

February 10, 2016

Subject Dividend Payment and the Schedule of 2016 Annual General Meeting of Shareholders

To President  
The Stock Exchange of Thailand

Nation International Edutainment Plc. would like to inform the Stock Exchange of Thailand (the "SET") of the resolutions from its Board of Directors' meeting, in which this year was first held at 12.00 a.m. on February 10, 2016. The details of the Board's resolutions were as follows:

### **1. Approval of Dividend Payment from the Company's Operation for the Financial Year 2015 Ending December 31, 2015**

The Board of Directors considered and resolved to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the dividend payment from the Company's operation for the financial year 2015 ending December 31, 2015, at 0.022 Baht per share from the paid-up capital of 170,048,386 Baht, totaling 3.74 million Baht.

The Company fixed the record date to receive dividend on May 10, 2016 and collect the names of shareholders as stipulated in the Securities and Exchange Act B.E.2535 (as amended) (the "Securities Act") Section 225, by closing the share registration book on May 11, 2016 and setting the date of dividend payment to be on May 24, 2016. However, the right to receive dividend is not confirmed until having an approval by the 2016 Annual General Meeting of Shareholders

The Company dividend policy is to pay dividend to shareholders at not less than 30% of each company's net profit (individual company's financial statements) after corporate income tax, legal reserve requirement and other necessary and appropriate reserves.

Despite the consolidated financial statements of the Company and subsidiaries for the year 2015 showed a net loss but the Company has sufficient funds for the payment of dividends and working capital of the Company and subsidiaries. By the way, there is no impact to the Group in overall.

### **2. The Appointment of Directors to replace those who completed the Terms**

The Board of Directors resolved to propose to the 2016 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. Duangkamol Chotana Director & Chairman of Director
- 2) Mr. Pana Janviroj Director & Chief Executive Officer

### **3. The Annual Remuneration for Directors in 2016**

The Board of Directors resolved to propose to the 2016 Annual General Meeting of Shareholders to approve the annual remuneration of directors for the year 2016.

### **4. The Appointment of Auditors for 2016**

The Board of Directors resolved to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the appointment of Ms. Patamavan Vadhanakul, licence No. 9832; or Mr. Winid Silamongkol who holds licence No. 3378; or Mr. Veerachai Ratanajaratkul, licence No. 4323; or Ms. Vannaporn Jongperadechanon, licence No. 4098; as auditor, all of whom were from KPMG Poomchai Company Limited to audit the financial statements of the Company and its subsidiaries, with the auditing fees for the year 2016.

### **5. The Fixing of Dates for 2016 Annual General Meeting of Shareholders and entitled to receive dividend and Closing Share Registration Book**

5.1 The date and place of the 2016 Annual General Meeting of Shareholders would be on April 25, 2016 at 2.00 pm. at the Conference Room A, 27<sup>th</sup> Floor, Inter-Link Tower, 1854 K.M.4.5 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok 10260

5.2 In order to determine the list of shareholders who are entitled to attend the 2016 Annual General Meeting of Shareholders, the date of share registration book would be on February 29, 2016 (Record Date) and March 1, 2016 shall be the closing date, in compliance with the section 225 of the Securities and Exchange Act B.E. 2535 (as amended).

**6. The agenda for the 2016 Annual General Meeting of Shareholders would be as follows:**

1. To acknowledge the minutes of the 2015 Annual General Meeting of Shareholder held on April 28, 2015
2. To consider and approve the Company's operating results and the Board of Directors' report for the year 2015
3. To consider and approve the Company's audited Balance Sheet and Profit and Loss statements for the year ended December 31, 2015
4. To consider and approve the dividend payment from the Company's operation for the financial year ending December 31, 2015
5. To consider and approve the election of directors to replace those who completed the terms
6. To consider the remuneration of directors for the year 2016
7. To consider and approve the appointment of Company's auditors and the determination of audit fee for the year 2016
8. Any other matters (if any)

Please be informed accordingly.

Sincerely yours,

Mr. Pana Janviroj  
Chief Executive Officer