

**Criteria for Director Nomination and Election of
Nation International Edutainment Public Company Limited**

Nation International Edutainment Public Company Limited (the “**Company**”) would like to inform you that the shareholders of the Company are entitled to nominate qualified persons to be elected as the directors of the Company at Extraordinary General Meeting of Shareholders No. 1/2016 which was adjourned and will be re-convened on 23 December 2016 (the “**Adjourned Meeting**”).

In order for the Adjourned Meeting to be conducted smoothly without interruption, the Company hereby informs you of the criteria for director nomination and election as follows:

1. Qualifications of shareholders

A shareholder who is entitled to nominate a person to hold office as a director must be a shareholder of the Company on the date to exercise the right of nomination and must continue holding the Company’s shares up until the date of the Adjourned Meeting which will be re-convened on 23 December 2016.

In this regard, a shareholder who wishes to nominate a person to hold office as a director must submit the following documents to support his or her identity, as well as information and documents of the person whom he or she wishes to nominate:

- (1) Natural person – A certified copy of an identification card or a passport (in the case of a foreign individual) with a valid address and telephone number for the purpose of further contact for additional information;
- (2) Juristic person – A certified copy of an Affidavit with the seal affixed (if any) and a certified copy of an identification card or a passport (in the case of a foreign individual) of its authorized person who certified such document.

To ensure that the Adjourned Meeting to be convened on 23 December 2016 will be conducted smoothly and in a timely manner, each shareholder is requested to nominate only one person to hold office as a director.

2. Nomination of persons to hold office as directors

In nominating the persons to hold office as directors, the shareholders are able to download the form (Form to Nominate Persons to Hold Office as Directors) from the website: <http://www.nine.co.th> The shareholders are requested to submit the original copy to the corporate secretary at the office of the Company during business hours or send the original copy by mail between 3 December 2016 and 20 December 2016 to the following address:

Corporate Secretary

Nation International Edutainment Public Company Limited
No. 1858/121-122, 124-128, 28th Floor,
Bang Na–Trad Road, Bang Na Subdistrict,
Bang Na District, Bangkok 10260

In nominating the persons to hold office as directors, the shareholders are requested to submit the following documents:

- (1) Form to Nominate Persons to Hold Office as Directors, completely filled out and signed by the shareholder or his or her authorized representative, and signed with acknowledgement by the person being nominated; and
- (2) Profile and working experience of the person being nominated, as well as a valid address and telephone number, attached with a copy of an identification card or passport (in the case of a foreigner). The documents must be certified by the person being nominated.

In this regard, the person being nominated as a director must possess the qualifications as required by law and the qualifications specified under Clause 3.

3. Characteristics/Qualifications of the persons nominated for election as directors

3.1 For the position of director:

- (1) The person must be qualified and possess no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto), and the corporate governance policy;
- (2) The person must be knowledgeable, competent, independent, able to perform the duties as a director with prudence, in good faith, and at his or her full capacities; and
- (3) The person must not be engaged in any business, or hold the position as an employee, director, or executive of any other company or juristic person which operates any business that is similar to or in competition with those of the Company.

The Company would like to inform you that, the Company, as a listed company on the Stock Exchange of Thailand, is required to ensure that it has a corporate governance policy in order for its operation to be conducted in accordance with the standards and the appropriate guidelines. Consequently, the Board of Directors must consist of independent directors and members of the audit committee who possess the characteristics and qualifications as prescribed in the notification of the Capital Market Supervisory Board, i.e. at least one third of the board shall be independent directors,

and in any case, the number shall not be fewer than three, having at least three members of the Audit Committee. In this regard, the Company hereby informs you of these criteria. The shareholders are invited to nominate the person who is qualified to hold office as an independent director and a member of the Audit Committee. The qualifications required for being an independent director and a member of the Audit Committee are as follows:

3.2 For the independent director position:

The independent directors shall possess the complete qualifications as specified by the Capital Market Supervisory Board as follows:

