

Annual General Meeting of Shareholders of 2009

CS LOXINFO PLC



Agenda 1: Matter to be informed

- According to the good corporate governance practice regarding the equitable treatment of the shareholders, we had invited the minority shareholders to propose agenda for AGM and the candidates to be nominated for the Company board of Directors through the Company's website during 17 December 2008 to 15 January 2009.
 - No agenda proposed by the minority shareholders
- Our board member, Mr. Mark Chong Chin Kok has resigned since 17th December 2008; Therefore the board, as proposed by the Nomination and Corporate Governance, had the resolution to appoint Mr. Quah Kung Yang as our new board director and
 - Member of the Executive Committee,
 - Member of the Nomination and Corporate Governance and,
 - Member of the Compensation Committee

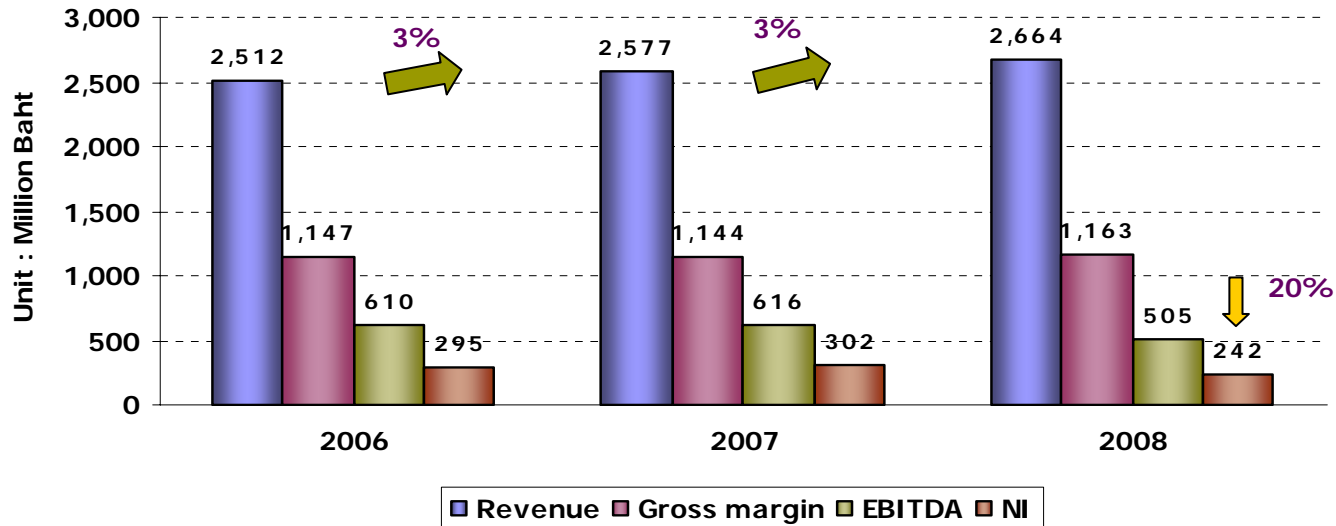
Agenda 2:

To consider and adopt the Minutes of the 2008 Annual General Meeting of Shareholders, held on April 9, 2008

Agenda 3:

To consider and adopt the 2008 Board of Directors' report on the operating results of the Company

Performance of Company and its Subsidiaries (Excluded Goodwill and extraordinary item)

