



**Minutes of The 2019 Annual General Meeting of Shareholders  
of  
Nation International Edutainment Public Company Limited  
(Translation)**

**Date and Place**

The Meeting was held on April 22, 2019 at 2:00 p.m., the Conference Room, 9<sup>th</sup> Floor, Room B, Interlink Tower (formerly known as Nation Tower), Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260

**Directors attending the Meeting**

- |                                 |  |
|---------------------------------|--|
| 1. Mr. Pana Janviroj            | Chairman and Chief Executive Officer                     |
| 2. Mr. Voraphot Chanyakomol     | Director and Chief Financial Officer                     |
| 3. Mrs. Suparanan Tanviruch     | Independent Director and the Chairman of Audit Committee |
| 4. Mr. Phanwarit Martmuang      | Independent Director and Member of Audit Committee       |
| 5. Mr. Stephen Joseph Camilleri | Independent Director and Member of Audit Committee       |
| 6. Mr. Somchai Meesen           | Director   |
| 7. Mr. Viroj Tangjettanaporn    | Director   |

There are 7 directors attended the Meeting. (100% of directors attending the Meeting)

**Executives attending the Meeting**

- |                                    |   |
|------------------------------------|---|
| 1. Ms. Thitagan Thana-Olarn        | Vice President - Business Development             |
| 2. Mrs. Tietara Deshjamroen        | Assistant Vice President - Finance and Accounting |
| 3. Ms. Natchanan Charoenpathrakiat | Assistant Vice President - Marketing & Sales      |

**Auditors attending the Meeting**

- |                                  |                                   |
|----------------------------------|-----------------------------------|
| 1. Ms. Marisa Tharathornbunpakul | Certified Public Auditor No. 5752 |
|----------------------------------|-----------------------------------|

**Legal Consultants observing the Meeting**

- |                           |                                     |
|---------------------------|-------------------------------------|
| 1. Mr. Kraisorn Mesomngam | Pow & Associates Law Office Limited |
|---------------------------|-------------------------------------|

Preliminary proceedings:

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

1. The Company provided opportunities for shareholders to propose candidates for directorship and the agenda of the 2019 Annual General Meeting of Shareholders. The names of the candidates 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](http://www.nine.co.th) and sent via postal mail to the Chairman of the Company from November 12, 2018 to January 25, 2019.

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](http://www.nine.co.th) or fax number 0-2091-5928 as from March 22, 2019 to April 5, 2019 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 Mrs. Suparanan Tanviruch, 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 the 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 states, 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 are 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 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.

5. Voting as voided and spoiled ballots considered “Abstention”
  - 1) Ballots marked with more choices than permitted (one choice)
  - 2) Ballots with no mark or incognito
  - 3) Ballots with conflict of intention or without apparent intention of the voters
  - 4) Ballots with deletions but without affixed signatures

### **Preliminary Proceeding**

Mr. Pana Janviroj, Chairman of the Board, presided over the meeting. He has opened the meeting and assign to Mr. Archvin Suksri and Ms. Supawan Waraporn Toh (the “Meeting Facilitator”) to the meeting. They announced the opening of the meeting and informed that the Company’s shares that had been sold amounted to 365,549,286 shares.

17 shareholders attended the Meeting in person with 19,567,209 shares, accounting for 5.35% of total shares

14 proxies attended the Meeting with 296,791,393 shares, accounting for 81.19% of total shares

A total of 31 shareholders attended the Meeting with 316,358,602 shares, accounting for 86.54% of total shares

The Meeting had a quorum.

### **Agenda Item 1 To acknowledge certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 held on October 30, 2018**

The Chairman assigned the meeting facilitator to inform the Meeting that the Company Secretary had completed the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 held on October 30, 2018. 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 Extraordinary General Meeting of Shareholders No. 1/2018 held on October 30, 2018.

The Meeting has considered and adopts the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 with a unanimous vote of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	316,358,602	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Invalid	0	votes	Equivalent to	0.00%

**Agenda Item 2 To report the Company’s operating results and the Board of Directors’ report for the year 2018**

The Chairman assigned the meeting facilitators to inform the Shareholders’ Meeting that the Company has published the operating results and report to the Board of Directors for the financial year 2018. The details are available in the Annual Report 2018 in the form of QR Code that the Company has sent to the shareholders with the prior invitation letter.

The Company’s shareholders were informed that they can find thorough analyses of the operating results and financial position of the Company in the Annual Report 2018 as well as the Management Discussion and Analysis (MD&A) and information disclosure documents (56-1 form) submitted to the Stock Exchange of Thailand and published on the Company’s website.

