



Nation International Edutainment Public Co., Ltd.

June 1, 2020

Subject: Invitation Letter to the 2020 Annual General Meeting of Shareholders

Attention: Shareholders

Enclosures:

1. Copy of the minutes of the 2019 Annual General Meeting of Shareholders
2. Annual Report 2019 (QR Code)
3. Definition and qualifications of Independent Directors
4. Roles and Responsibilities of the Audit Committee
5. Criteria and Procedures to select the directors
6. The profiles of the prospective nominees to replace directors retiring by rotation
7. Details of the auditors for the fiscal year 2020
8. Articles of Association of the Company, Chapter 4 Shareholders' Meeting
9. Conditions and procedures of the meeting of shareholders
10. The profiles of the Independent Director who may be granted a proxy
11. Proxy Form A, B and C
12. Precautionary Measures and Guidelines for Holding the AGM of Shareholders under the Circumstance of Coronavirus 2019
13. Shareholder Meeting Registration Form (required on the day of the meeting)
14. Map of the venue of the meeting of the shareholders

The Board of Directors of Nation International Edutainment Public Company Limited (the “**Company**”) has resolved to call the 2020 Annual General Meeting of Shareholders on June 30, 2020 at 2:00 p.m. the Meeting Room on 39 floor, Suntowers Building B No. 123 Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900, and Due to the COVID-19 epidemic situation. In response to measures to prevent the spread of disease and the safety of your own and public health. The company would like to ask the shareholders to appoint a proxy to the independent directors of the company to attend the meeting instead of attending the meeting in person. The agenda are as follows.

**Agenda Item 1 To acknowledge and certify the minutes of the 2019 Annual General Meeting of Shareholders held on April 22, 2019**

**Facts and Reasons:** The 2019 Annual General Meeting of Shareholders was held on April 22, 2019 is copy of the minutes of which has been submitted to the Stock Exchange of Thailand (the “**SET**”) within 14 days from the date of the meeting pursuant to relevant laws. In addition, the company has disseminated such minutes via the Company’s website at [www.nine.co.th](http://www.nine.co.th) in order to inform all shareholders of the minutes of the Shareholders’ meeting and allow them to check the accuracy of the minutes within a given period of time. In this regard, it did not appear that there was any shareholder opposing or requesting for amendment of such minutes. The copy of the minutes of the Shareholders’ meeting is provided in Enclosure No. 1.

**Opinion of the Board of Directors:** The Board of Directors of the Company considered and was of the opinion that the minute of the Shareholder’s meeting was correct and complete. Thus, the board deems it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the above-mentioned minutes.

**Agenda Item 2 To report the Company’s operating results and the Board of Directors’ report for the year 2019**

**Facts and Reasons:** The operating results of the Company and the report of the Board of Directors of the Company for the year 2019 are provided in the 2019 annual report in Enclosure No. 2.

**Opinion of the Board of Directors:** The Board of Directors of the Company deems it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and acknowledge report the Company’s operating results and the Board of Directors’ report for the year 2019.

**Agenda Item 3 To consider and approve the Company’s Financial Statements for the year ended December 31, 2019**

**Facts and Reasons:** The consolidated financial statements of the Company and its subsidiaries as at December 31, 2019 were audited by the auditors and examined by the Audit Committee, the details of which is provided in the 2019 annual report according to financial reporting standards in Enclosure No.2.

**Opinion of the Board of Directors:** The Board of Directors of the Company deems it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the Company’s annual financial statements ending December 31, 2019 which have been audited by the authorized auditors and examined by the Audit Committee.

**Agenda Item 4 To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2019**

**Facts and Reasons:** 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...”

**Opinion of the Board of Directors:** 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...” Based on the Company’s financial statement for the year ending 31 December 2019 audited by the auditor, it expressed that the Company have the loss for the accounting period of year 2019. The Board of Directors therefore resolved to propose the omission of the dividend payment for the operating results of the year ended December 31, 2019.

**Agenda Item 5 To consider and approve the appointment of directors to replace those who completed the terms**

**Facts and Reasons:** Clause 18 of the Company's Articles of Association states that in every annual general meeting of shareholders, one-thirds of the directors shall retire by rotation. If the number of directors cannot be divided into three parts, the closest to one-thirds of directors shall retire. At present, the Company currently has 7 directors. (one is under the nomination process to replace a resigning director) In 2020, two directors who shall retire by rotation are as follows:

- 1) Mrs. Suparanan Tanviruch Independent Director and the Chairman of Audit Committee
- 2) Mr. Stephen Joseph Camilleri Independent Director and the Member of Audit Committee

In addition, the Company made an announcement on the website to invite all minority shareholders to nominate qualified persons to be appointed as the Company's directors from November 1, 2019 to January 24, 2020. However, no shareholder nominated any person to be the Company's director.

**Opinion of the Board of Directors:** The Board of Directors of the Company, excluding the interested directors in this agenda, has considered the qualifications of the directors including their experiences, expertise of the three nominated directors and it appears that both directors have proven to be highly dedicated to their duties and responsibilities pursuant to good corporate governance. A person who is presented to be the independent director shall be able to comment freely and in accordance with the relevant rules. Therefore, the Board of Directors deems it appropriate to propose to the 2020 Annual General Meeting of the Shareholders to consider and approve the appointment of 2 directors who retire by rotation to continue their terms as the director of the Company with details as follows:

- 1) Mrs. Suparanan Tanviruch Independent Director and the Chairman of Audit Committee
- 2) Mr. Stephen Joseph Camilleri Independent Director and the Member of Audit Committee

(detail of which are provided in Enclosure No.6)

**Agenda Item 6 To consider the remuneration of directors for the year 2020**

**Criteria and Procedures for Directors' Remuneration Proposal:** The Company's Board of Directors is of the opinion that it was a very important for a corporation to nominate its directors and consider such directors' remuneration. The Company has a policy to allow the Company's Board of Directors to consider and nominate directors and their remuneration under strict rules which require the Board of Directors to consider the suitability of the directors and their remuneration by taking into consideration the directors and directors' remuneration of other similar industries as well as an average of directors' remuneration of other businesses with the same size and the growth of business and profit of the Company.

**Facts and Reasons:** The Company proposed the remuneration of directors for the year 2020. The remuneration paid to the chairman of the Board of Directors is an equal amount to that paid to the chairman of the Audit Committee. The executive directors shall receive the remuneration at the same rate as the non-executive directors. The payment was paid quarterly.