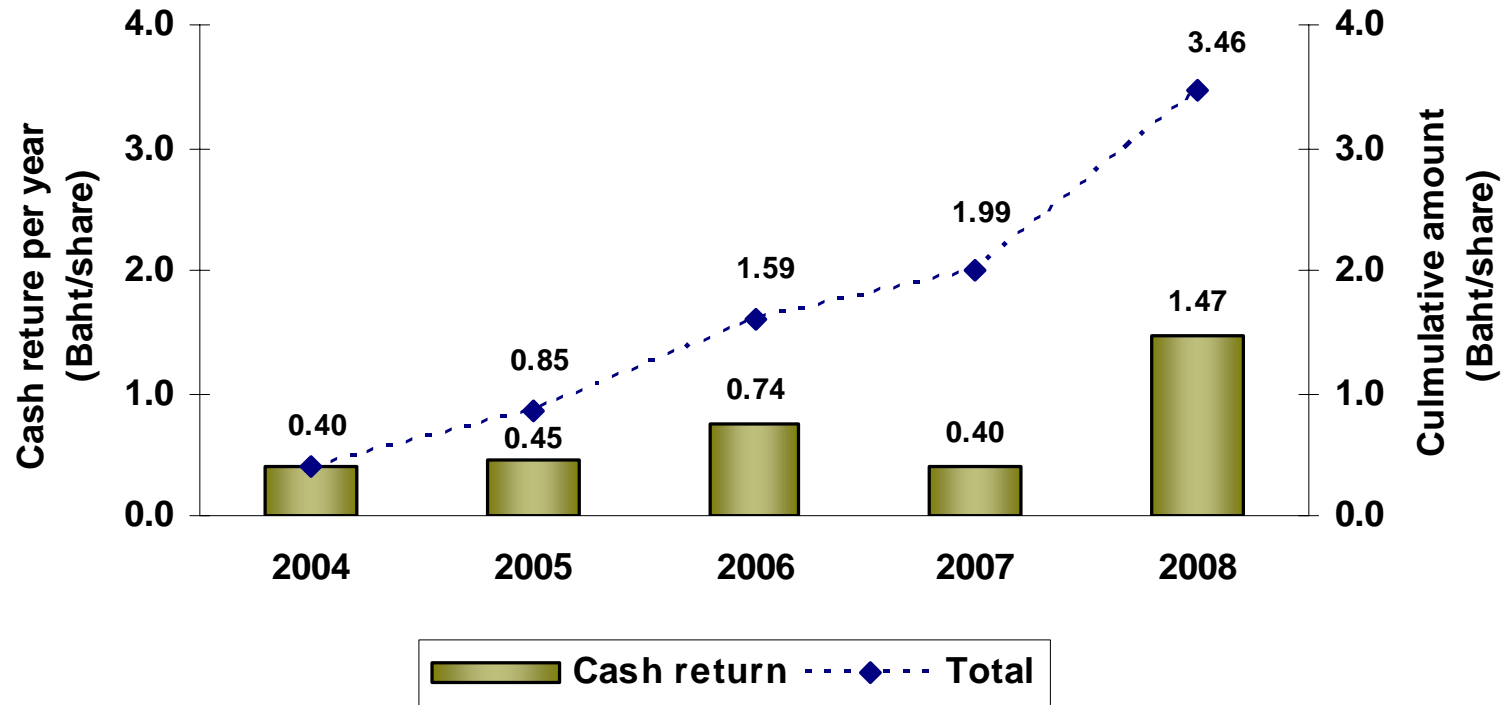


- Net income was 242 MB, decreased by 20% from last year
 - CSL had net profit 129 MB, slightly decreased 3 MB or 2% over last year from media leased line cost and selling expenses
 - TMC had net profit 127 MB decreased 48 MB or 27% due to sales of advertising space in YP book decreased and administrative expense increased (bad debt)
 - Shinee had net loss 18 MB increased 16 MB due to revenue from mobile content services dropped
 - Watta had net profit 4 MB increased 7 MB from sale of advertising space in print classifieds products (Job)

Note

1. Extraordinary items for 2008 was -81 MB, consisted of:-
 - Impairment for goodwill of WATTA 30 MB due to its performance was lower than the projection
 - Impact from the liquidation of its subsidiary (LoxServe) 51 MB (tax payment & write off GW)
2. Extraordinary item for 2007 was gain from reversed provision for investment (TMC) = 35 MB
3. A according the old accounting standard, CSL had amortized goodwill in the amount of 82 MB and 76 MB in 2006 and 2007, respectively.

Historical Shareholder return

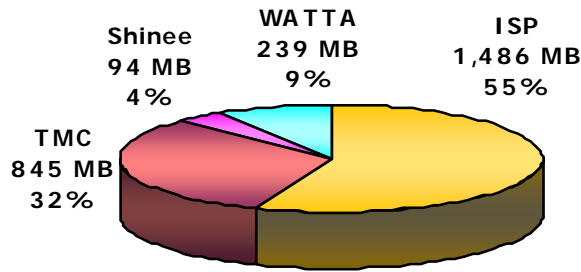


Note 2006: Included special dividend 0.42 Baht/share

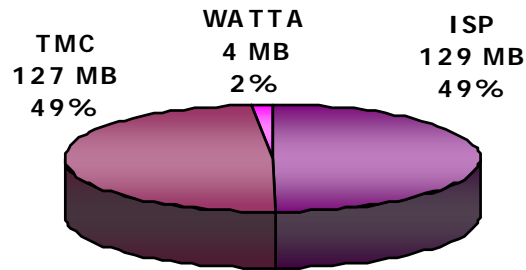
2008: Included capital return 0.75 Baht/share and special dividend 0.27 Baht/share

Performance of Company and its Subsidiaries (Cont.)

(Excluded extraordinary item)

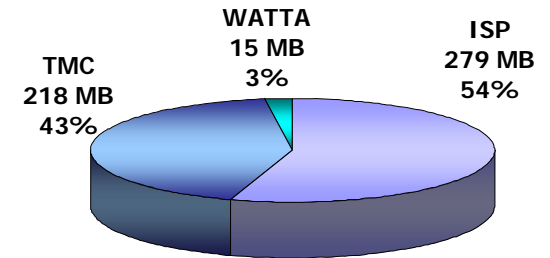


Total revenue = 2,644 MB

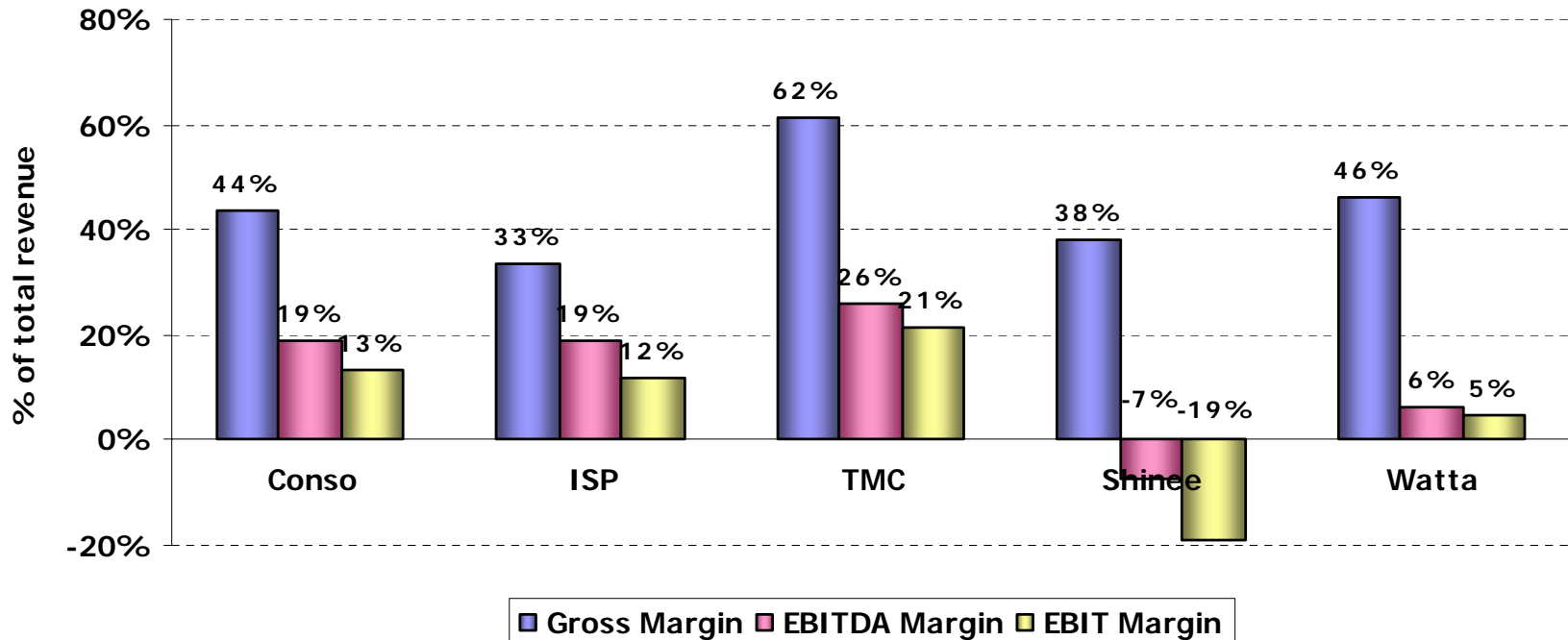


Normal net profit = 242 MB

(Net profit = 161 MB)

