



(English translation)

**Minutes of the 2021 Annual General Meeting of Shareholders
of
Nation International Edutainment Public Company Limited**

Date, time and venue

The 2021 Annual General Meeting of Shareholders (the “**Meeting**”) of Nation International Edutainment Public Company Limited (the “**Company**”) was held on April 21, 2021 at 2:00 p.m., at the Meeting Room, 39th floor, Sun Towers Building B, No. 123 Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900.

Directors attend the Meeting

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| 1. | Mr. Rashane Leerabandhu | Chairman of the Board of Directors |
| 2. | Mr. Voraphot Chanyakamol | Director, Chief Executive Officer (acting) and Chief Financial Officer |
| 3. | Mrs. Suparanan Tanviruch | Independent Director and Chairman of Audit Committee |
| 4. | Mr. Phanwarit Martmuang | Independent Director and Member of Audit Committee |
| 5. | Mr. Stephen Joseph Camilleri | Independent Director and Member of Audit Committee |

There were 5 directors present at the Meeting, equivalent to 100 percent of the total number of the Company’s directors as at the meeting date. There was no any other sub-committee.

Executives attend the Meeting

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| 1. | Ms. Thitagan Thana-Olarn | Vice President - Business Development |
| 2. | Mrs. Tientara Deshjamroen | Assistant Vice President - Finance and Accounting |
| 3. | Ms. Natchanan Charoenpathrakiat | Assistant Vice President - Marketing & Sales |
| 4. | Ms. Tamtawan Srilaemthong | Assistant Vice President - Company Secretary |

Auditor attend the Meeting

- | | | |
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| 1. | Mr. Pornanan Kitjanawanchai | Auditor, Certified Public Accountant No. 7792,
from EY Office Limited |
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Legal advisor attend the Meeting and observe the vote counting

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| 1. | Ms. Phantipa Raruen | Lawyer |
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Before proceeding with each agenda, the Company explained to the Meeting that the Company arranged this shareholders' meeting in conformance with the Company's good corporate governance policy relating to the fair and equitable treatment of shareholders' rights as follows:

1. The Company allowed the minority shareholders to nominate candidates for election as the Company's directors and to propose the agenda for discussion at the 2021 Annual General Meeting of Shareholders. The shareholders could consider the criteria and download proposal form during November 2, 2020 to January 25, 2021 at the Company's website. However, no shareholder nominated any candidates for election as the Company's directors and proposed agenda for discussion at the Meeting.
2. The Company posted the Invitation to the 2021 Annual General Meeting of Shareholders with supporting documents on the Company's website and invited shareholders to submit questions concerning the proposed agenda in advance since March 19, 2021. However, no shareholder submitted any question to the Company in advance.

The Company used a barcode system to register and count votes in the Meeting; and explained the guidelines for vote casting and counting, being in line with the Company's Articles of Association, Chapter 4 - Shareholders' Meeting, Articles 40, 42 and 43 as detailed in the invitation to the Meeting disseminated to the shareholders as follows:

Article 40 The shareholders' meeting shall proceed in accordance with the order of agenda stated in the invitation to the meeting unless the meeting resolves to change the order of the agenda by a vote of no less than two-thirds of the shareholders attending the meeting.

Article 42 In shareholders' meeting, every shareholder shall have one vote for every one share. Any shareholder who has any special interests in any matter shall not be entitled to vote on such matter, except for voting on the election of directors.

Article 43 Unless otherwise stipulated by the Articles of Association or applicable laws, a resolution of the shareholders' meeting shall require a majority vote of the shareholders attending the meeting and being entitled to vote.

