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NETWORK CN, INC.
ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JULY 2, 2009

May 26, 2009

Dear Stockholders:

You are invited to attend the Annual Meeting of Stockholders of Network CN Inc. (the “Company”, “we”, “our” or “Network CN”), which will be held at the Company's offices at 21st Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong, on Thursday, July 2, 2009, at 10:00 a.m. Local Time.

At the meeting, we will report on important activities and accomplishments of the Company and will review the Company's financial performance and business operations. You will have an opportunity to ask questions and gain up-to-date perspective on the Company and its activities. You will also have the opportunity to meet the directors and other key executives of the Company.

As discussed in the attached Notice of Annual Meeting of Stockholders and Proxy Statement, the meeting will also be devoted to the election of directors, the ratification of the appointment of the Company's auditors and the ratification of an amendment to our Articles of Incorporation to increase the authorized number of shares of our common stock from 800,000,000 to 2,000,000,000. Included with the Proxy Statement is a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2008. We encourage you to read the Form 10-K, which includes our audited financial statements and information about our operations, markets, products and services.

You may vote by signing and returning the enclosed proxy card in the postage prepaid envelope provided or faxing your proxy card to Holladay Stock Transfer at 480-481-3941. Returning the proxy card by mail or fax will ensure your representation at the meeting but does not deprive you of your right to attend the meeting and to vote your shares in person. The Proxy Statement explains more about how to vote by proxy. Please read it carefully.

You are entitled to attend the Annual Meeting only if you were a Network CN stockholder as of the close of business on May 12, 2009 or hold a valid proxy for the Annual Meeting. You should be prepared to present valid government-issued photo identification for admittance. In addition, if you are a stockholder of record, your ownership will be verified against the list of stockholders of record on the record date prior to being admitted to the meeting. If you are not a stockholder of record but hold shares through a broker or nominee (i.e. in street name), you should provide proof of beneficial ownership as of the record date, such as your most recent account statement prior to May 12, 2009, a copy of the voting instruction card provided by your broker, trustee or nominee, or other similar evidence of ownership. If you do not provide photo identification or comply with the other procedures outlined above upon request, you may not be admitted to the Annual Meeting. We hope that you can attend the Annual Meeting. Whether or not you plan to attend, you can be sure that your shares are represented at the meeting by promptly voting by one of the methods provided. Any stockholder attending the Annual Meeting may vote in person, even if that stockholder has returned a proxy.

Your vote is important, whether you own a few shares or many.

If you have questions concerning the Annual Meeting or your stock ownership, please feel free to contact me at (852) 2833-2186. Thank you for your continued support of Network CN.

Very truly yours,

/s/ Godfrey Hui

Godfrey Hui
Chief Executive Officer

This Proxy Statement is dated May 26, 2009 and is being first mailed to stockholders of Network CN Inc. on or about June 2, 2009

21st Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong
Tel : (852) 2833 2186 Fax : (852) 2295 6977
www.ncnmedia.com

NETWORK CN, INC.
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JULY 2, 2009

May 26, 2009

To the Holders of Common Stock of NETWORK CN INC.:

NOTICE IS HEREBY given that the 2009 Annual Meeting of Stockholders (the "Annual Meeting") of Network CN Inc. (the "Company") will be held at the Company's offices at 21st Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong, on Thursday, July 2, 2009, at 10:00 am. Local Time for the following purposes:

- 1) To elect five (5) members of the Board of Directors to hold office until next annual meeting of stockholders or and until their respective successors are duly elected and qualified;
- 2) To ratify the appointment of Jimmy C.H. Cheung & Co., independent registered public accounting firm, to audit the consolidated financial statements of the Company and its subsidiaries for the fiscal year ending December 31, 2009;
- 3) To ratify the amendment of the Company's Articles of Incorporation to increase the authorized number of shares of common stock, \$0.001 par value, from 800,000,000 shares to 2,000,000,000; and
- 4) To transact such other business as may properly come before the meeting and any adjournment or postponement thereof.

The Board of Directors has fixed the close of business on May 12, 2009 as the record date for determining the stockholders entitled to receive notice of, and to vote at, the Annual Meeting and any adjournments thereof. A complete list of such stockholders will be available at the Company's executive offices at 21st Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong, for ten days prior to the Annual Meeting.

Your Board of Directors recommends that you vote "FOR" the nominees to the Board of Directors, "FOR" the ratification of the appointment of Jimmy C.H. Cheung & Co., independent registered public accounting firm, to audit the consolidated financial statements of the Company and its subsidiaries for the fiscal year ending December 31, 2009 and "FOR" the ratification of an amendment of the Company's Articles of Incorporation to increase the authorized number of shares of common stock.

You are encouraged to vote by signing, dating and either mailing or faxing your proxy card to Holladay Stock Transfer at 480-481-3941. Instructions for voting by any of these methods are set forth on the proxy card. If you are able to attend the Annual Meeting and wish to vote in person, you may do so whether or not you have returned your proxy.

BY ORDER OF THE BOARD OF
DIRECTORS

/s/ Godfrey Hui
Godfrey Hui
Chief Executive Officer

YOUR VOTE IS IMPORTANT, WHETHER YOU OWN A FEW SHARES OR MANY

21st Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong

Tel : (852) 2833 2186 Fax : (852) 2295 6977

www.ncnmedia.com

NETWORK CN INC.