**Opinion of the Board of Directors:** The Board of Directors of the Company deems it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the remuneration for the Company’s directors for the year 2020 based on a quarterly basis without any other forms of remuneration and general welfare. The remuneration shall be as follows:

(Unit:Baht)

<b>Position</b>	<b>Amount per person for year 2020 (Proposed Year)</b>	<b>Amount per person for year 2019</b>
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.-

**Agenda Item 7 To consider and approve the appointment of auditors and the determination of the auditor’s remuneration for the year 2020**

**Facts and Reasons:** The Board of Directors, under the recommendation by the Audit Committee, deems it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the appointment of EY Office Limited. as an auditor of the Company with the following persons as the Company’s auditors for the year 2020:

1. Mr. Supachai Phanyawattano Certified Public Accountant Registration No. 3930 who will sign the financial statements of the Company for the year 2020 for the first year **or**
2. Miss Krongkaew Limkittikul Certified Public Accountant Registration No.5874 **or**
3. Mr. Natthawut Santipet Certified Public Accountant Registration No. 5730

Details of which are provided in Enclosure No. 7

In this regard, the three 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 and their qualifications are not contrary to the regulations of the SET.

In addition, the Board of Directors, under the recommendations by the Audit Committee, deems it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2020 in respect of the Company, its subsidiaries, totaling 4 companies, in the total amount of Baht 1,500,000.-

(With respect to other service fees, the Company and its subsidiaries did not receive any other services from the audit firm to which the auditors belong, any other persons or entities related to the auditors or the audit firm in the previous year.)

**Opinion from the Board of Directors:** The Board of Directors of the Company and the Audit Committee have considered the appointment of auditors as well as the determination of their remuneration and deems it appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2020 and the determination of directors' remuneration for the year 2020 as mentioned above. (Details of which are provided in Enclosure No. 7)

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

Please be invited to attend the meeting at the date, time and venue specified above. For any shareholder who wishes to appoint a third party to attend and vote on your behalf, please fill out and sign the attached proxy form and submit to the Chairman of the Board of Directors of the Company or Company Secretary prior to the commencement of the meeting.

Please be informed accordingly.

Sincerely yours,



Mr. Pana Janviroj  
Chairman

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

**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:	316,392,702	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 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 omission of the dividend payment for the operating results of 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:	316,392,702	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%



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)

<b>Position</b>	<b>Amount per person for year 2019 (Proposed Year)</b>	<b>Amount per person for year 2018</b>
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:

4. 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**
5. Mrs. Sasithorn Pongadisak Certified Public Accountant Registration No.8802 **or**
6. 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 15.00 p.m.

Signature.....signature..... Chairman

Mr. Pana Janviroj

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

Recorded by Ms. Punapa Thongthaveephan

**Definition and Qualification of the Independent Directors**

Independent Directors are directors who are not involved in the day-to-day operations of the company, its subsidiaries, or joint ventures. Independent Directors shall be independent from major shareholders and executives of the company and have no relationships that obstruct sound judgment and discretion. Thus, the qualifications of the Independent Directors must be in line with the regulations of the Securities of Exchange Commission.

Independent Directors' qualifications are as follows:

1. Hold not over one percent of paid-up capital of the company, its subsidiaries and joint venture companies, or other related companies or juristic persons with potential conflict of interest. This includes shares held by related persons according to Article 258 of Securities and Exchange Act.
2. Shall not be executive directors, staff or employees or consultants who receive regular benefits from the company, or personal consultants to the company's management, its subsidiaries and joint venture companies, or other persons with potential conflict of interest. Independent Directors shall not have any interests in such manner for at least 2 years prior to appointment date. This qualification does not refer to independent directors who used to serve as government officials or advisors to any government agencies which are the major shareholders or executives of the company.
3. Shall not have or used to have business relationships, financial benefits or other forms of benefit whether directly or indirectly, in business affairs and management of the company, its subsidiaries or joint venture companies, or related companies, which might obstruct the exercise of independent judgment, or shall not be or used to be major shareholders, or executives of the company except in the case that such interests finished at least 2 years prior to the appointment date.
4. Shall have no blood relationship or relationship through legal registration in the forms of parents, spouse, siblings and children, or children's spouses with executive directors, management, controllers, or major shareholders of the company or its subsidiaries of executive directors, management, controllers, or the persons who are nominated for an executive position or executives of the company or its subsidiaries.
5. Shall not be open or secret nominees of directors, major shareholders or any groups of shareholders of the company who are related to any major shareholders or any groups of the company's shareholders.
6. Shall perform their duties and exercise their judgment without the influence of executive directors or major shareholders of the company, and related persons or their relatives.
7. Shall not be or used to be auditors of the company, its subsidiaries, joint venture companies, the major shareholders or the company's executives. The Independent Directors shall not be major

shareholders, executives or business partners of juristic person under the management of the auditor of the company, its subsidiaries, joint venture companies, major shareholders or the company's executives except when such activities finished at least 2 years prior to the appointment date.

8. Shall not work or used to work in a profession that included law and financial consultant services and asset appraising, which receives service fees of over 2 million baht per year from the company, its subsidiaries and joint venture companies or major shareholders or the company's executives. In the case that the profession is registered as a person juristic, this rule covers the case of being the major shareholder, executives, or business partner of that professional service, except such services ended at least 2 years prior to the appointment date.
9. Shall not operate any businesses in the same nature and in competition with the business of the Company, subsidiary company, nominee shareholder in partnership, or director in management level, employee, staff, advisor who receive the regular salary or hold more than one percent of the voting shares in other company operating the business in the same nature and in competition with the business of the Company or subsidiary.
10. Shall not have any other characteristic which prevents them from being able to give independent opinions on the management of the company.

### **Roles and Responsibilities of the Audit Committee**

The Audit Committee shall be responsible for:

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 connected transactions or transactions that may have conflict of interest to oversee that they are accurate, complete and 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. Review the accuracy of references and self-assessments concerning the business's anti-corruption measures under Thailand's Private Sector Collective Action Coalition Against Corruption program.
8. 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 risk management system of the company.
  - Opinions concerning with the Company's compliance with the law 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 received by performing 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.
9. Perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee.

The Audit Committee is responsible to the Board of Directors and the Board of Directors is still responsible for the Company's operation to the others persons

The Committee's job is one of oversight. Management is responsible for the preparation of the Company's financial statements and the independent auditors are responsible for auditing these financial statements. The Committee and the Board recognize that management including the internal audit staff and the independent auditors has more resources and time and more detailed knowledge and information regarding the Company's accounting, auditing, internal control and financial reporting practices than the Committee does accordingly. The Committee's oversight role does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others.

