



**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) 2013**

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 of at least one year prior to the date of the proposed shareholders' meeting, AGM 2013
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 0-2338-3334 Ext.3291 , or via email address to 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 January 31th , 2013, 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 2013, 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 2013 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 2013.

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. Methods of Director Nominee Proposal

4.1 Qualifications of a Director Nominee

1. Being a person who has no prohibited characteristic under the Securities and Exchange ACT B.E. 2008 and Good Corporate Governance
2. Being a person who has no prohibited characteristic under the Rules & Regulations of the Stock Exchange of Thailand or the Security and Exchange Commission
3. Having at least 5 years experience in the media business or related field
4. Possess knowledge and ability to perform as a Company's Director with honesty, integrity and full dedication
5. Not being a Company's Executive Director exceeding five companies pursuant to the corporate good governance

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 January 31th, 2013 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 8th, 2013
- 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 2013.

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>.