



Nation International Edutainment Public Co., Ltd.

March 18, 2016

Subject: Invitation to the 2016 Annual General Meeting of Shareholders

To: Shareholders

Enclosures:

1. Copy of the minutes of the 2015 Annual General Meeting of the Shareholders
2. Annual Report 2015
3. Definition and qualifications of Independent Directors
4. Roles and Responsibilities of 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 2016
8. Company's Articles of Association, 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. Registration Form for the Annual General Shareholders Meeting 2016
12. Proxy Form B
13. 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 2016 Annual General Meeting of Shareholders on April 25, 2016 at 14:00 hours at the Conference Room, 27th Floor, Interlink Tower 1858, K.M.4.5 Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok 10260, to consider the following agenda.

**Agenda 1 To acknowledge and certify the minutes of the 2015 Annual General Meeting of Shareholder held on April 28, 2015**

**Facts and Reasons:** The 2015 Annual General Meeting of Shareholders was held on April 28, 2015, a 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 2016 Annual General Meeting of Shareholders to consider and approve the above-mentioned minutes.

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

**Facts and Reasons:** The operating results of the Company and the report of the Board of Directors of the Company for the year 2015 are provided in the 2015 annual report in Enclosure No. 2 which was sent to the shareholders together with this invitation letter.

**Opinion of the Board of Directors:** The Board of Directors of the Company deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the Company's operating results and the Board of Directors' report for the year 2015.

**Agenda 3 To consider and approve the Company's Financial Statements for the year ended December 31, 2015**

**Facts and Reasons:** The consolidated financial statements of the Company and its subsidiaries as at December 31, 2015 were audited by the auditors and examined by the Audit Committee, the details of which is provided in the 2015 annual report in Enclosure No.2 which was sent to the shareholders together with this invitation letter.

**Opinion of the Board of Directors:** The Board of Directors of the Company deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the Company's annual financial statements ending December 31, 2015 which have been audited by the authorized auditors and examined by the Audit Committee.

**Agenda 4 To consider and approve the dividend payment from the Company's operation for the financial year 2015 ending December 31, 2015.**

**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. However, the dividend payment percentage may be changed depending on the necessity and suitability of circumstantial conditions that are considered to be for the best interest of shareholders. From the Company's operating results in 2015, the separate Company recorded a profit and retained earnings in the Company's separate financial statements. With reference to the above Articles of Association and policy, the Company is in a position to pay dividend.

However, the term of rights and obligations of the issuer and holders of warrants to purchase ordinary stocks of the company (or NINE-W1) dated June 5, 2013 imposes the right adjustment conditions of the warrant to keep the benefits of the warrant holders (NINE-W1). If a company pays dividends more than 90 percent of the net profits of the company's separate financial statements, the exercise ratio and the exercise price will be recalculated pursuant to the formulas given; this is to protect the rights and interests of the holders of such warrants.

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



experiences, expertise and performance of the two nominated directors and it appears that both directors have proven to be highly dedicated to their duties and responsibilities pursuant to good corporate governance's which led to the great benefits of the Company. Therefore, the Board of Directors deems it appropriate to propose to the 2016 Annual General Meeting of the Shareholders to consider and approve the appointment of directors who retire by rotation to continue their terms as the directors of the Company with details as follows:

- 1) Ms. Duangkamol Chotana Director and Chairman
  - 3) Mr. Pana Janviroj Director and Chief Executive Officer
- (detail of which are provided in Enclosure No.6)

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

**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 remuneration for the Company's directors in 2015, which was approved in the 2015 Annual General meeting of Shareholders, is paid to the chairman of the Board of Directors in an equal amount 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 2016 Annual General Meeting of Shareholders to consider and approve the remuneration for the Company's directors for the year 2016 based on a quarterly basis without any other forms of remuneration and in the same rate of the year 2015, with details as follows:

<b>Position</b>	<b>Amount per person for year 2016 (Proposed Year)</b>	<b>Amount per person for year 2015</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.-

Total remuneration of directors for the year 2016 will not more than Baht 2,000,000.