The Company Board of Directors is empowered to make adjustment and change definitions and qualifications of an independent director as well as scope of duties and responsibilities of the Audit Committee according to the regulations of The Security and Exchange Commission, The Stock Exchange of Thailand, The Capital Market Supervisory Board, and other related laws.

## **Criteria and Procedures to Select Directors**

### **Selection of Directors**

The Company's Board of Directors commented that for corporation, it was a very important matter to nominate its directors and to consider their remunerations. The Company has the policy that allows the Company's Board of Directors themselves to screen and nominate directors and consider their remunerations under a strict rule. This rule requires the Board of Directors to consider that the remunerations are competitive to the ones of a similar type of industry, and of the same size of business, and also considered from the business growth and the profit growth of the Company. The Board of Directors will nominate the qualified candidates for Directors and Independent Directors to the shareholders to consider at the Annual General Meeting of the Shareholders.

In 2019, the Company provides the opportunity to minority shareholders to nominate candidates as Directors by proposing the candidates' name with details of qualifications and the candidates' letter of consent through the Company's Board of Directors to Annual General Meeting of Shareholders, which is between November 1, 2019 and January 24, 2020. No shareholder proposes candidates for directorship.

**For consideration of Agenda 5: To consider and elect directors in replacement of those who are retired by rotation (1)**

<b>Name – Surname</b>	<b>Mrs. Suparanan Tanviruch</b>	
<b>Address</b>	5/806 Moo 10, Bang Talat, Pak Kret, Nonthaburi 10110	
<b>Type of director proposed for election</b>	Independent Director and Chairman of The Audit Committee	
<b>Present position</b>	Independent Director and Chairman of The Audit Committee	
<b>Date of appointment as Director</b>	January 21, 2019	
<b>Age</b>	53 Years	
<b>Education</b>	- Master of Accounting, Thammasat University - Bachelor of Accounting, Thammasat University	
<b>Director training programs</b>	Thai listed Association - TLCA Executive Development Program (EDP) 11/2014 Sri Pathum University - Academy of Business Creativity (ABC) 3/2015 Thai Institution of Director - Director Certificate Program (DCP) 216/2016 Thai IOD and Australian Institute of Company Directors (AICD) - Directors Diploma Examination for graduated member Navamindrathiraj University - Executive Program in Urban Management 2/2017 Capital Market Academy - Top Executive Program, Capital Market Academy (CMA), Class 216/2018	
<b>Training Course (s) 2019</b>	None	

**For consideration of Agenda 5: To consider and elect directors in replacement of those who are retired by rotation (1)**

<b>Position held in other listed companies (3 Company)</b>	<p>Jan. 2019 - Present</p> <p>Mar. 2019 - Present</p> <p>Apr. 2019 - Present</p> <p>2016 - 2018</p> <p>2008 - 2016</p>	<p>Independent Director and Chairman of The Audit Committee Nation International Edutainment Plc.</p> <p>Independent Director and Member of The Audit Committee Major Development Plc.</p> <p>Independent Director and Member of The Audit Committee Stonehenge Inter Plc.</p> <p>Chairman of Executive Board and Chief Executive Officer Master Ad Plc.</p> <p>Chief Financial Officer VGI Global Media Plc.</p>
<b>Position held in other non- listed companies (2 Companies)</b>	<p>2019 - Present</p> <p>2018 - Present</p> <p>2017 - 2018</p>	<p>Chairman - Smart Bus Co., Ltd.</p> <p>Independent Director and Member of The Audit Committee Mith-Mitree Medical Co., Ltd.</p> <p>Director - Thai Listed Company Association</p>
<b>Position held in a competing business / related business that may cause conflict of interest</b>	None	
<b>Having conflicts of interest in the agenda item proposed in this Annual General Meeting of Shareholders 2020</b>	No. (Except Agenda 6 : Consider the remunerations)	
<b>No. of Shares Held as at December 31, 2019</b>	None	
<b>Being related persons or close relatives to management or major shareholders of the company and its subsidiaries</b>	None	

**For consideration of Agenda 5: To consider and elect directors in replacement of those who are retired by rotation (1)**

---

<b>Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years</b>	
1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
2. Being a professional service provider (such as Auditor or Legal Consultant)	None
3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	None

**No of years holding the Post of the Company's Director and The Meeting Attendance in 2019**

<b>Holding the post of the Company's Director as at December 31, 2019</b>	<b>Meeting Attendance in 2019</b>			
	<b>Board of Directors</b>	<b>Audit Committee</b>	<b>Annual General Meeting</b>	<b>Extraordinary General Meeting</b>
11 months (Appointed as a director since January 21, 2019)	8/8	4/4	1/1	-

**For consideration of Agenda 5: To consider and elect directors in replacement of those who are retired by rotation (2)**

<b>Name – Surname</b>	<b>Mr. Stephen Joseph Camilleri</b>	
<b>Address</b>	46/19 Moo 12, Jomtien Beach Road, Nongprue, Banglamung, Chonburi 20150	
<b>Type of director proposed for election</b>	Independent Director and Member of The Audit Committee	
<b>Present position</b>	Independent Director and Member of The Audit Committee	
<b>Date of appointment as Director</b>	February 27, 2018	
<b>Age</b>	56 Years	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Education Degree (Specializing in Adult and Continuing Professional Education), University of New South Wales, Sydney Australia</li> <li>- Graduate Diploma in Adult Education, University of Technology, Sydney Australia</li> <li>- Bachelor of Arts Degree, University of Sydney, Sydney Australia</li> </ul>	
<b>Director training programs</b>	None	
<b>Training Course (s) 2019</b>	<u>KPMG</u> <ul style="list-style-type: none"> <li>- Robotic Process Automation (RPA) - Next Generation Workforce</li> <li>- Fraud risk management - using data analytics to prevent and detect fraud</li> <li>- Intelligent Automation for Internal Audit</li> </ul>	
<b>Position held in other listed companies (1 Company)</b>	Feb. 2018 - Present Independent Director and Member of The Audit Committee - Nation International Edutainment Plc. 2016 - Jan.2018 Vice President CEO Office BTS Group Plc. 2011 - 2016 Vice President HR Big C Supercenter Plc.	
<b>Position held in other non-listed companies (- Company)</b>	None	
<b>Position held in a competing business / related business that may cause conflict of interest</b>	None	
<b>Having conflicts of interest in the agenda item proposed in the Annual General Meeting of Shareholders 2020</b>	No. (Except Agenda 6 : Consider the remunerations for directors)	

