



**Minutes of The 2016 Annual General Meeting of Shareholders
of
Nation International Edutainment Public Company Limited
(Translation)**

Date and Place

The Meeting was held on April 25, 2016 at 14:00 hrs, at the Conference Room A, 27th floor, Inter Link Tower, 1858/118-119, K.M. 4.5, Bangna-Trad Road, Bangna, Bangkok 10260

Directors attending the Meeting

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| 1. Mr. Suthichai Sae-Yoon | Director, Chief Adviser to Editorial & Management Boards |
| 2. Mr. Pana Janviroj | Director and Chief Executive Officer |
| 3. Mr. Sermsin Samalapa | Director |
| 4. Mr. Somsak Cheer Chiranakhon | Independent Director and the Chairman of Audit Committee |
| 5. Mr. Suthee Jintananarumit | Independent Director and Member of Audit Committee |
| 6. Dr. Santhaya Kittikowit | Independent Director and Member of Audit Committee |

There are 6 directors from totally 7 directors attending the Meeting.

Directors not attending the Meeting

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| 1. Ms. Duangkamol Chotana | Chairman of the Board of Director |
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Executives attending the Meeting

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| 1. Dr. Wongsiri Miyaji | Editor-in-Chief |
| 2. Mr. Sangchai Leelanawalikhit | Vice President - International Media |
| 3. Ms. Thitagan Thana-Olarn | Vice President - Business Development |
| 4. Ms. Boonpa Saebay | Assistant Vice President - Finance and Accounting |
| 5. Mr. Lersan Patcharapichanpong | Marketing Manager |

Auditors attending the Meeting

- | | |
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| 1. Ms. Patamavan Vadhanakul | Certified Public Auditor No. 9832 |
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Legal Consultants observing the Meeting

- | | |
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| 1. Mr. Adisorn Aroonsong | Pow & Associates Law Office Limited |
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Preliminary proceedings:

Before the Meeting started, the Company had explained the guidelines as well as procedures of this Annual General Meeting of Shareholders to be conformed in accordance with the Corporate

Governance Policy relating to the fair and equal protection of all the shareholders' rights, as the followings:

1. The Company provided opportunities for shareholders to propose candidates for directorship and the agenda of the 2016 Annual General Meeting of Shareholders. The name of the candidate 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 and sent the details via postal mail to the Chairman of the Company as from December 4, 2015 to January 29, 2016.

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 or fax number 0-2338-3938 as from March 18, 2016 to March 31, 2016 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 Mr. Somsak Cheer Chiranakhon, 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 a 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 stated, 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 is 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 the 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.

Any uncast vote was counted as approval.

Once the voting result is announced, the voting is finalized.

Preliminary Proceeding

Mr. Somsak Cheer Chiranakhon, Independent Director and the Chairman of Audit Committee, presided over the Meeting. He announced opening of the meeting and informing that the Company's shares that had been sold were 170,048,386 shares

- 11 shareholders having attended the Meeting themselves with 22,444 shares accounting for 0.01 % of total shares
- 20 proxies having attended the Meeting with 130,681,364 shares accounting for 76.85% of total shares
- A total of 31 shareholders having attended the Meeting with 130,703,808 shares accounting for 76.86% of total shares

The Meeting had a quorum.

Agenda Item 1 To acknowledge the minutes of the 2015 Annual General Meeting of Shareholders held on April 28, 2015

The Chairman informed the Meeting that the Company Secretary had completed the minutes of the 2015 Annual General Meeting of Shareholders held on April 28, 2015. 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 minutes of the 2015 Annual General Meeting of Shareholders held on April 28, 2015.

The Meeting has considered and adopts the minutes of the 2015 Annual General Meeting of Shareholders with an unanimous votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	130,703,808	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%

Agenda Item 2 To consider and approve the Company's operating results and the Board of Directors' report for the year 2015

The Chairman informed the Meeting that the Company produced the report of Company's operating results and the Board of Directors' report for the year 2015. The details were available in the Annual Report 2015 mailed to the shareholders with the invitation letter.

Mr. Pana Janviroj - Chief Executive Officer hereby would summarize the operating results in 2015 as follows.

As to the consolidated financial statements of the Nation International Edutainment PCL and its subsidiaries for the year ended December 31, 2015, the company had total revenue of THB227.62 million, a decrease of 13 percent compared with the year 2014; THB261.36 million, primarily caused by the controlled book production. The total cost of THB 245.97 million decreased by 5 percent as compared with the year 2014; THB 259.63 million. However, the company has produced television programs to broadcast on the affiliated digital TV channel (NOW 26Channel), and because of the high competition in the digital TV ad markets, the revenue from advertising did not reach the target goal, thereby resulted in a loss of THB18.35 million as to the consolidated financial statements

Regarding to financial position at year ended 2015, as to the consolidated financial statements; total assets of THB 659.40 million, a decrease of 7 percent compared to the year 2014; THB 711.43 million, and total liabilities of THB 172.37 million, a decrease of 12 percent compared to the year 2014; THB 195.17 million. The company's equity of THB 487.03 million decreased 6 percent compared with the year 2014; THB 516.26 million.