**Agenda 7 To consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2016**

**Facts and Reasons:** The Board of Directors, under the recommendation by the Audit Committee, deems it appropriate to propose to the 2016 Annual General Meeting of Shareholders to consider and approve the appointment of KPMG Poomchai Audit Ltd. as an auditor of the Company with the following persons as the Company's auditors for the year 2016:

1. Ms. Patamavan Vadhanakul, Registration No. 9832 who will sign the financial statements of the Company for the year 2014 for the third year **or**
2. Mr. Winid Silamongkol, Registration No. 3378, **or**
3. Mr. Veerachai Ratanajarakul, Registration No. 4323 **or**
4. Ms. Vannaporn Jongperadechanon, Registration No. 4098

All of the above four 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 2016 Annual General Meeting of Shareholders to consider and approve the remuneration of the auditors for the year 2016 in respect of the Company, its subsidiaries, totaling 3 companies, in the total amount of Baht 1,590,000.- (which decrease 50,000 Baht when compare to the previous year)

(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 2016 Annual General Meeting of Shareholders to consider and approve the appointment of auditors for the year 2016 and the determination of directors' remuneration as mentioned above. (details of which are provided in Enclosure No. 7).

#### **Agenda 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  
Chief Executive Officer

**Minutes of The 2015 Annual General Meeting of Shareholders  
of  
Nation International Edutainment Public Company Limited  
(Translation)**

**Date and Place**

The Meeting was held on April 28, 2015 at 14:00 hrs, at the Conference Room A, 27<sup>th</sup> floor, Inter Link Tower, 1854, K.M. 4.5, Bangna-Trad Road, Bangna, Bangkok 10260

**Directors attending the Meeting**

- |                                 |  |
|---------------------------------|--|
| 1. Mr. Suthichai Sae-Yoon       | Chairman of the Nation Group and Director                |
| 2. Mr. Sermsin Samalapa         | Vice Chairman of the Nation Group and Director           |
| 3. Ms. Duangkamol Chotana       | Chairman of the Board of Director                        |
| 4. Mr. Pana Janviroj            | Chief Executive Officer and Director                     |
| 5. Mr. Somsak Cheer Chiranakhon | Independent Director and the Chairman of Audit Committee |
| 6. Mr. Suthee Jintananarumitr   | Independent Director and Member of Audit Committee       |
| 7. Dr. Santhaya Kittikowit      | Independent Director and Member of Audit Committee       |

There are totally 7 directors attending the Meeting.

**Executives attending the Meeting**

- |                                  |   |
|----------------------------------|---|
| 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**

- |                             |                                   |
|-----------------------------|-----------------------------------|
| 1. Ms. Patamavan Vadhanakul | Certified Public Auditor No. 9832 |
| 2. Mr. Winid Silamongkol    | Certified Public Auditor No. 3378 |

**Legal Consultants observing the Meeting**

- |                             |                                     |
|-----------------------------|-------------------------------------|
| 1. Mr. Kraisor Mee-som-ngam | Pow & Associates Law Office Limited |
|-----------------------------|-------------------------------------|

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 2015 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](http://www.nine.co.th) and sent the details via postal mail to the Chairman of the Company as from November 21, 2014 to January 30, 2015.

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 0-2338-3938 as from March 17, 2015 to March 31, 2015 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**

Ms. Duangkamol Chotana, Chairman of the Board, 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

- 6 shareholders having attended the Meeting themselves with 2,385,915 shares accounting for 1.40 % of total shares
- 38 proxies having attended the Meeting with 142,783,898 shares accounting for 83.97 % of total shares
- A total of 44 shareholders having attended the Meeting with 145,169,813 shares accounting for 85.37 % of total shares

The Meeting had a quorum.

**Agenda Item 1 To acknowledge the minutes of the 2014 Annual General Meeting of Shareholders held on April 2, 2014**

The Chairman informed the Meeting that the Company Secretary had completed the minutes of the 2014 Annual General Meeting of Shareholders held on April 2, 2014. 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 2014 Annual General Meeting of Shareholders held on April 2, 2014.

The Meeting has considered and adopts the minutes of the 2014 Annual General Meeting of Shareholders with majority votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	144,405,113	votes	Equivalent to	99.47%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	764,700	votes	Equivalent to	0.53%

**Agenda Item 2 To consider and approve the Company's operating results and the Board of Directors' report for the year 2014**

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 2014. The details were available in the Annual Report 2014 mailed to the shareholders with the invitation letter.

