



Nation International Edutainment Public Co., Ltd.

บริษัท เนชั่น อินเตอร์เนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน)

เลขที่ 333 อาคารเล่าปี่ง้วน 1 ชั้น 24 ซอยเฉยพวง ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900

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www.nine.co.th

January 18, 2019

Subject : Appointment of Director

To : Director and Manager
The Stock Exchange of Thailand

Enclosure : Form for Report on Names of Members and Scope of Performance of the
Audit Committee (F 24-1)

The Board of Directors' meeting of Nation International Edutainment Public Company Limited No. 1/2019 held on January 18, 2019 has approved to appoint Mrs. Suparanan Tanviruch be Director to replace Mr. Pundit Jiranapapan, resigned Independent Director and Chairman of the audit committee of the Company. The duration of the appointment is equal to remaining time. This will be effective date on January 21, 2019.

Please be informed accordingly.

Sincerely yours,

Mr. Pana Janviroj
Chief Executive Officer

Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting No.1/2019 /~~shareholders meeting~~ of Nation International Edutainment Plc. held on January 18, 2019 resolved the meeting's resolutions in the following manners:

- Appointment of the audit committee/Renewal for the term of audit committee:
 - Chairman of the audit committee Member of the audit committee

As follows:

- (1) Mrs. Suparanan Tanviruch
- (2)
- (3)
- (4)

, the appointment/renewal of which shall take an effect as of January 21, 2019

- Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

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 , the determination/change of which shall take an effect as of

The audit committee is consisted of:

- 1. Chairman of the audit committee Mrs. Suparanan Tanviruch remaining term in office 1 year 2 Months
 - 2. Member of the audit committee Mr. Phunwarit Martmuang remaining term in office 2 years 2 Months
 - 3. Member of the audit committee Mr. Stephen Joseph Camilleri remaining term in office 2 years 2 Months
- Secretary of the audit committee Ms.Punapa Thongthaveephan

Enclosed hereto is 1 copy of the certificate and biography of the audit committee. The audit committee number 1 has adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

- 1. Review the financial reports (quarterly financial report and annual audited financial report) to oversee that the reports are sufficient and correct before forwarding them to the Board of Directors for consideration.
- 2. Review the internal control system to oversee that the internal audit procedures are adequate, appropriate and efficient. In addition, to observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.

3. Review the risk assessment and risk management system to oversee that they are appropriate, adequate and efficient.
4. Review the business operating procedures to oversee that they are in compliance with rules and regulations of the Security Exchange Commission and those of the Stock Exchange of Thailand as well as other laws relative to the company business.
5. Recommend to the Board the independent auditors to be nominated for shareholder approval to audit the financial reports of the company. Review with the independent auditors the objectivity of audit, responsibility and auditing procedures of the independent auditors including problems found during the audit as well as issues that the independent auditors consider they may have material impact on the company financial reports and to attend a meeting with the auditor without the presence of the management at least once a year.
6. Review the connecting transactions or transactions that may have conflict of interest to oversee that they are accurate, complete and in compliance with rules and regulations of the Stock Exchange of Thailand as well as disclose complete information of the transactions to ensure that they are appropriate and most beneficial to the Company.
7. Issue an Audit Committee Report to be included in the company's annual report and the report must be signed by the Audit Committee Chairperson and must at least contain the following information:
 - Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company.
 - Opinions concerning with the adequacy of the Company's internal control system.
 - Opinions concerning with the Company's compliance with the laws and regulations of the Securities and Exchange and regulations of the Stock Exchange of Thailand, or any law governing the Company's business.
 - Opinions concerning with the appropriateness of the auditor.
 - Opinions concerning with the transactions that may involve conflict of interest.
 - The number of the Audit Committee's Meetings and attendance record for each of the Audit Committee Members.
 - Opinions or overall observation that the Audit Committee has found during performing its duty according to the Charter of the Audit Committee.
 - Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.
8. Perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee.

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

**Nation
International**
Edutainment Public Company Limited
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(Seal)

Signed  Director
(Mr. Viroj Tangjettanaporn)

Signed  Director
(Mr. Voraphot Chanyakomol)