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

To be held July 2, 2009

TABLE OF CONTENTS

	Page
Important Notice Regarding the Availability of Proxy Materials	
Information Concerning Solicitation of Proxies and Voting	1
Board of Directors Meetings and Committees	5
Security Ownership by Certain Beneficial Owners and Management	8
Proposal 1: Election of Directors	9
Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm	11
Proposal 3: Ratification of Amendment of the Company's Articles of Incorporation to Increase the Authorized Number of Common Stock	13
Executive Compensation	14
Director Compensation	21
Equity Compensation Plan Information	22
Section 16(A) Beneficial Ownership Reporting Compliance	22
Certain Relationships And Related Transactions	23
Other Matters	24
Householding	24

Important Notice Regarding the Availability of Proxy Materials

The Company's Proxy Statement and 2008 Annual Report are available for viewing online at
www.ncnmedia.com

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON JULY 2, 2009

INFORMATION CONCERNING SOLICITATION OF PROXIES AND VOTING

General

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of the Company (the "Board") for use at the Annual Meeting of Stockholders of the Company (the "Annual Meeting") to be held on Thursday, July 2, 2009, or at any adjournment of the Annual Meeting, for the purposes set forth herein and in the foregoing Notice of Annual Meeting of Stockholders. The Annual Meeting will be held at the Company's offices at 21st Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong, on Thursday, July 2, 2009, at 10:00 a.m. Local Time. Copies of this Proxy Statement and of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 will be furnished to brokerage houses, fiduciaries and custodians to forward to beneficial owners of common stock of the Company held in their names. The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 as filed with the Securities and Exchange Commission, is also available from the Company, without charge, upon request made in writing to the Company's Chief Executive Officer at 21st Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong, or by download online at www.ncnmedia.com. Your attention is directed to the financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations in such Annual Report, which provide additional important information concerning the Company. This Proxy Statement and the related Proxy Forms are being first mailed to stockholders of Network CN Inc. on or about June 2, 2009.

Questions and Answers about the Proxy Materials and Our Annual Meeting

Q: What is the purpose of the Annual Meeting?

A: To vote on the following proposals:

1 To elect five (5) members of the Board of Directors to hold office until the Annual Meeting of Stockholders in 2010, and until their respective successors are duly elected and qualified; and

1 To ratify the appointment of Jimmy C.H. Cheung & Co., independent registered public accounting firm, to audit the consolidated financial statements of the Company and its subsidiaries for the fiscal year ending December 31, 2009; and

1 To ratify the amendment of the Company's Articles of Incorporation to increase the authorized number of shares of common stock, \$0.001 par value, from 800,000,000 shares to 2,000,000,000; and

1 To transact such other business that may properly come before the Annual Meeting or at any adjournment or postponement thereof.

Q: What are the Board of Directors' recommendations?

A: The Board recommends a vote:

1 FOR the election of the five (5) nominees as directors;

1 FOR the ratification of the appointment of Jimmy C.H. Cheung & Co., independent registered public accounting firm, to audit the consolidated financial statements of the Company and its subsidiaries for the fiscal year ending December 31, 2009; and

1 FOR the ratification of the amendment of the Company's Articles of Incorporation to increase the authorized number of shares of our common stock;

1

Q: Who is entitled to vote at the meeting?

A: **Stockholders Entitled to Vote.** Stockholders who our records show owned shares of our Common Stock as of the close of business on May 12, 2009 (the "Record Date") may vote at the Annual Meeting. On the Record Date, we had a total of 378,677,071 shares of Common Stock issued and outstanding, which were held of record by approximately 140 stockholders. Because some of our Common Stock is held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders. The stock transfer books will not be closed between the Record Date and the date of the meeting. As of the Record Date, we had no shares of Preferred Stock outstanding. Each share of our Common Stock is entitled to one vote.

Registered Stockholders. If your shares are registered directly in your name with our transfer agent, you are considered, with respect to those shares, the stockholder of record, and these proxy materials are being sent to you by us. As the stockholder of record, you have the right to grant your voting proxy directly to the individuals listed on the proxy card or to vote in person at the Annual Meeting.

Street Name Stockholders. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name. These proxy materials are being forwarded to you by your broker or nominee, who is considered, with respect to those shares, the record holder. As the beneficial owner, you have the right to direct your broker or nominee how to vote, and you are also invited to attend the Annual Meeting. However, since you are not the record holder, you may not vote these shares in person at the Annual Meeting unless you follow your broker's procedures for obtaining a legal proxy. Your broker or nominee has enclosed a voting instruction card for you to use.

Q: Can I attend the meeting in person?

A: You are entitled to attend the Annual Meeting only if you were a holder of our Common Stock as of the close of business on May 12, 2009 or hold a valid proxy for the Annual Meeting. You should be prepared to present valid government-issued photo identification for admittance. In addition, if you are a stockholder of record, your ownership will be verified against the list of stockholders of record on the Record Date prior to being admitted to the meeting. If you are not a stockholder of record but hold shares through a broker or nominee (i.e., in street name), you should provide proof of beneficial ownership as of the Record Date, such as your most recent account statement prior to May 12, 2009, a copy of the voting instruction card provided by your broker, trustee or nominee, or other similar evidence of ownership. If you do not provide photo identification or comply with the other procedures outlined above upon request, you may not be admitted to the Annual Meeting.

Q: How can I vote my shares?

A: **Registered Stockholders:** Registered stockholders may vote in person at the Annual Meeting or by one of the following methods:

- By Mail. Complete, sign and date the enclosed proxy card and return it in the prepaid envelope provided; or
- By Fax. Complete, sign and date the enclosed proxy card and fax to Holladay Stock Transfer at 480-481-3941.

Please note that voting facilities for registered stockholders will close at 12:00 p.m. Pacific Time on July 1, 2009.

Street Name Stockholders: If your shares are held by a broker, bank or other nominee, you must follow the instructions on the form you receive from your broker, bank or other nominee in order for your shares to be voted. Please follow their instructions carefully. Also, please note that if the holder of record of your shares is a broker, bank or other nominee and if you wish to vote at the Annual Meeting, you must request a legal proxy from the broker, bank or other nominee that holds your shares and present that proxy and proof of identification at the Annual Meeting to

vote your shares.