Mr. Pana Janviroj - Chief Executive Officer hereby would summarize the operating results in 2014 as follows.

Over the past 2014, the company has been in adaptation to the qualified growth. In the first half of the year, the sales of book markets was relative poor, a bit increase was shown in the second half of the year.

According to the consolidated financial statements of the company and its subsidiaries for the year ended December 31, 2014, the company had total revenue of THB 268.47 million; gross profit of THB 64.14 million and net profit of THB 1.71 million.

Revenue structure includes revenue generated from the production and distribution of pocketbooks; representing 18 percent, the production and distribution of printed materials for youth; representing 27 percent, sales of foreign publications and related services; representing 27 percent, sales of goods and services via the internet, representing 1 percent, television programs business; representing 16 percent, education representing 1 percent, and other revenues; representing 10 percent.

Cost and expenses structure includes the cost of sales and service; representing 68 percent, selling expenses; representing 13 percent, administrative costs expenses, representing 16 percent, and executive compensation; representing 3 percent.

The company's financial position as of the year ended 2014, the company had assets of THB 711.43 million, declined by THB 49.88 million or 6.55 percent of total assets by the year ended 2013, because the company received payment of trade receivables, other receivables, other current assets, and other intangible assets, which had decreased from the previous year.

The total liabilities were THB 195.17 million, decreased by THB 36.51 million or 15.76 percent of total liabilities by the year ended 2013, due to the decreased accounts payables, other payables, and other liabilities.

Shareholders' equity as of the year ended 2014 was THB 516.27 million, decreased by THB 13.37 million or 2.52 percent from the shareholders' equity by the year ended 2013.

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 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 2014.

The Meeting has considered and approved the Company's operating results and the Report of the Board of Directors in the year 2014 with majority votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	144,405,113	votes	Equivalent to	99.47%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	764,700	votes	Equivalent to	0.53%

**Agenda Item 3 To consider and approve the Company's financial statements for the year ended December 31, 2014**

The Chairman informed the Meeting that the financial statements of Nation International Edutainment Public Company Limited and its subsidiaries as of December 31, 2014 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 2014 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, 2014.

The Meeting has considered and approves the financial statements for the year ended December 31, 2014 with majority votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	144,405,154	votes	Equivalent to	99.47%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	764,700	votes	Equivalent to	0.53%

**Remarks:** In this agenda, there were additional shareholders that attended the meeting, representing 41 shares after agenda 2 was approved.

**Agenda Item 4 To consider and approve the dividend payment for the operating results for the year ended December 31, 2014**

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 have a policy to pay dividend of no less than 30 percent of each company's 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 net profit in 2014 of Baht 15.26 million, or a profit of Baht 0.09 per share. The Board of Directors had approved to pay dividend payment from operating results in 2014 ended December 31, 2014 at Baht 0.07 per share totaling Baht 11.90 million or 77.98% of net profit. The names of shareholders who are eligible to dividend payment shall be recorded on May 12, 2015 (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 13, 2015, and the date of dividend payment shall be on May 27, 2015.

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 2014 ended December 31, 2014.

The Meeting has considered and approves the dividend payment for the year ended December 31, 2014 with majority votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	144,405,254	votes	Equivalent to	99.47%
Disapproved:	0	votes	Equivalent to	0.00%

Abstained: 764,700 votes Equivalent to 0.53%

**Remarks:** In this agenda, there were additional shareholders that attended the meeting, representing 100 shares after agenda 3 was approved.

**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 2015, three directors whose terms expired are as follows:

- 1) Mr. Suthichai Sae-Yoon Director
- 2) Mr. Suthee Jintananarumitr Director and Member of Audit Committee
- 3) Dr. Santhaya Kittikowit Director and Member of Audit Committee

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 November 21, 2014 to January 30, 2015, 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 three directors namely, Mr. Suthichai Sae-Yoon, Mr. Suthee Jintananarumitr and Dr. Santhaya Kittikowit 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 majority votes of the total number of the shareholders attending the meeting and casting their votes as follows:

**1) Mr. Suthichai Sae-Yoon**

Approved:	142,607,254	votes	Equivalent to	98.23%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	2,562,700	votes	Equivalent to	1.77%

**2) Mr. Suthee Jintananarumitr**

Approved:	142,607,254	votes	Equivalent to	98.23%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	2,562,700	votes	Equivalent to	1.77%

### 3) Dr. Santhaya Kittikowit

Approved:	142,607,254	votes	Equivalent to	98.23%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	2,562,700	votes	Equivalent to	1.77%

### **Agenda Item 6 To consider the remuneration of directors for the year 2015**

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 2015 are available in the invitation letters mailed to the shareholders.

The remuneration for company directors for 2015 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.

<b>Position</b>	<b>Amount per person for year 2015 (Proposed Year)</b>	<b>Amount per person for year 2014</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 2015. 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 majority votes of not less than two-thirds of the total number of votes of the shareholders attending the meeting as follow:

Approved:	142,607,254	votes	Equivalent to	98.23%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	2,562,700	votes	Equivalent to	1.77%

**Agenda Item 7 To consider and approve the appointment of auditors and the determination of the auditor’s remuneration for the year 2015**

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 2014 for the second 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 4 companies for the fiscal year 2015. The remunerations for the auditor total Baht 1,640,000. (which decrease 275,000 Baht when compare to the previous year)

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 2015.

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 2015 with the fee of Bt1,640,000 with a majority votes of the total number of the shareholders attending the meeting and casting their votes as follows:

Approved:	142,710,254	votes	Equivalent to	98.31%
Disapproved:	0	votes	Equivalent to	0.00%
Abstained:	2,459,700	votes	Equivalent to	1.69%

**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, Jureerat Chuensuwan asked:** Owing to the 2014 Annual Meeting of Shareholders, which the anti-corruption initiative of the Thai Institute of Directors (IOD) was in question by the Association and the company signed an intention agreement to participate in the project. However, the company has not been endorsed by

the IOD; here I would like to inquire on the progress and plans to obtain certification issued by the IOD.

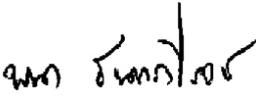
**Ms. Duangkamol Chotana - Chairman of the Board of Directors:** The Company's policy has focused on the importance of a continuous anti-corruption. In recent years, the company has executed as follows:

1. Improve and review anti-corruption, to be part of the Code of Business Ethics and Good Practice for Newcomers, to ensure that all employees are aware of its importance continuously.
2. Provide training seminars on Business Ethics to the staffs, to ensure that they are aware of the importance and compliance strictly.
3. Join the Thaipat Institute, organization that works with the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) in the fight against corruption for Thailand, along with direct and support the transparency over the media industry to be further developed and adopt the ideas to the organization.

The company will apply for registered membership from IOD, beginning with self-assessment, reviewed by the Chairman of Audit Committee, or the auditor of the company, or other auditors, and then forwarded the complete self-assessment to the IOD for approval of membership.

The Chairman expressed his thanks to the Shareholders for attending the Meeting.  
The Meeting adjourned at 15.00 hrs.

Signature.......... Chairman  
Ms. Duangkamol Chotana

Signature.......... Chief Executive Officer  
Mr. Pana Janviroj

### **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 1% 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 business 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 1 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 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. 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.

8. 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 2016, 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 December 4, 2015 and January 29, 2016. 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>	Ms. Duangkamol Chotana		
<b>Type of director proposed for election</b>	Director and Chairman		
<b>Present position</b>	Director and Chairman		
<b>Date of appointment as Director</b>	March 9, 2015		
<b>Age</b>	53 years		
<b>Education</b>	BA. Communication Arts, Chulalongkorn University		
<b>Director training programs</b>	<b>Thai Institute of Directors Association</b> - Director Certification Program(DCP#144/2011) - Anti-Corruption for Executive Program (ACEP 2/2555) <b>Thai Listed Companies Association, The Stock Exchange of Thailand (TLCA)</b> - Executive Development Program (EDP) (EDP # 4)		
<b>Training Course (s) 2015</b>	<b>Thai Listed Companies Association, The Stock Exchange of Thailand (TLCA)</b> - Leadership Development Program (LDP # 3) <b>Thailand Energy Academy (TEA)</b> - Energy Literacy for The World (TEA#1/2015)		
<b>Position held in other listed companies (3 Companies)</b>	March 9, 2015 - Present 2011 - Present 2012 - Present 2012 – Present	Chirman - Nation International Edutainment Plc. Director - Nation Broadcasting Corporation Plc. Director - Nation Multimedia Group Plc. Chief Executive Officer - Nation Multimedia Group Plc.	
<b>Position held in othertonon-listed companies (7 Companies, 1 University)</b>	2010 – Present 2012 – Present 2012 – Present 2012 – Present 2012 – Present 2012 – Present 2012 – Present Aug. 18, 2015 – Present	Director - Krungthep Turakij Media Co., Ltd. Director - Nation News Network Co., Ltd Director - Kom Chad Luck Media Co., Ltd. Chairman - WPS (Thailand) Co., Ltd. Director - NML Co. Ltd. Director - Nation U Co., Ltd. Director - Bangkok Business Broadcasting Co., Ltd. Honorary Member - Nation U Co., Ltd.	

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

<b>Position held in a competing business / related business that may cause conflict of interest</b>	None
<b>No. of Shares Held as at December 30, 2015</b>	52,714 shares (0.03 %)
<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	Involved in managing and oversee the operations of Nation Multimedia Group Public Company Limited as the companies stated following either as executive director or director. <b>Position Company</b> Director - Nation Broadcasting Corporation Plc. Director and CEO - Nation Multimedia Group Plc. Director - Krungthep Turakij Media Co., Ltd. Director - Nation News Network Co., Ltd. Director - Kom Chad Luck Media Co., Ltd. Chairman - WPS (Thailand) Co., Ltd. Director - NML Co.Ltd. Director - Nation U Co., Ltd. Director - Bangkok Business Broadcasting Co., Ltd. Honorary Member - Nation U Co., Ltd.
2. Being a professional service provider(such as Auditor or Legal Consultant)	None

**No of years Holding the Post of the Company's Director and The Meeting Attendance in 2015**

<b>Holding the post of the Company's Director As at December 31, 2015</b>	<b>Meeting Attendance in 2015</b>		
	<b>Board of Directors</b>	<b>Annual General Meeting</b>	<b>Extraordinary General Meeting</b>
10 months (appointed as a director since Mar. 9, 2015)	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. Pana Janviroj</b>		
<b>Type of director proposed for election</b>	Director and Chief Executive Officer		
<b>Present position</b>	Director and Chief Executive Officer		
<b>Date of appointment as Director</b>	April 4, 2011		
<b>Age</b>	57 Years		
<b>Education</b>	MA., Tufts University, USA		
<b>Director training programs</b>	<b>Thai Institute of Directors Association</b> - Director Certification Program (DCP#71)  <b>Thai Listed Companies Association, The Stock Exchange of Thailand</b> - Risk Management Seminar & Workshop		
<b>Training Course (s) 2015</b>	<b>Thai Institute of Directors Association</b> - Anti-Corruption for Executive Program (ACEP 15/2558)		
<b>Position held in other listed companies (2 Companies)</b>	2011 – Present 2012 – Present 2014 – Present	Director - Nation International Edutainment Plc. Director - Nation Multimedia Group Plc Chief Executive Officer - Nation International Edutainment Plc.	
<b>Position held in other non-listed companies (7 Companies, 1 University)</b>	2008 - Present 2012 - Present  2012 - Present 2014 – Present 2014 - Present 2014 - Present May 2015 – Present Aug. 18, 2015 - Present	Director - Nation News Network Co., Ltd. Director - Yomiuri-Nation Information Service Co., Ltd. Director - Nation Global Edutainment Co., Ltd. Director - WPS (Thailand) Co., Ltd. Director - Nation Edutainment Co., Ltd. Director - Nation Kids Co., Ltd. Director - Thai Listed Companies Association  Honorary Member - Nation U Co., Ltd.	

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

<b>Position held in a competing business / related business that may cause conflict of interest</b>	None
<b>No. of Shares Held as at December 30, 2015</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	Involved in managing and oversee the operations of Nation Multimedia Group Public Company Limited as the companies stated following either as executive director or director. <b>Position Company</b> Director - Nation Multimedia Group Plc. Director - Nation News Network Co., Ltd. Director - Yomiuri-Nation Information Service Co., Ltd. Director - Nation Global Edutainment Co., Ltd. Director - WPS (Thailand) Co., Ltd. Director - Nation Edutainment Co., Ltd. Director - Nation Kids Co., Ltd. Honorary Member - Nation U Co., Ltd.
2. Being a professional service provider (such as Auditor or Legal Consultant)	None