The Chairman provided shareholders with opportunities to raise questions and express their views.

Questions from the Shareholders :

Volunteer representative protecting shareholder right, Apichart Silparcha asked: previously, the company had earnings from operation; however the profit has declined until present year which the operating results is a loss. So, it requires knowing how the operating results shall be improved to gain earnings in the future.

Chief Executive Officer : In 2016, the company plans to restructure its business and modifies its strategies for new revenue that is expected to make the company achieve the improved operating result.

1. Digital media production in the cooperation with the Ministry of Education – to achieve this, the production pattern of the Nation Junior magazine will be changed from printed to digital copies and delivered to 2,000 schools. It's expected that up to 500,000 students will access to such media, and it will be used as instructional material without cost and the revenues has been supported by the private sector. The project is expected to begin by the second quarter.

2. TV program production team will be adjusted to meet the needs of the audience increasingly and to gain the advertising revenue as planned. Meanwhile, the NINE TV image is still retained.

3. The dealership, promotion, and online delivery to customers, the company develops the Application Creator (application available through online on mobile), enabling the company to accept books from other agencies to distribute, for examples, Amarin Group, Siam Vibulkij, Asia Books, etc. It is expected that this business will expand and result in growing revenue and profits of the company.

Mr. Tawan Taksana Shareholder: business policies in 2016, apart from TV program production of the Nation Group and digital book production to the Minister of Education, what are policies the company adopts to publish the pocket books? Does the company include the policies to produce the digital books (E-Book)?

Chief Executive Officer : The company continues to produce the pocket books; however, a reasonable number of books to be printed are taken into consideration as resulted of the declined market demand. Apparently, many up-country bookstores, some modern retailers and outlets have closed down. To produce the digital books (E-Book), the company provides distribution channels through the Ookbee; however; consumer demand remains low, so the revenue in this segment is low accordingly. The company is however trying to find new additional products from new markets to sell.

No shareholders opposed or requested that the minutes be amended otherwise. The Chairman then asked the Meeting to vote for Agenda Item 2 to consider approval and acknowledgement of the Company's operating results and the Report of the Board of Directors for the year 2015.

The Meeting has considered and approved the Company's operating results and the Report of the Board of Directors in the year 2015 with an unanimous votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	130,704,508	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%

Remarks: In this agenda, there were additional shareholders that attended the meeting, representing 700 shares after agenda 1 was approved.

Agenda Item 3 To consider and approve the Company's financial statements for the year ended December 31, 2015

The Chairman informed the Meeting that the financial statements of Nation International Edutainment Public Company Limited and its subsidiaries as of December 31, 2015 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 2015 Annual Report earlier mailed to shareholders, along with the invitation letter.

The Chairman provided shareholders with an opportunity to question and express their views.

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, 2015.

The Meeting has considered and approves the financial statements for the year ended December 31, 2015 with an unanimous votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	130,704,108	votes	Equivalent to	99.9997%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	400	votes	Equivalent to	0.0003%

Agenda Item 4 To consider and approve the dividend payment for the operating results for the year ended December 31, 2015

The Chairman informed the meeting that according to Company's Articles of Association No. 6 which states that "Dividend payment shall not be carried out without the resolution of shareholder's meeting or the approval of the company's Board of Directors. In case of payment of interim dividend, the Board of Directors may approve dividend payment to shareholders from time to time when considered that the company has adequate retained earnings to do so. And after the interim dividend is paid, the Board of Directors shall report to the shareholders at the next shareholder's meeting". The Company has a policy to pay dividend of no less than 30 percent net profit (separate company's financial statements) after corporate income tax, legal reserve requirement and other necessary and appropriate reserves. However, the dividend payment percentage may be changed depending on necessity and suitability of circumstantial conditions that are considered to be for the best interest of shareholders.

The Company recorded a net profit of the separate financial statements for the year 2015 as 4.69 million Baht, equaling to 0.028 Baht per share. The Board of Directors has approved to pay dividend from operating results ending December 31, 2015 to shareholders at the rate of 0.022 Baht per share, totaling 3.74 million Baht representing 86.18 % of the net profit. The names of shareholders who are eligible to dividend payment shall be recorded on May 10, 2016 (Record Date), and collected pursuant to Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) (the "**Securities Act**") by the closing of the register book to suspend the transfer of shares on May 11, 2016, and the date of dividend payment shall be on May 24, 2016.

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 dividend payment for the year ended December 31, 2015.

The Meeting has considered and approves the dividend payment for the year ended December 31, 2015 with an unanimous votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	130,704,508	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%

Agenda Item 5 To consider the election of directors in place of those retiring by rotation

The Chairman informed the Meeting that No. 18 in the Company's Articles of Association stipulated that in every general shareholder's meeting, the terms of one-third of the Directors would expire. If the number of directors cannot be divided into three parts, the number nearest to the one-thirds is adopted. At present, there are 6 directors. In 2016, two directors whose terms expired are as follows:

- 1) Ms. Duangkamol Chotana Director and Chairman
- 2) Mr. Pana Janviroj Director and Chief Executive Officer

In addition, as the Company had made an announcement on the website to invite all minority shareholders to nominate qualified persons for election to the Company's Board of Directors, from December 4, 2015 to January 29, 2016, it turned out that no shareholder had nominated.

