Warrants.

Case 3 There is the issue and offering of new ordinary shares cum Warrants No.3 to the existing shareholders and an issue and offering of the ESOP Warrants No.2, and the ESOP Warrant Holders are allowed to exercise the whole ESOP Warrants in all cases. This scenario is sub-divided as follows:

Case 3.1 The existing shareholders fully subscribe for the new ordinary shares under the rights offering on a pro rata basis and fully exercise Warrants No.3.

Case 3.2 The existing shareholders fully subscribe for the new ordinary shares under the rights offering on a pro rata basis, but Warrants No.3 are fully exercised by other parties.

Case 3.3 The existing shareholders do not fully subscribe for the new ordinary shares under the rights offering on a pro rata basis, but other existing shareholders subscribe for the shares in excess of rights without any unsubscribed shares remaining and Warrants No.3 are fully exercised by other parties.

Where:

Qa	=	Number of the existing paid-up shares, equal to 1,647,740,300 shares
Qs	=	Number of additional new ordinary shares from the rights offering, equal to 1,647,740,300 shares
Qw	=	Number of additional new ordinary shares derived from the exercise of warrants No. 3 allocated to the existing shareholders who have subscribed for the new ordinary shares, equal to 1,647,740,300 shares
Qesop	=	Number of additional new ordinary shares derived from the exercise of ESOP Warrants No.2, equal to 82,387,015 shares

1. Control Dilution

Formula of control dilution calculation = $1 - [Qo / Qn]$

Where:

Qo = Total shares obtainable by the shareholders in each case as follows:

Qo Case 1.1	=	Qa + Qs + Qw
Qo Case 1.2	=	Qa + Qs
Qo Case 1.3	=	Qa
Qo Case 2	=	Qa
Qo Case 3.1	=	Qa + Qs + Qw
Qo Case 3.2	=	Qa + Qs
Qo Case 3.3	=	Qa

Qn = Total shares in each case:

Qo Cases 1.1 – 1.3	=	Qa + Qs + Qw
Qo Case 2	=	Qa + Qesop
Qo Cases 3.1 – 3.3	=	Qa + Qs + Qw + Qesop

Control Dilution	Case1.1	Case1.2	Case1.3	Case 2	Case3.1	Case3.2	Case3.3
	0.00%	33.33%	66.67%	4.76%	1.64%	34.43%	67.21%

In case there is only the issue and offering of the new ordinary shares cum warrants to the existing shareholders and the existing shareholders fully subscribe for the ordinary shares and fully exercise the warrants (Case 1.1), the existing shareholders will not be affected by control dilution as the issue and offering are made to the existing shareholders on a pro rata basis. However, in case the existing shareholders do not subscribe for the new shares on a pro rata basis for the whole amount, but other existing shareholders subscribe for the shares in excess of rights without any unsubscribed shares remaining and Warrants No.3 are fully exercised by other parties (Case 1.3), the existing shareholders will be affected by control dilution equal to 66.67%. The control dilution effect could rise to 67.21% in case there is the issue and offering of the ESOP Warrants No.2 and the ESOP Warrant Holders are allowed to exercise the whole ESOP Warrants (Case 3.3).

2. Earnings Dilution

Formula of earnings dilution calculation = $(EPS_o - EPS_n) / EPS_o$

Where:

$EPS_o = \text{Net profit} / Q_o$

Where Q_o in each case is as follows:

Q_o Case 1.1	=	$Q_a + Q_s + Q_w$
Q_o Case 1.2	=	$Q_a + Q_s$
Q_o Case 1.3	=	Q_a
Q_o Case 2	=	Q_a
Q_o Case 3.1	=	$Q_a + Q_s + Q_w$
Q_o Case 3.2	=	$Q_a + Q_s$
Q_o Case 3.3	=	Q_a

$EPS_{new} = \text{Net profit} / Q_n$

Where Q_n in each case is as follows:

Q_n Cases 1.1 – 1.3	=	$Q_a + Q_s + Q_w$
Q_n Case 2	=	$Q_a + Q_{esop}$
Q_n Cases 3.1 – 3.3	=	$Q_a + Q_s + Q_w + Q_{esop}$

The net profit of Baht 201.95 million earned by the Company for the year ended December 31, 2012 is applied in the calculation.