A vote casting in each agenda should be made openly. In casting the votes for all agendas (except for Agenda 5: To consider and elect the directors in replacement of those who retired by rotation), the Company would collect only the voting cards from the shareholders and the proxies who disapprove or abstain from voting by asking in the Meeting whether there were any shareholders who wish to cast disapproval or abstention votes to raise their hand. Such shareholders must mark their votes for disapproval or abstention and place their signature in their voting cards, and hand in such voting cards to the Company's officer for vote counting. Any shareholders or proxies who did not hand in the voting cards to the Company's officer should be deemed as having approved such agenda. As for Agenda 5: To consider and elect the directors in replacement of those who retired by rotation, the Company would arrange the Meeting to cast the votes for the election of each nominated director individually. For transparency purpose and to follow the good corporate governance principles, the Company would collect the voting cards from all shareholders and proxies, whether approve, disapprove, or abstain from voting. If none of shareholder raised his/her

hand for disapproval or abstention votes and no shareholder casted disapproval or abstention votes in advance in the proxy form, it should be deemed that the Meeting resolves to approve such agenda as proposed in all respects with a unanimous vote.

In the case where the vote was not clearly marked or was amended without a signature on the voting card, such voting card was deemed to be invalid and void. The shareholder who wishes to amend the vote therefore was required to clearly mark the vote and place the signature on the voting card. Once the Company announced the result of vote counting of any agenda, it should be deemed that the vote casting of such agenda was ended.

Further, the Company informed the Meeting of general information with respect to number of shares and shareholders of the Company as at March 25, 2021, the date on which the Company determined the list of shareholders entitled to attend the Meeting (Record Date), as follows:

Registered capital	390,549,286.00	Baht
Divided into	390,549,286	ordinary shares
Paid-up capital	365,549,286.00	Baht
Issued shares	365,549,286	shares
Par value per share	1.00	Baht
Number of shareholders	797	persons

There were 8 shareholders present at the Meeting in person, holding 15,410 shares in aggregate, and 29 shareholders present at the Meeting by proxy, holding 195,560,623 shares. Then, there were 37 shareholders present at the Meeting in person and by proxy, holding 195,576,033 shares in aggregate, representing 53.5020 percent of the Company's total issued shares. A quorum was therefore duly formed according to the Company's Articles of Association which required at least 25 shareholders attending in person and by proxy, or at least one-half of the total number of shareholders, holding at least one-thirds of the Company's total issued shares to constitute the quorum.

If there were any additional shareholders attended the Meeting either in person and/or by proxy after the Meeting has commenced, the Company would adjust the calculation base in each agenda to reflect the actual total number of shareholders attending the Meeting, in compliance with the principles of good corporate governance.

Preliminary Proceeding

Mr. Rashane Leerabandhu, the Chairman of the Board of Directors, presided over the Meeting (the "**Chairman**"). The Chairman declared the Meeting opened and assigned Ms. Inthira Tookarrom and Mr. Thanakorn Phalunchai to act as the meeting facilitator and to conduct the Meeting pursuant to list of agendas (the "**Meeting Facilitators**").

Agenda 1 To consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders held on June 30, 2020

The Meeting Facilitators informed the Meeting that the 2020 Annual General Meeting of Shareholders of the Company was held on June 30, 2020. The Company prepared and submitted a copy of the minutes of such meeting to the Stock Exchange of Thailand within 14 days from the date of the meeting and published the same on the Company's website for the shareholders' acknowledgement and verification. In this regard, no shareholder opposed or requested for any amendment. Therefore, the Meeting was proposed to consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders. The copy of the said minutes was presented in **Enclosure 1** attached to the invitation to the Meeting disseminated to the shareholders.

The Chairman gave the shareholders an opportunity to raise questions and express opinions. However, there was no shareholder raised any question and expressed any opinion. The Meeting Facilitators then requested the Meeting to cast their votes in this Agenda 1.

Upon due consideration, the Meeting resolved to certify the Minutes of the 2020 Annual General Meeting of Shareholders held on June 30, 2020, with a unanimous vote of the shareholders who attended the Meeting and had the right to vote, detailed as follows:

Approved	195,576,033	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent
Voided	0	votes	equivalent to	0.00	percent

Remarks: In this agenda, there was no additional shareholders attended the Meeting after the Meeting has commenced.

Agenda 2 To acknowledge the report on the Company's operating results and the Board of Directors' report for the year 2020

The Meeting Facilitators invited Mr. Voraphot Chanyakomol, the Director, the Chief Executive Officer (acting) and the Chief Financial Officer, to present details in relation to the report on the Company's operating results and the Board of Directors' report for the year 2020, as detailed in the 2020 Annual Report in the form of QR Code disseminated by the Company to the shareholders together with the invitation to the Meeting. The shareholders could consider more details in the Company's annual registration form (56-1 form) under the Management Discussion and Analysis (MD&A) section published on the Company's website.

Mr. Voraphot Chanyakomol, the Director, the Chief Executive Officer (acting) and the Chief Financial Officer, informed the Meeting of the group of the Company's operating results, revenue structure and financial positions. The key highlights of which can be summarized in comparison between the year 2020 and the year 2019 as follows:

1. Operating results

Unit: million Baht

Item	Consolidated financial statements	
	2020	2019
Total revenue	80.43	79.78
Gross profit	30.58	(5.16)
Profit (loss) before interest, tax, depreciation and amortization (EBITDA)	(20.77)	(94.15)
Profit (loss) before interest and tax (EBIT)	(28.52)	(110.09)
Net profit (loss)	(26.38)	(98.94)

2. Revenue structure

Unit: million Baht

Item	2020	2019
Pocket book		
- Booklet form	16.63	17.14
- e-Book	1.55	1.03
Japanese manga		
- Booklet form	50.73	36.08
- e-Book	3.30	1.00
Service income	72.21	55.25
Other income (i.e., as interest receivable, other service fees and sale of remainder)	8.22	24.53
Total revenues	80.43	79.78

Other income of the Company's group in 2020 was significantly reduced from 2019 because of the cessation of free sheet business operated by One World Media Company Limited.

3. Financial positions

Unit: million Baht

As at December 31, 2020	Consolidated financial statements		Standalone financial statements	
Item	2020	2019	2020	2019
Assets				
Current assets	265.20	296.95	212.56	277.63
Non-current assets	114.69	21.69	110.75	20.69
Total assets	379.88	318.64	323.31	298.32

As at December 31, 2020	Consolidated financial statements		Standalone financial statements	
Item	2020	2019	2020	2019
Liabilities				
Current liabilities	46.14	32.89	25.99	15.84
Non-current liabilities	24.10	11.71	20.61	10.04
Total liabilities	70.23	44.60	46.60	25.88
Shareholder' equity				
Registered share capital	390.55	390.55	390.55	390.55
Issued and fully paid-up share capital	365.55	365.55	365.55	365.55
Share premium	342.65	342.65	342.65	342.65
Retained earnings				
Appropriated - statutory reserve	10.65	10.65	10.65	10.65
Deficits	(448.97)	(444.73)	(442.14)	(446.40)
Equity attributable to owners of the Company	269.87	274.11	276.71	272.44
Non-controlling interest of the subsidiaries	39.78	(0.08)	0.00	0.00
Total shareholders' equity	309.65	274.04	276.71	272.44
Total liabilities and shareholders' equity	379.88	318.64	323.31	298.32

Total assets of the Company's group in 2020 was increased from 2019 by Baht 12.66 million because of (a) the investment in the shares of the company whose business was office building rental, resulting the Company to record the value of the investment property as assets, and (b) the effect of Thailand Financial Reporting Standards 16 – Leases, resulting the Company to realize and record the rights to use under lease agreement as assets.

In addition, the Meeting Facilitators informed the Meeting of the matter regarding the anti-corruption actions that since the Company has been registered and certified as a member of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) in 2017, the Company firmly committed to conduct its business with honesty and integrity in strict compliance with its anti-corruption policies. The Company presented its anti-corruption policies to a new employee as one topic in an employee orientation for acknowledgement and awareness creation. As for the existing employees, the Company would arrange training course at least once a year to review their understanding. To express our intention in constantly fighting against all forms of corruption, in 2020, the Company has submitted an application to renew the CAC membership. The membership renewal was approved on March 31, 2021.

This agenda was for acknowledgement and no vote casting was required.

The Chairman gave the shareholders an opportunity to raise questions and express opinions. The shareholders expressed their opinion and raised their questions, which were responded by the directors and executives of the Company, as summarized at the end of this agenda.