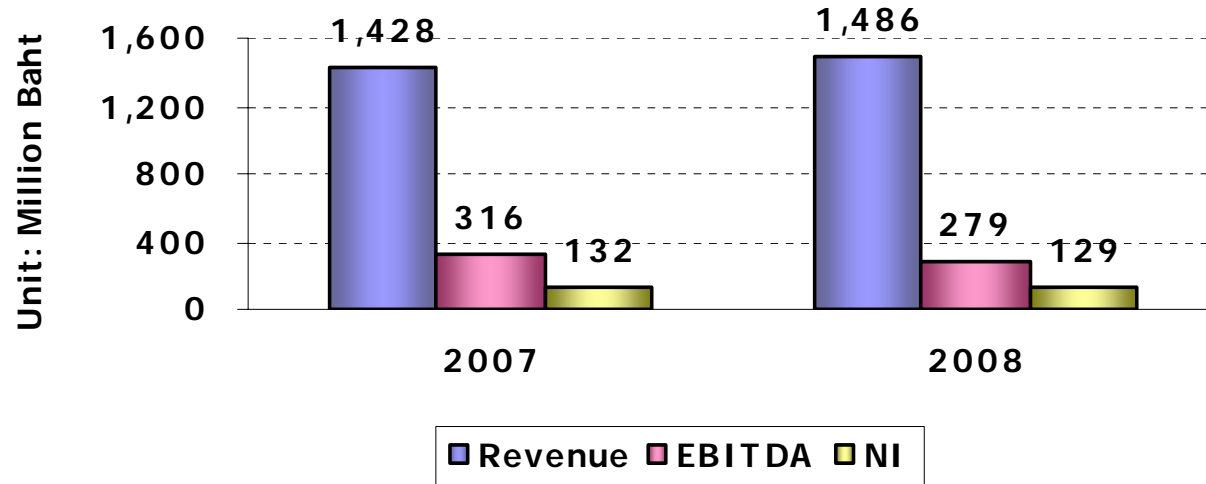


EBITTDA = 505 MB

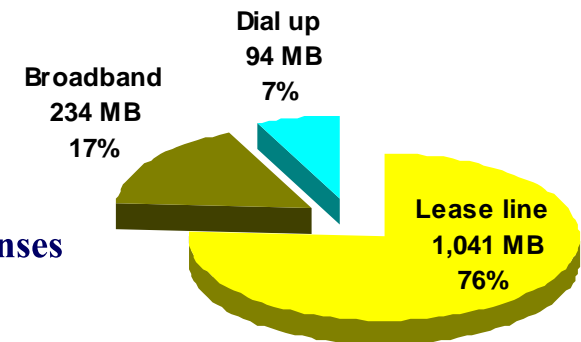


ISP Business (represented 55% of total revenue)

(Excluded extraordinary items and dividend from TMC)



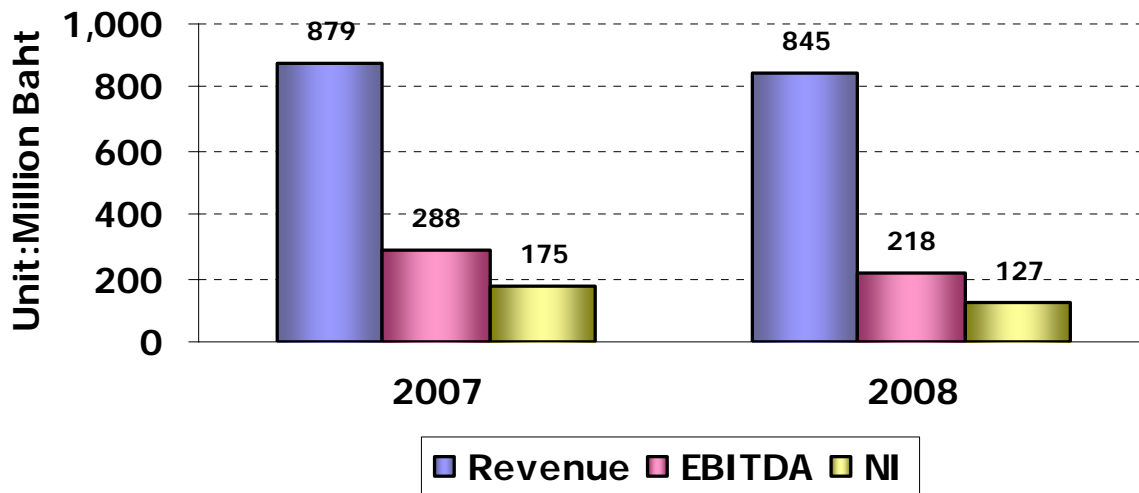
- ~ 80% of total ISP revenue comes from corporate customers in part of Leased Line services, increasing by 143 MB or 16% from 2007
- Dial up revenue decreased 51 MB or 35% from 2007
- Broadband revenue decreased 33 MB or 12% from 2007
- Net profit of ISP business of 2008 was 129 MB, slightly decreasing 3 MB or 2% from media leased line cost and selling expenses



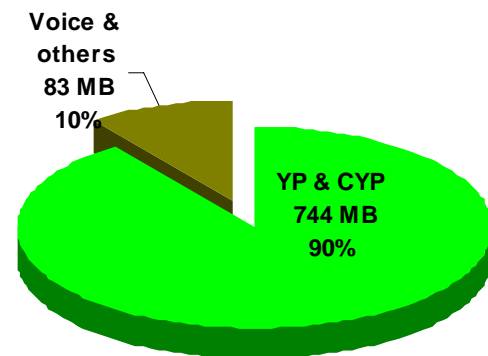
Note

1. Extraordinary items for 2008 was 75 MB, consisted of:-
 - Impairment for investment of WATTA 30 MB due to its performance was lower than the projection
 - Gain from the liquidation of its subsidiary (LoxServe) – net tax 105 MB
2. Extraordinary item for 2007 was gain from reversed provision for investment (TMC) = 12 MB
3. Dividend received from TMC in 2007 and 2008 360 MB and 193 MB, respectively,