Earnings Dilution	Case1.1	Case1.2	Case1.3	Case 2	Case3.1	Case3.2	Case3.3
	0.00%	33.33%	66.67%	4.76%	1.64%	34.43%	67.21%

In case there is only the issue and offering of the new ordinary shares cum warrants to the existing shareholders and the existing shareholders fully subscribe for the ordinary shares and fully exercise the warrants (Case 1.1), the existing shareholders will not be affected by earning dilution as the issue and offering are made to the existing shareholders on a pro rata basis. However, in case the existing shareholders do not subscribe for the new shares on a pro rata basis for the whole amount, but other existing shareholders subscribe for the shares in excess of rights without any unsubscribed shares remaining and Warrants No.3 are fully exercised by other parties (Case 1.3), the existing shareholders will be affected by earning dilution equal to 66.67%. The earning dilution effect could rise to 67.21% in case there is the issue and offering of the ESOP Warrants No.2 and the ESOP Warrant Holders are allowed to exercise the whole ESOP Warrants (Case 3.3).

3. Price Dilution

Formula of price dilution calculation = $(P_o - P_n) / P_o$

Where:

Pa	=	Weighted average price over 7 business days before the date of the Board of Directors' meeting on February 15, 2013 (6-8 and 11-14 February, 2013), which is Baht 2.66 per share
Ps	=	The rights offering price of Baht 1.00 per share
Pw	=	The exercise price of the Warrants No.3 issued and offered to the existing shareholders who have subscribed for the new shares, which is Baht 1.00 per share
Pesop	=	The exercise price of the ESOP Warrants No.2, which is Baht 1.00 per share

Po in each case is as follows:

Po Case 1.1	=	$[(P_a \times Q_a) + (P_s \times Q_s) + (P_w \times Q_w)] / (Q_a + Q_s + Q_w)$
Po Case 1.2	=	$[(P_a \times Q_a) + (P_s \times Q_s)] / (Q_a + Q_s)$
Po Case 1.3	=	$[(P_a \times Q_a)] / Q_a$
Po Case 2	=	$[(P_a \times Q_a)] / Q_a$
Po Case 3.1	=	$[(P_a \times Q_a) + (P_s \times Q_s) + (P_w \times Q_w)] / (Q_a + Q_s + Q_w)$
Po Case 3.2	=	$[(P_a \times Q_a) + (P_s \times Q_s)] / (Q_a + Q_s)$
Po Case 3.3	=	$(P_a \times Q_a) / Q_a$

