



**Minutes of The 2015 Annual General Meeting of Shareholders
of
Nation International Edutainment Public Company Limited
(Translation)**

Date and Place

The Meeting was held on April 28, 2015 at 14:00 hrs, at the Conference Room A, 27th floor, Inter Link Tower, 1854, K.M. 4.5, Bangna-Trad Road, Bangna, Bangkok 10260

Directors attending the Meeting

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| 1. Mr. Suthichai Sae-Yoon | Chairman of the Nation Group and Director |
| 2. Mr. Sermsin Samalapa | Vice Chairman of the Nation Group and Director |
| 3. Ms. Duangkamol Chotana | Chairman of the Board of Director |
| 4. Mr. Pana Janviroj | Chief Executive Officer and Director |
| 5. Mr. Somsak Cheer Chiranakhon | Independent Director and the Chairman of Audit Committee |
| 6. Mr. Suthee Jintananarumitr | Independent Director and Member of Audit Committee |
| 7. Dr. Santhaya Kittikowit | Independent Director and Member of Audit Committee |
- There are totally 7 directors attending the Meeting.

Executives attending the Meeting

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| 1. Dr. Wongsiri Miyaji | Editor-in-Chief |
| 2. Mr. Sangchai Leelanawalikhit | Vice President - International Media |
| 3. Ms. Thitagan Thana-Olarn | Vice President - Business Development |
| 4. Ms. Boonpa Saebay | Assistant Vice President - Finance and Accounting |
| 5. Mr. Lersan Patcharapichanpong | Marketing Manager |

Auditors attending the Meeting

- | | |
|-----------------------------|-----------------------------------|
| 1. Ms. Patamavan Vadhanakul | Certified Public Auditor No. 9832 |
| 2. Mr. Winid Silamongkol | Certified Public Auditor No. 3378 |

Legal Consultants observing the Meeting

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| 1. Mr. Kraisorn Meesom-ngam | Pow & Associates Law Office Limited |
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Preliminary proceedings:

Before the Meeting started, the Company had explained the guidelines as well as procedures of this Annual General Meeting of Shareholders to be conformed in accordance with the Corporate Governance Policy relating to the fair and equal protection of all the shareholders' rights, as the followings:

1. The Company provided opportunities for shareholders to propose candidates for directorship and the agenda of the 2015 Annual General Meeting of Shareholders. The name of the candidate must be proposed through the Board of Directors three months in advance of the Annual General Meeting date. The nomination form can be downloaded at www.nine.co.th and sent the details via postal mail to the Chairman of the Company as from November 21, 2014 to January 30, 2015.

No nominations of Directors were made and no additional agenda were proposed by shareholders.

2. The Company provided shareholders with opportunities to send questions in advance of the Annual General Meeting of Shareholders via website: www.nine.co.th or fax number 0-2338-3938 as from March 17, 2015 to March 31, 2015 in order that the Committee and the Executives shall have enough time for explanation in the meeting.

No questions were sent in advance of the Meeting.

3. The Company provided shareholders with the opportunity to authorize Independent Director as a proxy to attend the Meeting. This year, Independent director who was given authorization as a proxy for shareholders being unable to attend the Meeting was Mr. Somsak Cheer Chiranakhon, the Independent Director and The Chairman of Audit Committee, whose brief profile was attached to the meeting invitation letter.

4. The voting regulations for this Shareholders' Meeting were in accordance with the Company's Articles of Association stated in Chapter 4 on "Shareholders' Meeting" numbers 40, 42 and 43, which were attached to the meeting invitation letter sent to each shareholder in advance of the Meeting.

Clause 40 "The meeting is held in the order of agenda as stated in a meeting invitation letter unless no less than two-thirds of the shareholders attending the Meeting vote for a reorder of the agenda."

Clause 42 "The Shareholders are entitled to exercise their rights to vote their shares: one share, one vote. In case those Shareholders are involved in any forms of benefits, they shall relinquish their rights to vote for such items, except for the voting for Directors."

Clause 43 "Unless the Articles of Association or law otherwise stated, considerations or resolutions are allowed to be made by the Meeting based on majority votes from shareholders attending the Meeting except for any of the following matters which no less than three-fourths of the votes from total shareholders attending the meeting is needed."

For each item on the agenda of this Meeting, providing neither disapproval nor abstention from any shareholders was made, the resolution should be considered unanimously approved. However, in the case that either disapproval or abstention was made on any item, the shareholders including proxies were required to raise their hands. They were required to cast their votes by making a mark on the ballots provided before commencement of the Meeting. The Chairman announced each item and the shareholders were required to cast their votes and sign their names on the matching ballots. Authorized staff then collected the ballots for the vote count. Shareholders were entitled to exercise their rights to vote their shares: one share, one vote.