- (1) The person shall hold the shares in a proportion not exceeding 1 percent of the total number of shares with voting rights of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, including shares held by related persons of such independent director;
- (2) The person is not or has never been an executive director, employee, staff-member, advisor who receives a salary, or a controlling person of the Company, its parent company, subsidiary companies, associate companies, same-level subsidiary companies, major shareholders or controlling persons, unless the foregoing status ended not less than two years ago;
- (3) The person is not related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of a child of any other director, executive, major shareholder, controlling person, or person to be nominated as a director, executive, or controlling person of the Company or its subsidiary companies;
- (4) The person has no or has never been in a business relationship with the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, in the manner which may interfere with his or her independent judgment, and neither is nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, unless the foregoing relationship ended not less than two years ago.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, a transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the Company or his or her counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or 20

million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method of calculation of the value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness occurring during the period of one year prior to the date on which the business relationship with the person commences;

- (5) The person is not or has never been an auditor of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, and is not a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, unless the foregoing relationship ended not less than two years ago;
- (6) The person is not or has never been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding 2 million Baht per year from the Company, its parent company, subsidiary companies, associate companies, major shareholders or controlling persons, and is not a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship ended not less than two years ago;
- (7) The person is not a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to a major shareholder;
- (8) The person shall not undertake any business of the same nature and in competition with the business of the Company or its subsidiary companies or not be a significant partner in a partnership or an executive director, employee, staff member, or advisor who receives a salary or holds shares exceeding 1 percent of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary companies; and
- (9) The person shall not possess any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

3.3 For a member of the Audit Committee:

- (1) A member of the Audit Committee must be an independent director of the Company; and

- (2) The Audit Committee must be comprised of at least three independent directors, and at least one of its members must possess knowledge or working experience in accounting or auditing that is sufficient for the performance of the duties to audit the reliability of the financial statements.

4. Nomination of persons to hold office as directors at the Adjourned Meeting

The corporate secretary will preliminarily screen the list of persons who are fully qualified in accordance with the following criteria set out in this document, and will propose such persons to the Adjourned Meeting accordingly:

- 1) In the case which the person being nominated is not fully qualified or possesses any prohibited characteristic, or the nomination is not in accordance with the criteria set out in this document, or there is other reasonable cause (as the case may be), the corporate secretary will inform the shareholder who proposed such nominated person of the unsuccessfulness by 20 December 2016;
- 2) The corporate secretary will compile the list of persons who pass the preliminary consideration, and propose such persons to the Adjourned Meeting accordingly.

5. Procedure for the election of directors on the date of the Adjourned Meeting

- 1) Each shareholder shall have one vote for one share;
- 2) The Company will propose the name of each nominated person for the shareholders' consideration on an individual basis. Each shareholder may exercise all the votes he or she has under 1) to elect one or several persons as director or directors, but the shareholder cannot divide his or her votes to any person in any number; and
- 3) Persons who receive the highest votes arranged in order from highest to lowest in a number equivalent to six positions will be elected. In the event of a tie at the lowest place, which would make the number of directors greater than that required, the Chairman of the Adjourned Meeting will have a casting vote.

In this regard, the Company by its Corporate Secretary will propose the list of persons who were intended to be nominated at Extraordinary General Meeting of Shareholders No. 1/2016 on 7 November 2016. In the case that there is no one nominating any person who is qualified and does not possess prohibited characteristics in accordance with the law for the election in the Adjourned Meeting, or the number of the person being nominated does not fill all of the available positions or the person being nominated is not fully qualified or possesses prohibited characteristics in accordance with the law, the Company, represented by the corporate secretary, will select the person who is qualified and does not possess prohibited characteristics in accordance with the law and propose such person to the Adjourned Meeting accordingly.

**Company's Articles of Association
Nation International Edutainment Public Co., Ltd.
Chapter 3: Directors and Directors' authority**

15. The Company shall have a Board of Directors consisting of at least five (5) directors. The Board of Directors shall elect one director to be the Chairman of the Board, and may elect a Vice Chairman of the Board of Directors, as well as other positions as it deems appropriate. Not less than one half of all directors must reside within the Kingdom of Thailand.
16. A director need not necessarily be a shareholder of the Company.
17. The directors shall be elected by the meeting of shareholders in accordance with the following rules and procedures:
 - (1) Each shareholder shall have one vote for each individual share that he or she holds;
 - (2) Each shareholder may exercise all the votes he or she has to elect one or several persons as a director or directors, but the shareholder cannot divide his or her votes for any nominated director in any number;
 - (3) The persons receiving the highest number of votes are those who are elected to be directors, in descending order, to elect the number of directors that are supposed to be or are to be elected at that time. If there is a tied vote for the last to be elected and this would result in the number of directors exceeding the required number of directors, the Chairman shall have an additional casting vote.
18. At each annual general meeting, at least one-third (1/3) of the total number of the directors at that time, or if the number is not a multiple of three, then the number nearest to one-third (1/3), must retire from office.