Recommendations / queries / responses

Query	Mr. Kittiyot Arpakiattiwong, a minority shareholder attended the Meeting in person, inquired what kind of businesses that the Company invest in its shares in the Company's portfolio and how the investment returns were.
Response	Mr. Voraphot Chanyakomol, the Director, the Chief Executive Officer (acting) and the Chief Financial Officer, clarified that during the first round of the Covid-19 spread at the beginning of 2020, the Company invested in the shares of 3 companies in property sector and food and beverage sector. Initially, the Company intended to invest those shares in long term; however, when the price of those shares was reasonably high, the Company then decided to sell them. The profit returns were at approximately Baht 19 million.
Query	Mr. Kittiyot Arpakiattiwong, a minority shareholder attended the Meeting in person, further inquired, as a result of such share sale, how much total investment fund the Company had and whether the Company had determined the policy set proportion for share investment.
Response	Mr. Voraphot Chanyakomol, the Director, the Chief Executive Officer (acting) and the Chief Financial Officer, clarified that at present, the Company had total investment fund of Baht 200 million, in which at approximate Baht 100 million was reserved for share investment. However, no policy set proportion for share investment was determined by the Company. In addition, the Company's core business was publishing business, which growth was rather hard and was faced with the disruption. The Board of Directors and the management then was on discussion about future business plan. Due to the new spread of Covid-19, it was hard to predict which business would be survived. In making share investment, the Company therefore will carefully carry it out.

Agenda 3 To consider and approve the financial statements for the year ended December 31, 2020

The Meeting Facilitators informed the Meeting that the consolidated financial statements of the Company and its subsidiaries as at December 31, 2020 have been audited by the auditors and reviewed by the Audit Committee, as detailed in the 2020 Annual Report in the form of QR Code disseminated by the Company to the shareholders together with the invitation to the Meeting. Therefore, the Meeting was proposed to consider and approve the Company's financial statements for the year ended December 31, 2020.

The Chairman gave the shareholders an opportunity to raise questions and express opinions. However, there was no shareholder raised any question and expressed any opinion. The Meeting Facilitators then requested the Meeting to cast their votes in this Agenda 3.

Upon due consideration, the Meeting resolved to approve and certify the financial statements for the year ended December 31, 2020, with a unanimous vote of the shareholders who attended the Meeting and had the right to vote, detailed as follows:

Approved	195,576,033	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent
Voided	0	votes	equivalent to	0.00	percent

Remarks: In this agenda, there was no additional shareholders attended the Meeting after the Meeting has commenced.

Agenda 4 To consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2020

The Meeting Facilitators informed the Meeting that pursuant to the Company's Articles of Association, dividend payment shall not be distributed without the resolution of shareholders' meeting or the resolution of the board of directors of the company. The board of directors may approve an 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 had a policy to pay out dividend at the rate of not less than 30 percent of the Company's net profit (pursuant to separate financial statements of the Company) after deducting corporate income tax, legal reserve as required by laws and other necessary and appropriate reserves. In addition, Section 115 of the Public Company Limited Act B.E. 2535 (1992) (as amended) (the "PLCA") required that the payment of dividend from any proceeds other than profit is prohibited, and so long as a company has accumulated loss, it cannot pay out dividend.

From the operating results in 2020, the Company had net loss and accumulated loss pursuant to the separate financial statements in the amount of Baht 17.94 million and Baht 442.14 million, respectively and then could not pay out annual dividend to the shareholders. Therefore, the Meeting was proposed to consider and approve the omission of the dividend payment for the operating results of the year ended December 31, 2020.

The Chairman gave the shareholders an opportunity to raise questions and express opinions. However, there was no shareholder raised any question and expressed any opinion. The Meeting Facilitators then requested the Meeting to cast their votes in this Agenda 4.

Upon due consideration, the Meeting resolved to approve the omission of the dividend payment for the operating results of the year ended December 31, 2020, with a unanimous vote of the shareholders who attended the Meeting and had the right to vote, detailed as follows:

Approved	195,576,233	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent
Voided	0	votes	equivalent to	0.00	percent

Remarks: In this agenda, there was an additional shareholder, holding 200 shares in aggregate, attended the Meeting after the Meeting has commenced.