The regulations mentioned above were applied to all the items on the agenda, except for the item 5, the election of Directors to replace those retiring by rotation. For this item, the shareholders cast their votes individually. All ballots would be collected considering fair and clean and to be in accordance with the Corporate Governance Policy.

Any uncast vote was counted as approval.

Once the voting result is announced, the voting is finalized.

Preliminary Proceeding

Ms. Duangkamol Chotana, Chairman of the Board, presided over the Meeting. He announced opening of the meeting and informing that the Company's shares that had been sold were 170,048,386 shares

- 6 shareholders having attended the Meeting themselves with 2,385,915 shares accounting for 1.40 % of total shares
- 38 proxies having attended the Meeting with 142,783,898 shares accounting for 83.97 % of total shares
- A total of 44 shareholders having attended the Meeting with 145,169,813 shares accounting for 85.37 % of total shares

The Meeting had a quorum.

Agenda Item 1 To acknowledge the minutes of the 2014 Annual General Meeting of Shareholders held on April 2, 2014

The Chairman informed the Meeting that the Company Secretary had completed the minutes of the 2014 Annual General Meeting of Shareholders held on April 2, 2014. The Board of Directors considered and was of the same opinion that the information thereof was correct and complete. Thus, the Board proposed the Meeting to certify the above-mentioned minutes of the meeting, of which the details were available in Appendix 1 in the invitation letters mailed to shareholders.

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

No shareholders opposed or requested that the minutes be amended otherwise. The Chairman proposed the Meeting to consider the matter and resolve to acknowledge the minutes of the 2014 Annual General Meeting of Shareholders held on April 2, 2014.

The Meeting has considered and adopts the minutes of the 2014 Annual General Meeting of Shareholders with majority votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	144,405,113	votes	Equivalent to	99.47%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	764,700	votes	Equivalent to	0.53%

Agenda Item 2 To consider and approve the Company's operating results and the Board of Directors' report for the year 2014

The Chairman informed the Meeting that the Company produced the report of Company's operating results and the Board of Directors' report for the year 2014. The details were available in the Annual Report 2014 mailed to the shareholders with the invitation letter.

Mr. Pana Janviroj - Chief Executive Officer hereby would summarize the operating results in 2014 as follows.

Over the past 2014, the company has been in adaptation to the qualified growth. In the first half of the year, the sales of book markets was relative poor, a bit increase was shown in the second half of the year.

According to the consolidated financial statements of the company and its subsidiaries for the year ended December 31, 2014, the company had total revenue of THB 268.47 million; gross profit of THB 64.14 million and net profit of THB 1.71 million.

Revenue structure includes revenue generated from the production and distribution of pocketbooks; representing 18 percent, the production and distribution of printed materials for youth; representing 27 percent, sales of foreign publications and related services; representing 27 percent, sales of goods and services via the internet, representing 1 percent, television programs business; representing 16 percent, education representing 1 percent, and other revenues; representing 10 percent.

Cost and expenses structure includes the cost of sales and service; representing 68 percent, selling expenses; representing 13 percent, administrative costs expenses, representing 16 percent, and executive compensation; representing 3 percent.

The company's financial position as of the year ended 2014, the company had assets of THB 711.43 million, declined by THB 49.88 million or 6.55 percent of total assets by the year ended 2013, because the company received payment of trade receivables, other receivables, other current assets, and other intangible assets, which had decreased from the previous year.

The total liabilities were THB 195.17 million, decreased by THB 36.51 million or 15.76 percent of total liabilities by the year ended 2013, due to the decreased accounts payables, other payables, and other liabilities.

Shareholders' equity as of the year ended 2014 was THB 516.27 million, decreased by THB 13.37 million or 2.52 percent from the shareholders' equity by the year ended 2013.

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

No shareholders opposed or requested that the minutes be amended otherwise. The Chairman then asked the Meeting to vote for Agenda Item 2 to consider approval and acknowledgement of the Company's operating results and the Report of the Board of Directors for the year 2014.

The Meeting has considered and approved the Company's operating results and the Report of the Board of Directors in the year 2014 with majority votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	144,405,113	votes	Equivalent to	99.47%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	764,700	votes	Equivalent to	0.53%

Agenda Item 3 To consider and approve the Company’s financial statements for the year ended December 31, 2014

The Chairman informed the Meeting that the financial statements of Nation International Edutainment Public Company Limited and its subsidiaries as of December 31, 2014 had been audited by the auditors and reviewed by the Audit Committee for accuracy in accordance with certified principles of accounting, as shown in the Company’s 2014 Annual Report earlier mailed to shareholders, along with the invitation letter.

The Chairman provided shareholders with an opportunity to question and express their views.

No additional questions were asked and no additional views were expressed. The Chairman 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, 2014.

