



Invitation to the 2022 Annual General Meeting of Shareholders

Nation International Edutainment Public Company Limited
Wednesday, 20 April 2022 at 2.00 p.m.

The meeting will be conducted in form of electronic meeting
(e-Meeting) only

Due to the situation of the Coronavirus 2019 (COVID-19) pandemic,

The Company would appreciate from all shareholders to consider granting proxy to the independent director or attend the meeting via electronic means

Privacy Notice for the Shareholders' Meeting
Nation International Edutainment Public Company Limited

This privacy notice for the shareholders' meeting of Nation International Edutainment Public Company Limited (the "**Company**") is provided to inform you, as a shareholder, a proxy, a custodian, or an authorized person of a shareholder who is a juristic person, of the policy with respect to the collection, use and/or disclosure of your personal data, and your rights as a data subject.

1. PERSONAL DATA TO BE COLLECTED

The Company shall collect your personal data, including but not limited to, name-surname, nationality, age, date of birth, photograph, identification card number (or government identification card number, or passport number), securities registration number, address, telephone number, email, number of share/securities held, vote casting information, images taken at and voice recorded during the shareholders' meeting and information related to electronic systems access and usage such as IP address.

Remark For registration documents and/or proxy submitted by you to the Company which may contain sensitive data, such as race, blood type, and religion, which are not required for the purpose of holding the shareholders' meeting, the Company would like to inform you that the Company has no intention to collect such sensitive data. As such, you may redact those sensitive data prior to submitting your documents to the Company. In case you did not redact those sensitive data contained in your documents, the Company reserves its right to redact such sensitive data of yours. In such case, it shall be deemed that the Company has not collected any of the said sensitive data.

2. PURPOSE OF THE COLLECTION, USE AND/OR DISCLOSURE

The Company shall collect, use or disclose your personal data on a basis of (1) legitimate interest, (2) initiation or fulfilment of a contract, (3) fulfilment of legal obligations, or (4) other legal basis pursuant to the personal data protection laws, including but not limited to, for the fulfilment of the Company's legal obligations as a public company limited and a listing company in the Stock Exchange of Thailand, identification verification, meeting registration, calculation of meeting quorum, vote counting at the shareholders' meeting, contact and delivery of the Company's documents. If you do not wish to provide your personal data to the Company where such personal data is needed for performing the objectives abovementioned, the Company reserves its right to reject your registration to attend the shareholders' meeting or performing any other action for you if such action requires the said personal data.

3. PERIOD FOR RETENTION OF PERSONAL DATA

The Company shall retain your personal data for as long as it is reasonably necessary to fulfil the Company's purpose of personal data collection, use and/or disclosure. However, to comply with the applicable laws, the Company may have to retain your personal data for a longer duration, as required by applicable law.

4. THIRD PARTIES WHOM THE COMPANY MAY DISCLOSE YOUR PERSONAL DATA

The Company may disclose or transfer your personal data to the following third parties:

- 1) Service providers that the Company engages for processing your personal data for the purpose of registration to attend the shareholders' meeting, calculation of the meeting quorum and vote counting in the shareholders' meeting;
- 2) Government agencies or competent authorities, so that the Company fulfills with its legal obligations, e.g., the Department of Business Development, the Ministry of Commerce, and the Stock Exchange of Thailand for submission of minutes of meeting and shareholders list; and
- 3) The Company's website in order to publicize video taken at the shareholders' meeting and the minutes of the shareholders' meeting.

5. YOUR RIGHTS AS DATA SUBJECT

You, as the data subject, are entitled to withdraw consent given for the collection, use or disclosure of personal data (only in case the Company rely on your consent), to request access to or to obtain a copy of your personal data processed by the Company, to request for personal data transfer, to object the personal data processing, to delete or de-identity personal data, to restrict the data processing, to request for correction of personal data and to lodge a complaint, subject to rules and procedures as required by the personal data protection laws. The Company may reasonably and lawfully refuse to proceed with your request.

6. CONTACT DETAIL

If you have any queries or if you wish to exercise the rights relating to your personal data, please contact the Company at:

Company Secretary Office
Nation International Edutainment Public Company Limited
333 Lao Peng Nguan 1 Tower, 24th Floor,
Soi Choeiphuang, Vibhavadi-Rangsit Road,
Chomphon, Chatuchak, Bangkok 10900
Telephone number: 02-091-5900
Email: investor@nine.co.th



Nation International Edutainment Public Company Limited

(English translation)

18 March 2022

Subject: Invitation to the 2022 Annual General Meeting of Shareholders

Attention: Shareholders
Nation International Edutainment Public Company Limited

Enclosures:

1. 2021 Annual Report (Form 56-1 One Report) in QR Code format
2. Profiles of Candidates Nominated as Directors in Replacement of Directors who Retired by Rotation
3. Brief Information and Profiles of Auditors from EY Office Limited
4. Guidelines for Appointment of Proxy, Meeting Attendance and Vote Casting and Counting
5. Electronic Meeting Procedure via Inventech Connect
6. Profiles of Independent Director for Appointment as Proxy and Definition of Independent Director
7. Proxy Form B
8. Articles of Association, Chapter 4 - Shareholders' Meeting

The Board of Directors' Meeting of Nation International Edutainment Public Company Limited (the "**Company**") resolved to call the 2022 Annual General Meeting of Shareholders (the "**Meeting**") on 20 April 2022 at 2:00 p.m. by electronic meeting only, to consider the following agenda items:

Agenda 1 To acknowledge the report on the operating results and the Board of Directors' report for the fiscal year 2021

Facts and Reasons: This is to inform the operating results and the Board of Directors' report for the fiscal year 2021 which are appeared in the 2021 Annual Report (Form 56-1 One Report) in Enclosure 1.