Based on the instructions provided by the broker, bank or other holder of record of their shares, street name stockholders may generally vote by one of the following methods:

By Mail. You may vote by signing, dating and returning your voting instruction card in the enclosed pre-addressed envelope; or

2

By Methods Listed on Voting Instruction Card. Please refer to your voting instruction card or other information forwarded by your broker, bank or other holder of record to determine whether you may vote by mail or fax, and follow the instructions on the voting instruction card or other information provided by the record holder; or

In Person With a Proxy from the Record Holder. A street name stockholder who wishes to vote at the Annual Meeting will need to obtain a legal proxy from his or her bank or brokerage firm. Please consult the voting instruction card sent to you by your bank or broker to determine how to obtain a legal proxy in order to vote in person at the Annual Meeting.

Q: If I sign a proxy, how will it be voted?

A: When proxies are properly dated, executed and returned, the shares represented by such proxies will be voted at the Annual Meeting in accordance with the instructions of the stockholder. However, if no specific instructions are given, the shares will be voted in accordance with the above recommendations of our Board of Directors. If any matters not described in the Proxy Statement are properly presented at the Annual Meeting, the proxy holders will use their own judgment to determine how to vote your shares. If the Annual Meeting is adjourned, the proxy holders can vote your shares on the new meeting date as well, unless you have revoked your proxy instructions, as described below under “Can I change my vote?”

Q: What should I do if I get more than one proxy or voting instruction card?

A: Stockholders may receive more than one set of voting materials, including multiple copies of these proxy materials and multiple proxy cards or voting instruction cards. For example, stockholders who hold shares in more than one brokerage account may receive a separate voting instruction card for each brokerage account in which shares are held. Stockholders of record whose shares are registered in more than one name will receive more than one proxy card. You should sign and return all proxies and voting instruction cards you receive relating to our Annual Meeting to ensure that all of your shares are voted.

Q: Can I change my vote?

A: You may change your vote at any time prior to the vote at the Annual Meeting. To revoke your proxy instructions and change your vote if you are a holder of record, you must (i) attend the Annual Meeting and vote your shares in person, (ii) advise Godfrey Hui, the Company’s Chief Executive Officer, at our principal executive office in writing before the proxy holders vote your shares, or (iii) deliver dated and signed proxy instructions to such effect.

Q: What happens if I decide to attend the Annual Meeting but I have already voted or submitted a proxy covering my shares?

A: You may attend the meeting and vote in person even if you have already voted or submitted a proxy. Please be aware that attendance at the Annual Meeting will not, by itself, revoke a proxy. If a bank, broker or other nominee holds your shares and you wish to attend the Annual Meeting and vote in person, you must obtain a “legal proxy” from the record holder of the shares giving you the right to vote the shares.

Q: How are votes counted?

A: The Annual Meeting will be held if a majority of the outstanding shares of Common Stock entitled to vote is represented in person or by proxy at the meeting. If you have returned valid proxy instructions or attend the Annual Meeting in person, your Common Stock will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters at the meeting.

Shares that are voted “WITHHELD” or “ABSTAIN” are treated as being present for purposes of determining the presence of a quorum and as entitled to vote on a particular subject matter at the Annual Meeting. If you hold shares of Network CN common stock in street name through a bank, broker or other nominee holder, the nominee holder may only vote your shares in accordance with your instructions. If you do not give specific instructions to your nominee holder as to how you want your shares voted, your nominee will indicate that it does not have authority to vote on the proposal, which will result in what is called a “broker non-vote”. All shares of Network CN common stock represented at the Annual Meeting, including broker non-votes and abstentions, will be counted for purposes of determining the presence of a quorum.

Q: Who will tabulate the votes?

A: Network CN will designate Stanley Chu as the Inspector of Election who will tabulate the votes.

Q: Who is making this solicitation?

A: This proxy is being solicited on behalf of Network CN's Board of Directors.

Q: Who pays for the proxy solicitation process?

A: Network CN will pay the cost of preparing, assembling, printing, mailing and distributing these proxy materials and soliciting votes. We do not plan to retain a solicitor to assist with the solicitation. We may, on request, reimburse brokerage firms and other nominees for their expenses in forwarding proxy materials to beneficial owners. In addition to soliciting proxies by mail, we expect that our directors, officers and employees may solicit proxies in person or by facsimile. None of these individuals will receive any additional or special compensation for doing this, although we will reimburse these individuals for their reasonable out-of-pocket expenses.

Q: May I propose actions for consideration at next year's annual meeting of stockholders or nominate individuals to serve as directors?

A: You may present proposals for action at a future meeting only if you comply with the requirements of the proxy rules established by the Securities and Exchange Commission ("SEC") and our bylaws. In order for a stockholder proposal to be included in our Proxy Statement and form of Proxy relating to the meeting for our 2010 Annual Meeting of Stockholders under rules set forth in the Securities Exchange Act of 1934, as amended (the "Securities Exchange Act"), the proposal must be received by us no later than 5:00 p.m. (Chinese Standard Time) no later than the 90th day, and not earlier than the 120th day, prior to the first anniversary of the mailing of the notice for the preceding year's annual meeting. Accordingly, stockholder proposals intended to be presented in our proxy materials for the 2010 Annual Meeting must be received by Godfrey Hui, Chief Executive Officer, on or after February 2, 2010, and prior to 5:00 p.m. (Chinese Standard Time) on March 4, 2010 and must satisfy the requirements of the proxy rules promulgated by the Securities and Exchange Commission. Our bylaws require that certain information and acknowledgments with respect to the proposal and the stockholder making the proposal be set forth in the notice. A copy of the relevant bylaw provision is available upon written request to Network CN Inc. at Chief Executive Officer at 21st Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong. You can also access our SEC filings, including our Annual Report on Form 10-K, on our website at www.ncnmedia.com. The information on our website is not a part of this Proxy Statement.