Agenda 5 To consider and elect the directors in replacement of those who retired by rotation

The Meeting Facilitators informed the Meeting that pursuant to Section 71 of the PLCA and Article 18 of the Company's Articles of Association, at every annual general meeting of shareholders, at least one-thirds of the total number of directors shall retire from his/her director office by rotation. If it should be impossible for the number of directors to be divided into three, the closest number to one-thirds shall be applied. The retired directors are entitled to be re-elected.

At present, the Company had 5 directors in total (the Company was under the nomination process to appoint 2 new directors to replace the resigned ones). These numbers included directors and independent directors who were members of Audit Committee. The Company had no any other sub-committee. The following 2 directors must be retired by rotation at the Meeting:

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

To consider the matter and cast the votes in this agenda transparently, the said 2 retiring directors temporarily left the meeting room. Since the Chairman was a director who retired by rotation and would have to leave the meeting room, the Chairman, therefore, assigned Mrs. Suparanan Tanviruch, the Independent Director and the Chairman of the Audit Committee, to temporarily act on his behalf as the Chairman for this agenda. In addition, to promote good corporate governance, the Company allowed the minority shareholders to nominate qualified candidates to be elected as the Company's directors during November 2, 2020 to January 25, 2021. However, no shareholder nominated any candidates for election as directors.

In nominating directors, the Company's Board of Directors (by the directors having no conflict of interest) duly and thoroughly considered the qualifications of nominated persons to be elected as the Company's directors by taking into account several key factors, including the possession of qualifications required by laws, experiences, expertise and board diversity in terms of skills of director(s) that were necessary and required for composition of the Board of Directors, as well as the performance outcomes as a member of the Board of Directors. It obviously appeared that those

2 directors had proven to be highly dedicated to their duties and responsibilities pursuant to good corporate governance. Mr. Phanwarit Martmuang who was nominated to be an independent director was qualified pursuant to the Company’s definition of independent director and able to independently express his comment according to the relevant regulations. Therefore, the Meeting was proposed to consider and re-elect Mr. Phanwarit Martmuang and Mr. Rashane Leerabandhu to resume their directorship for another term and to remain Mr. Phanwarit Martmuang as the Company’s Independent Director. Brief profiles of the 2 directors were presented in **Enclosure 4** attached to the invitation to the Meeting disseminated to the shareholders.

The Chairman gave the shareholders an opportunity to raise questions and express opinions. However, there was no shareholder raised any question and expressed any opinion. The Meeting Facilitators then requested the Meeting to cast their votes in this Agenda 5. For transparency purpose and to follow the good corporate governance principles, the Meeting therefore was proposed to consider and elect the directors individually and hand in all voting cards.

Upon due consideration, the Meeting resolved to re-elect the 2 candidates who retired by rotation as the Company’s directors for another term of office, detailed as follows:

- 1) Resolved to re-elect **Mr. Phanwarit Martmuang** as an Independent Director and the Member of the Audit Committee, with a unanimous vote of the shareholders who attended the Meeting and had the right to vote, detailed as follows:

Approved	195,576,233	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent
Voided	0	votes	equivalent to	0.00	percent

Remarks: In this agenda, there were an additional shareholder, holding 200 shares in aggregate, attended the Meeting after the Meeting has commenced.

- 2) Resolved to re-elect **Mr. Rashane Leerabandhu** as a Director, with a unanimous vote of the shareholders who attended the Meeting and had the right to vote, detailed as follows:

Approved	195,576,233	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent
Voided	0	votes	equivalent to	0.00	percent

Remarks: In this agenda, there was an additional shareholder, holding 200 shares in aggregate, attended the Meeting after the Meeting has commenced.

Agenda 6 To consider and determine the directors' remuneration for the year 2021

The Meeting Facilitators informed the Meeting that pursuant to Section 90 of the PLCA and Article 34 of the Company's Articles of Association, the directors are entitled to receive remuneration in forms of rewards, meeting allowance, pension, bonus, or any other kinds of benefit as approved by a meeting of shareholders by affirmative votes of at least two-thirds of the total votes of the shareholders attending the meeting.