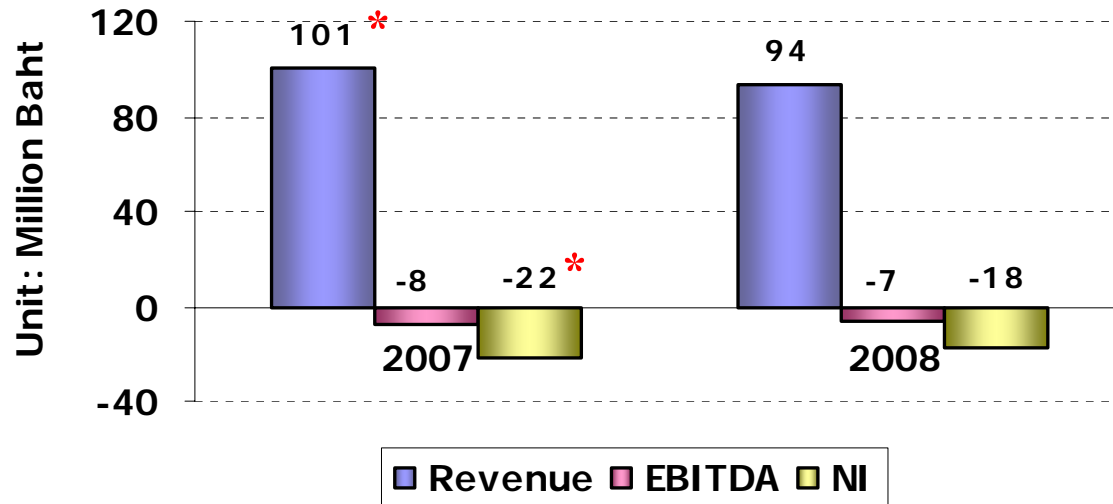
TMC Business (represented 32% of total revenue)



- **90% of total revenue comes from sale of advertising space in YellowPages in both Bangkok and Upcountry (BKK = 1 book, Upcountry = 5 books) and sales of advertising space in CYP = 6 books (Samutprakarn, Nonthaburi, Pathumthani, Korat, Chonburi and Songkhla)**
- **10% of total revenue comes from other services which mainly represented Voice Info Services**
- **Net profit of TMC of 2008 was 127 MB, decreased 48 MB or 27% because of the decrease of sales of advertising space in YP book and bad debt expenses (37 MB)**



Shinee Business (represented 4% of total revenue)

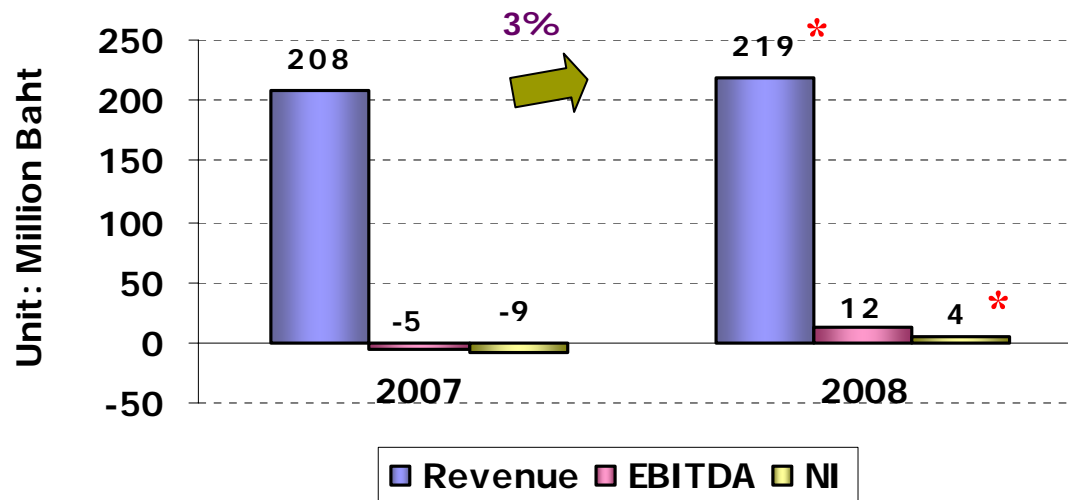


- The mainstream revenue of Shinee comes from mobile content service which decreased 7 MB or 7% from last year

* Exclude revenue from special project 30 MB

* Exclude NI from special project 30 MB

Watta Business (represented 9% of total revenue)



- 69% of total revenue comes from sale of advertising space in print classifieds products such as car, job and real estate
- 31% of total revenue comes from others which mainly represented pocket book sales
- Total revenue increased by 3% from revenue from sale of advertising space in print classifieds products (Job)

* Excluded revenue from special project and extraordinary item 20 MB (Total revenue of 2008 = 239 MB)

* Excluded NI from special project and extraordinary item 4 MB (Total NI of 2008 = 7 MB)

Our Vision and Strategy

For ISP Business:

- ❑ Product positioning as quality services with complete range and solution and flexibility
- ❑ Increase revenue by focusing corporate segment
- ❑ Manage lower cost by self invest or alliance with network partner