**No of years Holding the Post of the Company's Director and The Meeting Attendance in 2015**

<b>Holding the post of the Company's Director As at December 31, 2015</b>	<b>Meeting Attendance in 2015</b>		
	<b>Board of Directors</b>	<b>Annual General Meeting</b>	<b>Extraordinary General Meeting</b>
4 years 9 months (appointed as a director since Apr. 4, 2011)	5/5	1/1	-

**Agenda Item 7**  
**The details of the auditors for the fiscal year 2016**

2015 Year	2016 Year of Proposal
<b>KPMG Phoomchai Audit Co Ltd</b>	<b>KPMG Phoomchai Audit Co Ltd</b>
<ol style="list-style-type: none"> <li>1. Ms. Patamavan Vadhanakul Registration No. 9832</li> <li>2. Mr. Winid Silamongkol Registration No. 3378</li> <li>3. Mr.Veerachai Ratanajaratkul, Registration No. 4323</li> <li>4. Ms.Vannaporn Jongperadechanon Registration No. 4098</li> </ol> <p>Ms. Patamavan Vadhanakul is the Auditor who has affixed his signature to certify the Company's financial statement in 2015 <b>(for the Second year)</b></p> <p>Compensation of the auditor for the Company and its subsidiaries totals 1,640,000 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>	<ol style="list-style-type: none"> <li>1. Ms. Patamavan Vadhanakul Registration No. 9832</li> <li>2. Mr. Winid Silamongkol Registration No. 3378</li> <li>3. Mr.Veerachai Ratanajaratkul, Registration No. 4323</li> <li>4. Ms.Vannaporn Jongperadechanon Registration No. 4098</li> </ol> <p>Ms. Patamavan Vadhanakul is the Auditor who has affixed his signature to certify the Company's financial statement in 2016 <b>(for the third year)</b></p> <p>Compensation of the auditor for the Company and its subsidiaries totals 1,590,000 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 2016**

**General Information**

Name-Surname : Ms. Patamavan Vadhanakul  
Nationality : Thai  
Work Place : KPMG Phoomchai Audit Ltd.  
Period of employment : 23 years  
Position : Partner, Audit



**Education Qualification:**

- Master of Science in Risk Management, University of Southampton, United Kingdom
- Master degree of Business Administration, Thammasat University
- Bachelor of Accountancy, Chulalongkorn University

**Membership in Professional Organizations :**

- Member of the Federation of Accounting Professions of Thailand
- Certified Public Accountant of Thailand
- Licensed CPA approved by Thai Securities Exchange Commission

**Experience :**

- Audit Partner, KPMG Phoomchai Audit Ltd.
- Joined the Firm since 1993

**Company's Articles of Association  
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 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 where a shareholder attends a meeting in person**

- The shareholder, who is an individual person with Thai nationality, must show his/her original identity card or original state official identity card to register.
- The 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 the shareholder changes his/her name or surname, the shareholder must produce evidence to prove the name or surname change.

**2. Appointing a proxy:**

- The shareholder who appoints the 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 where 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 to substitute 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 before a notary public or other agencies having similar authorities as prescribed by the laws of each respective country. The signed proxy form shall be presented to the competent officer at the Royal Thai Embassy or Consulate or an officer authorized to act on the said person's behalf, or any other person authorized to certify such documents in all respects in accordance with the law.
  - 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.
3. **In cases where a shareholder is deceased:** The estate administration can attend the meeting in person or by proxy, provided that a court order appointing the estate administration is presented. The court order must be signed by the authorized person within six months before the meeting date.
  4. **In cases where 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 where 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:**

The registration shall start at least one hour before the meeting time or at 1300 hrs.