The Board of Directors, excluding directors with interest, has considered the qualifications of the directors including their experience, expertise including the performance of the two directors namely, Ms. Duangkamol Chotana and Mr. Pana Janviroj whose term limit expired. As both directors are proved to be highly dedicated to their duties and responsibilities, according to Corporate Governance guidelines, which led to the great benefits of the Company, it was appropriate to propose to the Annual General Meeting of Shareholders to reassume the position for another term. The profiles of the nominated applicants are shown in Appendix 6 attached to the invitation letters mailed to shareholders.

The Chairman provided shareholders with opportunities to raise questions and express their views.

No questions were raised by shareholders. The Chairman proposed the Meeting to consider voting for Agenda Item 5 to consider the election of Directors in place of those retiring by rotation. For a transparent voting and in line with the Company's good governance principles, the Chairman proposed the Meeting to consider voting for one director at a time separately. All shareholders used voting cards for their votes, which were then collected by the Company's staff to calculate the results. The voting results were announced to the shareholders after the voting had finished.

The Meeting has considered and the voting results to elect directors in place of those retiring by rotation with an unanimous votes of the total number of the shareholders attending the meeting and casting their votes as follows:

1) Ms. Duangkamol Chotana

Approved:	130,704,508	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%

2) Mr. Pana Janviroj

Approved:	130,704,508	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%

Agenda Item 6 To consider the remuneration of directors for the year 2016

The Chairman informed 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 2016 are available in the invitation letters mailed to the shareholders.

The remuneration for company directors for 2016 totals Bt 2 million. 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.

Position	Amount per person for year 2016 (Proposed Year)	Amount per person for year 2015
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 2016. 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 directors' remunerations as Director with an unanimous votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting as follow:

Approved:	130,704,508	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	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 2016

The Chairman informed 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:

1. Ms. Patamavan Vadhanakul, Registration No. 9832 who will sign the financial statements of the Company for the year 2016 for the third year **or**
2. Mr. Winid Silamongkol, Registration No. 3378, **or**
3. Mr. Veerachai Ratanajaratkul, Registration No. 4323 **or**
4. Ms. Vannaporn Jongperadechanon, Registration No. 4098

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 4 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 subsidiaries totaling 3 companies for the fiscal year 2016. The remunerations for the auditor total Baht 1,590,000. (which decrease 50,000 Baht when compare to the previous year)

The Chairman provided shareholders with opportunities to raise questions and express their views.

Questions from the Shareholders :

Volunteer representative protecting shareholder right, Apichart Silparcha asked: the reasons why the 2016 auditing fees compared to the year 2015 have decreased.

Ms. Boonpa - Assistant Vice President - Finance and Accounting : audit fees decreased THB 50,000 from last year due to the termination of one subsidiary; Nine Be-Bright Co., Ltd.

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 2016.

The Meeting resolved to appoint Ms. Patamavan Vadhanakul, licence No. 9832, and/or Mr. Winid Silamongkol, licence No. 3378, and/or Mr. Veerachai Ratanajaratkul, licence No. 4323, and/or Ms. Vannaporn Jongperadechanon, licence No. 4098 auditors of KPMG Poomchai Audit Ltd. as the auditors of the Company and its subsidiaries for the fiscal year 2016 with the fee of Bt1,590,000 with an unanimous votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	130,708,508	votes	Equivalent to	100.00%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	0	votes	Equivalent to	0.00%

Remarks: In this agenda, there were additional shareholders that attended the meeting, representing 4,000 shares after agenda 6 was approved.

Agenda Item 8 To consider other matters (if any)

The Chairman gave the opportunities for shareholder to ask question or share opinion.

Questions from the Shareholders :

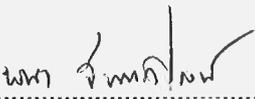
Volunteer representative protecting shareholder right, Apichart Silparcha asked: that the company joined the anti-corruption policies of the IOD and has manifested its intention, I'd like to know the progress of this project.

Mr. Pana Janviroj - Chief Executive Officer: The company plans to subscribe the membership of the Action Coalition Against Corruption (CAC) and currently it has been in process of data improvement which in part remains incomplete as provided by the Requirement. The company will apply for approval of the CAC Commission by the mid-year and is expected to be approved as a member by the end of this year.

In addition, the company has set a training course on ethics into the annual training plan, aiming to educate and raise awareness in the fight against corruption continuously. In this year, the company has reviewed and updated the "Good Governance" policies and the "Code of Conduct" to meet the new CG Requirement of the IOD and the CAC Requirement, and to publish the Ethics Manual distributed to all employees so that search and examination in details can be done any time.

The Chairman expressed his thanks to the Shareholders for attending the Meeting.

The Meeting adjourned at 15.00 hrs.

Signature  Director and Chief Executive Officer

Mr. Pana Janviroj