Q: How do I obtain a separate set of proxy materials or request a single set for my household?

A: If you share an address with another stockholder, have the same last name, and do not participate in electronic delivery of proxy materials, you will receive only one set of proxy materials (including our Annual Report on Form 10-K and Proxy Statement). If you wish to receive a separate Proxy Statement at this time, please request the additional copy by contacting our transfer agent, Holladay Stock Transfer by telephone at 480-481-3940, or by facsimile at 480-481-3941.

You may also request to receive a separate Annual Report and a separate Proxy Statement by email at info@ncnmedia.com or by writing to: Network CN, Inc, 21st Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong.

Q: What if I have questions about lost stock certificates or need to change my mailing address?

A: You may contact our transfer agent, Holladay Stock Transfer, by telephone at 480-481-3940, or by facsimile at 480-481-3941, if you have lost your stock certificate or need to change your mailing address.

4

BOARD OF DIRECTORS MEETINGS AND COMMITTEES

The Board of Directors is presently composed of eight (8) members: Godfrey Hui, Daley Mok, Daniel So, Stanley Chu, Edward Lu, Peter Mak, Ronglie Xu and Earnest Leung, who was appointed to the Board on May 5, 2009. Mr. Hui serves as Chairperson of the Board of Directors.

Corporate Governance

Our directors Peter Mak, Edward Lu and Ronglie Xu each serve on our board of directors as an “independent director” as defined by Rule 4200(a)(15) of the Marketplace Rules of The Nasdaq Stock Market, Inc., or the “Nasdaq Marketplace Rules”. The board of directors has determined that each of Messrs. Mak and Lu possesses the accounting or related financial management experience to qualify as financially sophisticated within the meaning of Rule 4350(d)(2)(A) of the Nasdaq Marketplace Rules and that each is an “audit committee financial expert” as defined by the rules and regulations of the SEC.

Our board of directors currently has three standing committees which perform various duties on behalf of and report to the board of directors: (i) audit committee, (ii) remuneration committee and (iii) nominating committee. From time to time, the board of directors may establish other committees. Each of the three standing committees is comprised entirely of independent directors as follows:

Name of Director	Audit	Remuneration	Nominating
Peter Mak	C		
Edward Lu	M		M
Ronglie Xu		C	C

C = Chairperson

M = Member

The Board of Directors has adopted a written charter for each of these committees, copies of which can be found on our website at www.ncnmedia.com.

Audit Committee

Our board of directors established an Audit Committee in September 2007. Our Audit Committee currently consists of two members: Peter Mak and Edward Lu, each of whom is “independent” as that term is defined under the Nasdaq Marketplace Rules, as currently in effect. In addition, the Board of Directors has determined that each of Messrs. Mak and Lu is an “audit committee financial expert” as defined by SEC rules. Mr. Mak and Mr. Lu are qualified accountants with many years of finance and audit experience. Mr. Mak serves as the chairperson of the Audit Committee.

The Audit Committee oversees our accounting, financial reporting and audit processes; appoints, determines the compensation of, and oversees, the independent auditors; pre-approves audit and non-audit services provided by the independent auditors; reviews the results and scope of audit and other services provided by the independent auditors; reviews the accounting principles and practices and procedures used in preparing our financial statements; and reviews our internal controls.

The Audit Committee works closely with management and our independent auditors. The Audit Committee also meets with our independent auditors without members of management present, on a quarterly basis, following completion of our auditors’ quarterly reviews and annual audit, to review the results of their work. Additionally, the Audit Committee meets with our independent auditors to approve the annual scope and fees for the audit services to be performed.

Audit Committee Report

THE FOLLOWING REPORT OF THE AUDIT COMMITTEE DOES NOT CONSTITUTE SOLICITING MATERIAL AND SHOULD NOT BE DEEMED FILED OR INCORPORATED BY REFERENCE INTO ANY OTHER FILING UNDER THE SECURITIES ACT OF 1933 OR THE SECURITIES EXCHANGE ACT OF 1934, EXCEPT TO THE EXTENT NETWORK CN INC. SPECIFICALLY INCORPORATES THIS REPORT BY REFERENCE THEREIN.

The Audit Committee oversees the financial reporting process on behalf of the Board of Directors. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements included in the Annual Report on Form 10-K filed with the Securities and Exchange Commission and the unaudited financial statements included with Quarterly Reports on Form 10-Q filed with the Commission.

The Audit Committee discussed with management and the independent auditors the matters required to be discussed by Statements on Accounting Standards (SAS) No. 61. These discussions included the clarity of the disclosures made therein, the underlying estimates and assumptions used in the financial reporting, and the reasonableness of the significant judgments and management decisions made in developing the financial statements. In addition, the Audit Committee has discussed with the independent auditors their independence from the Company and has received the written letter from the independent auditors required by Independence Standards Board Standard No. 1.

The Audit Committee also discussed with the independent auditors' issues related to the overall scope and objectives of the audit, the Company's internal controls and critical accounting policies, and the specific results of the audit. Management was present at part of some of these meetings.

Pursuant to the reviews and discussions described above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2008.