The directors retiring from office in the first and second years after the registration of the Company shall be selected by means of drawing lots. In subsequent years, the director who has held office the longest shall retire.

A retiring director is eligible for re-election.
19. Apart from retirement upon the expiration of his or her term of office, a director shall cease to hold office if he or she:
 - (1) dies;
 - (2) resigns;
 - (3) lacks the requisite qualifications or possess prohibited characteristics under the law governing public limited companies;
 - (4) is removed by a resolution of the meeting of shareholders;
 - (5) is removed by a court order.
20. Any director who wishes to resign from the Company shall submit a resignation letter to the Company. The resignation shall be effective at the time the resignation letter reaches the Company.

A director who resigns according to the first paragraph may inform the registrar of his or her resignation.

21. In the case of a vacancy on the Board of Directors for any reason other than the expiration of the director's term of office, the Board of Directors shall elect a person who has the qualifications and who possesses no prohibited characteristics under the law governing public limited companies as the replacement director at the next meeting of the Board of Directors, unless the remaining term of office of the vacating director is less than two (2) months.
The replacement director shall hold office only for the remaining term of office of the director whom he or she replaces.
The resolution of the Board of Directors under the first paragraph shall require a vote of not less than three-quarters (3/4) of the number of directors remaining.
22. In the case of vacancies on the entire Board of Directors, the vacating Board of Directors shall remain in office in order to carry out the Company's affairs as necessary until the new Board of Directors assumes the duties, unless otherwise instructed by court order in the case of vacancies on the Board of Directors by virtue of a court order.
The retiring directors shall convene a meeting of shareholders for the appointment of a new Board of Directors within one (1) month from the date the directors vacate office by serving the shareholders a written notice calling a meeting of shareholders not less than fourteen (14) days prior to the meeting date and publishing the notice calling the meeting in a newspaper not less than three (3) days prior to the meeting date for at least three (3) consecutive days.
23. A meeting of shareholders may pass a resolution removing any director from office prior to the expiration of his or her term of office, by a vote of not less than three-quarters (3/4) of the number of shareholders attending the meeting and eligible to vote, and the shares held by them shall, in aggregate, be not less than one-half (1/2) of the number of shares held by the shareholders attending the meeting and eligible to vote.
24. In operating the Company's business, the Board of Directors has the authority and duties to manage the company in compliance with the law, the objectives of the Company, the Articles of Association of the Company, and the resolutions of the meeting of shareholders.
The Board of Directors may assign one or several person to perform any acts on its behalf.
25. A meeting of the Board of Directors shall be held at least once every three (3) months.
26. The Board of Directors may hold a meeting at the locality in which the Company's head office is situated, nearby provinces or any other place fixed by the Chairman of the Board of Directors or the person assigned by the Chairman of the Board of Directors.
27. In calling a meeting of the Board of Directors, the Chairman of the Board of Directors or the person assigned by the Chairman of the Board of Directors shall serve written notice calling such meeting to the directors not less than seven (7) days prior to the meeting date. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.
In the event a meeting is requested by at least two (2) directors, the Chairman of the Board of Directors shall fix the date of the meeting within fourteen (14) days from the date of receipt of the request.