**For consideration of Agenda 5: To consider and elect directors in replacement of those who are retired by rotation (2)**

<b>No. of Shares Held as at December 31, 2019</b>	None
<b>Being related persons or close relatives to management or major shareholders of the company and its subsidiaries</b>	None
<b>Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years</b>	
1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
2. Being a professional service provider (such as Auditor or Legal Consultant)	None
3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	None

**No of years holding the Post of the Company's Director and The Meeting Attendance in 2019**

<b>Holding the post of the Company's Director as at December 31, 2019</b>	<b>Meeting Attendance in 2019</b>			
	<b>Board of Directors</b>	<b>Audit Committee</b>	<b>Annual General Meeting</b>	<b>Extraordinary General Meeting</b>
1 Year 10 months (Appointed as a director since February 27, 2018)	9/9	4/4	1/1	-

**Agenda Item 7**  
**The details of the auditors for the fiscal year 2020**

<b>2019 Year</b>	<b>2020 Year of Proposal</b>
<b>KPMG Phoomchai Audit Ltd.</b>	<b>EY Office Limited.</b>
<p>1. Ms. Marisa Tharathornbunpakul, Registration No. 5752</p> <p>2. Mrs. Sasithorn Pongadisak, Registration No. 8802</p> <p>3. Mr. Thanit Osathalert Registration No. 5155</p> <p>Ms. Marisa Tharathornbunpakul is the Auditor who has affixed his signature to certify the Company's financial statement in 2019 <b>(for the Second year)</b></p> <p>Compensation of the auditor for the Company and its subsidiaries totals 2,000,000 Baht.</p> <p>As for other service charges, the Company and its subsidiary shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year</p>	<p>1. Mr. Supachai Phanyawattano, Registration No. 3930</p> <p>2. Miss Krongkaew Limkittikul, Registration No. 5874</p> <p>3. Mr. Natthawut Santipet Registration No. 5730</p> <p>Mr. Supachai Phanyawattano is the Auditor who has affixed his signature to certify the Company's financial statement in 2020 <b>(for the First year)</b></p> <p>Compensation of the auditor for the Company and its subsidiaries totals 1,500,000 Baht.</p> <p>As for other service charges, the Company and its subsidiary shall not use the services from other audit firms that the appointed auditors work for, persons or business enterprise related with appointed auditors and audit firm in the past fiscal year</p>

**Agenda Item 7**  
**The details of the auditors for the fiscal year 2020**

**Name-Surname: Khun Supachai Phanyawattano** Nationality: Thai

Certified Public Accountant Registration No: 3930

Education Qualification:

- Master's Degree in Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Science (Accounting), Kasetsart University

Work Place: Khun Supachai has been working with EY for more than 30 years.

Position: Senior Audit Partner

No. of Shareholding in the Company (%): none

Record of illegal action: none



**Name-Surname: Khun Krongkaew Limkittikul** Nationality: Thai

Certified Public Accountant Registration No: 5874

Education Qualification:

- Master of Business Administration, Assumption University
- Bachelor of Accounting, Thammasat University

Work Place: Khun Krongkaew has been working with EY for more than 20 years.

Position: Audit Partner

No. of Shareholding in the Company (%): none

Record of illegal action: none



**Name-Surname: Khun Natthawut Santipet** Nationality: Thai

Certified Public Accountant Registration No: 5730

Education Qualification:

- Master Degree in Accounting from Thammasat University
- Bachelor Degree in Accounting from Thammasat University

Work Place: Khun Natthawut has been working with EY for more than 20 years.

Position: Audit Partner

No. of Shareholding in the Company (%): none

Record of illegal action: none



**Articles of Association of the Company  
Nation International Edutainment Public Co., Ltd.  
Chapter 4: Shareholders' Meeting**

35. The Shareholders' meeting shall be held at the company's head office or in the nearby provinces or other location set by the board of the directors.
36. The shareholders' meeting shall be held at least once a year. Such meeting is called an "annual general meeting of shareholders" and shall be held within four (4) months from the end of the fiscal year of the Company. Other meetings of shareholders than the meeting referred shall be called "extraordinary general meetings."

The Board of Directors may call an extraordinary general meeting whenever it thinks fit or the shareholders representing at least one-fifth (1/5) of the total number of shares sold or at least twenty-five (25) shareholders representing a total number of shares not less than one-tenth (1/10) of the total number of shares sold may jointly sign a single letter requesting that the Board of Directors convene an extraordinary general meeting. Such letter shall expressly contain the reason for requesting such meeting. The Board of Directors shall convene such meeting within one (1) month from the date of receipt of such letter from the shareholders.

In case the Board of Directors fails to arrange the extraordinary general meeting within the date under the paragraph 2; the shareholders, subscribing their names or other shareholders holding the number of shares as stipulated, may call the meeting within 45 days from the date that the Board of Directors should have arranged the extraordinary general meeting. In this regard, the meeting shall be considered as the extraordinary general meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from the extraordinary general meeting and shall provide an appropriate facilitation.

In the case where, at the extraordinary general meeting called by the shareholders under paragraph 3, the number of the shareholders attending the meeting does not constitute a quorum as stipulated by Article 38; the shareholders under paragraph 3 shall jointly compensate the Company for the expenses incurred from arrangement of such meeting."

A person designated by the Board of Directors to proceed with the registration of the amendments to the Articles of Association with the Department of Business Development, Ministry of Commerce, shall be authorized to make a change of and an addition to wordings in order to comply with the order of the registrar as well as carry out any necessary or related acts in order to duly effect the registration.

37. To call a meeting of the shareholders, the Board of Directors shall make the invitation letter with the stipulated venue, date, time, agenda items and the materials outlining the proposed matters to the meeting with sufficient details. The items should be clearly stipulated whether they will be submitted to the meeting for acknowledgement, approval or consideration as the case may be. The Board of Directors' opinion in such matters shall also be sent to the shareholders and made available to the registrars at least 7 days prior to the meeting. The notice of such shareholders' meeting shall be advertised on the newspaper for three successive days and at least 3 days prior to the meeting date.

38. At the shareholders' meeting, there must be at least 25 shareholders and their authorized persons (if any) attending, or not less than half of the total number of the shareholders with collective shareholding accounting for at least one-third of the paid-up shares, shall make the quorum.