The Meeting has considered and approves the financial statements for the year ended December 31, 2014 with majority votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	144,405,154	votes	Equivalent to	99.47%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	764,700	votes	Equivalent to	0.53%

Remarks: In this agenda, there were additional shareholders that attended the meeting, representing 41 shares after agenda 2 was approved.

Agenda Item 4 To consider and approve the dividend payment for the operating results for the year ended December 31, 2014

The Chairman informed the meeting that according to Company’s Articles of Association No. 6 which states that “Dividend payment shall not be carried out without the resolution of shareholder’s meeting or the approval of the company’s Board of Directors. In case of payment of interim dividend, the Board of Directors may approve dividend payment to shareholders from time to time when considered that the company has adequate retained earnings to do so. And after the interim dividend is paid, the Board of Directors shall report to the shareholders at the next shareholder’s meeting”. The Company have a policy to pay dividend of no less than 30 percent of each company’s net profit (separate company’s financial statements) after corporate income tax, legal reserve requirement and other necessary and appropriate reserves. However, the dividend payment percentage may be changed depending on necessity and suitability of circumstantial conditions that are considered to be for the best interest of shareholders.

The Company recorded net profit in 2014 of Baht 15.26 million, or a profit of Baht 0.09 per share. The Board of Directors had approved to pay dividend payment from operating results in 2014 ended December 31, 2014 at Baht 0.07 per share totaling Baht 11.90 million or 77.98% of net profit. The names of shareholders who are eligible to dividend payment shall be recorded on May 12, 2015 (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 to suspend the transfer of shares on May 13, 2015, and the date of dividend payment shall be on May 27, 2015.

The Chairman provided shareholders with an opportunity to pose questions and express their views.

No additional questions were raised and no additional views were expressed. The Chairman then asked the Meeting to vote for Agenda Item 4 to approve the dividend payment for the year 2014 ended December 31, 2014.

The Meeting has considered and approves the dividend payment for the year ended December 31, 2014 with majority votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	144,405,254	votes	Equivalent to	99.47%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	764,700	votes	Equivalent to	0.53%

Remarks: In this agenda, there were additional shareholders that attended the meeting, representing 100 shares after agenda 3 was approved.

Agenda Item 5 To consider the election of directors in place of those retiring by rotation

The Chairman informed the Meeting that No. 18 in the Company's Articles of Association stipulated that in every general shareholder's meeting, the terms of one-third of the Directors would expire. If the number of directors cannot be divided into three parts, the number nearest to the one-thirds is adopted. At present, there are 6 directors. In 2015, three directors whose terms expired are as follows:

- 1) Mr. Suthichai Sae-Yoon Director
- 2) Mr. Suthee Jintananarumitr Director and Member of Audit Committee
- 3) Dr. Santhaya Kittikowit Director and Member of Audit Committee

In addition, as the Company had made an announcement on the website to invite all minority shareholders to nominate qualified persons for election to the Company's Board of Directors, from November 21, 2014 to January 30, 2015, it turned out that no shareholder had nominated.

The Board of Directors, excluding directors with interest, has considered the qualifications of the directors including their experience, expertise including the performance of the three directors namely, Mr. Suthichai Sae-Yoon, Mr. Suthee Jintananarumitr and Dr. Santhaya Kittikowit whose term limit expired. As both directors are 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 Shareholders to

reassume the position for another term. The profiles of the nominated applicants are shown in Appendix 6 attached to the invitation letters mailed to shareholders.

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

No questions were raised by shareholders. The Chairman proposed the Meeting to consider voting for Agenda Item 5 to consider the election of Directors in place of those retiring by rotation. For a transparent voting and in line with the Company's good governance principles, the Chairman 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 has considered and the voting results to elect directors in place of those retiring by rotation with majority votes of the total number of the shareholders attending the meeting and casting their votes as follows:

1) Mr. Suthichai Sae-Yoon

Approved:	142,607,254	votes	Equivalent to	98.23%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	2,562,700	votes	Equivalent to	1.77%

2) Mr. Suthee Jintananarumitr

Approved:	142,607,254	votes	Equivalent to	98.23%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	2,562,700	votes	Equivalent to	1.77%

3) Dr. Santhaya Kittikowit

Approved:	142,607,254	votes	Equivalent to	98.23%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	2,562,700	votes	Equivalent to	1.77%

Agenda Item 6 To consider the remuneration of directors for the year 2015

The Chairman informed the Meeting that the Company has the policy that allows the Company's Board of Directors themselves to screen and nominate directors and consider their remunerations. This rule requires the Board of Directors to consider that the remunerations shall be competitive to the ones of a similar type of industry, and of the same size of business, and also consider from growth of the business and profit of the Company. The details of the Directors' Remuneration for 2015 are available in the invitation letters mailed to the shareholders.

