



(Translation)

20 October 2016

Subject: Revision of Criteria for Director Nomination and Election in Extraordinary General Meeting of Shareholders No. 1/2016

Attention: President
Stock Exchange of Thailand

Enclosure: Criteria for Director Nomination and Election of Nation International Edutainment Public Company Limited (Revision)

We refer to Extraordinary General Meeting of Shareholders No. 1/2016 of Nation International Edutainment Public Company Limited (the “Company”) which will be convened on 7 November 2016 for appointment of new directors to replace the vacancies in the Board of Directors. The shareholders of the Company are entitled to nominate persons who are qualified and do not possess any characteristics prohibited under the law to be elected as the directors of the Company in accordance with the criteria for director nomination and election which are the standard criteria for the nomination of persons to replace the vacating directors who are due retire by rotation at a general shareholders’ meeting, as detailed in the letter of the Company dated 12 October 2016 published via the Electronic Company Information Disclosure of the Stock Exchange. With a view to giving every shareholder the opportunity to fully and lawfully exercise the right to nominate persons to be appointed as directors, the Company hereby revises the nomination criteria as follows:

Existing Criteria:

“3. Characteristics/Qualifications of the persons nominated for election as directors

3.1 For the director position:

- (1) The person must be qualified and possess no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), and the corporate governance policy;
- (2) The person must be no more than 70 years of age;
- (3) The person must possess working experience of at least three years in the businesses of print media, radio, television, or other appropriate fields;

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- (4) The person must be knowledgeable, competent, independent, able to perform the duties as a director with prudence, in good faith, and at his or her full capacities;
- (5) The person should not hold the position of executive director of a company listed on the Stock Exchange of Thailand of exceeding five companies (including being a director); and
- (6) The person must not engage in any business, or hold the position as an employee, director, or executive of any other company or juristic person which operates any business that is similar to or in competition with those of the Company.

3.2 For the independent director position:

The independent directors shall possess complete qualifications as specified by the Capital Market Supervisory Board as follows:

- (1) The person shall hold the shares of not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, associate companies, major shareholders, or controlling persons, including shares held by related persons of such independent director;”

New Criteria:

“3. Characteristics/Qualifications of the persons nominated for election as directors

3.1 For the director position:

- (1) The person must be qualified and possess no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), and the corporate governance policy;
- (2) The person must be knowledgeable, competent, independent, able to perform the duties as a director with prudence, in good faith, and at his or her full capacities;

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- (3) The person must not engage in any business, or hold the position as an employee, director, or executive of any other company or juristic person which operates any business that is similar to or in competition with those of the Company.

3.2 For the independent director position:

The independent directors shall possess full qualifications as specified by the Capital Market Supervisory Board and in accordance with the Company's policy, as follows:

- (1) The person shall hold the shares of not exceeding 1 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, associate companies, major shareholders, or controlling persons, including shares held by related persons of such independent director;"

The details on the Criteria for Director Nomination and Election of Nation Multimedia Group Public Company Limited (Revision) are set out in the Enclosure.

Please be informed accordingly.

Sincerely yours,

Nation International Edutainment Public Company Limited

Mr. Somsak Cheer Chiranakhon

For and on behalf of the Board of Directors

Criteria for Director Nomination and Election of Nation International Edutainment Public Company Limited

Nation International Edutainment Public Company Limited (the “**Company**”) would like to inform you that, the shareholders of the Company are entitled to nominate the qualified persons to be elected as the directors of the Company in Extraordinary General Meeting of Shareholders No. 1/2016 which will be convened on 7 November 2016.

Nevertheless, in order for Extraordinary General Meeting of Shareholders No. 1/2016 to be conducted smoothly without any difficulty, the Company hereby informs you of the criteria for director nomination and election, as follows:

1. Qualifications of shareholders

A shareholder who is entitled to nominate a person to hold office as a director must be a shareholder of the Company whose name is set out in the share register book as at 26 October 2016, which is scheduled as the date to determine the names of the shareholders who are entitled to attend Extraordinary General Meeting of Shareholders No. 1/2016 (Record Date), and must continue holding the Company’s shares up until the date of Extraordinary General Meeting of Shareholders No. 1/2016 which will be convened on 7 November 2016.

In this regard, a shareholder who wishes to nominate a person to hold office as a director must submit the following documents to support his or her identity, as well as information and documents of the person whom he or she wishes to nominate:

- (1) Natural person – A certified copy of an identification card or a passport (in the case of a foreign individual) with a valid address and telephone number for the purpose of further contact for additional information;
- (2) Juristic person – A certified copy of an Affidavit with the seal affixed (if any) and a certified copy of an identification card or a passport (in the case of a foreign individual) of its authorized person who certified such document.

To ensure that Extraordinary General Meeting of Shareholders No. 1/2016 to be convened on 7 November 2016 will be carried out and conducted smoothly and in a timely manner, each shareholder is requested to nominate only one person to hold office as a director.

2. Nomination of persons to hold office as directors

In nominating the persons to hold office as directors, the shareholders are able to download the form (Form to Nominate Persons to Hold Office as Directors) at the website: <http://www.nine.co.th> The shareholders are requested to submit the original copy to the corporate secretary at the office of the Company between 13 October 2016 and 2 November 2016 or to send the original copy by mail to the following address:

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Corporate Secretary

Nation International Edutainment Public Company Limited
No. 1858/121-122, 124-128, 28th Floor,
Bang Na–Trad Road, Bang Na Subdistrict,
Bang Na District, Bangkok 10260

In nominating the persons to hold office as the directors, the shareholders are requested to submit the following documents:

- (1) Form to Nominate Persons to Hold Office as Directors, completely filled out and signed by the shareholder or his or her authorized representative, and signed with acknowledgement by the person being nominated; and
- (2) Profile and working experience of the person being nominated, as well as a valid address and telephone number, attached with a copy of an identification card or passport (in the case of a foreigner). The documents must be certified by the person being nominated.