Pn = The average price of total shares after the offering of new ordinary

	shares to the existing shareholders and the exercise of Warrants No.3 and/or after the offering of the ESOP Warrants No.2, as the case may be, as follows: <table><tr><td>Pn Cases 1.1 – 1.3</td><td>=</td><td colspan="6">[(Pa x Qa) + (Ps x Qs) + (Pw x Qw)] / (Qa + Qs + Qw)</td></tr><tr><td>Pn Case 2</td><td>=</td><td colspan="6">[(Pa x Qa) + (Pesop x Qesop)] / (Qa + Qesop)</td></tr><tr><td>Pn Cases 3.1 – 3.3</td><td>=</td><td colspan="6">[(Pa x Qa) + (Ps x Qs) + (Pw x Qw) + (Pesop x Qesop)] / (Qa + Qs + Qw + Qesop)</td></tr></table> <table><tr><td rowspan="2">Price Dilution</td><td>Case1.1</td><td>Case1.2</td><td>Case1.3</td><td>Case 2</td><td>Case3.1</td><td>Case3.2</td><td>Case3.3</td></tr><tr><td>0.00%</td><td>15.11%</td><td>41.58%</td><td>2.97%</td><td>0.58%</td><td>15.60%</td><td>41.92%</td></tr></table> In case there is only the issue and offering of the new ordinary shares cum warrants No.3 to the existing shareholders and the existing shareholders do not fully subscribe for the new shares, but other existing shareholders subscribe for the shares in excess of rights without any unsubscribed shares remaining and the warrants No.3 are fully exercised by other parties (Case 1.3), the existing shareholders will be affected by price dilution equal to 41.58%. The price dilution effect could rise to 41.92% in case there is the issue and offering of the ESOP Warrants No.2 and the ESOP Warrant Holders fully exercise the ESOP Warrants (Case 3.3).								Pn Cases 1.1 – 1.3	=	[(Pa x Qa) + (Ps x Qs) + (Pw x Qw)] / (Qa + Qs + Qw)						Pn Case 2	=	[(Pa x Qa) + (Pesop x Qesop)] / (Qa + Qesop)						Pn Cases 3.1 – 3.3	=	[(Pa x Qa) + (Ps x Qs) + (Pw x Qw) + (Pesop x Qesop)] / (Qa + Qs + Qw + Qesop)						Price Dilution	Case1.1	Case1.2	Case1.3	Case 2	Case3.1	Case3.2	Case3.3	0.00%	15.11%	41.58%	2.97%	0.58%	15.60%	41.92%
Pn Cases 1.1 – 1.3	=	[(Pa x Qa) + (Ps x Qs) + (Pw x Qw)] / (Qa + Qs + Qw)																																													
Pn Case 2	=	[(Pa x Qa) + (Pesop x Qesop)] / (Qa + Qesop)																																													
Pn Cases 3.1 – 3.3	=	[(Pa x Qa) + (Ps x Qs) + (Pw x Qw) + (Pesop x Qesop)] / (Qa + Qs + Qw + Qesop)																																													
Price Dilution	Case1.1	Case1.2	Case1.3	Case 2	Case3.1	Case3.2	Case3.3																																								
	0.00%	15.11%	41.58%	2.97%	0.58%	15.60%	41.92%																																								
Assistance from the company to find financial resources for directors and/or employees and inheritance.	- None -																																														
Shareholder Rights to object the issuance of ESOP-Warrant in accordance to the Notification of the Office of the Capital Market Supervisory Board TorJor 32/2008 Re: The Issuance and Offering of Securities to Directors and Employees on 15 December 2008	1. According to Section 9 of the Notification of the Office of the Capital Market Supervisory Board Tor Jor 32/2008 Re: The Issuance and Offering of Securities to Directors and Employees dated December 15, 2008, the resolution of the shareholders’ meeting for the issuance and offering of the warrants shall be passed by not less than three-fourth of the total votes of the shareholders or proxies (if any) attending the meeting and having the right to vote, and the shareholders who object shall not exceed 10% of the total votes of the shareholders or proxies (if any) attending the meeting and having the right to vote. 2. According to section 12(3) of the Notification of the Office of the Capital Market Supervisory Board Tor Jor 32/2008 Re: The Issuance and Offering of Securities to Directors and Employees dated December 15, 2008, the resolution of the shareholders’ meeting for the allotment of warrants exceeding 5% of the total allotted units to any director and/or employee shall be passed by not less than three-fourth of the total votes of the shareholders or proxies (if any) attending the meeting and having the right																																														

	to vote, and the shareholders who object shall not exceed 5% of the total votes of the shareholders or proxies (if any) attending the meeting and having the right to vote.
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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

Name : **Mr. Pakorn Borimasporn**

Age : 66 Years

Address : 71/195 Moo 6, 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	Director & 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	Chief Executive Officer L&E Solidstate Co., Ltd.

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

No. of Shares Held as at Dec 28, 2012

: 269,000 shares (0.02%)

No. of Shares Held as at December 31 , 2012

: 269,000 shares (0.02%)

Having conflicts of interest in the agenda item proposed in the Annual General Meeting of Shareholders 2013

: No. (Except Agenda 6 : Consider the remunerations for directors
for the year 2013)

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 2012

Holding the post of the Company's Director	The Meeting Attendance in 2012		
As of December 31, 2012	Board of Directors	Audit Committee	Annual General Meeting
16 Years	8/8	4/4	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. Director & Chief Executive Officer / Lighting & Equipment Public Co., Ltd 2. Chairman & Chairman of The Audit Committee / Porn Prom Metal Public Co., Ltd	2	-	-