In case that the number of the shareholders attending the meeting does not reach the amount stated as in the paragraph above at an hour past the appointment time, if the meeting is called by request of the shareholders, it shall be cancelled. However, if the meeting is not called by the request of the shareholders, it will be rescheduled and the invitation letter shall be sent to the shareholders at least 7 days prior to the meeting. In the latter case, it is not necessary that the amount of the shareholders be as stated in the first paragraph to make the quorum of the meeting.

39. Shareholders may authorize other parties to attend the meeting and cast votes on their behalf at the shareholders' meeting by making a written statement in accordance with the requirements of applicable laws. The authorized letter shall be the format as stipulated by the listed company's registrar. The authorized persons shall submit the letter to the chairman of the meeting or the person authorized by the chairman before the authorized persons attend the meeting. The information contained in the authorized letter shall contain these items at minimum:
- a.) amount of shares the shareholder is holding
  - b.) name of the authorized
  - c.) the number of the shareholders' meeting that was authorized or cast the vote

40. Chairman of the meeting shall oversee the meeting to ensure the meeting is conducted in a manner consistent with the order of the Agenda Items set forth in the invitation letter, except the case where the meeting resolves with at least two-thirds (2/3) of the votes by shareholders who are present at the meeting to re-arrange the order of the agenda items. As all the agenda items set forth in the invitation letter have been thoroughly considered, the shareholders with collective shareholding of one-third (1/3) of the paid-up shares may request the quorum to consider other agenda items not stated in the invitation letter.

In case where the quorum is not able to consider the agenda items on time and it is required to postponed, whether the agenda items be on the invitation letter or added by request, the quorum is to reschedule the meeting, set the venue, time and agenda items and the invitation letter shall be sent to the shareholders at least 7 days prior to the meeting. The notice of such shareholders' meeting shall be advertised on the newspaper for three successive days and at least three days prior to the meeting date.

41. Chairman of the Board shall be the chairman of the meeting. In case where the Chairman of the Board of Directors is absent from the meeting or unable to perform his/her duty, the vice chairman will assume the chairmanship. If the vice chairman is not available or unable to perform this duty, the shareholders who are present at the meeting shall select a shareholder to act as the chairman of the meeting.
42. At the shareholders' meeting, the shareholders have the right to attend the meeting and cast the votes according to the number of shares they hold. Each share accounts for one vote.

If the shareholders are closely connected to the issue raised in the meeting, their right to vote on that specific issue will be withdrawn, except for the vote for board of directors' selection.

43. Except where otherwise stipulated by this articles or applicable laws, the final judgment or the resolution of the shareholders' meeting shall be based on the majority votes of the shareholders who are present at the meeting. Three-fourths (3/4) of the total shareholders' votes presented at the meeting must be tallied before making final ruling on the following issues:
- a) sell or transfer of company's business wholly or partially to other party
  - b) purchase or take ownership transfer of other public company or private company's business
  - c) make, amend or cancel contracts regarding the company's business rental wholly or partially. Appointment of others to manage the company's business or joint venture with others with the objective of sharing profit and loss
  - d) amendment of Memorandum of Association or the company's regulations
  - e) the company capital's increase or decrease
  - f) issuance and proposal of debentures
  - g) merging or abrogating the company

## Conditions, Rules and Guidelines for Registration, Appointment of a Proxy, and Voting

### 1. Cases in which a shareholder attends a meeting in person

- A shareholder, who is an individual person with Thai nationality, must show his/her original identity card or original state official identity card to register.
- A shareholder, who is an individual person with foreign nationality, must show his/her original foreign identity card, passport, or document issued for use as a substitute for a passport in order to register.
- If a shareholder has changed his/her name or surname, the shareholder must produce evidence to prove the change of name or surname.

### 2. Appointing a proxy:

- A shareholder who appoints a proxy shall appoint only one person as a proxy to attend the meeting and cast a vote in accordance with the Proxy Form attached.
- The shareholder can indicate on the proxy form his/her intention to vote on each agenda item, whether he/she agrees, does not agree or abstains in order for the proxy to vote on his/her behalf.
- The proxy shall submit the proxy form to the chairman of the meeting and/or the person assigned by the chairman before the meeting starts. The proxy form must be completely filled in and duly signed. Any change to or crossing out of any material texts must be signed by the proxy.
- The proxy form must have a 20 Baht duty stamp affixed.

### Required documents for appointing a proxy:

- **In cases in which the shareholder is an individual with Thai nationality:**  
A certified copy of the identity card or state official identity card of the person appointing the proxy is required.
- **In cases where the shareholder is an individual with foreign nationality:**  
A certified copy of the alien identity card or passport or a document issued as a substitute for the passport of the person appointing the proxy is required.
- **In cases where the shareholder is a juristic person:**
  - **Thai juristic person:** A certified copy of the company affidavit issued within the last six months by the Ministry of Commerce or other relevant agencies and a certified copy of the national identity card or state official identity card or passport (in cases of foreign nationals) of the authorized director whose signature is affixed to the proxy form.
  - **Foreign juristic person:** The authorized person shall sign his/her name and affix the company seal (if any) in the proxy form attached with a certified copy of the passport of the authorized person.
  - **In cases where a fingerprint** is affixed instead of a signature, the left thumb shall be used with a statement “the fingerprint of the left thumb of...”. The fingerprint must be affixed in the presence of two witnesses and certified. A certified copy of the identity card or state official identity card of the witness must be attached.

- In an Annual General Meeting of the shareholders, if a shareholder cannot attend the meeting in person, he/she may appoint a person to act as his/her proxy or may appoint an independent director to act as his/her proxy.
- A shareholder, who wishes to appoint an independent director of the Company as his/her proxy, shall send the proxy form completely filled in and duly signed as stated above to the Corporate Secretary's Office, together with relevant documents, at least one day before the meeting date.

In the case THAT shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appoint a proxy by using Proxy Form B., it is required to present the following documents:

- **Documents form custodian**

- 1) The Proxy Form B, correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with a stamp duty.
- 2) A document confirming that the person who signed the proxy form is permitted too operate the custodian business.
- 3) A copy of the affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.
- 4) A copy of a valid identification card or government officer card or driving license or passport (in the case of foreign shareholders) of the authorized representative of the custodian, certified as true and correct copy by the representative.

- **Documents from shareholder**

- 1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
- 2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
- 3) Copy of a valid identification card or government officer card or driving license or passport (in the case of foreign shareholders) of the authorized representative, certified as true and correct copy by the representative.

