



**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) 2017**

## **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 to the date of the proposed shareholders' meeting, AGM 2017
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 0-2338-3904, or via email address to [investor@nine.co.th](mailto: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 February 6<sup>th</sup>, 2017, at the following address:

Office of the Company Secretary,  
Nation International Edutainment Public Co., Ltd.,  
1858/123-124 Bangna-Trad Road, Bangna , Bangkok 10260.

2. The Company Secretary will collect and screen all accepted documentation before submitting proposed agendas from shareholders to the Board of Directors for their consideration, prior to being accepted for inclusion in the agenda of AGM 2017, which should only be agendas appertaining to the Company and benefits from its business operations.

3. A proposed agenda approved by the Board, together with the Board's opinion, will be included in the Agenda of the AGM 2017 notice and the proposal result will be announced via company's website.

4. If a proposed agenda is not approved by the Board, the Company will inform the proposed agenda shareholder of the reason(s) for refusal through the Company's website and it will also be announced to all shareholders formally at the AGM 2017.

### **3.2 Agenda Proposals unacceptable for consideration**

1. Proposals that violate the law, rules, or regulations of government agencies, or other governing agencies, or which do not comply with the objectives, articles of association, shareholders' resolutions and the practices associated with good corporate governance of the Company

2. Proposals beneficial only for specific persons, or groups

3. Proposals concerning the regular business operation of the Company, whereby the shareholder's proposal does not substantiate any irregularity of the company's operation

4. Proposals which, in the opinion of the Directors, are considered unnecessary for consideration

5. Proposals contain incomplete and inaccurate information or in case that shareholder is unable to be contacted for additional information

6. Proposals for the company to take action which is beyond the power or control

7. Agenda that has been proposed within the past twelve months and received votes less than ten percent of the total votes; except the new items proposed are changed substantially from the first time

## **4. Characteristics/Qualifications of the persons nominated for election as directors**

### **4.1.1 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 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:

#### **4.1.2 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 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.

#### **4.1.3 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.

#### **4.2 Requirements for nomination are:**

1. Proof of share ownership such as certified letter from the securities company other evidence from the Stock Exchange of Thailand (SET)

2. Proof of Identity

a. Individual shareholder must submit a certified copy of the identification card

b. Juristic shareholder must submit certified copies of the corporate affidavit and identification card or passport (for foreigner) of the director who signed the form on behalf of the company

3. Education and Curriculum Vitae of Director Nominee

4. Letter of consent of Director Nominee

#### **4.3 Consideration Procedure**

1. Qualified shareholder shall sign up in Nomination form and submit the form with a written profile and qualifications of a director nominee including a letter of consent of each proposed nominee. All the forms could be downloaded from the Company's website at <http://www.nine.co.th> and mail to Chairman of Board of Directors within February 6<sup>th</sup>, 2017 as address below:

Chairman of Board of Directors  
Nation International Edutainment Public Company Limited  
1858/123-124 Bangna-Trad Road (Km. 4.5),  
Bangna, Bangkok, 10260

2. The Company Secretary will gather and review the proposals for the Board of Directors as follows:

a) If the nominees to be director or the shareholder are not qualified according to the criteria as stipulated above, the Company Secretary will notify the shareholders the proposal is excluded within February 2017

b) If all required supporting documents are received, the Company Secretary will set them forth to the Company's Board of Directors for further consideration in the Annual Meeting of Shareholders to be held in February 2017.

3. The name of nominee approved by the Board along with the Board opinion will be included in the agenda of the AGM notice. For the proposal disapproved by the Board, the Company will instantly inform the shareholders after the board meeting with the reason of the board's refusal through the Company's website at <http://www.nine.co.th>.