



February 22, 2021

Subject The agenda to the 2021 Annual General Meeting of Shareholders and the omission of a dividend payment

To President
The Stock Exchange of Thailand

Nation International Edutainment Plc. would like to inform the Stock Exchange of Thailand (the "SET") of the resolutions from its Board of Directors' meeting No. 2/2021, at 11.00 a.m. on February 22, 2021. The Board's resolutions were as follows:

1. The Board of Directors resolved to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the omission of a dividend payment in 2020 due to losses incurred for the financial year.

2.The Board of Directors resolved to propose to the 2021 Annual General Meeting of Shareholders to approve the appointment of directors to replace those who completed their terms by re-appointing them for another term. They are:

- 1) Mr. Phanwarit Martmuang Independent Director and the Member of Audit Committee
2) Mr. Rashane Leerabandhu Director

3. The Board of Directors resolved to propose to the 2021 Annual General Meeting of Shareholders to approve the annual remuneration of directors for the financial year 2021.

Table with 2 columns: Position, Amount per person for year 2021 (Proposed Year) (Baht). Rows include Chairman (400,000.-), Chairman of Audit Committee (400,000.-), Member of Audit Committee (300,000.-), Non-Executive Director (200,000.-), and Executive Director (200,000.-).

4. The Board of Directors resolved to propose to the 2021 Annual General Meeting of Shareholders to consider and approve the appointment of Mr. Pornanan Kitjanawanchai CPA 7792 or Mr. Supachai Phanyawattano CPA 3930 or Mr. Natthawut Santipet CPA 5730; as the Company's "Auditor". All are certified staff of EY Office Limited to audit the financial statements of the Company and subsidiaries with a proposed audit fee for the financial year 2021 amount 1.43 Million Baht.

5. The Board of Directors resolved to propose to the 2021 Annual General Meeting of Shareholders to approve the amendment to the Articles of Association of the Company with details as follows:

Table with 2 columns: Existing Content, Proposed Revision. Both columns contain Article 27 text regarding meeting summons procedures.

Existing Content	Proposed Revision
<p>determined to be sooner.</p> <p>Two or more directors may submit a requisition for summoning the Board of Directors' meeting. In such case, the Chairman of the Board shall determine the date for the meeting within fourteen (14) days from the date of receipt of such requisition.</p> <p>In the case that the meeting of the Board of Directors is conducted through an electronic conferencing, all of the attending directors shall have their presence in the Kingdom of Thailand at the time during which the conference is held, whereby at least one third of the quorum shall physically attend the conference at the same conference venue. The electronic conferencing shall be conducted through the conference control system in accordance with information security procedure, providing audio or audio and video recordation (as the case may be) of every conference-attending director throughout the conference period, including the traffic data generated by such recordation. The Conference Control System shall contain the basic functional elements in compliance with the Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 (including the amendments thereof).</p> <p>For sending the invitation of the meeting and other documents for the Conference meeting via Electronic, it must be complied with the procedure and timeline as specified by the law or articles of association or send via electronic mail.</p>	<p>sooner.</p> <p>Two or more directors may submit a requisition for summoning the Board of Directors' meeting. In such case, the Chairman of the Board shall determine the date for the meeting within fourteen (14) days from the date of receipt of such requisition.</p> <p><u>In case the board of directors' meeting be held through electronic media such meeting shall be proceeded in accordance with the criteria and methods specified by law.</u></p>
<p>Article 38. In the shareholders' meeting, the number of the shareholders and proxies (if any) present shall not be less than 25 persons and the aggregate number of shares shall not be less than one-third of the total shares sold, or the number of the shareholders and proxies (if any) present is not less than half of the total shareholders and the aggregate number of shares is not less than one-third of the total shares sold to constitute a quorum</p> <p>If within 1 hour from the time appointed for the shareholder's meeting a quorum is not constituted, such meeting shall be dissolved should it be held for the shareholders' request. If not, the board of directors shall reschedule the meeting and send the notice of meeting to the shareholders not less than 7 days prior to the date of meeting, provided that the quorum of the adjourned meeting is not required.</p>	<p>Article 38. In the shareholders' meeting, <u>regardless of whether the Shareholders' Meeting is conducted in physical or by means of electronic media,</u> the number of the shareholders and proxies (if any) present shall not be less than 25 persons and the aggregate number of shares shall not be less than one-third of the total shares sold, or the number of the shareholders and proxies (if any) present is not less than half of the total shareholders and the aggregate number of shares is not less than one-third of the total shares sold to constitute a quorum</p> <p><u>In case the meeting of shareholders are held through electronic media, such meeting shall be preceded in accordance with the criteria and methods specified by law.</u></p> <p>If within 1 hour from the time appointed for the shareholder's meeting a quorum is not constituted, such meeting shall be dissolved should it be held for the shareholders' request. If not, the board of directors shall reschedule the meeting and send the notice of meeting to the shareholders not less than 7 days prior to the date of meeting, provided that the quorum of the adjourned meeting is not required.</p>

6. Approve the scheduled date of the 2021 Annual General Meeting of Shareholders on April 21, 2021 at 2.00 p.m. at the Meeting Room on 39 floor, Suntowers Building B No. 123 Vibhavadi-Rangsit Road, chomphon, Chatuchak, Bangkok 10900, and to authorize the Company's Chief Executive Officer to consider amending agenda items, date, time and venue of the 2021 Annual General Meeting of Shareholders as appropriate by taking into account benefits and impacts to the Company. The agenda of the meeting are as follows:

1. To acknowledge the minutes of the 2020 Annual General Meeting of Shareholders held on June 30, 2020
2. To report the Company's operating results and the Board of Directors' report for the year 2020
3. To consider and approve the Company's Financial Statements for the year ending December 31, 2020
4. To consider and approve the omission of a dividend payment for the operating results of the year ending December 31, 2020
5. To consider and approve the election of directors to replace those who had completed their terms
6. To consider the remuneration of directors for the year 2021
7. To consider and approve the appointment of the Company's auditors and the determination of the audit fee for the year 2021
8. To consider and approve the amendment to the Articles of Association of the Company
9. Any other matters (if any)

7. Approve the record date for specifying the list of shareholders who are entitled to attend the 2021 Annual General Meeting of Shareholders to be held on March 25, 2021.

Please be informed accordingly.

Sincerely yours,

Mr. Voraphot Chanyakomol
Chief Executive Officer (Acting)