The remuneration for company directors for 2015 totals Bt 2 million. The remunerations for the Chairman of the Board of Directors is equal to that of the Chairman of Audit Committee.

Executive Directors shall receive the remuneration at the same rate as that of Non-Executive Directors. The payment was paid quarterly.

Position	Amount per person for year 2015 (Proposed Year)	Amount per person for year 2014
Chairman	400,000.-	400,000.-
Chairman of Audit Committee	400,000.-	400,000.-
Member of Audit Committee	300,000.-	300,000.-
Non Executive Director	200,000.-	200,000.-
Executive Director	200,000.-	200,000.-

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

No Shareholders expressed further opinions. The Chairman proposed the Meeting to consider voting for Agenda Item 6, to approve the directors' remuneration for the year 2015. In this regard, the meeting approved this resolution should consist of the affirmative votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting and having the right to vote.

The Meeting has considered and approves the directors' remunerations as Director with majority votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting as follow:

Approved:	142,607,254	votes	Equivalent to	98.23%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	2,562,700	votes	Equivalent to	1.77%

Agenda Item 7 To consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2015

The Chairman informed the Meeting that, according to the recommendation of Audit Committee, the Board of Directors proposed to the general meeting of the shareholders to appoint KPMG Poomchai Audit Ltd. as the auditors of the Company as follows:

1. Ms. Patamavan Vadhanakul, Registration No. 9832 who will sign the financial statements of the Company for the year 2014 for the second year **or**
2. Mr. Winid Silamongkol, Registration No. 3378, **or**
3. Mr. Veerachai Ratanajaratkul, Registration No. 4323 **or**
4. Ms. Vannaporn Jongperadechanon, Registration No. 4098

All of the above auditors have neither relationship with nor interests in the Company, its subsidiaries, 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 as well as the qualifications of the 4 auditors were not contrary to the regulations of the Stock Exchange of Thailand.

The Board of Directors under recommendations of the Audit Committee proposed to the general meeting of the shareholders to consider the remuneration for the auditor of the Company and its subsidiaries totaling 4 companies for the fiscal year 2015. The remunerations for the auditor total Baht 1,640,000. (which decrease 275,000 Baht when compare to the previous year)

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

No Shareholders expressed further opinions. The Chairman proposed the Meeting to consider voting for Agenda Item 7 to approve the appointment of the Company's auditors and the auditors' fee for the year 2015.

The Meeting resolved to appoint Ms. Patamavan Vadhanakul, licence No. 9832, and/or Mr. Winid Silamongkol, licence No. 3378, and/or Mr. Veerachai Ratanajaratkul, licence No. 4323, and/or Ms. Vannaporn Jongperadechanon, licence No. 4098 auditors of KPMG Poomchai Audit Ltd. as the auditors of the Company and its subsidiaries for the fiscal year 2015 with the fee of Bt1,640,000 with a majority votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	142,710,254	votes	Equivalent to	98.31%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	2,459,700	votes	Equivalent to	1.69%

Agenda Item 8 To consider other matters (if any)

The Chairman gave the opportunities for shareholder to ask question or share opinion.

Questions from the Shareholders :

Volunteer representative protecting shareholder right, Jureerat Chuensuwan asked: Owing to the 2014 Annual Meeting of Shareholders, which the anti-corruption initiative of the Thai Institute of Directors (IOD) was in question by the Association and the company signed an intention agreement to participate in the project. However, the company has not been endorsed by the IOD; here I would like to inquire on the progress and plans to obtain certification issued by the IOD.

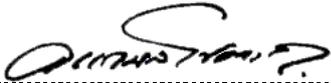
Ms. Duangkamol Chotana - Chairman of the Board of Directors: The Company's policy has focused on the importance of a continuous anti-corruption. In recent years, the company has executed as follows:

1. Improve and review anti-corruption, to be part of the Code of Business Ethics and Good Practice for Newcomers, to ensure that all employees are aware of its importance continuously.
2. Provide training seminars on Business Ethics to the staffs, to ensure that they are aware of the importance and compliance strictly.
3. Join the Thaipat Institute, organization that works with the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) in the fight against corruption for Thailand, along with direct and support the transparency over the media industry to be further developed and adopt the ideas to the organization.

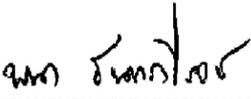
The company will apply for registered membership from IOD, beginning with self-assessment, reviewed by the Chairman of Audit Committee, or the auditor of the company, or other auditors, and then forwarded the complete self-assessment to the IOD for approval of membership.

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

The Meeting adjourned at 15.00 hrs.

Signature.......... Chairman

Ms. Duangkamol Chotana

Signature.......... Chief Executive Officer

Mr. Pana Janviroj