- **Documents from proxy**

The following documents need to be presented by proxies: Valid identity card or government officer card (originals only), or valid passport (in the case of foreign shareholders) of the proxy, together with copies of all the documents duly certified true and correct by the proxy.

### **3. In cases in which a shareholder is deceased:**

The estate administrator can attend the meeting in person or by proxy, provided that a court order appointing the estate administrator is presented. The court order must be signed by the authorized person within six months before the meeting date.

### **4. In cases in which a shareholder is a minor:**

The father, mother or the parents can attend the meeting in person or by proxy, provided that a copy of the house registration of the shareholder, who is a minor, is presented.

### **5. In cases in which a shareholder is an incompetent or quasi-incompetent person:**

The guardian or the custodian shall attend the meeting in person or by proxy, provided that the meeting attendee can present a court order to prove the legal status of the caretaker and the date of the signing of such document by the authority must be within six months before the meeting date.

### **Registration:**

Registration shall start one hour before the meeting time or at 1.00 p.m. onwards

### **Voting:**

1. Voting must be done openly and one share is considered as one vote. A resolution of the shareholders shall comprise the following votes:
  - A normal case: The majority of the votes cast by the shareholders attending the meeting and eligible to vote. A tied vote: The chairman of the meeting shall have a casting vote.
  - In other cases where the law or the article of association specifies otherwise, the voting shall be in compliance with such law or the articles of association, provided that the chairman of the meeting shall inform the meeting before voting on such agenda item.
  - In voting for an agenda item to elect a director to replace a director who will retire by rotation or to appoint a new director, the shareholder may exercise his/her right to vote to elect a director or appoint a director on an individual basis.
2. In cases of voting by proxy, the proxy must cast a vote in accordance with the proxy form as specified by the shareholder appointing the proxy.

**Summary Profile of the Independent Director  
who may be granted a proxy**

<b>Name – Surname</b>	<b>Mr. Phanwarit Martmuang</b>	
<b>Address</b>	22/100 Moo 6, Liapkhlong Thawiwatthana Rd., Salaya, Phuttamonthon, Nakhon Pathom 73170	
<b>Present position</b>	Independent Director and Member of The Audit Committee	
<b>Date of appointment as Director</b>	February 27, 2018	
<b>Age</b>	47 Years	
<b>Education</b>	- Bachelor of Arts, Bansomdej Chaopraya Rajabhat University	
<b>Director training programs</b>	None	
<b>Training Course (s) 2019</b>	<u>KPMG</u> - Robotic Process Automation (RPA) - Next Generation Workforce - Fraud risk management - using data analytics to prevent and detect fraud - Intelligent Automation for Internal Audit	
<b>Position held in other listed companies (1 Company)</b>	Feb. 2018 – Present 2002 - 2015	Independent Director and Member of The Audit Committee - Nation International Edutainment Plc. Senior Creative Production & Design Manager VGI Global Media Plc.
<b>Position held in other non-listed companies (1 Companies)</b>	2016 - Present 2015 - 2016	Creative Production & Design Director Wrap Graphic Co., Ltd. Consultant Proud to do Co., Ltd
<b>Position held in a competing business / related business that may cause conflict of interest</b>	None	
<b>Having conflicts of interest in the agenda item proposed in the Annual General Meeting of Shareholders 2020</b>	No. (Except Agenda 6 : Consider the remunerations for directors)	

**Summary Profile of the Independent Director  
who may be granted a proxy**

<b>No. of Shares Held as at December 31, 2019</b>	None
<b>Being related persons or close relatives to management or major shareholders of the company and its subsidiaries</b>	None
<b>Having relationship in any of these characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest to the Company during the past 2 years</b>	
1. Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
2. Being a professional service provider (such as Auditor or Legal Consultant)	None
3. Having business relationship (such as buy/sell goods, giving financial support such as borrowing or lending, etc.)	None

**No of years holding the Post of the Company's Director and The Meeting Attendance in 2019**

<b>Holding the post of the Company's Director as at December 31, 2019</b>	<b>Meeting Attendance in 2019</b>			
	<b>Board of Directors</b>	<b>Audit Committee</b>	<b>Annual General Meeting</b>	<b>Extraordinary General Meeting</b>
1 Year 10 months (Appointed as a director since February 27, 2018)	9/9	4/4	1/1	-

หนังสือมอบฉันทะ (แบบ ก.)

Proxy Form A.

เขียนที่ .....

Written at

วันที่ ..... เดือน ..... พ.ศ. ....

Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ.....

I / We

Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล / แขวง.....

Residing at Road Tambol / Khwaeng

อำเภอ / เขต ..... จังหวัด ..... รหัสไปรษณีย์.....

Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น อินเทอร์เน็ตเนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน)

Being a shareholder of Nation International Edutainment Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ .....เสียง ดังนี้

Holding the total amount of shares and having the right to vote equal to votes as follows:

หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Ordinary share shares and having the right to vote equal to votes

หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง

Preference share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) ..... อายุ ..... ปี  
age years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล / แขวง ..... อำเภอ / เขต .....

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด..... รหัสไปรษณีย์ ..... หรือ

Province Postal Code or

(2) ..... อายุ ..... ปี  
age years

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล / แขวง ..... อำเภอ / เขต .....

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ของบริษัท เนชั่น อินเทอร์เน็ตเนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน) ในวันที่ 30 มิถุนายน 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 39 อาคารชั้นทาวเวอร์ส บี เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2020 Annual General Meeting of Shareholders of Nation International Edutainment Public Company Limited on June 30, 2020 at 2.00 p.m., the Meeting Room on 39 floor, Suntowers Building B No. 123 Vibhavadi-Rangsit Road, chomphon, Chatuchak, Bangkok 10900 or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ / Signed ..... ผู้มอบฉันทะ / Grantor  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed ..... ผู้รับมอบฉันทะ / Proxy  
(.....)

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

หนังสือมอบฉันทะ (แบบ ข.)  
Proxy (Form B.)

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น อินเตอร์เนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน)  
being a shareholder of Nation International Edutainment Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows:  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ \_\_\_\_\_ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้)  
Hereby appoint \_\_\_\_\_ (The shareholder may appoint the independent director of the company to be the proxy holder.)