Opinion of the Board of Directors: The Board of Directors considered and deemed appropriate to propose the report on the operating results and the Board of Directors' report for the fiscal year 2021 to the Meeting for acknowledgment.

Remark: This agenda item is for acknowledgment and no vote casting is required.

Agenda 2 To consider and approve the financial statements for the fiscal year 2021 ended 31 December 2021

Facts and Reasons: The consolidated financial statements of the Company and its subsidiaries for the fiscal year 2021 ended 31 December 2021 were audited by the auditors and reviewed by the Audit Committee, that its material was correctly prepared in accordance with financial reporting standards as appeared in the 2021 Annual Report (Form 56-1 One Report) in Enclosure 1.

Opinion of the Board of Directors: The Board of Directors considered and deemed appropriate to propose to the Meeting to consider and approve the financial statements for the fiscal year 2021 ended 31 December 2021 audited by the auditors and reviewed by the Audit Committee.

Remark: The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and being entitled to vote.

Agenda 3 To consider and approve the omission of the dividend payment for the operating results of the fiscal year 2021 ended 31 December 2021

Facts and Reasons: Pursuant to Articles 48 and 49 under Chapter 6, of 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 has a policy to pay out dividend at the rate of not less than 30 percent of the Company’s net profit (pursuant to the separate financial statements) 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**”) requires 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 Company’s operating results and financial position pursuant to its separate financial statements for the fiscal year 2021 ended 31 December 2021, the Company had accumulated loss in the amount of Baht 398.59 million and then cannot pay out annual dividend to the shareholders.

Opinion of the Board of Directors: The Board of Directors deemed appropriate to propose to the Meeting to consider and approve the omission of the dividend payment for the operating results of the fiscal year 2021 ended 31 December 2021 because the Company still had accumulated loss, in order to comply with the Company’s Articles of Association and Section 115 of the PLCA.

Remark: The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and being entitled to vote.

Agenda 4 To consider and elect the directors in replacement of those who retired by rotation

Facts and Reasons: 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 has 5 directors in total. In 2022, there is 1 director who shall retire by rotation, i.e., Mr. Voraphot Chanyakomol – director.

In addition, the Company allowed the minority shareholders to nominate qualified candidates to be elected as the Company’s directors at the Meeting by making an announcement on the website of the Stock Exchange of Thailand (the “**SET**”) during 1 November 2021 to 25 January 2022. However, no shareholder nominated any person to be elected as the Company’s directors.

Opinion of the Board of Directors: The 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 factors, including the possession of qualifications required by laws, experiences, expertise and board diversity in terms of skills of director(s) that are 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 Mr. Voraphot

Chanyakomol has proven to be highly dedicated to their duties and responsibilities pursuant to good corporate governance. In addition, no shareholders nominated any qualified persons to be elected as the Company's directors. Therefore, the Board of Directors deemed appropriate to propose to the Meeting to consider and re-elect Mr. Voraphot Chanyakomol who retired by rotation to resume their directorship for another term. Profiles of directors who retired by rotation are appeared in Enclosure 2.

Remark: The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and being entitled to vote.

Agenda 5 To consider and determine the directors' remuneration for the year 2022

Facts and Reasons: 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.

Criteria and Procedures for Directors' Remuneration Determination

The Board of Directors considers that nomination of directors and determination of directors' remuneration are corporate significant matters. The Company sets a policy allowing the Board of Directors itself to consider these matters. In determining directors' remuneration, the Board of Directors carefully considers by taking into consideration the remuneration paid by other companies in the same industry and/or other companies listed on the SET with comparable market capitalization, and director's duties and responsibilities as well as the Company's business expansion and growth of profit.

Opinion of the Board of Directors: The Board of Directors considered and deemed appropriate to propose to the Meeting to consider and determine the directors' remuneration for the year 2022 at the following annual rate, which it is the same rate in preceding year, to be paid on a quarterly basis. None of any other forms of remuneration and welfare shall be made or given to the directors.

Unit: Baht

Position	Remuneration rate per person	
	Proposed year 2022	Year 2021
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

Remark: The resolution of this agenda item requires a vote of not less than two-thirds of the total number of shareholders attending the meeting.

Agenda 6 To consider and approve the appointment of auditors and the determination of audit fee for the fiscal year 2022

Facts and Reasons: 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. It is therefore proposed to the Meeting to consider and approve the appointment of the following auditors from EY Office Limited as the Company's auditors for the fiscal year 2022, 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	1 year (2021)
2. Mr. Supachai Phanyawattano	3930	Never signed the financial statements
3. Mr. Natthawut Santipet	5730	1 year (2020)

Brief information and profiles of these 3 auditors are set out in Enclosure 3.

In this regard, these 3 auditors have neither relationship with nor interests in the Company, its subsidiaries, its executives, major shareholders or any related person thereof; and, therefore, are independent to audit and give opinion on the financial statements of the Company. Their past performances were satisfied, and their qualifications are not contrary to the regulations of the SET.

In addition, the Board of Directors, by recommendation of the Audit Committee, considered the audit fee for the fiscal year 2022 and viewed that the audit fee is appropriate considering the quality and scope of audit works. It is deemed appropriate to propose to the Meeting to consider and approve the determination of the Company's auditor fee for the fiscal year 2022 in the amount of Baht 1,600,000, increasing by Baht 400,000, equivalent to 33.33 percent since the number of the Company's transactions is significantly increased as a result of investment in retail business. 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 that the auditors from EY Office Limited will be the auditors of 2 subsidiaries of the Company for the fiscal year 2022. The preliminary audit fee for 2 subsidiaries is approximately Baht 220,000, reducing by Baht 70,000, equivalent to 4.35 percent.