In determining directors' remuneration, the Board of Directors carefully and thoroughly considered by taking into account the directors' remuneration of other companies in the same industry for comparison, an average of directors' remuneration in the same business size and the growth of the Company's business and profit. Therefore, the Meeting was proposed to consider and determine the directors' remuneration for the year 2021, which was fixed annual remuneration to be paid on a quarterly basis. The details presented in the table below. None of any other forms of remuneration and welfare would be made or given to the directors.

Position	Remuneration rate per person (Baht)	
	Proposed year 2021	Year 2020
Chairman of the Board of Directors	400,000	400,000
Chairman of the Audit Committee	400,000	400,000
Member of the Audit Committee	300,000	300,000
Non-Executive Director	200,000	200,000
Executive Director	200,000	200,000

The Chairman gave the shareholders an opportunity to raise questions and express opinions. However, there was no shareholders raised any question and expressed any opinion. The Meeting Facilitators then requested the Meeting to cast their votes in this Agenda 6.

Upon due consideration, the Meeting resolved to determine the directors' remunerations for the year 2021 as proposed in all respects, with a unanimous vote of the total number of the shareholders attended the Meeting, detailed as follows:

Approved	195,576,233	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent
Voided	0	votes	equivalent to	0.00	percent

Remarks: In this agenda, there was an additional shareholder, holding 200 shares in aggregate, attended the Meeting after the Meeting has commenced.

Agenda 7 To consider and approve the appointment of auditors and the determination of audit fee for the year 2021

The Meeting Facilitators informed the Meeting that to comply with Section 120 of the PLCA, the auditors must be appointed, and the audit fee must be determined, at every annual general meeting of shareholders. The Audit Committee had selected the auditors according to the criteria set out in the PLCA and the relevant notification of the Capital Market Supervisory Board. In this regard, the Audit Committee considered the performance of the auditors from EY Office Limited during the past year and viewed that the auditors from EY Office Limited performed their duties with responsibility and had a good understanding in the Company's business. Therefore, the Meeting was proposed to consider and approve the appointment of the following auditors from EY Office Limited as the Company's auditors for the year 2021, to review and give an opinion on the Company's financial statements:

Name of Auditor	CPA No.	Number of Audited Year
1. Mr. Pornanan Kitjanawanchai	7792	Never signed the financial statements
2. Mr. Supachai Phanyawattano	3930	Never signed the financial statements
3. Mr. Natthawut Santipet	5730	1 year (2020)

In this regard, these 3 auditors had neither relationship with nor interests in the Company, its subsidiaries, its executives, its major shareholders or any related person thereof; and, therefore, were independent to audit and give opinion on the financial statements of the Company. Brief information and profiles of these 3 auditors were set out in **Enclosure 5** attached to the invitation to the Meeting disseminated to the shareholders.

In addition, the Board of Directors, by recommendation of the Audit Committee, considered the audit fee for the year 2021 and viewed that the audit fee was appropriate considering the quality and scope of audit works. Therefore, the Meeting was proposed to consider and determine the audit fee for the year 2021 in the amount of Baht 1,200,000, which was equivalent to the audit fee of the preceding year since the number of the Company's transactions was not significantly increased or decreased. With respect to non-audit fee, the Company, in the past year, did not engage EY Office Limited or other related company of EY Office Limited to provide other services.

The Company would like to inform the Meeting that the auditors from EY Office Limited would be the auditors of 2 subsidiaries of the Company. The preliminary audit fee for 2 subsidiaries was approximately Baht 230,000, reduced by Baht 70,000, due to the decrease in the number of subsidiaries, i.e., from 3 subsidiaries to 2 subsidiaries.

Details of the audit fee of the Company and its subsidiaries in comparison between the proposed year 2021 and the year 2020 were follows:

(Unit: Baht)

Audit Fee	Proposed year 2021	Year 2020	Comparison
The Company	1,200,000	1,200,000	-
Subsidiaries	230,000	300,000	Reduce 70,000
Total	1,430,000	1,500,000	Reduce 70,000

The Chairman gave the shareholders an opportunity to raise questions and express opinions. However, there was no shareholder raised any question and expressed any opinion. The Meeting Facilitators then requested the Meeting to cast their votes in this Agenda 7.