28. At a meeting of the Board of Directors, there must be not less than one-half (1/2) of the total number of directors present to form a quorum.
If the Chairman of the Board of Directors is not present at a meeting or cannot perform his or her duty, and if there is a Vice-Chairman of the Board of Directors, the Vice-Chairman of the Board of Directors shall be the Chairman of the meeting. If there is no Vice-Chairman of the Board of Directors or a Vice-Chairman of the Board of Directors cannot perform his or her duty, the directors present at the meeting shall elect one of themselves to be the Chairman of the meeting.
29. Decisions of the meeting of the Board of Directors shall be made by a majority vote. Each director is entitled to one vote, but a director who has interest in any matter shall not be entitled to vote on such matter. In the case of a tied vote, the Chairman of the meeting shall have an additional casting vote.
30. Any two of the directors shall be authorized to jointly sign with the Company's seal affixed. The meeting of Board of Directors may specify the names of the directors authorized to sign and bind the Company together with the Company's seal affixed.
31. No director shall engage in a business of the same nature as and in competition with the business of the Company or become a partner in an ordinary partnership or unlimited liability partner in a limited partnership or become a director in any other private company or public limited company which has the same nature as and is in competition with the business of the Company unless the shareholders have been notified at a meeting prior to the resolution for his or her appointment.
32. A director shall notify the Company without delay of his or her direct or indirect interest in any contract which is made by the Company or any increase or decrease of his or her holding of shares or debentures of the Company or its affiliated company.
A director need not necessarily be a shareholder of the Company.
33. Subject to the law governing public limited companies, the Board of Directors has the authority to sell or mortgage any real properties of the Company or lease out any real properties of the Company for a period of more than three (3) years, give, compromise, file a lawsuit at any court, or refer any dispute to arbitration.
34. The retirement pensions of the directors and their remuneration shall be fixed by a meeting of shareholders.
The directors are entitled to receive remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms, in accordance with the Articles of Association or the resolution of a meeting of shareholders, which may be a fixed amount or in accordance with the criteria and may be fixed from time to time or unless otherwise changed. Directors may receive *per diem* and other welfare according to the Company's regulations.
The provision of the foregoing paragraph does not affect the rights of the officers or employees of the Company who have been elected as director(s) to receive remuneration and other benefits for their position as the officers or employees of the Company.
The payment of the remuneration under the first and second paragraphs shall not be contrary to or inconsistent with preserving the qualification of independent directors as prescribed by the law governing securities and exchange.

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 shall be called the annual general shareholders' meeting and it shall be held within 4 months after the end of the Company's fiscal year.

Any other shareholders' meetings shall be called "Extra-ordinary shareholders' meetings." The Directors shall call the extra-ordinary meeting of the shareholders whenever they deem appropriate.

The Board of Directors may call an extra-ordinary shareholder's meeting at any time or when at least one-fifth of shareholders of the total paid-up shares or no less than 25 shareholders holding collectively no less than one-tenth of the total paid-up shares, are entitled to make a letter requesting the Board of Directors to call an extra-ordinary shareholders' meeting at any time. However, they are required to stipulate the reasons thereof in the letter. In this case, the Board of Directors is required to organize the meeting of the shareholders within one month after receiving the letter from the shareholders.

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-third 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 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 according to paragraph 2, 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 3 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 fourth 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 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 Extraordinary 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 to 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 12.30 hrs. onwards

Voting:

1. The voting shall be conducted openly. One share is equivalent to one vote. The resolutions of the shareholders' meeting shall be passed by the following votes:
 - Appointment of the Chairman of the Meeting: The Company determines that the shareholders shall exercise their rights to elect a shareholder who is nominated on an individual basis, then announces the voting result for the person with the highest votes as the Chairman of the Meeting. In the case of a tie vote, the shareholders' meeting shall cast the votes to choose the Chairman of the Meeting from the persons with the equivalent votes. The person who thereafter receives the highest votes shall act as the Chairman of the Meeting.
 - Election of directors or appointment of new directors: The Company determines that the shareholders shall exercise their rights to elect or appoint the directors who are nominated on an individual basis, and then announces the voting results for the person with the highest votes ranked in order descending from the highest number of votes received to the lowest to hold office as directors until all of the vacant director positions are filled. In the case of a tie vote resulting in the number of persons being exceeding the vacant director positions, the Chairman of the Meeting shall have an additional vote as a casting vote.
 - Ordinary case: The majority of the votes cast by the shareholders attending the Meeting and casting their 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.
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.

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 อินเตอร์เนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน)

Being a shareholder of Nation International Edutainment Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง 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

Preferred 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

(3) อายุ ปี
age years

อยู่บ้านเลขที่ ถนน ตำบล / แขวง อำเภอ / เขต

Residing at Road Tambol / Khwaeng Amphur / Khet

จังหวัด.....รหัสไปรษณีย์.....