Management is responsible for the Company's financial reporting process, including its system of internal controls, and for the preparation of consolidated financial statements in accordance with generally accepted accounting principles. The Company's independent auditors are responsible for auditing those financial statements. The Audit Committee's responsibility is to monitor and review these processes. It is neither the Committee's duty nor responsibility to conduct auditing or accounting reviews or procedures. Members of the Audit Committee are not employees of the Company and may not be, and do not represent themselves to be or to serve as, accountants or auditors by profession or experts in the fields of accounting or auditing. Therefore, members have relied, without independent verification, on management's representation that the financial statements have been prepared with integrity and objectivity and in conformity with accounting principles generally accepted in the United States of America and on the representations of the independent auditors included in their report on the Company's financial statements. The Audit Committee's oversight does not provide it with an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or policies, or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, consultations and discussions with management and the independent auditors do not assure that the Company's financial statements are presented in accordance with generally accepted accounting principles, that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards or that the Company's independent accountants are in fact "independent".

Audit Committee of the Board of Directors

Peter Mak, Chairperson
Edward Lu

Remuneration Committee

Our board of directors established a Remuneration Committee in September 2007. Our Remuneration Committee currently consists of one member: Ronglie Xu, who is "independent" as that term is defined under the Nasdaq Marketplace Rules, as currently in effect. Mr. Xu serves as the chairperson of the Remuneration Committee.

The Remuneration Committee (i) oversees and makes general recommendations to the Board of Directors regarding our compensation and benefits policies; (ii) oversees, evaluates and approves cash and stock compensation plans, policies and programs for our executive officers; and (iii) oversees and sets compensation for the Board of Directors. Our Chief Executive Officer may not be present at any meeting of our Remuneration Committee during which his compensation is deliberated.

Remuneration Committee Interlocking and Insider Participation

No person who served on the Remuneration Committee in fiscal 2008 was during the year or previously an officer or employee of the Company or has a relationship with the Company requiring disclosure under Item 404 of Regulation S-K. Further, no interlocking relationship exists between any member of the Board of Directors and any member of any other company's board of directors and compensation committee.

6

Nominating Committee

Our board of directors established a Nominating Committee in September 2007. Our Nominating Committee currently consists of two members: Edward Lu and Ronglie Xu, each of whom is “independent” as that term is defined under the Nasdaq Marketplace Rules, as currently in effect. Mr. Xu serves as the chairperson of the Nominating Committee. The Nominating Committee (i) considers and periodically reports on matters relating to the identification, selection and qualification of the Board of Directors and candidates nominated to the Board of Directors and its committees; (ii) develops and recommends governance principles applicable to the Company; and (iii) oversees the evaluation of the Board of Directors and management from a corporate governance perspective.

Although our bylaws do not contain provisions which specifically address the process by which a stockholder may nominate an individual to stand for election to the Board of Directors at our annual meeting of stockholders, the Nominating Committee will consider director candidates recommended by stockholders. In evaluating candidates submitted by stockholders, the Nominating Committee will consider (in addition to the criteria applicable to all director candidates described below) the needs of the Board and the qualifications of the candidate, and may also take into consideration the number of shares held by the recommending stockholder and the length of time that such shares have been held.

The Nominating Committee does not have any formal criteria for director nominees; however, it believes that director nominees should have certain minimum qualifications, including the highest personal and professional integrity and values, an inquiring and independent mind, practical wisdom and mature judgment. In evaluating director nominees, the Nominating Committee also considers an individual’s skills, character, leadership experience, business experience and acumen, familiarity with relevant industry issues, national and international experience, and other relevant criteria that may contribute to our success. This evaluation is performed in light of the skill set and other characteristics that would most complement those of the current directors, including the diversity, maturity, skills and experience of the board as a whole, with the objective of recommending a group of persons that can best implement our business plan, develop our business and represent shareholder interests.

Board Meetings and Committees; Annual Meeting Attendance

During fiscal year 2008, the Board of Directors held 8 meetings and acted by written consent 3 times. The number of meetings held by the three standing committees during fiscal 2008 was as follows:

Committee	No. of meetings
Audit Committee	3
Remuneration Committee	1
Nominating Committee	1

All of our directors except Edward Lu, Peter Mak, Joachim Burger (who resigned on September 30, 2008) and Gerd Jakob (who resigned on May 5, 2009) attended at least 75% of the aggregate of the total number of meetings of the Board of Directors and the committees on which they served during fiscal 2008. The Company does not have a policy on director attendance at the Company’s annual meetings of stockholders. In 2008, 4 directors then serving on the Board attended the Company’s 2008 Annual Meeting of Stockholders.

Communications with the Board of Directors

Although we do not have a formal policy regarding communications with the Board of Directors, stockholders may communicate with the Board of Directors by submitting an email to info@ncnmedia.com or by writing to us at Network CN Inc., Attention: Investor Relations, 21/F., Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong. Stockholders who would like their submission directed to a member of the Board of Directors may so specify. All communications will be reviewed by our Chief Executive Officer.

7

Code of Business Conduct and Ethics

A Code of Business Conduct and Ethics is a written standard designed to deter wrongdoing and to promote (a) honest and ethical conduct; (b) full, fair, accurate, timely and understandable disclosure in regulatory filings and public statements; (c) compliance with applicable laws, rules and regulations; (d) prompt reporting of violations of the code to an appropriate person; and (e) accountability for adherence to the Code. We are not currently subject to any law, rule or regulation requiring that we adopt a Code of Business Conduct and Ethics. However, we have adopted a code of business conduct and ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. Such code of business conduct and ethics is available on our corporate website at www.ncnmedia.com.

SECURITY OWNERSHIP BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth information as of May 12, 2009, regarding the beneficial ownership of our common stock (a) by each stockholder who is known by the Company to own beneficially in excess of 5% of our outstanding common stock; (b) by each of the Company's officers, directors and director nominees; and (c) by the Company's officers, directors and director nominees as a group. Except as otherwise indicated, all persons listed below have (i) sole voting power and investment power with respect to their shares of common stock, except to the extent that authority is shared by spouses under applicable law, and (ii) record and beneficial ownership with respect to their shares of stock. Unless otherwise identified, the address of the Company's officers, directors and director nominees listed below is 21st Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong.