In this regard, the person being nominated as a director must possess the qualifications as specified under Clause 3.

3. Characteristics/Qualifications of the persons nominated for election as directors

3.1 For the director position:

- (1) The person must be qualified and possess no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), and the corporate governance policy;
- (2) The person must be knowledgeable, competent, independent, able to perform the duties as a director with prudence, in good faith, and at his or her full capacities; and
- (3) The person must not engage in any business, or hold the position as an employee, director, or executive of any other company or juristic person which operates any business that is similar to or in competition with those of the Company.

The Company would like to inform you that, the Company, as a listed company on the Stock Exchange of Thailand, is required to ensure that it has a corporate governance policy in order for its operation to be conducted in accordance with the standards and the appropriate guideline. Consequently, the Board of Directors must consist of independent directors and members of the audit committee who possess the characteristics and qualifications as prescribed in the notification of the Capital Market Supervisory Board, i.e. at least one third of the board shall be

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independent directors, and in any cases, the number shall not be fewer than three, having at least three members of the Audit Committee. In this regard, the Company hereby informs you of these criteria. The shareholders are invited to nominate the person who is qualified to hold office as an independent director and a member of the Audit Committee. The qualifications required for being an independent director and a member of the Audit Committee are as follows:

3.2 For the independent director position:

The independent directors shall possess complete qualifications as specified by the Capital Market Supervisory Board as follows:

- (1) The person shall hold the shares of not exceeding 1 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, including shares held by related persons of such independent director;
- (2) The person is not or had never been an executive director, employee, staff, advisor who receives a salary, or a controlling person of the Company, its parent company, subsidiary companies, associate companies, same-level subsidiary companies, major shareholders or controlling persons, unless the foregoing status has ended not less than 2 years ago;
- (3) The person is not related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of a child of other director, executive, major shareholder, controlling person, or person to be nominated as the director, executive, or controlling person of the Company or its subsidiary companies;
- (4) The person has no or had never been in a business relationship with the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, in the manner which may interfere with his or her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, unless the foregoing relationship has ended not less than 2 years ago.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the

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Company or his or her counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or 20 million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of the value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness occurring during the period of 1 year prior to the date on which the business relationship with the person commences;

- (5) The person is not or had never been an auditor of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, unless the foregoing relationship has ended not less than 2 years ago;
- (6) The person is not or had never been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding 2 million Baht per year from the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years ago;
- (7) The person is not a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to a major shareholder;
- (8) The person shall not undertake any business of the same nature and in competition with the business of the Company or its subsidiary companies or not being a significant partner in a partnership or being an executive director, employee, staff member, or advisor who receives a salary or holds shares exceeding 1 percent of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary companies; and
- (9) The person shall not possess any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

3.3 For a member of the Audit Committee:

- (1) A member of the Audit Committee must be an independent director of the Company; and
- (2) The Audit Committee must be comprised of at least three independent directors, and at least one of its members must possess knowledge or working experience in accounting or auditing that is sufficient for the performance of duties to audit the reliability of the financial statements.

4. **Nomination of persons to hold office as directors in Extraordinary General Meeting of Shareholders No. 1/2016**

The corporate secretary will preliminarily screen the list of persons who are fully qualified in accordance with the following criteria set out in this document, and will propose such persons to Extraordinary General Meeting of Shareholders No. 1/2016 accordingly:

- 1) In the case which the person being nominated is not fully qualified or possesses any prohibited characteristic, or the nomination is not in accordance with the criteria set out in this document, or there is other reasonable cause (as the case may be), the corporate secretary will inform the shareholder who proposed such nominated person of the unsuccessfulness by 4 November 2016;
- 2) The corporate secretary will compile the list of persons who pass the preliminary consideration, and propose such persons to Extraordinary General Meeting of Shareholders No. 1/2016 accordingly.

5. **Procedure for the election of directors on the date of Extraordinary General Meeting of Shareholders No. 1/2016**

- 1) Each shareholder shall have one vote for one share;
- 2) The Company will propose the name of each nominated person for the shareholders' consideration on an individual basis. Each shareholder may exercise all the votes he or she has under 1) to elect one or several persons as director or directors, but the shareholder cannot divide his or her votes to any person in any number; and
- 3) Persons who receive the highest votes arranged in order from higher to lower in a number equivalent to eight positions will be elected. In the event of a tie at a lower place, which would make the number of directors greater than that required, the Chairman of Extraordinary General Meeting of Shareholders No. 1/2016 will have a casting vote.

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In this regard, in the case where there is no one nominating any person who is qualified and does not possess prohibited characteristics in accordance with the law for the election in Extraordinary General Meeting of Shareholders No. 1/2016, or the person being nominated is not fully qualified or possesses prohibited characteristics in accordance with the law, the Company, represented by the corporate secretary, will select the person who is qualified and does not possess prohibited characteristics in accordance with the law and propose such person to Extraordinary General Meeting of Shareholders No. 1/2016 accordingly.