**Mr. Voraphot Chanyakomol – Chief Financial Officer**, summarized major changes and developments, including the operations results for financial year 2018 as follows:

- **April 2, 2018:** The Company has a resolution to invest 99.99% in One World Media Co., Ltd. (OWM) by acquiring 10 million shares at a cost of 10 million baht. OWM publishes a daily free sheet for physical distribution and on multiple digital platforms
- **September 30, 2018:** The Yomiuri Shimbun, Japan’s largest daily circulated newspaper, has changed the marketing plan from printing to digital printing and terminated the distribution agreement. Therefore, the business unit needs to close and cease the operation as well
- **November 1, 2018:** The Company registered to change the head office and subsidiaries from Interlink Tower, Thepparat Road, Bangna District, Bangkok to Lao Peng Nguan 1 Tower, 24<sup>th</sup> floor, Viphavadi-Rangsit Road, Chatuchak, Bangkok 10900.
- **November 29, 2018:** The Company increased registered capital from 259,250,000 baht to 390,549,286 baht with paid-up capital increasing from 170,049,286 baht to 365,549,286 baht under a specific objective through private placement. The registration for new capital had been made with the Ministry of Commerce.

The Company soft-launched a new website - nejavu.com as a social commerce site at the 47<sup>th</sup> National Book Fair between 28 Mar - 7 April 2019 and is expected to be officially launched by April 2019.

On the operating results of NINE and subsidiaries for financing year ending December 31, 2018, the group recorded a net loss of 168.95 million baht due to the following reasons:

1) In 2018, the total revenue was at 102.72 million baht, decreasing by 55.56 million baht compared to 2017. The main income came from the cartoon business (NGE), Yomiuri Shimbun (NI) and pocket books (NB), respectively

2) The Group has costs of sales and services up to 116% of total revenue, derived from the publishing costs of Rabbit Today and new media costs. In addition, The Group has high sales and administration expenses, which was caused by the doubtful debt reserve and impairment of assets of 56.17 million baht.

After the capital increase in 2018, the Group's assets rose to 448.27 million baht from 321.24 million baht in 2017, with total liabilities of 74.51 million baht compared to 46.79 million baht in 2017. The Shareholders' equity rose to 373.76 million baht from 274.44 million baht during the same period.

In 2018, net cash flows and short-term investment at the beginning of the period, totaling 196 million baht, with operating losses of 40.39 million baht. On 28 November 2018, the company has increased its paid-up capital. After deducting expenses related to the capital increase in the amount of 270.14 million baht including investing in subsidiaries and loan to subsidiary companies in the amount of 60 million baht and 28.84 million baht respectively, resulting in the end of the year 2018, the company group has cash flow at the end of the period amount 336.91 million.

In addition, the company request more notification about the progress of the joining the anti-corruption activities (Coalition against Corruption, CAC) at the end of 2017. In the last year, The Board of Directors is aware of the importance of conducting business according to the code of conduct, morally including anti-corruption in all forms. Therefore, the company announced important policies such as anti-corruption policy, Letter of Acknowledgment of Anti-corruption Policy by employees, Policy to prevent conflicts of interest, and The Risk Management Manual for Corruption to employees to understand and apply in accordance with the anti-corruption policy (CAC).

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 clarified to the Meeting that this agenda item was for acknowledgement; therefore, no voting is required. The Chairman proposed that the Meeting consider Agenda Item 3.

**Remarks:** In this agenda, there were additional shareholders that attended the meeting, representing 34,100 shares after agenda 2 was approved.

**Agenda Item 3 To consider and approve the Company's Financial Statements for the year ended December 31, 2018**

The Chairman assigned the meeting facilitator to inform the Meeting that the financial statements of Nation International Edutainment Public Company Limited and its subsidiaries as of December 31, 2018 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 2018 Annual Report earlier mailed to shareholders, along with the invitation letter.

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

**Questions from the Shareholders:**

**Volunteer representative protecting shareholders' rights, Mr. Vinai Rungtiwansuwan** asked about important matters in the audit of the company in the auditor's report such as the valuation of trade accounts receivable, other receivables and short-term loans to related parties, valuation of Inventories, and impairment of investments in subsidiaries and intangible assets. In the annual report 2018, page 90, with the loss from impairment and various reserves of 56.15 million baht of the consolidated financial statement. What are the items and reasons for setting up high level of impairment and reserves? The management estimated that in 2019 will increase the provision for trade accounts receivable and the impairment of the subsidiary company?

**Mr. Voraphot Chanyakomol – Chief Financial Officer**, explained loss from impairment and various reserves of 56.15 million baht is an allowance for doubtful accounts between the Group and Nation Multimedia Group PCL. (NMG), which the auditor will consider the accounting standards regarding the ability to pay the debt of the debtor. If the debt is over 1 year, it will set up a 100% reserve and 50% for 6 months. Currently, NMG is under the restructuring of the organization and has been repaying the debt continuously. The other amount is the impairment made on goodwill investment in OWM.

In the year 2018, there were a lot of impairment and provision set aside from the impairment of investments in subsidiaries, which consist of the followings:

- One World Media Co., Ltd. (OWM), which is a loan transaction due to the revenue from advertising. It need time to adapt to the market and the perception of the customer coming to advertisers.
- Nation Global Edutainment Co., Ltd. (NGE): In recent years, the current world was changed by Technology Disruption. It changed the reading of books into digital format. The company tried to adjust the business to make an e-Book, including Japanese cartoons ("e-Manga"). In the year 2019, the company just started to enter the e-Manga market and acquired the copyright to make e-Manga which will increase the revenue

- In 2019, the Company is expected to continue to set aside provision and impairment of investments in subsidiaries but will not be as much as the year 2018, which will be the main item of OWM.

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, 2018.

The Meeting has considered and approved the financial statements for the year ended December 31, 2018 with a unanimous vote of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	316,355,837	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Invalid	0	votes	Equivalent to	0.00%

**Agenda Item 4 To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2018**

The Chairman assigned the meeting facilitator to inform the meeting that according to According to the Company's Articles of Association Section 6 which states that "Dividend payment shall not be distributed without the resolution of shareholders' meeting or the approval of the company's Board of Directors. The Board of Directors may approve interim dividend payment to shareholders from time to time when it appears to the Board of Directors that the company has adequate retained earnings to do so. In this regard, following the payment of the interim dividend, the Board of Directors shall report to the shareholders at the next shareholders' meeting". The Company has a policy to pay dividend of not less than 30 percent of the company's net profit (pursuant to separate company's financial statements) after deducting corporate income tax, legal reserve as required by laws and other necessary and appropriate reserves.

In addition, Pursuant to Section 115 of the Public Company Limited Act B.E. 2535 (as amended) stated that "the payment of dividend from any proceeds other than profit is prohibited..."

In the 2018 consolidated financial statements, the Company recorded a net loss of Baht 168.95 million and in the 2018 separate financial statements a net loss of Baht 153.82 million and the deficit of Baht 314.73 million. As a result, the Company was unable to pay a dividend.

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 omission of the dividend payment for the operating results of the year ended December 31, 2018.





The Meeting has considered and approved the election of directors in place of those retiring by rotation as follows:

**1) Mr. Pana Janviroj** as a Director and Chairman of director approved with a majority vote of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	316,387,439	votes	Equivalent to	100.00%
Disapproved:	5,263	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Invalid	0	votes	Equivalent to	0.00%

**2) Mr. Somchai Meesen** as a Director approved with a unanimous vote of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	316,392,702	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Invalid	0	votes	Equivalent to	0.00%

**3) Mr. Voraphot Chanyakomol** as a Director approved with a unanimous vote of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	316,392,702	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Invalid	0	votes	Equivalent to	0.00%

Mrs. Suparanan Tanviruch, Chairman of the Audit Committee, in his capacity as the Chairman of the Meeting, invited Mr. Pana Janviroj to resume his chairmanship for the next Agenda Item.

#### **Agenda Item 6 To consider the remuneration of directors for the year 2019**

The Chairman assigned the meeting facilitator to inform 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 2019 are available in the invitation letters mailed to the shareholders.

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 without any other forms of remuneration and general welfare.

(Unit:Baht)

Position	Amount per person for year 2019 (Proposed Year)	Amount per person for year 2018
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 2019. 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 remuneration of directors for the year 2019 as above mentioned with a unanimous vote of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	316,392,702	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Invalid	0	votes	Equivalent to	0.00%

**Agenda Item 7 To consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2019**

The Chairman assigned the meeting facilitator to inform 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. Marisa Tharathornbunpakul Certified Public Accountant Registration No. 5752 who will sign the financial statements of the Company for the year 2019 for the second year **or**
2. Mrs. Sasithorn Pongadisak Certified Public Accountant Registration No.8802 **or**
3. Mr. Thanit Osathalert Certified Public Accountant Registration No. 5155

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 3 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 subsidiary totaling 4 companies for the fiscal year 2019. The remunerations for the auditor total Baht 2,000,000.

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 7 to approve the appointment of the Company's auditors and the auditors' fee for the year 2019.

The Meeting resolved to appoint Ms. Marisa Tharathornbunpakul Certified Public Accountant Registration No. 5752, and/or Mrs. Sasithorn Pongadisak Certified Public Accountant Registration No.8802, and/or Mr. Thanit Osathalert Certified Public Accountant Registration No. 5155 auditors of KPMG Poomchai Audit Ltd. as the auditors of the Company and its subsidiary for the fiscal year 2019 with the fee of Baht 2,000,000 with a unanimous vote of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	316,392,702	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%
Invalid	0	votes	Equivalent to	0.00%

**Agenda Item 8 To consider other matters (if any)**

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

No other matters were raised to be considered.

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

The Meeting adjourned at 3.00 p.m.

Signature.....signature..... Chairman  
Mr. Pana Janviroj

Signature.....signature..... Company Secretary

Recorded by Ms. Punapa Thongthaveephan