Name and Address of Beneficial Owner	Principal Position	Title of Class	Amount & Nature of Beneficial Ownership (1)	Percent of Class (2)
Godfrey Hui	Chairperson and CEO	Common Stock	825,000	*
Daley Mok	Director and CFO	Common Stock	150,000	*
Earnest Leung	Director	Common Stock	1,463,000	*
Ronald Lee	Director nominee	Common Stock	-	
Gerald Godfrey	Director nominee	Common Stock	-	
Daniel So	Director	Common Stock	200,000	*
Stanley Chu	Director	Common Stock	80,000	*
Edward Lu	Director	Common Stock	10,000	*
Peter Mak	Director	Common Stock	15,000	*
Ronglie Xu	Director	Common Stock	15,000	*
All Officers, Directors and Director Nominees as a group (10 persons named above)		Common Stock	2,758,000	*
Keywin Holdings Limited Room 902, 9/F1., Universal Trade Centre, 3 Arbuthnot Road, Central, Hong Kong	5% Security Holder	Common Stock	433,202,648 (3)	86.38%
Total Shares Owned by Persons Named above			435,960,648	86.93%

* Less than 1%

(1)

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities.

- (2) A total of 378,677,071 shares of our common stock were outstanding as of May 12, 2009. Pursuant to SEC Rule 13d-3(d)(1), for each beneficial owner above, any options exercisable within 60 days have been included in the denominator used for calculating such person's percentage ownership.
- (3) Of the 433,202,648 shares of our common stock owned by Keywin Holdings Limited, 310,388,463 shares are issued and outstanding. The remaining shares are the aggregate number of shares underlying an option for the right to purchase an aggregate of 122,814,815 shares of the Company's common stock, for an aggregate purchase price of \$2,000,000, exercisable for a three-month period commencing on April 2, 2009.

PROPOSAL ONE:

ELECTION OF DIRECTORS

The Board of Directors currently consists of eight (8) directors. At 2009 Annual Meeting, the stockholders will elect only five (5) directors to serve until our 2010 annual stockholders' meeting and until their respective successors are duly elected and qualified or earlier resignation or removal.

Information About the Nominees

Set forth below is information regarding our nominees as of May 12, 2009:

Name	Age	Position	Director Since
Godfrey Hui	49	Chief Executive Officer and Chairperson of the Board	2002
Earnest Leung	52	Director	2009
Ronald Lee	62	-	N/A
Gerald Godfrey	81	-	N/A
Peter Mak	47	Director	2007

Godfrey Hui has been a Director and the Chief Executive Officer of the Company since April 2002. Mr. Hui had over twenty years' experience in the hotel industry prior to founding our Company. He has worked for several international and regional hotel groups, including Hopewell Holdings Limited, a Hong Kong based real estate developer, where Mr. Hui worked in various capacities including Director of Operations, Finance and Development of the Hotel Division, Executive Assistant to the Chairman, Chairman of the Executive Committee, and Group Financial Controller and was responsible for management and financial issues, and Mega Hotels Management Limited (now a subsidiary of Hopewell), where he served as Director of Finance, Development and Operations. Mr. Hui holds a Bachelor of Science in Business Management from the Chinese University of Hong Kong and a Master's Degree in Finance and Investment from the University of Hull. Mr. Hui also serves as an independent non-executive director of Vinda International Holdings Limited.

Earnest Leung has served as a Director of the Company since May 11, 2009. Mr. Leung has over 20 years' experience in the investment banking industry. Since November 2004, he has worked as a financial advisor and consultant in Hong Kong and currently serves as a director of Southern Territories Group, Ltd., an investment company, Keywin Holdings Limited, an investment company, and Statezone Ltd, a financial consulting company owned and controlled by Mr. Leung. Prior to that, Mr. Leung served, from September 1994 to October 2004, as Senior Director and Head of Investment, Asia for American Express Bank. Mr. Leung also held various senior investment positions with BNP, New Zealand Insurance, Bank of America Trust.

Ronald Lee has not previously served as a Director or Officer of the Company. Mr. Lee is the founder and has served as the Sole Proprietor of Ronald H. T. Lee & Co., Certified Public Accountants since 1973. He also has served as senior consultant of UHY Vacation HK CPA Limited, Chartered Accountants, Certified Public Accountants since 2007. Mr. Lee has over 40 years' experience in accounting industry. Mr. Lee graduated from the Hong Kong Technical College in 1967 (now the Hong Kong Polytechnic University) and is a fellow member of the Australian Society of Certified Practising Accountants and the Hong Kong Institute of Certified Public Accountants. He is also an associate member of the Institute of Chartered Accountants in England & Wales, The Taxation Institute of Hong Kong and the Society of Chinese Accountants and Auditors.

Gerald Godfrey has not previously served as a Director or Officer of the Company. Mr. Godfrey, now retired, was a partner with Charlotte Horstmann & Gerald Godfrey Ltd., a Hong Kong-based company that dealt in Asian antiques

and art, from 1955 to 2005. From 1997 to 2003, Mr. Godfrey served as an independent non-executive director of the Millennium Group, a Hong-Kong based company that assists corporations, developers and investors with selling, leasing or investing in office, industrial, distribution, retail, land and resort properties in Asia. Mr. Godfrey served as Honorary Consul General to the Kingdom of Morocco from 1984 to 2004, and voting member of the Hong Kong Jockey Club. Mr. Godfrey received an M.A. from the Oxford University in 1951.