1. ชื่อ นายพันธ์วริศ มาตย์เมือง อายุ 47 ปี อยู่บ้านเลขที่ 22/100 หมู่ 6  
Name Mr. Phunwarit Martmuang, Independent Director, Age 47 years, residing at 22/100 Moo 6  
ถนน เลียบบคลองทวีวัฒนา ตำบล/แขวง ศาลายา อำเภอ/เขต พุทธมณฑล  
Road Liapkhlong Thawiwatthana Tambol/Khwaeng Salaya Amphur/Khet Phuttamonthon  
จังหวัด นครปฐม หรือ  
Province Nakhon Pathom or

2. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ Age \_\_\_\_\_ years, residing at \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ของบริษัท เนชั่น อินเตอร์เนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน) วันที่ 30 มิถุนายน 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 39 อาคารชั้นทาวเวอร์ บี เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the 2020 Annual General Meeting of Shareholders of Nation International Edutainment Public Company Limited on June 30, 2020 at 2.00 p.m., the Meeting Room on 39th floor, Suntowers Building B No. 123 Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 or such other date, time and place as may be postponed or changed.

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้ -

I/we authorize the proxy holder to attend the meeting and vote as this meeting as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ  
(a) The proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects, or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my intention as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ซึ่งประชุมเมื่อวันที่ 22 เมษายน 2562  
Agenda 1 To acknowledge and certify the minutes of 2019 Annual General Meeting of Shareholders held on April 22, 2019.

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท และรายงานคณะกรรมการของบริษัทฯ สำหรับปี 2562  
Agenda 2 To report the Company's operating results and the Board of Directors' report for the year 2019

วาระที่ 3 พิจารณาและอนุมัติและรับรองงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562  
Agenda 3 To consider and approve the Company's Financial Statements for the year ended December 31, 2019

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณาอนุมัติงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562  
Agenda 4 To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2019

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ  
Agenda 5 To consider and approve the appointment of directors to replace those who completed the terms

เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด \_\_\_\_\_ เสียง  
Approve the election of the entire Board of Directors,

เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้  
Approve the election of the individual directors as follows:

5.1 ชื่อกรรมการ : นางศุภรานันท์ ตันวิรัช

Name of Director : Mrs. Suparanan Tanviruch

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

5.2 ชื่อกรรมการ : นายสตีเฟน โจเซฟ แคมมิแลรี่

Name of Director : Mr. Stephen Joseph Camilleri

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณากำหนดค่าตอบแทนของกรรมการบริษัทฯ ประจำปี 2563  
Agenda 6 To consider the remuneration of director for the year 2020

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2563  
Agenda 7 To consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2020

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To consider other matters (if there are any)

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and shall not constitute my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any agenda or have specified unclear instruction or in case the meeting considers or passes resolutions in any matters other than these specified above, including in case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any business carried on by the proxy holder in the said meeting, except where the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ.....ผู้มอบฉันทะ
(.....)
Signed Appointer
ลงชื่อ.....ผู้รับมอบฉันทะ
(.....)
Signed Proxy

หมายเหตุ

- 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Remarks:

- 1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. The shareholder may grant all of the shares specified in clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. For agenda appointing directors, the whole Board of Directors or certain directors can be appointed.

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_  
As the custodian of \_\_\_\_\_

ซึ่งเป็นผู้ถือหุ้นของบริษัท เนชั่น อินเตอร์เนชันแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of Nation International Edutainment Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age years, residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ /or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age years, residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนหนึ่งคนเดียว  
Anyone of these persons

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ  
Appoint any one of the following members of the Independent Directors of the Company  
นายพันธ์วิริศ มาตย์เมือง Mr. Phunwarit Martmuang  
(รายละเอียดประวัติกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 10. ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2563)  
(Details of members of the Independent Directors of the Company are specified in Enclosure 10. of the Notice of the Annual General Meeting of Shareholders 2020)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 30 มิถุนายน 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 39 อาคารชั้นทาวเวอร์ส บี เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders on June 30, 2020 at 2.00 p.m., the Meeting Room on 39th floor, Suntowers Building B No. 123 Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900, or such other date, time and place as the meeting may be held.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้

I/We grant my/our proxy to attend this Meeting and cast votes as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้  
Grant all of my/our proxy in accordance with the amount of shares with voting right I/we hold

- มอบฉันทะบางส่วน คือ  
Grant certain of my/our proxy as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to votes  
รวมสิทธิออกเสียงลงคะแนนทั้งหมด \_\_\_\_\_ เสียง  
Total voting right votes

- (4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้.-

I/we authorize the proxy holder to attend the meeting and vote as this meeting as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ  
(a) The proxy holder shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects, or  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my intention as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ซึ่งประชุมเมื่อวันที่ 22 เมษายน 2562  
Agenda 1 To acknowledge and certify the minutes of 2019 Annual General Meeting of Shareholders held on April 22, 2019

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัท และรายงานคณะกรรมการของบริษัทฯ สำหรับปี 2562  
Agenda 2 To report the Company's operating results and the Board of Directors' report for the year 2019

วาระที่ 3 พิจารณาและอนุมัติและรับรองงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562  
Agenda 3 To consider and approve the Company's Financial Statements for the year ended December 31, 2019  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณาอนุมัติงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2562  
Agenda 4 To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2019  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ  
Agenda 5 To consider and approve the appointment of directors to replace those who completed the terms

เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด \_\_\_\_\_ เสียง  
Approve the election of the entire Board of Directors,

เห็นด้วยกับการแต่งตั้งกรรมการรายบุคคล ดังนี้  
Approve the election of the individual directors as follows:

5.1 ชื่อกรรมการ : นางศุภรานันท์ ตันวิรัช

Name of Director : Mrs. Suparanan Tanviruch

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

5.2 ชื่อกรรมการ : นายสตีเฟน โจเซฟ แคมมิลเลอร์

Name of Director : Mr. Stephen Joseph Camilleri

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณากำหนดค่าตอบแทนของกรรมการบริษัทฯ ประจำปี 2563  
Agenda 6 To consider the remuneration of director for the year 2020

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2563  
Agenda 7 To consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2020

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)  
Agenda 8 To consider other matters (if there are any)

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ/Remarks**

- หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
The documents needed to be attached to this Proxy form are:
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.  
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เนชั่น อินเตอร์เนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน)

A proxy is granted by a shareholder of Nation International Edutainment Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 30 มิถุนายน 2563 เวลา 14.00 น. ณ ห้องประชุม ชั้น 39 อาคารชั้นทาวเวอร์ส บี เลขที่ 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The 2020 Annual General Meeting of Shareholders on June 30, 2020 at 2.00 p.m., the Meeting Room on 39th floor, Suntowers Building B No. 123 Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900, or such other date, time and place as the meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