For YellowPages Business

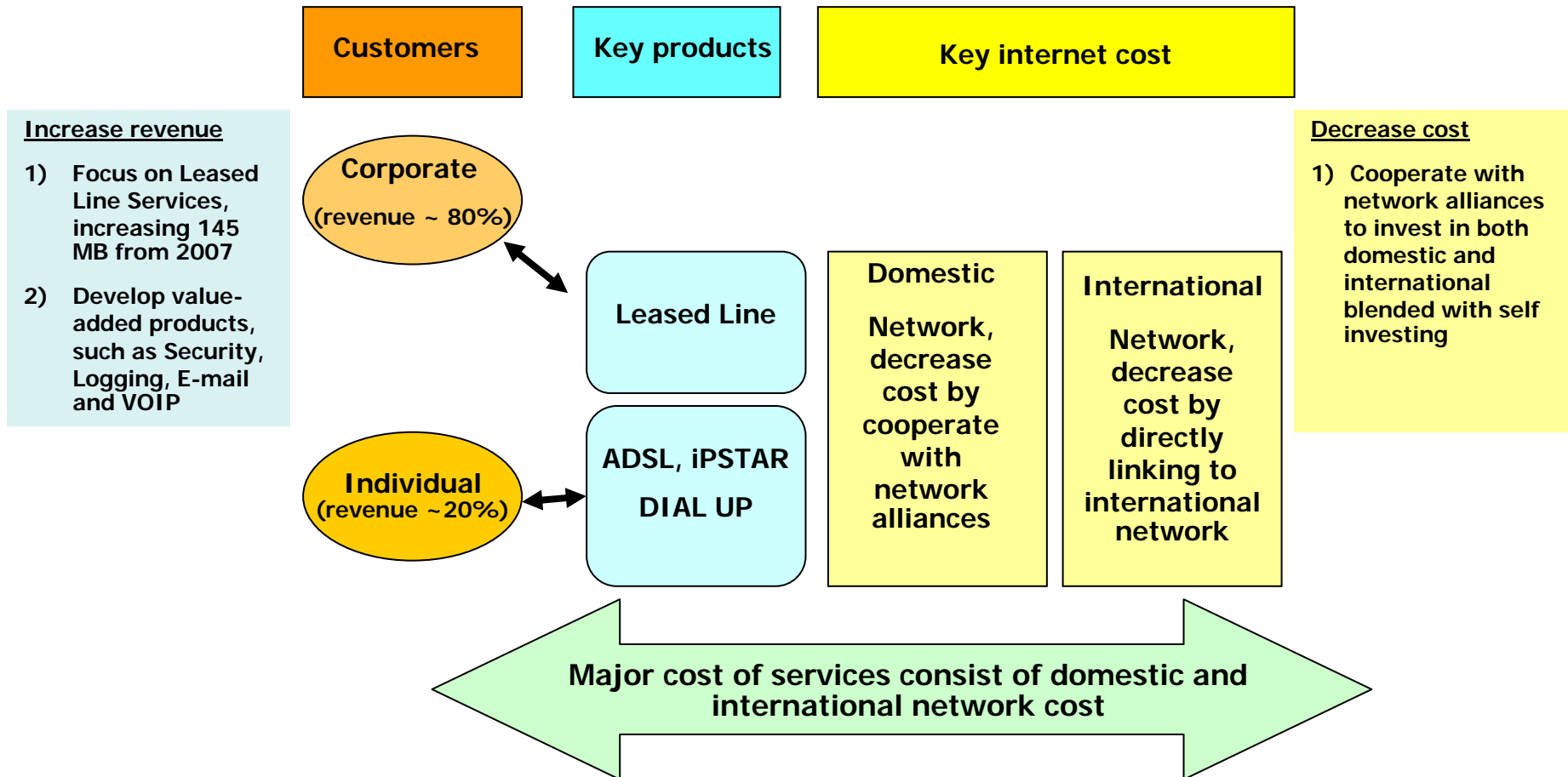
- ❑ Product positioning as integrated media flip-call-click
- ❑ Increase revenue by develop more segments YP book and online sales package

Others

- ❑ Leveraging existing capability of ISP and TMC to offer more convenience and integrated product and services (i.e. print and mobile or print and internet or mobile and call center etc.)

