



Nation International Edutainment Public Co., Ltd.
a subsidiary of Nation Multimedia Group Public Co., Ltd.
บริษัท เนชั่น อินเทอร์เทนเมนท์ เอ็ดดูเทนเมนท์ จำกัด (มหาชน)
1858/123-124 29th Fl., Bangna-Trad Road, Bangkok 10260
Tel: (662) 338-3333 Fax: (662) 338-3586
www.nine.co.th

**Minutes of The Extraordinary General Meeting of Shareholders No. 1/2016
of
Nation International Edutainment Public Company Limited
(Translation)**

Date and Place

The Meeting was held on December 23, 2016 at 13:30 hrs, at the Conference Room, 7th Floor, Nation University Tower, No.1854, Bangna-Trad Road K.M.4.5, Bangna Subdistrict, Bangna District, Bangkok 10260

Before starting a meeting, Mr. Prajya Aura-Ek ("Moderator") informed the meeting that because of the vacancy of the President of the Board of Directors and an absence of the Vice-President, resulting that there is nobody acting as Chairman for the Extraordinary General Meeting of Shareholders No. 1/2016, Ms. Punapa Thongthaveephan ("Company Secretary") was therefore required to assume role as company's representative to inform the primary statement at the meeting.

Ms. Punapa Thongthaveephan, Company Secretary, informed the meeting that the number of sold shares of the company totaled 170,048,386 shares and the shareholders attending the meeting included as follows.

- 19 shareholders attending the meeting in person, representing 10,346 shares, equivalent to 0.01 percent of the total shares.
- 18 shareholders attending the meeting by proxy, representing 123,270,582 shares, equivalent to 72.49 percent of the total shares.
- 37 shareholders attending the meeting in total, representing 123,280,928 shares, equivalent to 72.50 percent of the total shares.

This is considered complete to constitute a quorum as to the Articles of Association.

Directors attending the Meeting

1. Mr. Somsak Cheer Chiranakhon Independent Director and the Chairman of Audit Committee
2. Mr. Suthee Jintananarumit Independent Director and Member of Audit Committee
3. Dr. Santhaya Kittikowit Independent Director and Member of Audit Committee

There are 3 directors from totally 7 directors attending the Meeting.

Legal Consultants observing the Meeting

1. Mr. Wittaya Kaewkungsadan

At this meeting, before starting the meeting agenda, the moderator informed the meeting rules and procedures regarding a consideration of appointment of Chairman of the meeting as follows.

1. Voting procedures and rules to elect the Chairman of the meeting

(1) To elect the Chairman of the meeting, voting procedures and rules shall be executed in accordance with the Articles of Association, Chapter 4 Shareholders' Meeting, Section 40, 41, 42, and 43, as detailed in the shareholder's invitation letter as follows.

- Clause 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.

- Clause 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.

- Clause 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.

- Clause 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

2. To consider nominating shareholders or proxies to appoint Chairman of the meeting

- The shareholders or proxies to attend the meeting are required to nominate themselves or other shareholders, or other proxies who are present in a meeting, and the nominated candidates consent to nomination to the meeting and appointed by the resolution of the meeting to serve as Chairman of the Extraordinary General Meeting of Shareholders No. 1/2016 of the Company.

- After the nomination is complete, the meeting shall vote regardless of the number of the nominated shareholders or proxies. The ballots in Agenda 1 distributed to meeting attendants during registration phase are used.

3. Voting rules for appointing the Chairman of the meeting are as follows.

- The individual shareholders and proxies mark X or ✓ in the Agenda 1 ballot corresponding to their intention.

- To vote, the voters mark sign in the ballot corresponding to the identification number of the nominated candidates and sign in the blank given. Detailed identification number of the nominated candidates to be appointed as Chairman is displayed on screen.

- In case where there are two or higher nominated candidates, the shareholder is entitled to vote only one or more than one nominated candidates, but votes could not be split to anybody.