Upon due consideration, the Meeting resolved to approve the appointment of the auditors from EY Office Limited as the Company's auditors and the determination of the audit fee for the year 2021 in the amount of Baht 1,200,000, with a unanimous vote of the shareholders who attended the Meeting and had the right to vote, detailed as follows:

Approved	195,576,233	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent
Voided	0	votes	equivalent to	0.00	percent

Remarks: In this agenda, there was an additional shareholder, holding 200 shares in aggregate, attended the Meeting after the Meeting has commenced.

Furthermore, the Meeting acknowledged that the auditors from EY Office Limited would be the auditors of all subsidiaries of the Company. The preliminary audit fee for those subsidiaries was approximately Baht 230,000.

Agenda 8 To consider and approve the amendment to the Articles of Association of the Company

The Meeting Facilitators informed the Meeting that due to the enactment of the Emergency Decree on Electronic Meetings B.E. 2563 (2020), which was effective on April 19, 2021, and the repeal of the Announcement of the National Council for Peace and Order. No. 74/2557 re: the Electronic Meeting, the essence was the cancellation of provision requiring at least one-thirds of the meeting quorum must be presented at the same place, and all attendees must be in Thailand. To reflect the new provision of such Emergency Decree in the Company's Articles of Association, the Meeting was proposed to consider and approve the amendment to Articles 27. and 28. of the Articles of Association of the Company, detailed as follows:

Existing wording	Proposed amendment
<p>Article 27. In summoning a meeting of the Board of Directors, the Chairman of the Board or a person assigned by him shall send a notice thereof to the Directors not less than seven (7) days prior to the date of the meeting. However, in case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made by other methods and the date of the meeting may be determined to be sooner.</p> <p>Two or more directors may submit a requisition for summoning the Board of Directors' meeting. In such case, the Chairman of the Board shall determine the date for the meeting within fourteen (14) days from the date of receipt of such requisition.</p> <p>In the case that the meeting of the Board of Directors is conducted through an electronic conferencing, all of the attending directors shall have their presence in the Kingdom of Thailand at the time during which the conference is held, whereby at least one third of the quorum shall physically attend the conference at the same conference venue. The electronic conferencing shall be conducted through the conference control system in accordance with information security procedure, providing audio or audio and video recordation (as the case may be) of every conference-attending director throughout the conference period, including the traffic data generated by such recordation. The Conference Control System shall contain the basic functional elements in compliance with the Notification of the Ministry of Information and Communication Technology Re: Standards for Electronic Conferencing Security B.E. 2557 (including the amendments thereof).</p> <p>For sending the invitation of the meeting and other documents for the Conference meeting via Electronic, it must be complied with the procedure and timeline as specified by the law or articles of association or send via electronic mail.</p>	<p>Article 27. In summoning a meeting of the Board of Directors, the Chairman of the Board or a person assigned by him shall send a notice thereof to the Directors not less than seven (7) days prior to the date of the meeting. However, in case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made by other methods and the date of the meeting may be determined to be sooner.</p> <p>Two or more directors may submit a requisition for summoning the Board of Directors' meeting. In such case, the Chairman of the Board shall determine the date for the meeting within fourteen (14) days from the date of receipt of such requisition.</p> <p><u>In case the board of directors' meeting be held through electronic media such meeting shall be proceeded in accordance with the criteria and methods specified by law.</u></p>

Existing wording	Proposed amendment
<p>Article 38. In the shareholders’ meeting, the number of the shareholders and proxies (if any) present shall not be less than 25 persons and the aggregate number of shares shall not be less than one-third of the total shares sold, or the number of the shareholders and proxies (if any) present is not less than half of the total shareholders and the aggregate number of shares is not less than one-third of the total issued shares to constitute a quorum.</p> <p>If within 1 hour from the time appointed for the shareholders’ meeting a quorum is not constituted, such meeting shall be dissolved should it be held for the shareholders’ request. If not, the board of directors shall reschedule the meeting and send the notice of meeting to the shareholders not less than 7 days prior to the date of meeting, provided that the quorum of the adjourned meeting is not required.</p>	<p>Article 38. In the shareholders’ meeting, <u>regardless of whether it is conducted in physical or by means of electronic media</u>, the number of the shareholders and proxies (if any) present shall not be less than 25 persons and the aggregate number of shares shall not be less than one-third of the total issued shares, or the number of the shareholders and proxies (if any) present is not less than half of the total shareholders and the aggregate number of shares is not less than one-third of the total shares sold to constitute a quorum.</p> <p><u>In case the meeting of shareholders is held through electronic media, such meeting shall be proceeded in accordance with the criteria and methods specified by law.</u></p> <p>If within 1 hour from the time appointed for the shareholders’ meeting a quorum is not constituted, such meeting shall be dissolved should it be held for the shareholders’ request. If not, the board of directors shall reschedule the meeting and send the notice of meeting to the shareholders not less than 7 days prior to the date of meeting, provided that the quorum of the adjourned meeting is not required.</p>