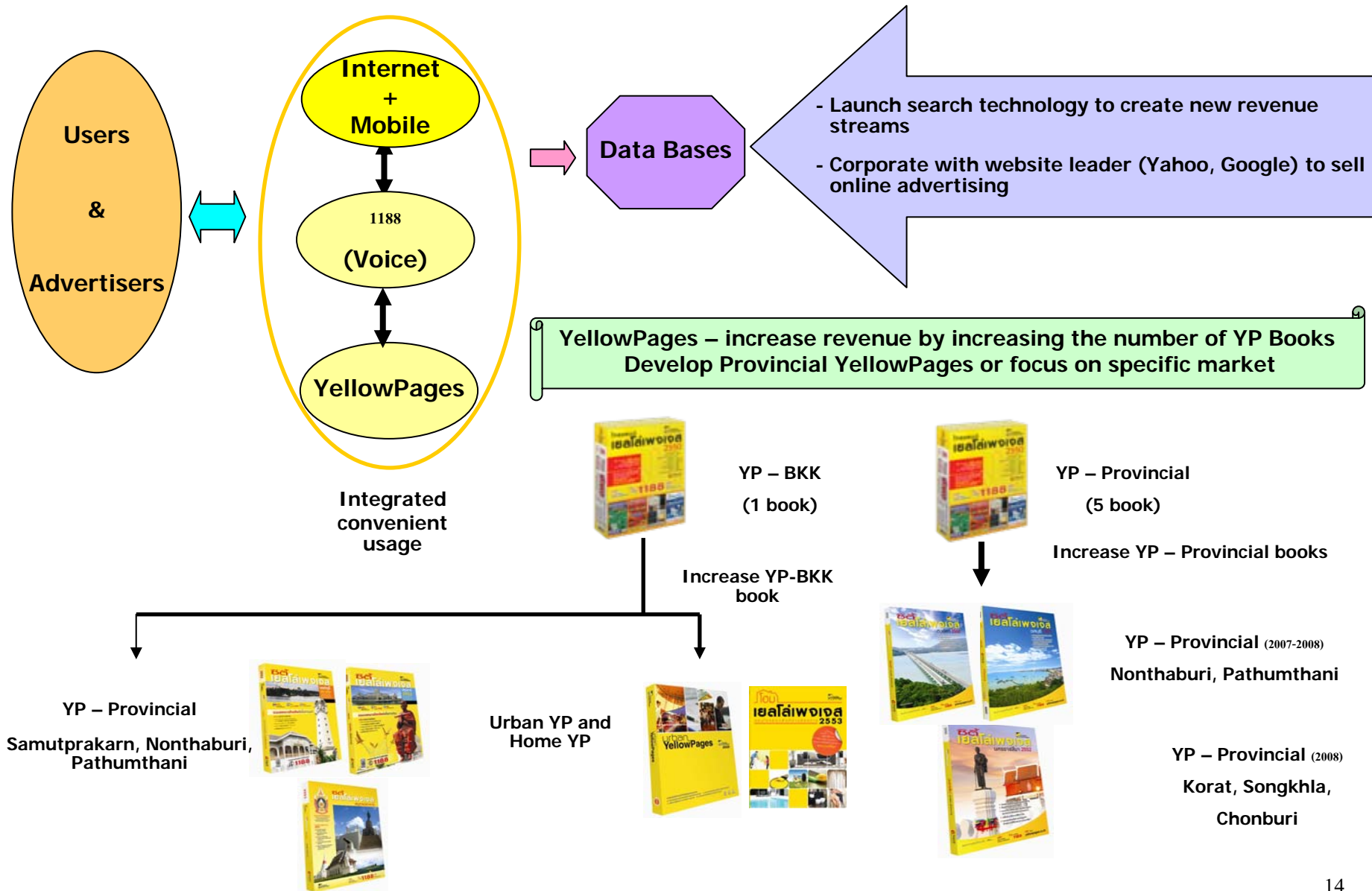
Internet Business Direction

- Increase revenue by focus on corporate sector
- Decrease cost by cooperating with network alliances to invest in both domestic and international blended with self investing



YellowPages Business Direction

- Increase revenue by increasing the number of YP Books in specific market



Shinee Direction

- ❑ Create new content to serve SMS services
- ❑ Focus on SMS Subscription Services (Horoscope and News)
- ❑ Focus on Horoscope service by contract with most popular fortune tellers
 - A. Luck Funtong
 - Poo Lokbiew
 - A. Atthaviroj Sritula

Watta Direction 2009

- Focus on selling advertising in major classifieds products and pocketbook
- Develop website services in car, job, real estate to increase advertising revenue through online system

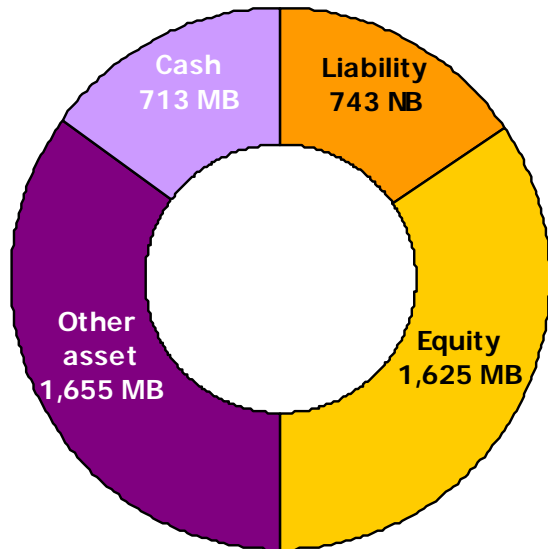
Agenda 4:

To consider and approve the 2008 Annual Balance Sheets, Profit and Loss Statements and Cash Flow Statements ended on December 31, 2008

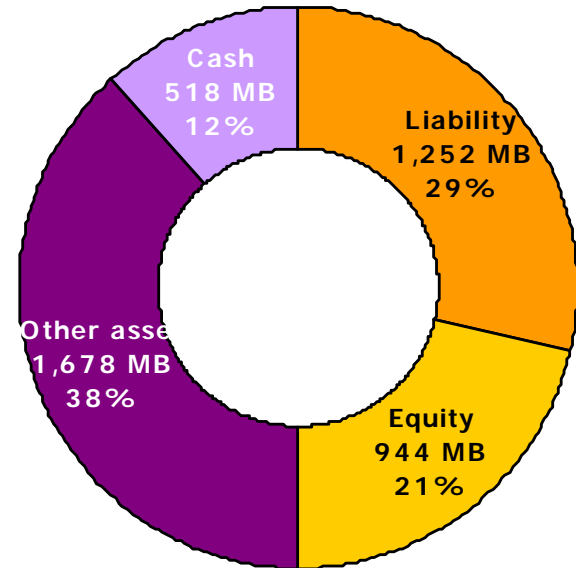
- Clean Report -

Total Assets (Consolidated) 2008 VS 2007

Cash and cash equivalent = 518 MB



Dec' 07
2,368 MB

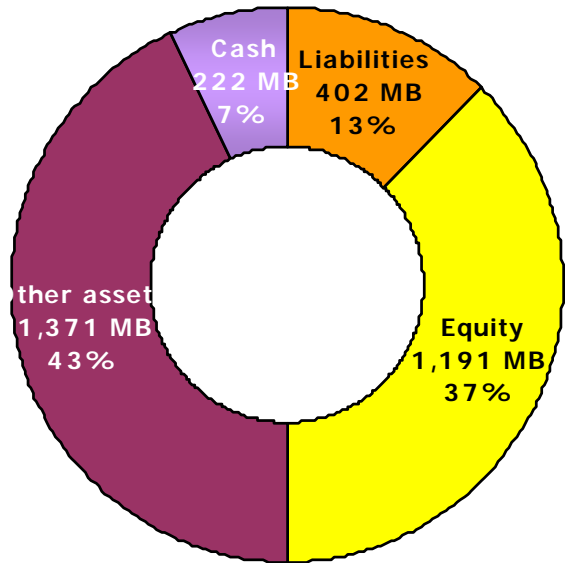


Dec' 08
2,196 MB

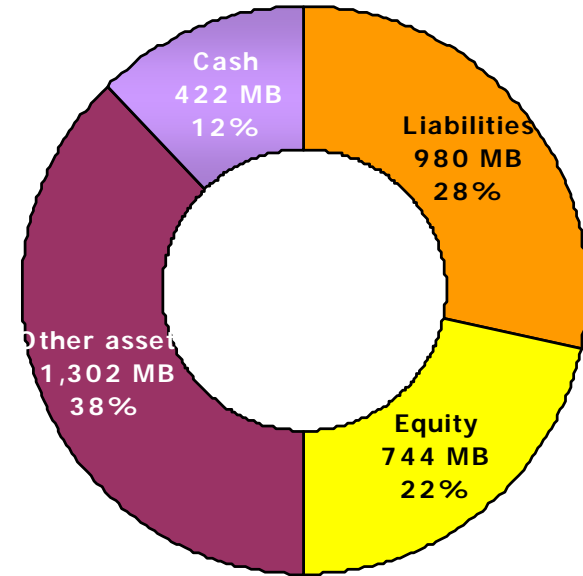
Total equity decreased by 42% from capital reduction and dividend payout