**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. Somsak Cheer Chiranakhon</b>	
<b>Present position</b>	Independent Director and Chairman of The Audit Committee	
<b>Date of appointment as Director</b>	April 11, 2008	
<b>Age</b>	72 Years	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master in Engineering and Management of Industry, University of Wisconsin - USA</li> <li>- BA in Engineering, University of Wisconsin - USA</li> </ul>	
<b>Director training programs</b>	<b>Thai Institute of Directors Association</b> <ul style="list-style-type: none"> <li>- Director Certification Program (DCP#101)</li> <li>- Audit Committee Program # 23</li> </ul>	
<b>Training Course (s) 2015</b>	<b>KPMG</b> <ul style="list-style-type: none"> <li>- KPMG's Internal Audit oversight</li> <li>- Transfer pricing act: Considerations for Audit Committees”</li> </ul>	
<b>Position held in other listed companies (1 Companies)</b>	2008 - Present Independent Director & Chairman of The Audit	
<b>Position held in othernon-listed companies (3 Companies)</b>	2000 - Present Managing Director - Wrebbit Asia Co., Ltd. 2002 - Present Chairman - Engery Control Co., Ltd. 2005 - Present Managing Director - P.R.S.S. 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 2016</b>	No. (Except Agenda 6 : Consider the remunerations for directors for the year 2016)	
<b>No. of Shares Held as at December 30, 2015</b>	None	

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

<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 2015**

<b>Holding the post of the Company's Director As at December 31, 2015</b>	<b>Meeting Attendance in 2015</b>			<b>Extraordinary General Meeting</b>
	<b>Board of Directors</b>	<b>Audit Committee</b>	<b>Annual General Meeting</b>	
6 years 8 months (appointed as a director since Apr. 11, 2008)	5/5	4/4	1/1	-

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 _____ holding the total amount of _____	หุ้น _____ shares	และออกเสียงลงคะแนนได้เท่ากับ _____ and have the rights to vote equal to _____	เสียง ดังนี้ _____ votes as follows: _____
หุ้นสามัญ _____ ordinary share	หุ้น _____ shares	ออกเสียงลงคะแนนได้เท่ากับ _____ and have the right to vote equal to _____	เสียง _____ votes
<input type="checkbox"/> หุ้นบุริมสิทธิ _____ preference share	หุ้น _____ shares	ออกเสียงลงคะแนนได้เท่ากับ _____ and have the right to vote equal to _____	เสียง _____ 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 ในการประชุมสามัญผู้  
ถือหุ้นประจำปี 2559 ในวันที่ 25 เมษายน 2559 เวลา 14.00 น. ณ ห้องประชุม เอ ชั้น 27 อาคารอินเตอร์ลิงค์ เลขที่ 1858/118-119 ถนน  
บางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพฯ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any one to be above shall be my/our proxy holder to attend and vote on my/our behalf at the 2016 Annual  
General Meeting of Shareholders on April 25, 2016 at 14.00 hrs, at Conference Room A, 27<sup>th</sup> Floor, Interlink Tower  
Building 1858/118-119, Bangna-Trad Road, Bangna Sub-district, Bangna District, Bangkok, Thailand or on 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 2558 ซึ่งประชุมเมื่อวันที่ 28 เมษายน 2558  
Agenda 1 To Acknowledge the minutes of the 2015 Annual General Meeting of Shareholder held on April 28, 2015  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณานอุมัติและรับรองผลการดำเนินงาน และรายงานคณะกรรมการของบริษัทฯ สำหรับปี 2558  
Agenda 2 To consider and approve the Company's operating results and report by the company's Board of Directors for the year 2015  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 3 พิจารณาและอนุมัติและรับรองงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2558  
Agenda 3 To consider and approve the Company's Financial Statements for the year ended December 31, 2015  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณานอุมัติจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2558  
Agenda 4 To approve of dividends payment for the company's operations for the year ending December 31, 2015  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

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

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 : นางสาวดวงกมล โชตนะนา

Name of Director : Ms. Duangkamol Chotana

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

5.2 ชื่อกรรมการ : นายพนา จันทวิโรจน์

Name of Director : Mr. Pana Janviroj

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

วาระที่ 6 พิจารณากำหนดค่าตอบแทนของกรรมการบริษัท ประจำปี 2559  
Agenda 6 To consider the remuneration of directors for the year 2016  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2559  
Agenda 7 To consider and approve the appointment of Company's auditors and the determination of audit fee for the Year 2016  
 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 การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

