



**Nation International Edutainment Public Co., Ltd.**

บริษัท เนชั่น อินเตอร์เนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน)

เลขที่ 333 อาคารเจ้าฟ้าปิ่นงวน 1 ชั้น 24 ซอยเดยพวง ถนนวิภาวดีรังสิต แขวงจอนพา เขตจตุจักร กรุงเทพฯ 10900

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9 February 2022

**Subject** Omission of Dividend Payment and Convening of the 2022 Annual General Meeting of Shareholders

**To** The President  
The Stock Exchange of Thailand

The Board of Directors' meeting of Nation International Edutainment Public Company Limited (the "Company") No. 1/2022, which was held on 9 February 2022, passed significant resolutions as follows:

1. Approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the financial statements for the fiscal year 2021 ended 31 December 2021.
2. Approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the omission of the dividend payment for the operating results of the fiscal year 2021 ended 31 December 2021 due to net loss and accumulated loss pursuant to the Company's separated financial statements from the operating results in 2021. The Company then cannot pay out annual dividend to the shareholders.
3. Approved to propose to the 2022 Annual General Meeting of Shareholders to approve and re-select Mr. Voraphot Chanyakomol, a director who is retired by rotation, to resume his directorship for another term.
4. Approved to propose to the 2022 Annual General Meeting of Shareholders to consider and determine the directors' remuneration for the year 2022, which is the fixed annual remuneration in monetary form, as presented in below table, and to be paid on quarterly basis. None of any other forms of remuneration and welfare shall be made or given to the directors.

Unit: THB

<b>Position</b>	<b>Remuneration rate per person for proposed year 2022</b>
Chairman of the Board of Directors	400,000
Chairman of the Audit Committee	400,000
Member of the Audit Committee	300,000
Non-Executive Director	200,000
Executive Director	200,000

5. Approved to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the appointment of the following auditors from EY Office Limited as the Company's auditors, to review and give an opinion on the Company's financial statements for the year 2022:

- (a) Mr. Pornanan Kitjanawanchai, Certified Public Accountant No. 7792; or
- (b) Mr. Supachai Phanyawattano, Certified Public Accountant No. 3930; or
- (c) Mr. Natthawut Santipet, Certified Public Accountant No. 5730,

and approved to propose to the 2022 Annual General Meeting of Shareholders to consider and determine audit fee for the fiscal year 2022 in an amount of THB1.60 million.

6. Approved the convening of the 2022 Annual General Meeting of Shareholders on 20 April 2022 at 2.00 p.m. via electronic meeting, with the record date for the shareholders being entitled to attend the shareholders' meeting on 21 March 2022. The agendas are as follows:
- 1. To acknowledge the report on the operating results and the Board of Directors' report for the fiscal year 2021
  - 2. To consider and approve the financial statements for the fiscal year 2021 ended 31 December 2021
  - 3. To consider and approve the omission of the dividend payment for the operating results of the fiscal year 2021 ended 31 December 2021
  - 4. To consider and elect the directors in replacement of those who retired by rotation
  - 5. To consider and determine the directors' remuneration for the year 2022
  - 6. To consider and approve the appointment of auditors and the determination of audit fee for the fiscal year 2022
  - 7. To consider other matters (if any).

In addition, it is approved to authorize the Chairman to empower to change the date, time and venue of the 2022 Annual General Meeting of Shareholders as well as to carry out any appropriate acts related to such shareholders meeting under relevant laws until completion.

Please be informed accordingly.

Sincerely yours,

Mr. Voraphot Chanyakamol  
Chief Financial Officer

Company Secretary Office  
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