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
วิสามัญผู้ถือหุ้นครั้งที่ 1/2559 ของบริษัท เนชั่น อินเตอร์เนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน) ในวันที่ 23 ธันวาคม
2559 เวลา 13.30 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนนบางนา-ตราด แขวงบางนา
เขตบางนา กรุงเทพมหานคร 10260 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one of them as my/our proxy in attending and voting on my/our behalf at the Extraordinary General Meeting of
Shareholders No.1/2016 of Nation International Edutainment Public Company Limited on 23 December 2016 at
13.30 p.m. at the Conference Room, 7th Floor, Nation University Tower, No. 1854, Bangna-Trad Road K.M.4.5,
Bangna Subdistrict, Bangna District, Bangkok 10260 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 ไม่
สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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 โดยมีประวัติตามเอกสารแนบ)
Hereby appoint _____ (The shareholder may appoint the independent director of the company to be the proxy holder. The profile of the Independent director is attached for information)

1. ชื่อ นายสมศักดิ์ เชียร์ จิระนคร อายุ 72 ปี อยู่บ้านเลขที่ 52/94 อาคารทาวเวอร์พาร์ค ชั้น 18 ซี
Name Mr.Somsak Cheer Chiranakhon, Independent Director, Age 72 years, residing at 52/94, Tower Park Bldg., Floor 18C
ถนน สุขุมวิทซอย 3 ตำบล/แขวง วัฒนา อำเภอ/เขต วัฒนา
Road Sukhumvit Soi 3 Tambol/Khwaeng Wattana Amphur/Khet Wattana
จังหวัด กรุงเทพฯ หรือ
Province Bangkok 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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2559 ในวันที่ 23 ธันวาคม 2559 เวลา 13.30 น. ณ ห้องประชุม ชั้น 7 อาคารมหาวิทยาลัยเนชั่น เลขที่ 1854 ก.ม.4.5 ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one to be above shall be my/our proxy holder to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2016 on December 23, 2016 at 13.30 hrs, at the Conference Room, 7th Floor, Nation University Tower, 1854 K.M.4.5 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok, Thailand or on other date, time and place as may be postponed or changed.

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ 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 **พิจารณาอนุมัติแต่งตั้งประธานในที่ประชุมผู้ถือหุ้นสำหรับการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2559**
 Agenda 1 **To approve the appointment of the Chairman of Extraordinary General Meeting of Shareholders No.1/2016.**
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 2 **พิจารณาอนุมัติเลือกตั้งกรรมการจำนวน 4 ตำแหน่งเพื่อเข้าปฏิบัติหน้าที่เป็นกรรมการแทนตำแหน่งกรรมการที่ว่างลงของบริษัท**
 Agenda 2 **To approve the election of four directors to hold office in place of the vacant positions.**
 เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 3 **พิจารณาอนุมัติแก้ไขอำนาจกรรมการ**
 Agenda 3 **To approve the amendment to the authorization of directors.**
 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by he 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.

Profiles of the Directors available to be appointed as proxies

| | | |
|---|---|---|
| Name – Surname | Mr. Somsak Cheer Chiranakhon |  |
| Present position | Independent Director and Chairman of The Audit Committee | |
| Date of appointment as Director | April 11, 2008 | |
| Age | 72 Years | |
| Education | <ul style="list-style-type: none"> - Master in Engineering and Management of Industry, University of Wisconsin - USA - BA in Engineering, University of Wisconsin - USA | |
| Director training programs | <p>Thai Institute of Directors Association</p> <ul style="list-style-type: none"> - Director Certification Program (DCP#101) - Audit Committee Program # 23 | |
| Training Course (s) 2016 | <p>KPMG</p> <ul style="list-style-type: none"> - Assessing Board Effectiveness - Stay on course : Impairment of assets | |
| Position held in other listed companies (1 Companies) | 2008 - Present Independent Director & Chairman of The Audit | |
| Position held in othertonon-listed companies (3 Companies) | 2000 - Present Managing Director - Wrebbbit Asia Co., Ltd. 2002 - Present Chairman - Engery Control Co., Ltd. 2005 - Present Managing Director - P.R.S.S. Co., Ltd. | |
| Position held in a competing business / related business that may cause conflict of interest | None | |
| No. of Shares Held as at October 27, 2016 | None | |