In addition, the Meeting was proposed to consider and approve the delegation of authority to person(s) assigned by the Company to register the amendment to the Articles of Association of the Company with the Department of Business Development, the Ministry of Commerce to amend and add wordings in accordance with the instructions of the registrar, including the authority to undertake any other actions required by the registrar’s instructions in order to complete the registration.

The Chairman gave the shareholders an opportunity to raise questions and express opinions. However, there was no shareholder raised any question and expressed any opinion. The Meeting Facilitators then requested the Meeting to cast their votes in this Agenda 8.

Upon due consideration, the Meeting resolved to approve the amendment to Articles 27. and 28. of the Articles of Association of the Company and the delegation of authority to the person(s) assigned by the Company to register the amendment to the Company’s Articles of Association with the Department of Business Development, the Ministry of Commerce, to amend and add wordings in accordance with the instructions of the registrar, with a unanimous vote of the shareholders who attended the Meeting and had the right to vote, detailed as follows:

Approved	195,576,233	votes	equivalent to	100.00	percent
Disapproved	0	votes	equivalent to	0.00	percent
Abstained	0	votes	equivalent to	0.00	percent
Voided	0	votes	equivalent to	0.00	percent

Remarks: In this agenda, there was an additional shareholder, holding 200 shares in aggregate, attended the Meeting after the Meeting has commenced.

Agenda 9 To consider other matters (if any)

The Meeting Facilitators informed the Meeting that pursuant to Section 105 of the PLCA, after the shareholders’ meeting transacting all agenda items prescribed in the invitation to the shareholders’ meeting, any shareholder(s) holding shares in aggregate of not less than one-thirds of the Company’s total issued shares may propose any matter, other than those specified in the invitation, to the meeting for the consideration. Nevertheless, there was no shareholder proposed any additional agenda to the Meeting.

Thereafter, the Chairman gave the shareholders an opportunity to raise questions and express opinions in relation to the Company. The shareholders expressed their opinion and raised their questions, which were responded by the directors and executives of the Company and can be summarized as follows:

Recommendations / queries / responses

Query	Mr. Kittiyot Arpakiatwong, a minority shareholder attended the Meeting in person, inquired whether the Company still had relationship with Nation Multimedia Group Public Company Limited (“NMG”), Nation Broadcasting Corporation Public Company Limited (“NBC”), Spring News Corporation Company Limited (“Spring News”) or News Network Corporation Public Company Limited (“NEWS”) since it appeared that the shareholders of those companies were the Company’s shareholders.
Response	Mr. Voraphot Chanyakomol, the Director, the Chief Executive Officer (acting) and the Chief Financial Officer, clarified that at present, the Company had no relationship with NMG. NMG had sold all Company’s shares held by it to the group of investors two years ago, resulted in the cessation of NMG being the Company’s shareholders. As for NBC, Spring News and NEWS, they also had no relationship with the Company. As for the duplicated shareholders whose names were the same, it might be individual investors who invest in securities of various businesses, including the Company.

After the Company's directors and executives have listened to the opinions and responded to the queries of the shareholders, the Chairman thanked the shareholders who attended the Meeting and declared the Meeting adjourned at 3.00 p.m.

Signature.....*signature*..... Chairman of the Board of Directors
Mr. Rashane Leerabandhu

Signature.....*signature*..... Company Secretary

Ms. Punapa Thongthaveephan
Minutes taker