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 _____ นายปรกรณ์ บรมิสาพร อายุ 66 ปี อยู่บ้านเลขที่ 7/195 หมู่ 6
Name Mr. Pakorn Borimasorn, Independent Director, Age 66 years, residing at 7/195 Moo 6
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 ในการประชุมสามัญผู้ถือหุ้นประจำปี 2556 ในวันที่ 25 เมษายน 2556 เวลา 14.00 น. ณ ห้องบอลรูม 1 โรงแรมเอส 31 สุขุมวิท เลขที่ 545 ซ.สุขุมวิท 31 คลองเตยเหนือ วัฒนา กรุงเทพมหานคร 10110 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 2013 on April 25, 2013 at 14.00 hrs, at the Ballroom 1, S31 Sukhumvit Hotel, 545 Sukhumvit 31, Sukhumvit Road, Klongtoey-Nua, Wattana District, Bangkok 10110, 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
Agenda 1
รับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2555 ซึ่งประชุมเมื่อวันที่ 26 เมษายน 2555
To Acknowledge the minutes of the 2012 Annual General Meeting of Shareholder held on April 26, 2012
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ 2
Agenda 2
พิจารณาอนุมัติและรับรองผลการดำเนินงาน และรายงานคณะกรรมการของบริษัทฯ สำหรับปี 2555
To consider and approve the Company's operating results and the Board of Directors' report for the year 2012
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ 3
Agenda 3
พิจารณาและอนุมัติและรับรองงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2555
To consider and approve the financial statements for the year ending December 31, 2012
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ 4
Agenda 4
พิจารณาอนุมัติงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2555
To consider and approve no dividend payment from the Company's operation for the financial year ending December 31, 2012
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ 5
Agenda 5
พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
To consider and approve the election of directors to replace those retiring by rotation.
- ☐ เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด _____ เสียง
Approve the election of the entire Board of Directors,
- ☐ เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้
Approve the election of the individual directors as follows:
- 5.1 ชื่อกรรมการ : นายสุทธิชัย แซ่หยุ่น
Name of Director : Mr.Suthichai Sae-yoon
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- 5.2 ชื่อกรรมการ : นายเสริมสิน สมะลาภา
Name of Director : Mr.Sermsin Samalapa
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
- 5.3 ชื่อกรรมการ : นางสาวดวงกมล โชตะนา
Name of Director : Ms.Duangkamol Chotana
- ☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

5.4 ชื่อกรรมการ : นางคริสติน ดีไบเอช เบรนเดิล

Name of Director : Mrs.Christine Debiais Brendle

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

วาระที่ 6 พิจารณากำหนดค่าตอบแทนของกรรมการบริษัท ประจำปี 2556

Agenda 6 To consider and determine the directors' remuneration for the year 2013

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

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2556

Agenda 7 To consider and approve the appointment of Company's auditors and the determination of auditor's remuneration for the year 2013

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

วาระที่ 8 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ครั้งที่ 3 จำนวนไม่เกิน 1,647,740,300 หน่วย เพื่อเสนอขายแก่ผู้ถือหุ้นเดิมของบริษัทฯ ที่จองซื้อหุ้นสามัญเพิ่มทุนที่เสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Rights Offering)

Agenda 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 (Rights Offering)

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

วาระที่ 9 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ครั้งที่ 2 จำนวนไม่เกิน 82,387,015 หน่วย แก่กรรมการ ผู้บริหาร และ/หรือ พนักงานของบริษัทฯ และ/หรือ บริษัทย่อย

Agenda 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

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

วาระที่ 10 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 1,790,269,835.95 บาท จากทุนจดทะเบียนเดิมจำนวน 873,302,359 บาท เป็นทุนจดทะเบียนใหม่จำนวน 2,663,572,194.95 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวน 3,377,867,615 หุ้น ซึ่งมีมูลค่าที่ตราไว้หุ้นละ 0.53 บาท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 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 reflect the increase of the Company's registered capital

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

วาระที่ 11 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ

Agenda 11 To consider and approve an allocation of the newly issued shares of the Company

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐งดออกเสียงเสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 12 พิจารณานุมัติการออกและเสนอขายหุ้นกู้ในวงเงินรวมไม่เกิน 1,500,000 บาท

Agenda 12 To consider and approve the Company's issuance and offering of debentures in an amount not exceeding Baht 1,500 million

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐งดออกเสียงเสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 13 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 13 To consider any other matters (if any)

☐ เห็นด้วยเสียง ☐ ไม่เห็นด้วยเสียง ☐งดออกเสียงเสียง
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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ
(.....)