Peter Mak has served as a Director of the Company since September 1, 2007. Mr. Mak is also the co-founder and has served since 2001, as the managing director of Venfund Investment, a boutique investment bank. Prior to founding Venfund Investment, Mr. Mak was a partner of Arthur Andersen Worldwide and served as the Managing Partner of Arthur Andersen Southern China. Mr. Mak also serves as an independent non-executive director and audit committee chairman of the following public companies in the U.S., Hong Kong, China and Singapore: China Security & Surveillance Technology, Inc., Trina Solar Limited, China GrenTech Corp. Ltd., Dragon Pharmaceutical Inc., Gemdale Industries Inc., Huabao International Holdings Ltd. and Bright World Precision Machinery Ltd. Mr. Mak graduated from the Hong Kong Polytechnic University and is a fellow member of the Association of Chartered Certified Accountants, UK, and the Hong Kong Institute of Certified Public Accountants.

There are no arrangements or understandings among any of the directors, director nominees, executive officers or any other persons pursuant to which any director nominee was elected to serve as a director.

Family Relationships

There are no family relationships between any director nominees of the Company.

Board Independence

The Board of the Directors has affirmatively determined that all of its director nominees, except Godfrey Hui, who currently serves as Network CN's Chief Executive Officer and the Chairperson of the Board and Earnest Leung, who currently serves as Director, are independent directors within the meaning set forth in the Rules of The American Stock Exchange.

Nominees

The Board of Directors approved Godfrey Hui, Earnest Leung, Ronald Lee, Gerald Godfrey and Peter Mak as nominees for election at the Annual Meeting to the Board of Directors. If elected, Godfrey Hui, Earnest Leung, Ronald Lee, Gerald Godfrey and Peter Mak will serve as directors until our annual meeting in 2010, and until their respective successors are qualified and elected or earlier resignation or removal. Please see "Information about the Nominees" on page 9 of this Proxy Statement for information concerning our incumbent directors standing for re-election and election.

Unless otherwise instructed, the proxy holders will vote the proxies received by them FOR the nominees set forth above. If the nominees are unable or decline to serve as a director at the time of the Annual Meeting, the proxies will be voted for another nominee designated by the Board of Directors. We are not aware of any reason that a nominee would be unable or unwilling to serve as a director.

Vote Required

If a quorum is present, the nominees receiving the highest number of votes will be elected to the Board of Directors. Abstentions and broker non-votes will have no effect on the election of directors. Proxies may not be voted for a greater number of persons than the number of nominees named.

**THE BOARD OF DIRECTORS RECOMMENDS
A VOTE "FOR" THE ELECTION OF THESE NOMINEES.**

PROPOSAL TWO:

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM

The Board has appointed Jimmy C.H. Cheung & Co., independent registered public accounting firm, to audit the consolidated financial statements of the Company and its subsidiaries for the fiscal year ending December 31, 2009. The Board recommends that stockholders vote for ratification of such appointment. Although action by stockholders is not required by law, the Board has determined that it is desirable to request approval of this appointment by the stockholders. Notwithstanding the appointment, the Board, in its discretion, may direct the appointment of new independent registered public accounting firms at any time during the year, if the Board feels that such a change would be in the best interest of the Company and its stockholders. In the event of a negative vote on ratification, the Board will reconsider its appointment. The aggregate fees billed for services rendered by Jimmy C.H. Cheung & Co. during the fiscal years ended December 31, 2008 and 2007 are described below under the caption "Principal Accountant Fees and Services." Representatives of Jimmy C.H. Cheung & Co. will be present at the Meeting and will be given the opportunity to make a statement if they so desire and to respond to appropriate questions.

Vote Required

If a quorum is present, the affirmative vote of a majority of the shares present and entitled to vote at the Annual Meeting will be required to ratify the appointment of Jimmy C.H. Cheung & Co. as our independent registered public accounting firm. Broker non-votes will have no effect on the outcome of the vote.

Principal Accountant Fees and Services

Jimmy C.H. Cheung & Co., Certified Public Accountants is our Principal Independent Registered Public Accountants engaged to examine our financial statements for the fiscal years ended December 31, 2008 and 2007. The following table shows the fees that we paid or accrued for the audit and other services provided by Jimmy C.H. Cheung & Co., for the fiscal years ended December 31, 2008 and 2007.

Fee Category	2008	2007
Audit Fees	\$ 136,988	\$ 133,281
Audit-Related Fees	\$ 2,538	\$ --
Tax Fees	\$ --	\$ --
All Other Fees	\$ --	\$ --

Audit Fees

This category includes the audit of our annual financial statements, review of financial statements included in our annual and quarterly reports and services that are normally provided by the independent registered public accounting firms in connection with engagements for those fiscal years. This category also includes advice on audit and accounting matters that arose during, or as a result of, the audit or the review of interim financial statements.

Audit-Related Fees

This category consists of assurance and related services by the independent registered public accounting firms that are reasonably related to the performance of the audit or review of our financial statements and are not reported above under "Audit Fees". The services for the fees disclosed under this category include services relating to our registration statement and consultation regarding our correspondence with the SEC.

Tax Fees

This category consists of professional services rendered for tax compliance and tax advice.

All Other Fees

This category consists of fees for other miscellaneous items.

11

Policy on Pre-Approval of Audit Services

The Audit Committee pre-approves all services, including both audit and non-audit services, provided by our independent registered public accounting firm. All audit services (including statutory audit engagements as required under local country laws) must be accepted by the Audit Committee before the audit commences.

Each year, management and the independent registered public accounting firm will jointly submit a pre-approval request, which will list each known and/or anticipated audit and non-audit service for the upcoming calendar year and which will include associated budgeted fees. The Audit Committee will review the requests and approve a list of annual pre-approved non-audit services.

All services provided by Jimmy C.H. Cheung & Co during the fiscal years ended December 31, 2008 and 2007 were pre-approved by the Audit Committee.

THE BOARD OF DIRECTORS RECOMMENDS
VOTING "FOR" THE RATIFICATION OF APPOINTMENT OF
JIMMY C.H. CHEUNG & CO. AS THE COMPANY'S INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM.

PROPOSAL THREE:

RATIFICATION OF AMENDMENT OF THE COMPANY'S ARTICLES OF INCORPORATION
TO INCREASE THE AUTHORIZED NUMBER OF COMMON STOCK

Our Articles of Incorporation, as amended, currently authorize the issuance of 800,000,000 shares of common stock, par value \$0.001 per share.

On May 5, 2009, our board of directors approved, and recommended to our stockholders, an amendment to our Articles of Incorporation, as amended, to increase the aggregate authorized number of shares of common stock from 800,000,000 to 2,000,000,000. As of May 12, 2009, we had 378,677,071 shares of common stock issued and outstanding, and securities convertible or exercisable into an aggregate of 342,464,009 shares of common stock. Accordingly, we have an aggregate of 721,141,080 shares of common stock either issued and outstanding or reserved for issuance under outstanding securities convertible or exercisable into shares of our common stock, which represents approximately 90% of the total 800,000,000 shares of currently authorized common stock.

Our board of directors determined that an increase in the number of shares of our common stock authorized for issuance under our Articles of Incorporation, as amended, is necessary in order to provide us with the necessary flexibility to implement any potential future corporate plans. There are currently no plans, arrangements, commitments or understandings for the issuance of the additional shares of common stock which are proposed to be authorized. We do not intend to solicit authorization from our stockholders for the future issuance of the newly authorized shares unless we are required to obtain such authorization by law.

The terms of the newly authorized shares of common stock would be identical to those of the currently authorized shares of common stock. However, because holders of common stock have no preemptive rights to purchase or subscribe for any unissued stock of the Company, the issuance of additional shares of common stock will reduce the current stockholders' percentage ownership interest in the total outstanding shares of common stock. This amendment and the creation of additional shares of authorized common stock will not alter the current number of issued shares. The relative rights and limitations of the shares of common stock will remain unchanged under this amendment.

The proposed increase in the authorized number of shares of common stock could have a number of effects on the Company's stockholders depending upon the exact nature and circumstances of any actual issuances of authorized but unissued shares. The increase could have an anti-takeover effect, in that additional shares could be issued (within the limits imposed by applicable law) in one or more transactions that could make a change in control or takeover of the Company more difficult. For example, additional shares could be issued by the Company so as to dilute the stock ownership or voting rights of persons seeking to obtain control of the Company, even if the persons seeking to obtain control of the Company offer an above-market premium that is favored by a majority of the independent stockholders. Similarly, the issuance of additional shares to certain persons allied with the Company's management could have the effect of making it more difficult to remove the Company's current management by diluting the stock ownership or voting rights of persons seeking to cause such removal. The Company does not have any other provisions in its certificate or incorporation, by-laws, employment agreements, credit agreements or any other documents that have material anti-takeover consequences. Additionally, the Company has no plans or proposals to adopt other provisions or enter into other arrangements, except as disclosed below, that may have material anti-takeover consequences. The board of directors is not aware of any attempt, or contemplated attempt, to acquire control of the Company, and this proposal is not being presented with the intent that it be utilized as a type of anti-takeover device.

Amendment to Articles of Incorporation. If this proposal is approved by our stockholders, we will file an amendment to our articles of incorporation to effect the proposed increase in our authorized shares of common stock. Such amendment, if stockholder approval is obtained, will be filed with the Delaware Secretary of State as soon as practicable following such approval. Appendix A to this proxy statement sets forth the text of the Amended and

Restated Certificate of Incorporation if this proposal is approved.

Vote Required

If a quorum is present, the affirmative vote of a majority of the shares present and entitled to vote at the Annual Meeting will be required to ratify the amendment of the Company's Articles of Incorporation to increase the authorized number of common stock. Broker non-votes will have no effect on the outcome of the vote.

THE BOARD OF DIRECTORS RECOMMENDS
VOTING "FOR" THE RATIFICATION OF AMENDMENT OF
THE COMPANY'S ARTICLES OF INCORPORATION
TO INCREASE THE AUTHORIZED NUMBER OF COMMON STOCK.

EXECUTIVE COMPENSATION

The Company's Chief Executive Officer and Chief Financial Officer during fiscal year 2008 and the Company's three most highly compensated executive officers, or the Named Executive Officers, during fiscal year 2008 are set forth below.

Name	Position
Godfrey Hui	Chief Executive Officer and Chairperson of the Board
Daley Mok	Chief Financial Officer and Director
Daniel So *	Director and Former Managing Director
Benedict Fung *	Former President
Stanley Chu *	Director and Former General Manager

* On January 7, 2009, Daniel So, Benedict Fung and Stanley Chu resigned from their respective positions as Managing Director, President and General Manager of the Company, but Messrs. So and Chu continue their roles as members of the Company's board of directors. Their resignation was due to personal reasons and not because of any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Compensation Discussion and Analysis

Overview

Our Board of Directors determines executive compensation. The Company's executive compensation program is generally designed to align the interests of executives with the interests of shareholders and to reward executives for achieving the Company's objectives. The executive compensation program is also designed to attract and retain the services of qualified executives.

In determining executive compensation, our Board considers the recommendations of its Remuneration Committee which bases its recommendations on input from the Chief Executive Officer, the officers' current compensation, changes in cost of living, our financial condition, our operating results and individual performance.

Executive compensation generally consists of base salary, bonuses and long-term incentive equity compensation such as stock grants or additional options to purchase shares of the Company's common stock as well as various health and welfare benefits. The Board has determined that both the base salary and long-term incentive equity compensation should be the principal component of executive compensation. The Board has not adopted a formal bonus pla