Total Assets (Stand Alone) 2008 VS 2007

Cash and cash equivalent = 422 MB



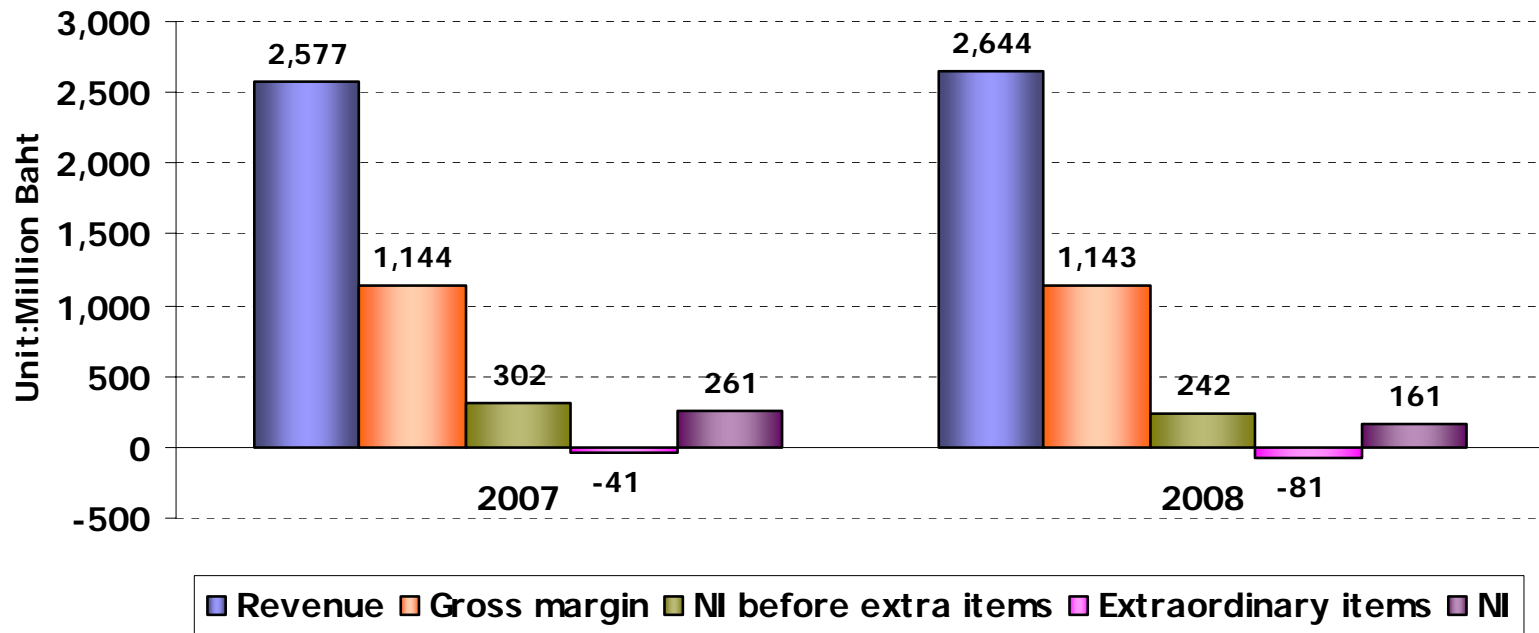
Dec' 07
1,593 MB



Dec' 08
1,724 MB

Total equity decreased by 37% from capital reduction and dividend payout

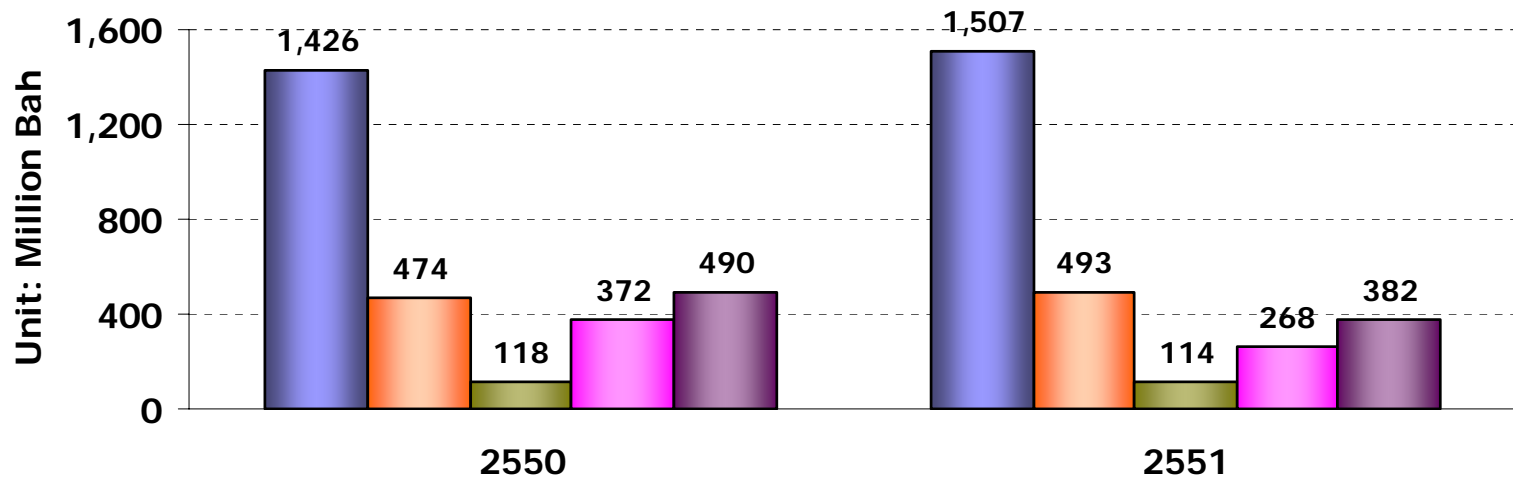
Consolidated Income Statement



Note: 2008 : TMC + ADV + 60% WATTA (12 mths)

2007 : TMC + ADV + 60% WATTA (8 mths)

CSL Stand alone Income Statement



Agenda 5:

To consider and approve the dividends payment of the year 2008

To consider and approve the dividends payment of the year 2008 amounting to 416 MB, which consist of the interim dividend and special dividend payment totaling 289 MB and the dividend payment for the last 7 months in the amount of 127 MB

	Date	Baht/share	Baht/share
Dividend payment for 2007		0.72	416
Interim dividend payment (Jan – May 2008)	10/07/08	0.23	133
Special interim dividend	07/01/09	0.27	156
The late dividend payment (Jun – Dec 2008)	06/05/09	0.22	127

Balance Sheet

Unit: Million Baht

	Consolidated				Company			
	2008		2007		2008		2007	
Assets								
Cash and cash equivalents	518	24%	713	30%	422	24%	222	14%
Other assets	1,678	76%	1,655	70%	1,301	76%	1,371	86%
Total assets	2,196	100%	2,368	100%	1,723	100%	1,593	100%
Liabilities shareholders' equity								
Loan from financial institution	336	15%	-	-	330	19%	-	-
Other liabilities	916	42%	743	31%	650	38%	298	19%
Total liabilities	1,252	57%	743	31%	980	57%	402	25%
Shareholders' equity								
Share capital & Premium	584	27%	1,048	44%	584	34%	1,048	66%
Treasury shares	(183)	-8%	(222)	-9%	(183)	-11%	(222)	-14%
Legal reserve	31	1%	25	1%	31	2%	25	2%
Treasury share reserve	183	8%	222	9%	183	11%	222	14%
Unappropriated R/E	320	15%	529	22%	128	7%	118	7%
Minority interests	9	0%	23	1%	-	-	-	-
Total shareholder's equity	944	43%	1,625	69%	743	43%	1,191	75%
Total liabilities shareholders' equity	2,196	100%	2,368	100%	1,723	100%	1,593	100%

Agenda 6:

To consider and approve the appointment of the Company's auditors for the year 2009 and fixing of their remuneration

The name list of auditors

<u>The name list</u>		<u>CPA. NO</u>
Mr. Supot	Singhasaneh	2826
Mr. Winid	Silamongkol	3378
Ms. Somboon	Supasiripinyo	3731
Mr. Charoen	Phosamritleart	4068

- ❑ The Audit Committee considered and recommended KPMG Phoomchai Audit Limited to be the audit firm of the Company, and its subsidiaries for 2009 fro the 2nd year due to good criteria and experience as well as regular audit fee.
- ❑ Anyone of the above auditors can conduct the audit and express an opinion as to the financial statements of the Company
- ❑ The auditor's remuneration for 2009 should be fixed at Baht 1,650,000 maximum which was same as in 2008
- ❑ In 2009, Mr. Winid Silamongkol would be appointed as the Company's auditor for the second year

Agenda 7:

To consider and elect directors in place of those to be retired by rotation and determine the authorized directors

7.1.1 To consider the election of directors in place of those to be retired by rotation



Mr. Prathueng Srirodbang

**Independent Director and
Chairman of the Audit Committee**

7.1.2 To consider the election of directors in place of those to be retired by rotation



Mr. Gan Hui Beng

**Independent Director and
Audit Committee**

7.1.3 To consider the election of directors in place of those to be retired by rotation



Dr. Sillapaporn Srijunpetch

**Independent Director and
Audit Committee**

7.2 To consider and determine the authorized directors

Mr. Dumrong Kasemset or Mr. Yongsit Rojsrivichaikul or Mr. Tanadit Charoenchan signs jointly with either Mr. Viroj Tocharoenvanith or Mr. Quah Kung Yang, aggregating 2 persons with the Company's seal affixed

Agenda 8:

To consider and approve the Directors' remuneration for the year 2009

	2009	2008
<u>The Directors' remuneration</u>	6,000,000	6,000,000
<u>The Chairman of Board of Directors' monthly allowance</u>	70,000	70,000
<u>Remuneration of BOD meeting</u>		
☐ The independent director and the external director	25,000	25,000
<u>The remuneration of the sub-committee meeting</u>		
☐ The chairman of the sub - committee	30,000	30,000
☐ The independent director and the external director	25,000	25,000

- ☐ A director is the executive who represents the shareholders shall not have any remuneration as a director of the Company
- ☐ The Remuneration Sub-Committee considered carefully on proper Directors' remuneration compared with the same industry and the Company's profit growth.

Agenda 9:

To consider and approve the increase of the Company's registered capital

- According to the prospectus and ESOP filing form stipulated that the rights of the warrant holders in the ESOP Program shall not to be devalued in the case that the Company reduces its registered capital and pays dividend for more than 50% of net profit.
- In 2008 the Company reduced its register capital by reducing its par value from Baht 1 to 0.25 per share, and paid dividends for more than 50% of net profit. As a result, the Company needs to increase the registered capital of 13,693,000 shares to reserve for the exercise of the warrants following the adjustment of exercise price and exercise ratio of the warrants.

To consider and approve the increase of registered capital of the Company from Baht 165,212,368.50 to Baht 168,635,618.50 by issuance of 13,693,000 ordinary shares, Baht 0.25 par value per share to reserve for exercising of the warrants in pursuance with the ESOP Program

	Old	New
Registered capital	165,212,368.50 Baht	168,635,618.50 Baht
Divided into	660,849,474 Share	674,542,474 Shares
Par value	0.25 Baht	0.25 Baht
Common shares	660,849,474 Shares	674,542,474 Shares

Agenda 10:

To consider and approve the amendment of Memorandum of Association Clause 4 regarding to the Company's registered capital

Legal process regarding Agenda 9

Clause 4

	Old	New
Registered capital	165,212,368.50 Baht	168,635,618.50 Baht
Divided into	660,849,474 Share	674,542,474 Shares
Par value	0.25 Baht	0.25 Baht
Common shares	660,849,474 Shares	674,542,474 Shares

Agenda 11:

To consider and approve the allocation of the newly issued ordinary shares with regard to increase of the Company's registered capital

Legal process regarding Agenda 9

To consider and approve the allocation of the newly issued ordinary share to be reserved for the exercising of rights in pursuance to the ESOP Program Grant 1 to 5

ESOP Program	Number of Shares
ESOP Grant I - V	13,693,000

Agenda 12:

To consider other business (if any)

Thank you very much

Shareholders