- In case where the shareholder does not agree with the nominated candidates or does not wish to vote, it is required to mark sign "Disagreed" or "Abstain" and sign in a blank given on the ballot.

- In case of ballot re-marking crossing out the original mark with affixing the signature.

- Voting must be conducted openly. One share counts one vote.

- Collecting the Agenda 1 ballots are made separately and individually by type of voting. "Agreed" ballots are first collected, then followed by "Disagreed" ballots, and lastly the residue Agenda 1 ballots are collected.

4. Counting and summarizing scores

- The resolution of the meeting shall be based on the majority of the shareholders present at the meeting who are entitled to vote.

- By the resolution of the meeting, the nominated person receives the highest votes is appointed as the chairman of the meeting. In case of a tie, the shareholders' meeting re-votes to elect the chairman from among those who have the same scores.

- the nominated person receives the highest votes will assume role the chairman of the meeting.

5. In the event the shareholder does not deliver the ballot to the election officials, it is considered "Abstention". Upon announcing the results of the voting, the respective agenda voting shall be considered final.

6. Voting as voided and spoiled ballot is considered "Abstention"

1) Ballot marking more choices than permitted (one choice)

2) Ballot with no mark or incognito

3) Ballot with conflict of intention or without apparent intention of the voters

4) Allot with crossing out and without affixing the signature

Following informing the meeting rules and procedures for appointment of the chairman of the meeting completely, the moderator pursued the meeting into the Agenda 1.

Agenda Item 1 To approve the appointment of the Chairman of Extraordinary General Meeting of Shareholders No. 1/2016

The moderator asked the meeting to nominate the shareholders or proxies to be considered for appointment of the Chairman of the meeting. The nominated shareholders or proxies are asked to contact with the company's officials for verification of the authenticity of the documents.

Mr. Sangchai Leelanawalikhit, shareholder of the company, presented Mr. Vithoon Pungprasert as proxy for shareholders to act as Chairman of the meeting.

Company's authorities verified the personal identity documents of Mr. Vithoon Pungprasert, and found that he is an authentic proxy for shareholders of the Company.

No additional shareholders nominated a person who will serve as Chairman of the meeting; the nomination process is then complete. The moderator summarized the list of the nominated candidates who will perform duty as Chairman of the meeting.

1. Mr. Vithoon Pungprasert

No shareholders had any additional inquiries or comments. The moderator asked the shareholders to consider approves the appointment of the Chairman for the Extraordinary General Meeting of Shareholders No. 1/2016.

The meeting considered and passed a resolution by the majority vote of the shareholders to appoint Mr. Vithoon Pungprasert as proxy and Chairman of the Extraordinary General Meeting of Shareholders No. 1/2016with the following voting results

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	123,270,565	99.96
Disapproved	-	-
Abstained	52,567	0.04

Remarks: In this agenda, there were 3 more attendants holding 42,204 shares.

Mr. Vithoon Pungprasert, proxy, was approved by the resolution of the shareholders by a majority votes in Agenda 1, he then served as Chairman of the Meeting ("Chairman") and pursued the meeting on Agenda 2 onwards with the following statements.

Chairman added that the extraordinary general meeting of shareholders by this time was held under laws to consider appoint new directors to replace the vacant positions and the Chairman is responsible for regulating the meeting in meeting the laws and the Articles of Association.

Therefore, the shareholders and proxies were expected to pursue the meeting in matters relating to the meeting agenda only. Furthermore, in case of enquires or questions, the shareholders or proxies were permitted to enquire only matters relevant to the agendas.

Agenda Item 2: To approve the election of four directors to hold office in the vacant positions

Chairman assigned the meeting moderator to describe a detail of the directors' election by this agenda.