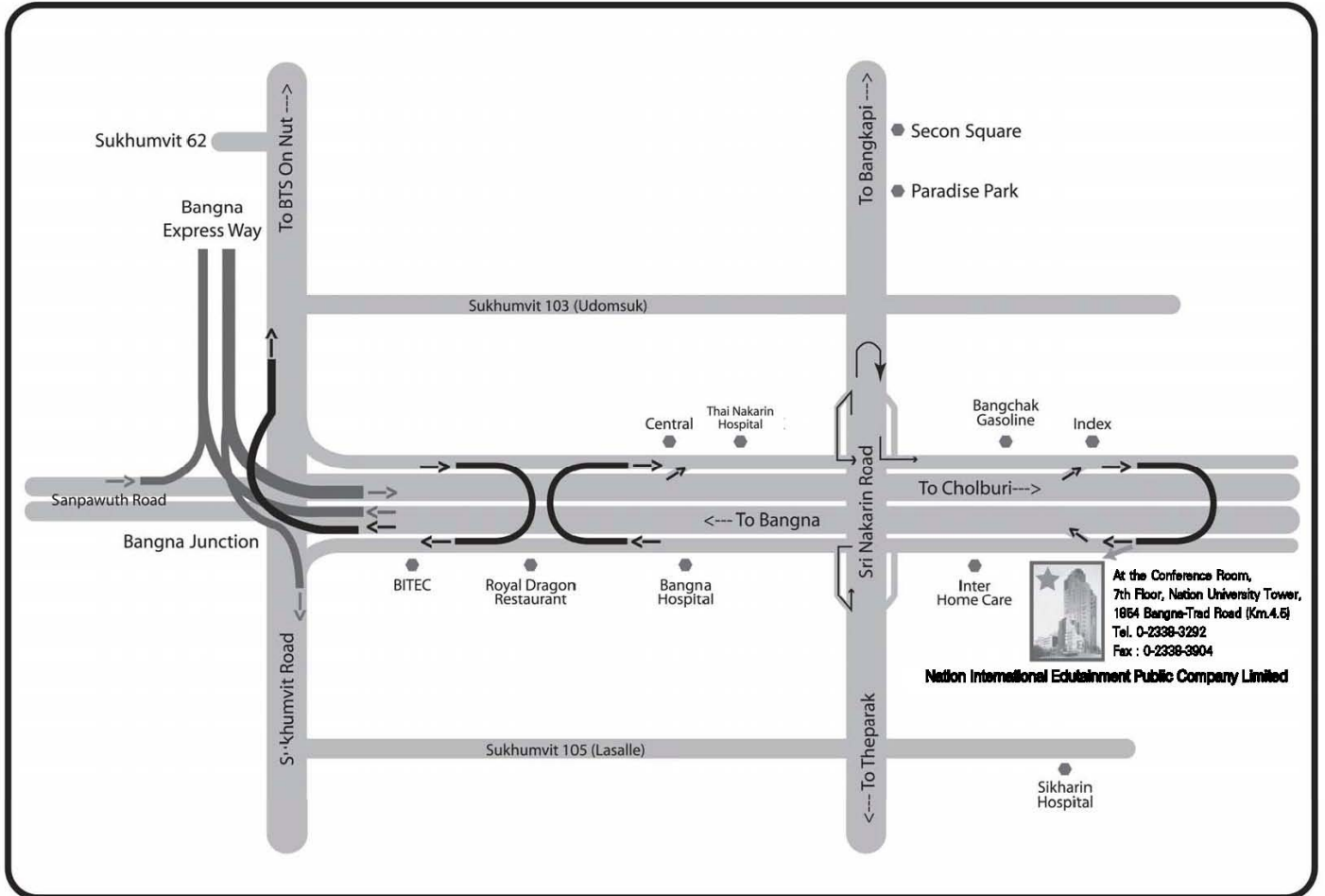
Profiles of the Directors available to be appointed as proxies

Relationship Characteristics

| Item | Relationship Characteristics |
|--|-------------------------------------|
| Being related persons or close relatives to management or major shareholders of the company and its subsidiaries | -None- |
| 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 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 | -None- |
| 3. Having business relationship | -None- |

Information of holding a directorship in listed company or non listed company or other rival incorporation

| Listed Company | | Non Listed Company | Rival incorporation | |
|-----------------------|-------------------------|---------------------------|----------------------------|-------------------------|
| No. | Type of Director | Number | Number | Type of Director |
| - | - | 3 | - | - |





Nation International Edutainment Public Company Limited

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