Signed Appointer

ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)

Signed Proxy

หมายเหตุ

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

Remarks:

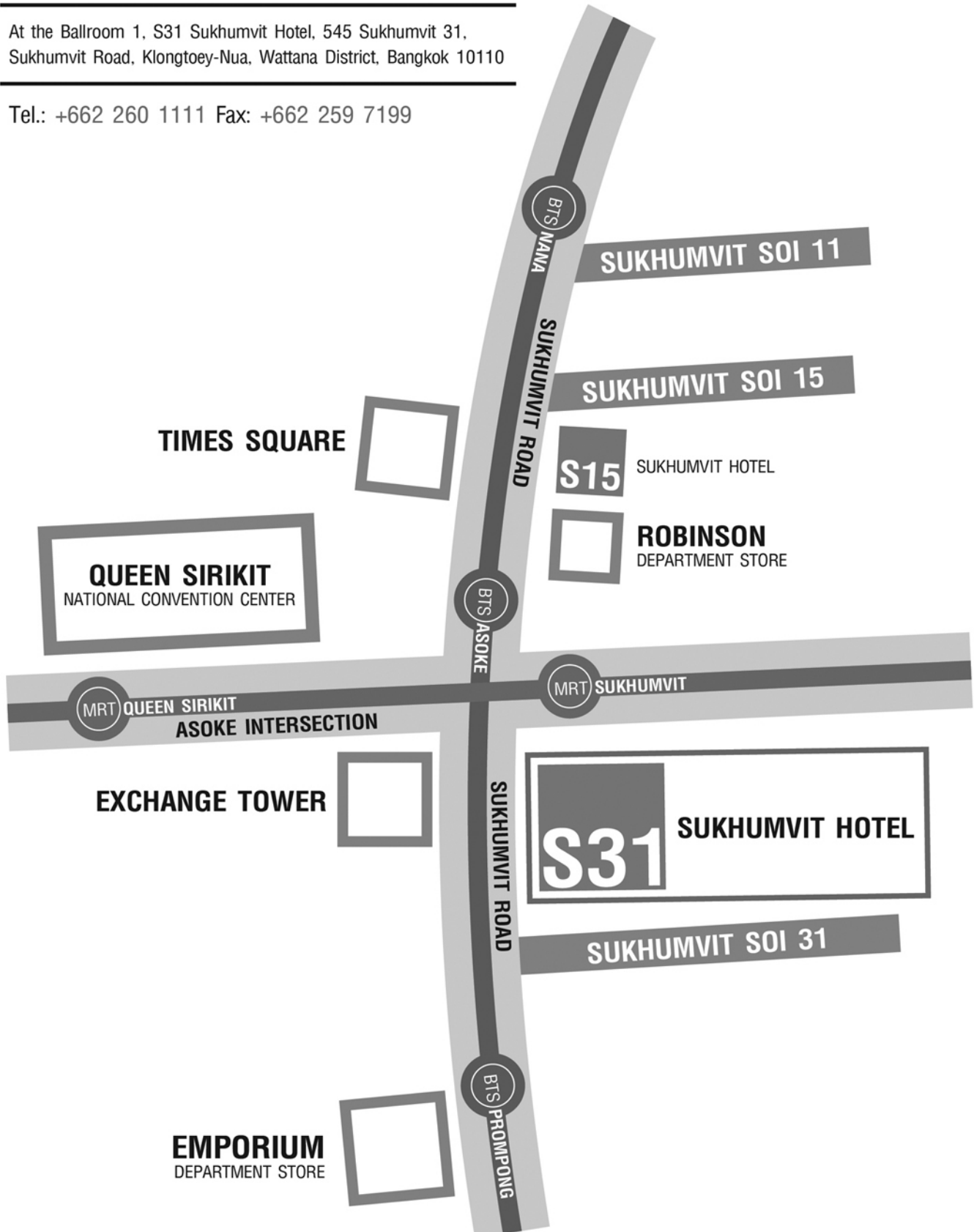
1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. The shareholder may grant all of the shares specified in clause (2) or grant only a portion of the shares less than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

LOCATION MAP

ณ ห้องบอลรูม 1 โรงแรมเอส 31 สุขุมวิท เลขที่ 545
 ซ.สุขุมวิท 31 คลองเตยเหนือ วัฒนา กรุงเทพมหานคร 10110

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