The moderator informed the meeting that there are four current vacancies of the directors the number of directors being less than the number required for a quorum to conduct the Board of Directors' Meeting pursuant to Section 83 of the Public Limited Companies Act B.E. 2535, stating;

“In the case where there are vacancies in the Boards of Directors resulting in the number of directors being less than the number required for a quorum, the remaining Directors may act in the name of the Board of Directors only to hold a meeting of shareholders in order to elect directors to replace all the vacancies.

As to the Paragraph One, the meeting shall be conducted within one month from the date of the vacancy to less than the number to constitute a quorum. The replacement director under Paragraph One shall hold office only for the remaining term of the director whom he replaces.

The Company by Mr. Somsak Cheer Chiranakhon, a remaining director of the company acted on behalf of the Board of Directors and held the Extraordinary General Meeting of Shareholders No. 1/2016 on November 7, 2016 as required by law. However, it's apparent that the number of the shareholders and proxies attending the meeting did not constitute a quorum pursuant to Section 103 of the Public Limited Companies Act B.E. 103 and the Company's Articles of Association, stating that in the meeting of shareholders, the number of shareholders and proxies present at the meeting must not be less than twenty-five or not less than one half of the total number of shareholders and the number of shares amounted must not be less than one-third of the total number of sold shares to constitute a quorum. Thus, the company reappoints the meeting today.

The Company provided the opportunity for shareholders to nominate persons to be elected as directors of the Company under the requirements and details informed to the shareholders through the communication channel of SET and Invitation Letter to Extraordinary General Meeting of Shareholders No. 1/2016 (Adjourned Meeting) by December 20, 2016, to consider and present at the Extraordinary General meeting of shareholders No. 1/2559 which would be held on December 23, 2016.

The results showed that there were a total of four nominated candidates for directors of the Company. At preliminary examination by the company, it found that such four candidates are qualified to hold office as a director of the Company.

The moderator clarified the process of voting for the election of directors as follows.

1) The voting must be conducted openly. One share counts one vote.

2) Voting for those nominated candidates as listed above using the ballots in Agenda 2

- Each shareholder votes to elect one or several nominated candidates as director(s). The shareholder votes at number equal to their shares held. However, But votes could not be split to anybody.

- One shareholder votes for one or several nominated candidates by marking X or ✓ in “Agreed” column on the ballot corresponding to their voting intention and signs in the blank given.

- In case that the shareholder does not agree with those whom are nominated, or does not wish to vote, it is required to mark "Disagreed" or "Abstain" and sign in a blank given on the ballot.

- In case of ballot re-marking, crossing out the original mark with affixing the signature.

3) All ballots are collected and counted by the election officials. The results of the vote shall be then announced.

4) The void and spoiled vote is considered ‘abstention’.

5) Below are four director vacancies proceeding from maximum to minimum by the remaining term of office.

(1) Vacancy1, Ms. Duangkamol Chotana, remaining term of office is 2years and 4 months

(2) Vacancy2, Mr. Pana Janviroj, remaining term of office is 2 years and 4 months

(3) Vacancy3, Mr. Suthichai Sae-Yoon, remaining term of office is 1 years and 4 months

(4) Vacancy4, Mr. Sermsin Samalapa, remaining term of office is 4 months

The results of voting and appointing the nominated candidate with the highest votes to hold office in vacancy 1, followed by vacancy 2, 3, and 4 as mentioned above. In case where more than nominated candidates in descending order of votes are tied, the casting vote will be exercised by the chairman.

No shareholders had any additional inquiries or comments. The Chairman asked the shareholders ‘meeting to consider and approve the appointment of four directors to replace the vacant position acting as a director of a company.

The meeting had a resolution to appoint four candidates with the respective highest number of votes to assume duties as a director of the company to replacement as follows.

- 2.1 Mr. Thepchai Sae Yong to hold director office in the vacant position of Miss Duangkamol Chotana. In this regard, the Meeting approved this resolution with the votes as follows:

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	123,272,972	99.96
Disapproved	-	-
Abstained	50,160	0.04

- 2.2 Miss Nutwara Saengwarin to hold director office in the vacant position of Mr. Pana Janviroj. In this regard, the Meeting approved this resolution with the votes as follows:

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	123,272,972	99.96
Disapproved	-	-
Abstained	50,160	0.04

- 2.3 Miss Natenapa Pusittanont to hold director office in the vacant position of Mr. Suthichai Sae-Yoon. In this regard, the Meeting approved this resolution with the votes as follows:

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	123,272,972	99.96
Disapproved	-	-
Abstained	50,160	0.04

- 2.4 Mr.Supoth Piansiri to hold director office in the vacant position of Mr. Sermsin Samalapa. In this regard, the Meeting approved this resolution with the votes as follows:

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	123,272,972	99.96
Disapproved	-	-
Abstained	50,160	0.04

Agenda 3 To approve the amendment to the authorization of directors

Chairman assigned the moderator to inform the detailed agenda.

The moderator informed the meeting that in compliance with the termination of the Board of Directors, and in accordance with registration which has been currently executed to the Ministry of Commerce and replacement of new directors as detailed in the Agenda 2, the authorized directors of the company have the power to act on behalf of the Company.

It is reasonable to propose the Extraordinary General Meeting of Shareholders No. 1/2016 for the amendment of the authorities of directors in accordance with the Articles of Association, Section 30 as follows.

Power of precedent directors “Any two directors from Mr. Sermsin Samalapa, Miss Duangkamol Chotana, or Mr. Pana Janviroj jointly sign their names with the Company’s seal affixed”

Power of new directors, “Any two directors jointly sign their names with the Company’s seal affixed”

The moderator explained the voting procedures on amendment of the power of directors.

- 1) The voting must be conducted openly. One share counts one vote.
- 2) Shareholders and proxies use the ballots in Agenda 3 by marking X or ✓ in any of the following column, “Agreed”, or “Disagreed”, or “Abstention” only and sign in the blank given. In case of ballot re-marking, cross out the original mark and always affix the signature.
- 3) All ballots are collected and counted by the election officials. The results of the vote shall be then announced.
- 4) The void and spoiled vote is considered ‘abstention’.

No shareholders had any questions. Chairman requested the meeting of the shareholders to consider approve the amendment of the powers of directors.

The meeting approved with the majority vote of the shareholders present at the meeting and have right to vote regarding the amendment of the powers of the directors, from “any two directors from Mr. Sermsin Samalapa, Ms. Duangkamol Chotana, or Mr. Pana Janviroj jointly sign their names with the Company's seal affixed”, to "any two directors jointly sign their names with the Company's seal affixed "with the following votes” with the results of votes as follows.

Result	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	123,275,516	99.96
Disapproved	-	-
Abstained	47,616	0.04

Chairman questioned if any meeting attendants have any further comments and are exposed to opinion their comments.

Mr. Hangchai Akkawasakun a representative of Thai Shareholders Association, proposed new board of directors who have recently appointed by resolution of this Extraordinary General Meeting of Shareholders that since the crisis facing the Nation Group has eased for reasons of accuracy and protecting the company. Mr. Hangchai as a member of Thai Shareholders Association participated in protecting the Nation. With the intention that mass media should be independent to present information news and requesting that the new board of directors of the Nation Group helps maintain the mass media status quo ethically, so that the general public consume information accurately, and encouraging that the newly appointed directors are intentional to perform function in full capacity and expecting that the company will not face the same problems in the future.

Chairman thanked Mr. Hangchai’s recommendations to the Board of Directors and the Company’s executives.

No shareholders had any questions. Chairman of the meeting thanked the shareholders, proxies and all participants for today's meeting and closed the meeting at 14.30 p.m.

Signature.....-signature-.....Chairman of Meeting
Mr. Vithoon Pungprasert

Signature.....-signature-.....Company Secretary
Recorded by Miss Punapa Thongthaveephan