Details of the audit fee of the Company and its subsidiaries in comparison between the proposed year 2022 and the year 2021 (the preceding year) are as follows:

Unit: Baht

Audit Fee	Proposed year 2022	Year 2021	Comparison
The Company	1,600,000	1,200,000	Increase by 400,000
Subsidiaries	220,000	230,000	Reduce by 10,000
Total	1,820,000	1,430,000	Increase by 390,000

Opinion of the Board of Directors: The Board of Directors and the Audit Committee considered the selection of auditors and determined the audit fee in the appropriate amount. It is deemed appropriate to propose to the Meeting to consider and approve the appointment of auditors from EY Office Limited, i.e., Mr. Pornanan Kitjanawanchai and/or Mr. Supachai Phanyawattano and/or Mr. Natthawut Santipet as the Company's auditors for the fiscal year 2022 and the determination of audit fee of the Company in the amount of Baht 1,600,000 and acknowledge the appointment of the subsidiaries auditors and determination of preliminary audit fee, as detailed above.

Remark: The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and being entitled to vote.

Agenda 7 To consider other matters (if any)

Remark: 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-third of the Company's total issued shares may propose any matter, other than those specified in the invitation, to the meeting for the consideration.

In addition, the Company will allow the shareholders to express their opinions or make any inquiries in relation to the Company apart from matters relating to the meeting agenda in this Agenda 7.

The Company holds this Meeting by electronic means only; no physical meeting venue will be provided. A portal for shareholders or proxies to submit an e-request to obtain username, password and web link will be opened at 8.30 a.m. from 8 April 2022 onwards. Shareholders or proxies can register for attending the meeting from 12.00 p.m. of the meeting date onwards until the meeting adjourns.

Web link <https://app.inventech.co.th/NINE182352R> for submission of e-request for username, password, and web link for meeting registration or scan the QR Code to enter the portal.



Shareholders or proxies who intend to attend the meeting by his/herself are recommended to study the guidelines for appointment of proxy, meeting attendance and vote casting in Enclosure 4 and electronic meeting procedure via Inventech Connect as Enclosure 5. Any shareholder who has query or encounters technical problem in relation to the meeting registration and attendance can call 02 931 9138 from 8 - 20 April 2022, 8.30 a.m. – 5.00 p.m. (for business day only).

In case the shareholders are inconveniently to attend the Meeting, the shareholders can appoint the Company's independent director as proxy for attending the meeting and casting the vote on behalf of the shareholders. Please see profiles of independent director for appointment as proxy in Enclosure 6. The shareholders can choose to use one type of Proxy Form A, Form B or Form C (which can be downloaded from the Company's website) and enclose it with documents required for attending the meeting as detailed in Enclosure 4. In this regard, Proxy Form B is enclosed herewith in Enclosure 7.

In order to facilitate the document verification, the shareholders can send the complete proxy form and the relevant document required for attending the meeting to the Company to the following address within 18 April 2022:

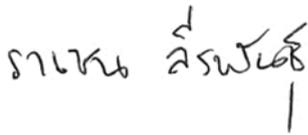
Company Secretary Office
Nation International Edutainment Public Company Limited
333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang,
Vibhavadi-Rangsit Road, Chomphon, Chatuchak,
Bangkok 10900.

If any shareholder has a query regarding the meeting agenda, he/she is invited to send such query, stating his/her name, address, telephone number and email (if any) to the Company's email at investor@nine.co.th.

The Company shall conduct the Meeting in compliance with Chapter 4 - Shareholders' Meeting of the Company's Articles of Association.

Please be informed accordingly.

Sincerely yours,
Nation International Edutainment Public Company Limited

Handwritten signature in Thai script: รชานะ เลียรอบนดู

Mr. Rashane Leerabandhu
Chairman

**Profiles of Candidates Nominated as Directors in Replacement of Directors who Retired by Rotation
(For consideration of Agenda 4: To consider and elect directors in replacement of those who are retired by rotation)**

Name – Surname	Mr. Voraphot Chanyakomol		
Type of director nominated for election	Director		
Criteria for Nomination of Director	Consideration by the Board of Directors		
Current position	Director		
Date of appointment as Director	27 February 2018		
Number of years in office	4 years		
Age	54 years		
Education	<ul style="list-style-type: none"> - MBA (Finance), University of Dallas USA - Bachelor of Engineering (Metallurgical Engineering), Chulalongkorn University 		
Director training programs	Thai Institute of Directors Association <ul style="list-style-type: none"> - Director Certification Program (DCP) class no. 228/2016 		
Training course(s) in 2021	Thai Listed Company Association <ul style="list-style-type: none"> - How to Manage the company's finance and accounting, and communication with stakeholders during COVID-19 crisis - Fraud and cyber security risks - Economic update for CFO 		
Current position in other listed companies (2 companies)	Jan 2020 - Present	Independent Director and Chairman of the Audit Committee Master Ad Plc.	
	Feb 2021 - Present	Independent Director, Member of the Audit Committee, Member of the Remuneration and Nomination Committee and Member of the Corporate Governance Committee Noble Development Plc.	
Current position in other non-listed companies (2 companies)	2018 - Present	Director Nation Global Edutainment Co., Ltd.	
	2018 - Present	Director One World Media Co., Ltd.	