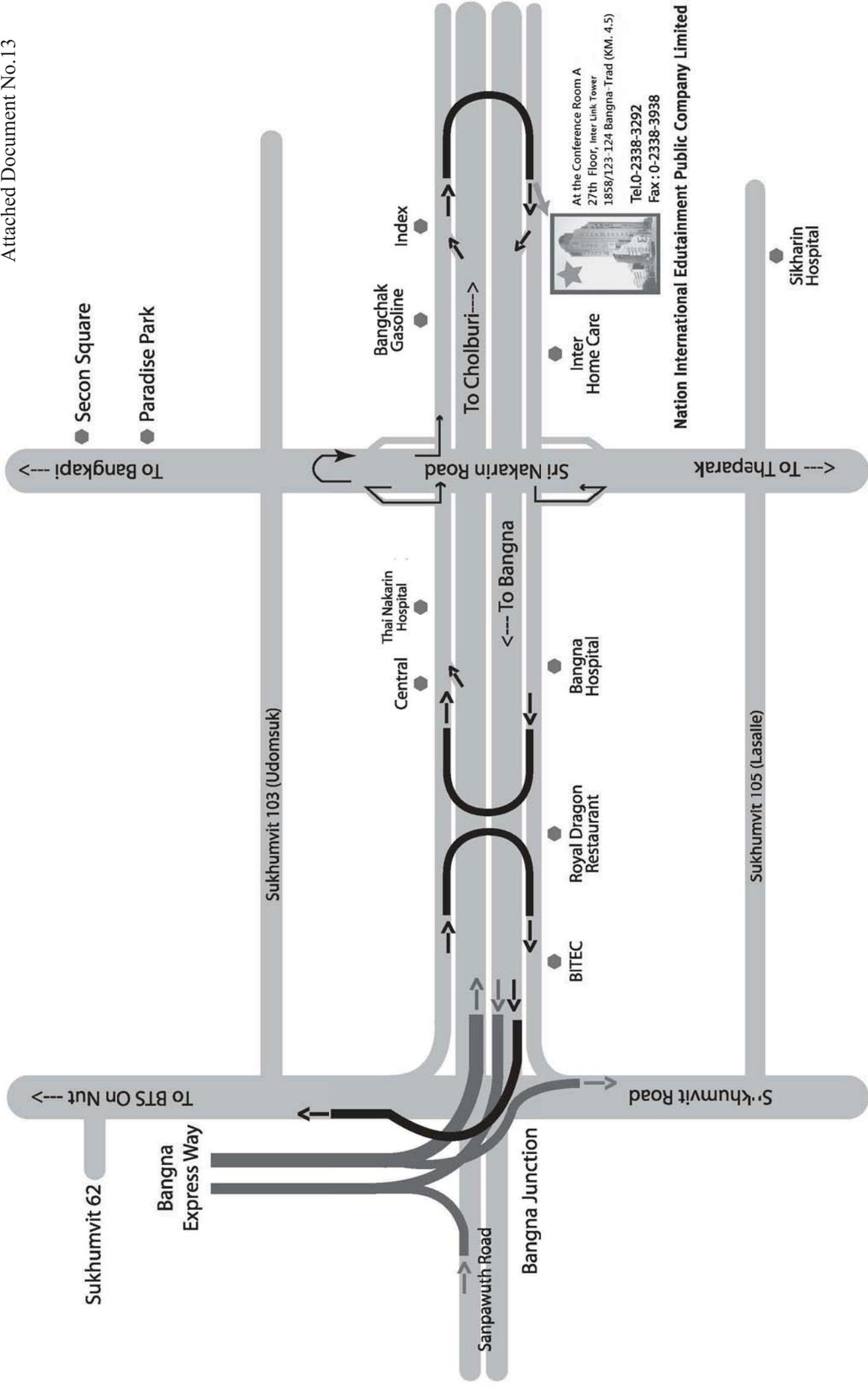
Proxy

#### 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.



Secon Square

Paradise Park

To Bangkokpi <-->

Bangchak Gasoline

Index

To Cholburi <-->



At the Conference Room A  
27th Floor, Inter Link Tower  
1858/123-124 Bangna-Trad (KM. 4.5)

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Nation International Edutainment Public Company Limited

Inter Home Care

Sikharin Hospital

Sukhumvit 103 (Udomsuk)

Thai Nakarin Hospital

Central

To Bangna <-->

Bangna Hospital

Royal Dragon Restaurant

BITEC

Sukhumvit 105 (Lasalle)

Sukhumvit 62

Bangna Express Way

To BTS On Nut <-->

Sanpawuth Road

Bangna Junction

Sukhumvit Road