**Precautionary Measures and Guidelines for Holding the Annual General Meeting of Shareholders under the Circumstance of Coronavirus 2019**

1. For the Shareholders who travel from other countries or have intimate with persons who traveled from other countries within 14 days, before the meeting date or having any respiratory symptoms, please consider to appoint other intended person or the independent directors of the Company as a proxy to attend the meeting on your behalf.
2. The Company complies with the Recommendations on prevention and control of Covid-19 for meeting, seminars, or other mass gatherings of the department of Disease Control, Ministry of Public Health by providing hand sanitizer alcohol gel and conducting health screening done by staff at the venue entrance to screen shareholders who have any respiratory symptoms. For those being identified with such risk, the Company shall reserve right to not allow such shareholder to participate in the meeting. Shareholders can grant proxy to the independent directors of the Company to attend the meeting on your behalf.
3. All shareholders who attend the meeting must be placed the mask over your face to prevent and control the COVID-19 outbreak. Please prepare your own facemask and wear it at all time during the meeting, keep a distance at least 1-2 meters between the people, and wash your hands with soap or alcohol gel before and after the meeting.
4. The Company requests for your kind cooperation even those who are not in the risk group as define in article 1, to give proxy to the independent directors of the company to attend the meeting on your behalf.
5. Shareholders can submit questions in connection with the agendas in advance prior to the Annual General Meeting of Shareholders via email: [investor@nine.co.th](mailto:investor@nine.co.th). The Company shall consider to answer the questions and record in the minutes as appropriate matter.
6. Neither lunchbox nor coffee or tea will be served as well as printed copies of 2019 Annual Report, Financial Report and Sustainable Report will not be provided at the meeting in order to minimize personal direct contact in which may risk the infection of the disease.
7. Attendees shall be required to fill in the form for health screening for being infected or possibly infected of Coronavirus Disease 2019 (COVID-19). Please note that concealment of health information or traveling record could be considered a violation of the Communicable Diseases Act B.E. 2558.

As the above measures and guidelines, the Company would like to apologize for any inconvenience that may occurs, especially if a high number of meeting attendees cause a delay in the health screening and registration process. The Company has already posted through the company's website at [www.nine.co.th](http://www.nine.co.th)

แบบแสดงข้อมูลเพื่อการคัดกรองโรคติดเชื้อไวรัสโคโรนา 19 (COVID-19)  
ก่อนเข้าร่วมประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันที่ 30 มิถุนายน 2563  
ณ ห้องประชุมใหญ่ ชั้น 39 อาคารชั้นทาวเวอร์ บี 123 ถนนวิภาวดีรังสิต แขวงจอมพล เขตจตุจักร กรุงเทพฯ 10900

Coronavirus Disease 2019 (COVID-19) Health Declaration Form

Before attending to Annual General Meeting of Shareholders 2020 on June 30, 2020

At the Meeting Room on 39 floor, Sun Towers Building B No. 123 Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

ขอความร่วมมือท่านให้ข้อมูลที่ถูกต้องเป็นความจริง เพื่อประโยชน์ในการคัดกรองผู้ติดเชื้อไวรัสโคโรนา 19

Please provide accurate and truthful medical statement for the benefit of screening for COVID-19.

ชื่อ - สกุล (Name-Surname) \_\_\_\_\_ หมายเลขโทรศัพท์ (Mobile Phone Number) \_\_\_\_\_

1. ท่านมีไข้หรือไม่? ( $\geq 37.5$  °C) Do you have a fever? ( $\geq 37.5$  °C) ใช่ (Yes)  ไม่ใช่ (No)

2. ท่านมีอาการดังต่อไปนี้หรือไม่? Do you have any of these symptoms?

ไอ Cough ใช่ (Yes)  ไม่ใช่ (No)

เจ็บคอ Sore throats ใช่ (Yes)  ไม่ใช่ (No)

น้ำมูกไหล Runny nose ใช่ (Yes)  ไม่ใช่ (No)

เหนื่อยหอบ Shortness of breath ใช่ (Yes)  ไม่ใช่ (No)

3. ท่านมีประวัติการเดินทางมาจากต่างประเทศ หรือมาจากพื้นที่ที่มีการระบาดของ COVID-19 ใน 14 วันที่ผ่านมาหรือไม่?

Have you traveled / transited from any countries except Thailand or areas with COVID-19 outbreak within the past 14 days?

ใช่ (Yes) มาจากประเทศ / พื้นที่ (I have traveled to): \_\_\_\_\_

ไม่ใช่ (No)

4. ท่านมีประวัติสัมผัสใกล้ชิดกับผู้ป่วยหรือผู้ที่ต้องสงสัยว่าติดเชื้อ COVID-19 หรือไม่?

Have you been in physical contact with patients or a person who is suspected to have COVID-19?

ใช่ (Yes)

ไม่ใช่ (No)

หมายเหตุ หากพบว่าท่านมีไข้ ( $\geq 37.5$  °C) หรือมีอาการอย่างใดอย่างหนึ่งตามที่บริษัทฯ ระบุไว้ข้างต้น หรือมีประวัติการเดินทางมาจากต่างประเทศ หรือพื้นที่ที่มีการระบาดของ COVID-19 หรือมีประวัติสัมผัสใกล้ชิดกับผู้ป่วยที่ต้องสงสัยการติดเชื้อ COVID-19 บริษัทฯ ขอให้ท่านมอบฉันทะแก่กรรมการอิสระของบริษัทฯ ด้วยการกรอกและส่งหนังสือมอบฉันทะแบบ ข. ให้แก่เจ้าหน้าที่บริษัทฯ แทนการเข้าร่วมประชุม และเดินทางกลับ พร้อมปฏิบัติตามคำแนะนำของกองควบคุมโรคกระทรวงสาธารณสุข

If you have a fever ( $\geq 37.5$  °C); or any symptoms which indicates above; or traveled / transited from any countries except Thailand or the COVID-19 outbreak areas within the past 14 days; or have been in contact with suspected COVID-19 patients, GPSC would like to kindly ask for your cooperation in giving proxy to an independent director to attend the meeting on your behalf, by filling the Proxy Form B and submit to GPSC staff. Then you may then return safely to your resident and follow the guideline of the Department of Disease Control, Ministry of Public Health, Thailand.

**Map of Venue of the 2020 Annual General Meeting of Shareholders  
At the Meeting Room on 39 floor, Suntowers Building B,  
No. 123 Vibhavadi-Rangsit Road, Chompon, Chatuchak, Bangkok 10900**