Current position in other business having conflict of interest	None	
Work experience	2015 - 2018	Executive Director and Chief Financial Officer U City Plc.
No. of the Company's shares held as at 31 December 2021	None	
Meeting attendance in the 2021	Board of Directors	10/10 meetings
	Executive Committee	8/8 meetings
	Shareholders	1/1 meeting

Brief Information and Profiles of Auditors from EY Office Limited

(For consideration of Agenda 6: To consider and approve the appointment of auditors and the determination of audit fee for the fiscal year 2022)

Name-Surname: Mr. Pornanan Kitjanawanchai Nationality: Thai

Certified Public Accountant Registration Number: 7792

Education Qualification:

- Master of Economic, National Institute of Development Administration
- Bachelor of Accounting, Chulalongkorn University

Work Experience: Mr. Pornanan has more than 20 years working with EY Office Limited for financial auditing.

Position: Partner

Shareholding in the Company (percent): none

Relationship with or interest in the Company, subsidiaries, executives, major shareholders, or their related persons: none

Record of illegal action: none



Name-Surname: Mr. Supachai Phanyawattano Nationality: Thai

Certified Public Accountant Registration Number: 3930

Education Qualification:

- Master of Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Science (Accounting), Kasetsart University

Work Experience: Mr. Supachai has more than 35 years working with EY Office Limited for financial auditing.

Position: Senior Partner

Shareholding in the Company (percent): none

Relationship with or interest in the Company, subsidiaries, executives, major shareholders, or their related persons: none

Record of illegal action: none



Name-Surname: Mr. Natthawut Santipet Nationality: Thai

Certified Public Accountant Registration Number: 5730

Education Qualification:

- Master of Accounting, Thammasat University
- Bachelor of Accounting, Thammasat University

Work Experience: Mr. Natthawut has more than 20 years working with EY Office Limited for financial auditing.

Position: Partner

Shareholding in the Company (percent): none

Relationship with or interest in the Company, subsidiaries, executives, major shareholders, or their related persons: none

Record of illegal action: none



Guidelines for Appointment of Proxy, Meeting Attendance and Vote Casting and Counting

Proxy

In the event any shareholder is unable to attend the meeting in person, the shareholder can appoint any person or an independent director of the Company to attend the meeting and cast the votes on his/her behalf. The Company has prepared proxy forms in accordance with the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007) which prescribes 3 types of proxy form to be used for the meeting of shareholders:

Proxy Form A is a general form that is simple and uncomplicated;

Proxy Form B is an explicit form that sets out specific details of authorization;

Proxy Form C is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

In this regard, the Company has enclosed Proxy Form B with this invitation as set out in Enclosure 7. Shareholders can download Proxy Form A, Form B and Form C from the Company's website at www.nine.co.th.

Procedures for Proxy Appointment

1. Shareholders can choose to use only one type of Proxy Form A or Form B, unless shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository shall use Proxy Form C.
2. Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately, save for shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository using Proxy Form C.
3. The shareholders can appoint the Company's independent director whose profiles set forth in Enclosure 6 as their proxies. If the shareholders appoint the Company's independent director as their proxies, we recommend that the shareholders shall use Proxy Form B attached herewith and instructed their voting intention in each agenda.
4. A proxy form must be correctly and completely filled in, signed by a grantor and a proxy(ies) (in the event the Company's independent director is not appointed as proxy), and affixed with Baht 20 stamp duty, which must be crossed out and dated upon appointment of the proxy. For convenience, the Company will provide stamp duties for those who attend the meeting by proxy.
5. Appointment of proxy
 - 5.1) Appoint any person as the proxy to attend the electronic meeting - Shareholders or proxies shall follow item nos. 1. – 4. above and submit the e-request in advance to obtain username, password and web link for meeting registration. Guidelines for e-request can be seen in electronic meeting procedure via Inventech Connect set forth in Enclosure 5.
 - 5.2) Appoint an independent director of the Company as the proxy to attend the electronic meeting - Shareholders shall follow item nos. 1. – 4. above and send the complete proxy form with those documents required for attending the e-meeting to the Company as details set out in item no. 6 below. No e-request to obtain username, password and web link for meeting registration is required for this case.

6. Shareholder who appoints a proxy, either per item no. 5.1) or 5.2) is required to send the completely filled and signed proxy form and documents required for attending the e-meeting to the Company at the following address within 18 April 2022:

Company Secretary Office

Nation International Edutainment Public Company Limited

333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang,

Vibhavadi-Rangsit Road, Chomphon, Chatuchak,

Bangkok 10900.

Documents Required for Attending E-Meeting

1. Individual Shareholder

- (1) Attendance in person - a valid photographic identification document issued by a government agency, e.g., Thai nationality identification card, government identification card, driving license, or a passport. In case there is any change in name or surname, documentary evidence to such effect must also be presented.
- (2) Attendance by proxy - (a) a Proxy Form A, or Form B, that has been correctly and completely filled in and signed by the grantor and the proxy(ies), (b) a copy of an identification document of the grantor issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by the grantor, and (c) a copy of an identification document of the proxy issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by the proxy.

2. Juristic Person Shareholder

- (1) Attendance in person by authorized representative(s) – (a) a copy of the shareholder’s affidavit, which must be issued by Ministry of Commerce or other authorized agency, no later than 6 months prior to the meeting date, containing a statement showing that such authorized representative(s) who attends the meeting is empowered to act on behalf of the juristic person, and which has been certified true and correct by the authorized representative(s), and (b) a copy of an identification document of the authorized representative(s) issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by such authorized representative(s).
- (2) Attendance by proxy - (a) a Proxy Form A, or Form B, that has been correctly and completely filled in and signed by the grantor and the proxy(ies), (b) a copy of the shareholder’s affidavit, which must be issued by Ministry of Commerce or other authorized agency, no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is the authorized representative(s) of the juristic person, and which has been certified as true and correct copy by such authorized representative(s), (c) an identification document of the authorized representative(s), who signs the proxy form, issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by such authorized representative(s), and (d) a copy of an identification document of the proxy issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by the proxy.

3. Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository

Documents from custodian

- (1) a Proxy Form C that has been correctly and completely filled in and signed by the custodian's authorized representative(s) as the grantor and the proxy(ies);
- (2) a document confirming the license to engage in the custodian business;
- (3) a copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the proxy form is empowered to act on behalf of the custodian, and which has been certified as true and correct copy by the custodian's authorized representative(s);
- (4) a copy of an identification document of the custodian's authorized representative(s), who signs the proxy form, issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by such custodian's authorized representative(s); and
- (5) a copy of an identification document of the proxy issued by a government agency as referred in Clause 1.(1).

Documents from shareholder who are foreign investors

- (1) a copy of a power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf;
- (2) In the case of an individual shareholder - a copy of an identification document of the shareholder issued by a government agency as referred in Clause 1.(1), which has been certified as true and correct by the custodian's authorized representative(s).
- (3) In the case of a juristic person - (a) a copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the power of attorney in Clause (1) above is empowered to act on behalf of the juristic person, and certified as true and correct by the custodian's authorized representative(s), and (b) a copy of an identification of the authorized representative(s) of the shareholder, who signs the power of attorney, issued by the government agency as referred in Clause 1.(1), which has been certified as true and correct by the custodian's authorized representative(s).

Registration

The Company will open a portal for the shareholders and/or proxy to register for attending the meeting from 12.00 p.m. of the meeting date (2 hours before the meeting time) onwards until the meeting adjourns. The Company reserves the rights to refuse the shareholders' and/or proxies' requests to withdraw the registration after the commencement of the meeting, or to register after the meeting is adjourned.

Vote Casting and Counting

1. Vote casting shall be conducted openly, whereby one share shall have one vote.
2. Resolutions of the shareholders' meeting require the following votes:
 - in ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and being entitled to vote;
 - in other cases as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution at the end of each agenda item;
 - in the case of a tie, vote the chairman of the meeting shall have a casting vote;
 - a shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.
3. As for vote casting in agenda item with respect to the election of directors in replacement of those who are retired by rotation or the appointment of new directors, the Company will arrange the vote casting for the election or appointment of each nominated director individually.
4. Vote casting by the proxy, (a) in the event that the grantor has specified the voting instruction in the proxy form, the Company will record such votes, together with the registration to attend the meeting of the proxy, but (b) in the event that the grantor has not specified the voting instruction for any agenda in the proxy form, or the voting instruction is unclear, or the meeting considers additional agenda aside from the agenda stipulated in the proxy form as well as any changing and adding of the fact thereon, the proxy is able to consider and cast his/her vote as deemed appropriate.
5. Before casting the votes in each agenda item, the chairman of the meeting or the person designated by the chairman of the meeting will allow the meeting attendants to inquire or comment on the issues related to such agenda item as appropriate. The meeting attendants can study step to raise questions via Inventech Connect electronic meeting as detailed in Enclosure 5. Opinions and inquiries expressed or raised by the meeting attendants will be presented and answered in the meeting. However, the Company reserves its rights to undertake any action for the meeting to be conducted concisely and efficiently.

Electronic Meeting Procedure via Inventech Connect

Submission of e-request to attend electronic meeting

1. Shareholders shall submit an e-request to attend the electronic meeting via web browser at <https://app.inventech.co.th/NINE182352R> or scan QR Code  and follow the following steps:



1. clicking weblink or scanning QR Code;
 2. choosing to file a request form;
 3. filling in the information as shown on the registration page;
 4. ticking into the box for acceptance of the conditions and agreeing to comply with the requirements for meeting attendance;
 5. clicking “Request” button; and
 6. waiting for an email informing of meeting details, username and password.
2. A portal for shareholders and/or proxies, who intend to attend the meeting by himself/herself, to submit an e-request will be opened at 8.30 a.m. from 8 April 2022 onwards and shall remain opening until the meeting on 20 April 2022 adjourns.
 3. The Company will open a portal for the shareholders and/or proxy to register for attending the meeting from 12.00 p.m. (2 hours before the meeting time) of the meeting date (20 April 2022). Shareholders or proxies shall use the provided username and password for registration and follow the user manual as detailed below.

Appointment of the independent director as proxy

Shareholders who appoint the Company’s independent director as the proxy shall follow instructions as set forth in Enclosure 4 and shall send to the Company the complete proxy form with documents required for attending the e-meeting at the following address within 18 April 2022:

Company Secretary Office
 Nation International Edutainment Public Company Limited
 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang,
 Vibhavadi-Rangsit Road, Chomphon, Chatuchak,
 Bangkok 10900.

Please contact Inventech Call Center for a troubleshooting.

-  02-931-9138 (available from 1 – 20 April 2022, 08.30 a.m. – 5.30 p.m. for business day only, not include national and public holidays)

Registration for attending the meeting (e-Register)



1. Clicking registration weblink that is received from email
2. Signing into the system by using provided username and password or requesting OTP
3. Clicking “Login” button
4. Clicking “Register” button, the number of votes will be counted as a quorum then.

Vote casting process (e-Voting)



1. Clicking “Voting” menu or symbol 
2. Selecting which agenda for vote casting
3. Casting the vote pursuant to your intention
4. Status of your latest vote will be displayed by the system.

