



**Nation International Edutainment Public Company Limited
Criteria for the Rights of Minority Shareholders to Propose Agenda
to the Directors for inclusion at the Annual General Meeting of Shareholders
(AGM) 2012**

1. Objectives

In compliance with corporate good governance, Nation International Edutainment Public Co., Ltd. (NINE) maintains its commitment to the provision of impartial and equitable treatment of all shareholders. Accordingly, NINE offers all shareholders the opportunity to submit an additional agenda and to nominate qualified candidates through a fair and transparent procedure for a Company's Director at the Annual General Meeting of Shareholders (AGM).

2. Qualification of Shareholders

Shareholders who wish to propose an agenda and/or candidates for the Board of Directors must possess qualifications in accordance with the following criteria:

1. hold minimum shares of not less than 1 share
2. must have continuously held the share(s) for a period of at least one year prior to the date of the proposed shareholders' meeting, AGM 2012
3. must present evidence of ownership of a share document, such as the share(s) certificate indicating share(s) held.

3. Agenda Proposal Methods

3.1. Consideration Procedure

1. A shareholder who possesses the qualifications in accordance with Criteria no.1, must submit the completed agenda proposal form to the Board, or send a copy of the completed agenda proposal form via facsimile to 0-2338-3938, or via email address to investor@nine.co.th before sending the original completed agenda proposal form to the Board. In this regard, the original completed agenda proposal form with the shareholder's signature, plus evidence of share(s) held, namely a Certified Letter of the Securities Company, or other evidence of the Thailand Securities Depository Co., Ltd., or the Stock Exchange of Thailand, together with any supporting documents beneficial to the consideration by the Board (if any), must be delivered to the Company by 31 January 2012, at the following address: