



28 November 2018

Subject: Details of the offer for sale of newly-issued ordinary shares to Silom Road Limited and Mr. Viroj Tangjetanaporn on a private placement basis

Attention: President  
Stock Exchange of Thailand

Reference is made to that the Board of Directors of Nation International Edutainment Public Company Limited (the “**Company**”) has convened the Board of Directors’ Meeting No.1/2018 on 30 October 2018, which has resolved to approve the allocation of the newly issued ordinary shares under the Specific Objective basis to offer to a specific investor under the Private Placement basis i.e., Silom Road Limited and Mr. Viroj Tangjetanaporn at the par value of Baht 1.00 per share at the price of Baht 1.4000 per share which is not lower than 90 percent of the market price under the criteria of the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558, Re: Approval of Offering for Sale of Newly-Issued Shares by Listed Companies to Specific Investors (Codified Version) (“**Tor Chor. 72/2558 Notification**”). In this regard, the market price means the weighted average price of the Company’s shares in the Stock Exchange of Thailand (the “**SET**”) for 15 consecutive business days prior to the date the Board of Directors’ meeting resolved to propose the agenda to the shareholders’ meeting to approve the issuance and allotment of newly issued shares on a private placement basis, from 24 July 2018 to 16 August 2018, which is equivalent to Baht 1.5526 (data from SETSMART of the SET). In this regard, the shareholders’ meeting of the Company has authorized the Board of Directors and/or the Chief Executive Officer and/or any person authorized by the Board of Directors and/or the Chief Executive Officer to undertake any act in connection with the details related to the offering of newly-issued shares.

The Company hereby informs the details of subscription of the newly-issued ordinary shares as follows:

**1. The subscription date, the payment date, the number of shares, and the total value of the subscription of newly-issued shares by Silom Road Limited and Mr. Viroj Tangjetanaporn**

On 28 November 2018, the Company shall allocate the newly-issued ordinary shares on a private placement basis and shall receive considerations from the specific persons (private placement) as per details below.

List of persons receiving an allocation of newly-issued shares	Number of shares (shares)	Price per share (THB)	Total value (THB)
Silom Road Limited	175,950,000	1.4000	246,330,000
Mr. Viroj Tangjetanaporn	19,550,000	1.4000	27,370,000

**2. The offering price of Silom Road Limited and Mr. Viroj Tangjetanaporn**

The offering price of the newly-issued ordinary shares is THB 1.4000 per share.

In this regard, the offering price of the newly-issued ordinary shares is less than 90 percent of the volume weighted average price of the Company’s shares on the Stock Exchange of Thailand for the past seven consecutive business days prior to 28 November 2018, the date on which the offering price of shares offered for sale to Silom Road Limited and Mr. Viroj Tangjetanaporn is determined in accordance with the Tor Chor.

72/2558 Notification. The offering price is the volume weighted average price between 19 November 2018 and 27 November 2018, which is equivalent to THB 1.6803, having details as follows:

No.	Date	Volume (shares)	Value (THB)
1	27 November 2018	2,421,200.00	4,189,340.00
2	26 November 2018	106,800.00	168,283.00
3	23 November 2018	410,600.00	660,232.00
4	22 November 2018	102,500.00	161,596.00
5	21 November 2018	136,200.00	215,361.00
6	20 November 2018	577,500.00	924,431.00
7	19 November 2018	264,700.00	434,736.00
Weighted average seven business day price (THB/share)			1.6803
90% of weighted average seven business day price (THB/share)			1.5123

The offering price of the newly-issued ordinary shares to Silom Road Limited and Mr. Viroj Tangjetanaporn at THB 1.4000 per share when compared to the 90% market price prior to the date on which the SET accepts the listing of such newly-issued shares as registered securities according to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (the “**SET Notification**”) at the price of Baht 1.5123 per share. The issuance and allocation of newly-issued shares to Silom Road Limited and Mr. Viroj Tangjetanaporn is considered the offering of newly-issued shares at a price lower than the market price of the Company’s shares prior to the date on which the SET accepts the listing of such newly-issued shares as registered securities, and the allocated shares of 195,500,000 shares are subject to a one-year period of the prohibition of trading from the date on which the newly-issued shares of the Company commence their first day trading on the SET (Silent Period) according to the SET Notification. After the date on which the newly-issued shares commence of the Company commence their first day trading on the SET for a six-month period, Silom Road Limited and Mr. Viroj Tangjetanaporn will then be able to gradually sell their shares at 25 per cent of the total number of shares prohibited from trading.

Please be informed accordingly

Yours sincerely,

Mr. Pana Janviroj  
Chief Executive Officer