To cancel the latest vote, please press the button  (it means that your recent vote is abstention or will be determined by the agenda result). Your vote can be changed until the vote casting system of relevant agenda item is closed.

Step to raise questions via Inventech Connect



Clicking “Ask a question” menu or symbol 

1. Question by typing 
 - Selecting which agenda to raise question
 - Typing your question then clicking Send”
2. Question by voice recording 
 - Selecting which agenda to raise question
 - Clicking “Microphone” menu or symbol
 - Expressing the question
 - Pressing the sound recording symbol when you want to stop recording
 - Clicking Send” button or symbol 

Installation guide for Webex Meetings Application and Inventech Connect user manual



User manual for submission of e-Request

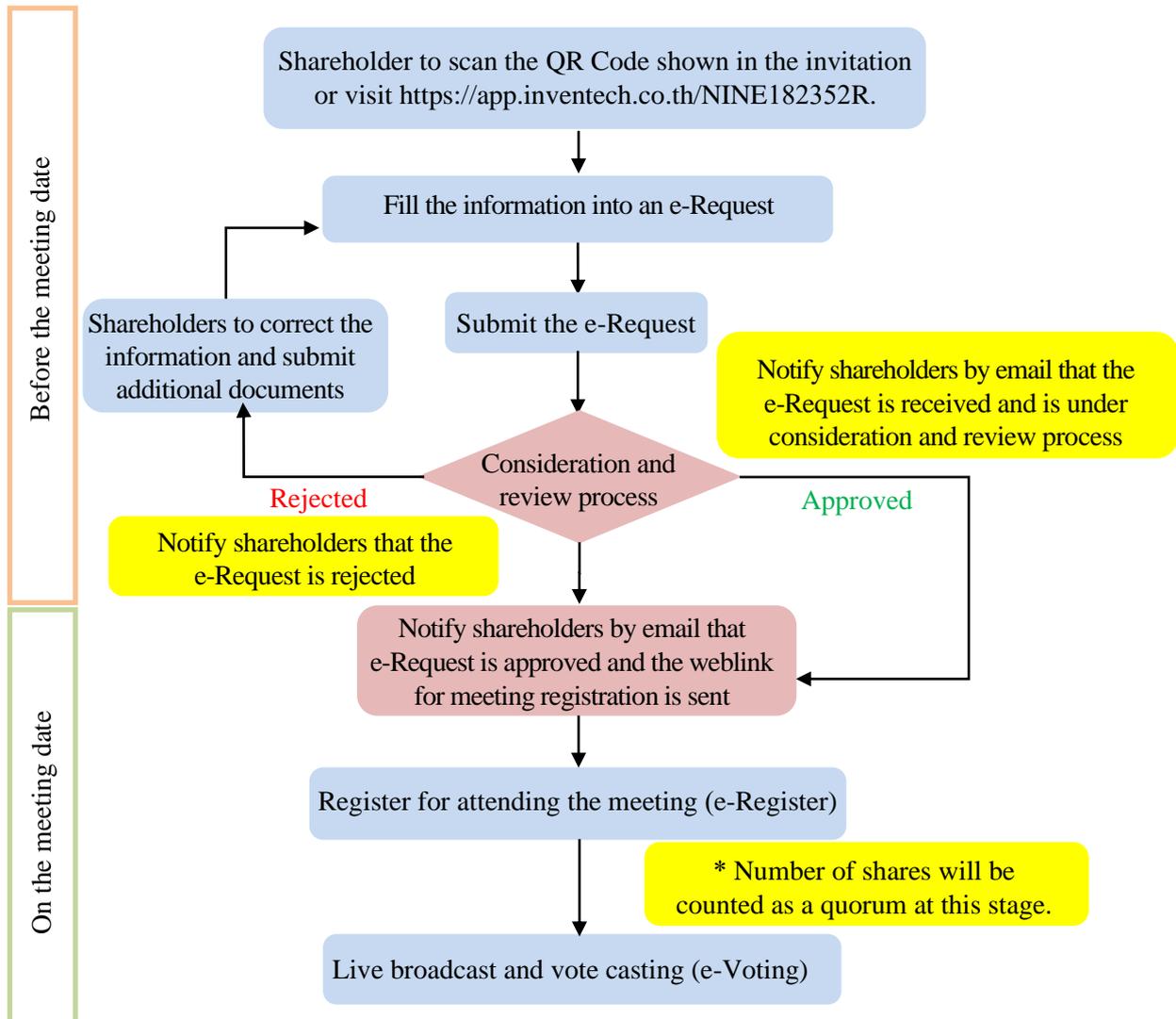


User manual of Inventech Connect

Remark Operational performance of the electronic meeting system and Inventech Connect system are depended upon internet, including equipment and/or its program, of the shareholders and/or the proxies. Please therefore use following equipment and/or program:

1. Internet speed requirements
 - High-Definition Video: internet speed at 2.5 Mbps (recommended internet speed).
 - High Quality Video: internet speed at 1.0 Mbps.
 - Standard Quality Video: internet speed at 0.5 Mbps.
2. Equipment requirements
 - Smartphone/Tablet with IOS or android OS.
 - PC/Laptop with Windows or Mac OS.
3. Web browser: Firefox, Chrome (recommend browser) or Safari

Flow chart showing procedure for electronic meeting (e-Meeting)



Remark

1. For a proxy appointed by multiple shareholders - Such proxy may press the “Switch Account” button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.
2. Leaving the meeting - Meeting attendants may press the “Leave Meeting” button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted on.

Profiles of Independent Director for Appointment as Proxy and Definition of Independent Director



Mrs. Suparanan Tanviruch

Independent Director and Chairman of the Audit Committee

Age: 55 years

Date of appointment as Director: 21 January 2019

Address: No. 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Interest in the meeting agenda: Not having special interest that differs from other directors in all agenda items to be proposed at this 2022 Annual General Meeting of Shareholders

Definition of Independent Director

Independent director is a director who does not involve in managing the business operations of the Company, its subsidiary and/or associated company, is independent from a controlling person, major shareholder, and executives of the Company and has no relationship that may interfere his/her independent judgement. The definition of independent director as defined by the Company is equivalent to the requirements of the Office of the Securities and Exchange and the Stock Exchange of Thailand, as follows:

1. Holding no more than 1 percent of the total shares entitling to votes of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, including the shares held by related persons of any such independent director;
2. Neither being nor having been a director involving in the management, employee, staff, salaried consultant, or controlling person of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person, unless foregoing status has ended for not less than two years. In this regard, these prohibited characteristics shall exclude the case where an independent director used to be a government officer or advisor of a governmental agency, which is a major shareholder or controlling person of the Company;
3. Neither having nor having had business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, in a manner which may interfere with his/her independent judgment; neither being nor having been a significant shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for not less than two years;
4. Not being a person related by blood or registration under the laws as father, mother, spouse, sibling and child (including the spouse of child) of the director, executive, major shareholder, controlling person, or person to be nominated as director, Executive or controlling person of the Company or its subsidiary;
5. Not being a director who is appointed as a representative of the Company's director, major shareholder, or any shareholder who is related to the Company's major shareholder;
6. Neither being nor having been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for not less than two years;
7. Neither being nor having been any professional advisor, including legal advisor, financial advisor or appraiser, who receives service fees exceeding Baht two million per annum from the Company, its parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of such professional advisor, unless the foregoing relationship has ended for not less than two years;
8. Neither operating a business which has the same nature of business and competes with the business of the Company or its subsidiary nor being significant partner in partnership or director involving in the management, employee, staff, salaried consultant, or holding shares exceeding 1 percent of the total shares entitling to votes of the other companies operating the business with the same nature and in competition with the Company or its subsidiary; and
9. Not possessing any characteristic which disables the expression of independent opinions with respect to the Company's business operations.

Enclosure 7

**หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.**

อากรแสตมป์ 20 บาท
Duty Stamp of THB20

เลขทะเบียนผู้ถือหุ้น _____ เขียนที่ _____
Shareholder registration number Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่เลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing / located at Soi Road Subdistrict

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เนชั่น อินเตอร์เนชั่นแนล เอ็ดดูเทนเมนท์ จำกัด (มหาชน)
Being a shareholder of **Nation International Edutainment Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding a total of shares and having the vote equal to votes as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares having the vote equal to votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preference share shares having the vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ ได้)
Hereby appoint (The shareholder may appoint the Company's independent director to be his/her proxy.)

ชื่อ นางสาวรณันท์ ตันวิรัช (Mrs. Suparanan Tanviruch) อายุ 55 ปี อยู่เลขที่ 468
Name Age years residing at

ถนน ชลนิเวศน์ (Chon Niwet) ตำบล/แขวง ตลาดยาว (Lat Yao) อำเภอ/เขต จตุจักร (Chatuchak)
Road Subdistrict District

จังหวัด กรุงเทพมหานคร (Bangkok) รหัสไปรษณีย์ 10900 หรือ
Province Postal Code Or

ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Subdistrict District

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันที่ 20 เมษายน พ.ศ. 2565 เวลา 14.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เพียงรูปแบบเดียวเท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of these persons as my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders on 20 April 2022, at 2.00 p.m. via electronic meeting, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/we hereby grant my/our proxy to vote at the meeting on my/our behalf as follows:

วาระที่ 1 **รับทราบรายงานผลการดำเนินงานและรายงานคณะกรรมการบริษัทสำหรับปีบัญชี 2564**
Agenda 1 To acknowledge the report on the operating results and the Board of Directors' report for the fiscal year 2021
(ไม่มีการลงคะแนนเสียงในวาระนี้ / No casting of votes in this agenda)

วาระที่ 2 **พิจารณาอนุมัติงบการเงินสำหรับปีบัญชี 2564 สิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2564**
Agenda 2 To consider and approve the financial statements for the fiscal year 2021 ended 31 December 2021

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 **พิจารณาอนุมัติงดจ่ายเงินปันผลสำหรับผลการดำเนินงานสำหรับปีบัญชี 2564 สิ้นสุด ณ วันที่ 31 ธันวาคม พ.ศ. 2564**
Agenda 3 To consider and approve the omission of the dividend payment for the operating results of the fiscal year 2021 ended 31 December 2021

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 **พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ**
Agenda 4 To consider and elect the directors in replacement of those who retired by rotation

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:

เลือกตั้งกรรมการทั้งหมด
Elect the entire group of nominated directors

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- เลือกตั้งกรรมการเป็นรายบุคคล
Elect each nominated director individually
- ชื่อกรรมการ.....นายวรพจน์ จรรย์โกมล.....
Director's name.....Mr. Voraphot Chanyakomol.....
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 5** **พิจารณากำหนดค่าตอบแทนของกรรมการประจำปี 2565**
Agenda 5 To consider and determine the directors' remuneration for the year 2022
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 6** **พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปีบัญชี 2565**
Agenda 6 To consider and approve the appointment of auditors and the determination of audit fee for the fiscal year 2022
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 7** **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**
Agenda 7 To consider other matters (if any)
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If the proxy does not vote in accordance with my/our voting instructions specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including in the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting, and may not split his/her votes to different proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In the case where there are agenda other than those specified above, additional details may be specified in the Attachment to this Proxy Form B.

Nation International Edutainment Public Company Limited's Articles of Association, Chapter 4 - Shareholders' Meeting

Article 35 The Company's shareholders' meeting shall be held at the locality where the Company's head office is located or in a neighboring province or at other venue as fixed by the board of the directors.

Article 36 The shareholders' meeting shall be held at least once a year and shall be called an "annual general meeting of shareholders". The annual general meeting shall be held within four (4) months from the end of the fiscal year of the Company. Any other meetings of shareholders shall be called an "extraordinary general meeting".

The board of directors may call an extraordinary general meeting whenever it deems appropriate. Moreover, one or more shareholders holding shares in aggregate of not less than ten percent of the total number of issued shares may at any time submit their names and request the board of directors in writing to call for an extraordinary general meeting, provided that the subjects and reasons for the request to call such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call a shareholders' meeting to be held within forty-five days from the date of the receipt of such request from the said shareholders.

In case the board of directors fails to arrange for the meeting within such period under the second paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days as from the date of expiration of the period under the second paragraph. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under the third paragraph, the number of the shareholders presented does not constitute quorum as prescribed by Article 38, the shareholders under the third paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 37 To convene a shareholders' meeting, the board of directors shall prepare a notice of invitation, indicating the venue, date, time and agenda items, including matters to be proposed to the meeting and appropriate details. The notice shall clearly indicate whether the matters, along with relevant opinion of the board of directors, are proposed to the meeting for acknowledgement, for approval or for consideration. The notice of invitation shall be delivered to shareholders and the public limited company registrar no less than seven (7) days prior to the date of the meeting, and shall be published in a newspaper for no less than three (3) consecutive days and no less three (3) days prior to the date of the meeting.

Article 38 At a shareholders' meeting, regardless of whether it is conducted in physical or by electronic means, there shall be not less than twenty five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders, and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of issued shares, whereby a quorum would then be constituted.

In case the shareholders' meeting is held by electronic means, such meeting shall be proceeded in accordance with the criteria and methods specified by law.

At any shareholders meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, and if such shareholders meeting was called as a result of a request of the shareholders, the meeting shall be cancelled. If the meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice of calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, a quorum is not required.

Article 39 At any shareholders meeting, shareholders may give a proxy to other persons to attend the meeting and vote on their behalf. The proxy shall be made in writing as prescribed by the public limited company registrar and signed by the proxy grantor. The proxy shall be submitted to the chairman or the person determined by the chairman at the venue of the meeting before the proxy attends the meeting. The proxy form shall at least include the following particulars:

- a. number of shares held by the proxy grantor;
- b. name of the proxy; and
- c. serial number of meeting which the proxy has been authorized to attend and vote at.

Article 40 The shareholders' meeting shall proceed in accordance with the order of agenda items prescribed in the notice of invitation, unless the meeting resolves to change the order of agenda items by a vote of no less than two-thirds (2/3) of the shareholders attending the meeting.

Once the meeting has finished consideration of matters in accordance with the agenda prescribed in the notice of invitation, shareholders holding in aggregate not less than one-third (1/3) of the total number of issued shares may request that the meeting consider other matters than those prescribed in the notice of invitation.

Where consideration of matters following the order of agenda items determined in the notice of invitation are not finished, and it is necessary to adjourn the meeting, the meeting shall determine the venue, date and time for the subsequent meeting. The board of directors shall then submit to shareholders the notice of invitation to such meeting, indicating the venue, date, time and agenda items, no less than seven (7) days prior to the date of the subsequent meeting. Such notice of invitation shall be published in a newspaper for no less than three (3) consecutive days and no less three (3) days prior to the date of the subsequent meeting.

Article 41 The chairman of the board of directors shall be the chairman of the meeting. In case of absence of the chairman, or if the chairman is incapable of performing his or her duties, the vice chairman, if any, shall preside over the meeting. If there is no vice chairman, or if the vice chairman is absent or incapable of performing his or her duties, shareholders present at the meeting shall elect one among themselves to preside over the meeting.

Article 42 At a shareholders' meeting, each shareholder shall have one vote per one share.

Any shareholders who have a special interest in any matter shall not be entitled to vote on such matter, except in the case of a vote on election of directors.

Article 43 Unless specified otherwise by this Articles of Association or laws, approval resolutions of any matter at a shareholders' meeting shall be passed by a simple majority vote of the shareholders attending the meeting and being entitled to vote. In the following cases, resolutions shall be passed by a vote of no less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and being entitled to vote:

- sale or transfer of the entire business of the Company or a material part thereof to other persons;
- purchase or acceptance of business transfer of another public limited company or private limited company to the Company;
- entering into, amendment or termination of agreements relating to the lease of the entire business of the Company or a material part thereof, or authorization of other persons to manage the business of the Company, or consolidation of business with other persons with the aim to share profit and loss;
- amendment to Memorandum of Association or Articles of Association of the Company;
- capital increase or decrease;
- issuance of debentures; and
- amalgamation or dissolution.



Nation International Edutainment Public Company Limited
333 Lao Peng Nguan 1 Tower, 24th Floor, Zone A,
Soi Choeiphuang, Vibhavadi-Rangsit Road, Chomphon,
Chatuchak, Bangkok 10900
Tel : 0-2091-5911 Fax : 0-2091-5928