



March 15, 2018

Subject The Schedule of 2018 Annual General Meeting of Shareholders, the omission of the dividend payment and Appointment of Director (Added Directors Remuneration, Name of Auditor and Audit Fee)

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)

Nation International Edutainment Plc. would like to inform the Stock Exchange of Thailand (the "SET") of the resolutions from its Board of Directors' meeting No. 3/2018, at 10.00 a.m. on March 15, 2018. The details of the Board's resolutions were as follows:

1. Appoint Mr. Somchai Meesen to be Director replace Ms. Nutvara Seangwarin, resigned Director. The duration of the appointment is equal to remaining time. This will be effective date on March 15, 2018.

2. Appoint Mr. Pundit Jiranapapan to be Independent Director and Chairman of the Audit Committee replace Ms. Kaemakorn Vachiravarakran, resigned Independent Director and Chairman of the Audit Committee. The duration of the appointment is equal to remaining time. This will be effective date on March 15, 2018.

3. Changes in authorized committee as follows;

From:

"Two of the following directors: Mr. Pana Janviroj, Ms. Natenapa Pusittanont, Mr. Voraphot Chanyakomol; two of three directors co-signs with the affixation of the company's seal."

To be:

"Two of the following directors: Mr. Pana Janviroj, Mr. Somchai Meesen, Mr. Voraphot Chanyakomol; two of three directors co-signs with the affixation of the company's seal."

4. Resolved to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the omission of the dividend payment for the operating results of the year 2017. Since the Company has loss from the operation of the year 2017.

5. The Appointment of Directors to replace those who completed the Terms

The Board of Directors resolved to propose to the 2018 Annual General Meeting of Shareholders to approve the appointment of directors to replace those who completed the terms and re-appointing them to continue another term as below:

- | | |
|---------------------------------|--|
| 1) Ms. Natenapa Pusittanont | Director |
| 2) Mr. Phanwarit Martmuang | Independent Director and the Member of Audit Committee |
| 3) Mr. Stephen Joseph Camilleri | Independent Director and the Member of Audit Committee |

Ms. Natenapa Pusittanont - Director to be retired by rotation, expressed her intention not to be nominated to be re-elected for another term. The Board of Directors has considered and approved the appointment of Mr. Ka Ming Jacky Lam to replace Ms. Natenapa Pusittanont as the Company director.

The Board of Directors considered and resolved to propose to the 2018 Annual General Meeting of Shareholders to approve the appointment Mr. Phanwarit Martmuang and Mr. Stephen Joseph Camilleri who retire by rotation to continue their terms as the director of the Company and the appointment of Mr. Ka Ming Jacky Lam as a new director in order to replace Ms. Natenapa Pusittanont who is due to be retired by rotation.

6. The Board of Directors resolved to propose to the 2018 Annual General Meeting of Shareholders to approve the annual remuneration of directors for the year 2018 based on a quarterly basis without any other forms of remuneration. The remuneration shall be as follows:

Position	Amount per person for year 2018 (Proposed Year) (Baht)
Chairman	400,000.-
Chairman of Audit Committee	400,000.-
Member of Audit Committee	300,000.-
Non Executive Director	200,000.-
Executive Director	200,000.-

7. The Board of Directors resolved to propose to the 2018 Annual General Meeting of Shareholders to consider and approve the appointment of [Ms. Marisa Tharathornbunpakul Certified Public Accountant Registration No. 5752](#) or [Mrs. Sasithorn Pongadisak Certified Public Accountant Registration No.8802](#) or [Mr. Thanit Osathalert Certified Public Accountant Registration No. 5155](#); as auditor, all of whom were from [KPMG Phoomchai Audit Ltd.](#) to audit the financial statements of the Company and its subsidiaries and to propose audit fees for the year 2018 amount 1,700,000 Baht.

8. The Fixing of Dates for 2018 Annual General Meeting of Shareholders and the date to determine the name of shareholders who are entitled to attend the 2018 Annual General Meeting of Shareholders (Record Date)

8.1 The date and place of the 2018 Annual General Meeting of Shareholders would be on April 30, 2018 at 10.00 am. at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna-Trad Road K.M.4.5, Bangna Sub district, Bangna District, Bangkok 10260

8.2 The date to determine the name of shareholders who are entitled to attend the 2018 Annual General Meeting of Shareholders shall be on March 30, 2018 (Record Date).

9. The agenda for the 2018 Annual General Meeting of Shareholders would be as follows:

1. To report the Company's operating results and the Board of Directors' report for the year 2017
2. To consider approve the Company's Financial Statements for the year ended December 31, 2017
3. To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2017
4. To consider and approve the election of directors to replace those who completed the terms
5. To consider the remuneration of directors for the year 2018
6. To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2018
7. Any other matters (if any)

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. 3/2018 /~~shareholders meeting~~ of Nation International Edutainment Plc. held on March 15, 2018 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) Mr. Pundit Jiranapapan
- (2)
- (3)
- (4)

, the appointment/renewal of which shall take an effect as of March 15, 2018

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 Mr. Pundit Jiranapapan remaining term in office 2 year 1 Months
 - 2. Member of the audit committee Mr. Phunwarit Martmuang remaining term in office - year 1 Months
 - 3. Member of the audit committee Mr. Stephen Joseph Camilleri remaining term in office - year 1 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

Signed Director

(Mr. Pana Janviroj)

(Seal)

Signed Director

(Mr. Voraphot Chanyakomol)