



10 May 2022

Subject: Resolutions of the Extraordinary General Meeting of Shareholders No. 1/2022

To: The President  
The Stock Exchange of Thailand (SET)

Nation International Edutainment Public Company Limited (the “**Company**”) would like to inform the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2022 held on 10 May 2022 at 2:00 p.m. by electronic meeting (e-Meeting) as follows:

1. Resolved to approve the acquisition of all ordinary shares in Groupwork Company Limited which is an asset acquisition transaction of the Company whereby the purchase of such shares from VGI Public Company Limited is a connected transaction of the Company, with a unanimous vote of the total votes of shareholders attended the meeting and had the right to vote, excluding the votes cast by shareholders having an interest in the matter from the calculation base, detailed as follows:

<b>Vote casting</b>	<b>Number of votes</b>	<b>Representing (%)</b>
Approval	195,625,823	100.00
Disapproval	0	0.00
Abstention	0	0.00

2. Resolved to approve the entry into the License to Manage and Operate Merchandising Space Agreement with VGI Public Company Limited and the construction of the Company’s shop and renovation of existing rental shop, including adjust the scenery and construction of addition sections as appropriated, on the merchandising space on the BTS Skytrain stations under such agreement, which is an asset acquisition transaction and a connected transaction of the Company, with a unanimous vote of the total votes of shareholders attended the meeting and had the right to vote, excluding the votes cast by shareholders having an interest in the matter from the calculation base, detailed as follows:

<b>Vote casting</b>	<b>Number of votes</b>	<b>Representing (%)</b>
Approval	195,625,823	100.00
Disapproval	0	0.00
Abstention	0	0.00

3. Resolved to approve the issuance and offering of up to 984,000,000 newly issued ordinary shares, with a par value of THB 1.00 per share through a Private Placement to Point of View (POV) Media Group Company Limited, Werk X Company Limited, and Sliver Reward Holdings Limited, whereby the issuance and offering of such shares to Point of View (POV) Media Group Company Limited is a connected transaction of the Company, with a unanimous vote of the total votes of shareholders attended the meeting and had the right to vote, excluding the votes cast by shareholders having an interest in the matter from the calculation base, detailed as follows:

<b>Vote casting</b>	<b>Number of votes</b>	<b>Representing (%)</b>
Approval	195,625,823	100.00
Disapproval	0	0.00
Abstention	0	0.00

4. Resolved to approve the issuance and offering of up to 240,000,000 newly issued ordinary shares of the Company, with a par value of THB 1.00 per share, to the existing shareholders of the Company on pro rata basis (Rights Offering), with a unanimous vote of shareholders who attended the meeting and had the right to vote, detailed as follows:

<b>Vote casting</b>	<b>Number of votes</b>	<b>Representing (%)</b>
Approval	195,625,823	100.00
Disapproval	0	0.00
Abstention	0	0.00

5. Resolved to approve the decrease of the Company's registered capital by THB 25,000,000, from the existing registered capital of THB 390,549,286 to THB 365,549,286, by deducting 25,000,000 authorized but unissued shares of the Company, with a unanimous vote of the total votes of shareholders attended the meeting and had the right to vote, detailed as follows:

<b>Vote casting</b>	<b>Number of votes</b>	<b>Representing (%)</b>
Approval	195,625,823	100.00
Disapproval	0	0.00
Abstention	0	0.00

6. Resolved to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the decrease of the Company's registered capital, with a unanimous vote of the total votes of shareholders attended the meeting and had the right to vote, detailed as follows:

<b>Vote casting</b>	<b>Number of votes</b>	<b>Representing (%)</b>
Approval	195,625,823	100.00
Disapproval	0	0.00
Abstention	0	0.00

7. Resolved to approve the increase of the Company's registered capital by THB 1,224,000,000, from the existing registered capital of THB 365,549,286 to THB 1,589,549,286, by issuing 1,224,000,000 newly issued ordinary shares, with a par value of THB 1.00 per share, with a unanimous vote of the total votes of shareholders attended the meeting and had the right to vote, detailed as follows:

<b>Vote casting</b>	<b>Number of votes</b>	<b>Representing (%)</b>
Approval	195,625,823	100.00
Disapproval	0	0.00
Abstention	0	0.00

8. Resolved to approve the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital, with a unanimous vote of the total votes of shareholders attended the meeting and had the right to vote, detailed as follows :

<b>Vote casting</b>	<b>Number of votes</b>	<b>Representing (%)</b>
Approval	195,625,823	100.00
Disapproval	0	0.00
Abstention	0	0.00

9. Resolved to approve the allocation of 953,500,000 newly issued ordinary shares of the Company, with a par value of THB 1.00 per share, for offering to Point of View (POV) Media

Group Company Limited, which is a connected person of the Company, with a unanimous vote of shareholders who attended the meeting and had the right to vote, detailed as follows:

<b>Vote casting</b>	<b>Number of votes</b>	<b>Representing (%)</b>
Approval	195,625,823	100.00
Disapproval	0	0.00
Abstention	0	0.00

10. Resolved to approve the allocation of 15,350,000 newly issued ordinary shares of the Company, with a par value of THB 1.00 per share, for offering to Werk X Company Limited, with a unanimous vote of shareholders who attended the meeting and had the right to vote, detailed as follows:

<b>Vote casting</b>	<b>Number of votes</b>	<b>Representing (%)</b>
Approval	195,625,823	100.00
Disapproval	0	0.00
Abstention	0	0.00

11. Resolved to approve the allocation of 15,150,000 newly issued ordinary shares of the Company, with a par value of THB 1.00 per share, for offering to Sliver Reward Holdings Limited, with a unanimous vote of shareholders who attended the meeting and had the right to vote, detailed as follows:

<b>Vote casting</b>	<b>Number of votes</b>	<b>Representing (%)</b>
Approval	195,625,823	100.00
Disapproval	0	0.00
Abstention	0	0.00

12. Resolved to approve the allocation of 240,000,000 newly issued ordinary shares of the Company for offering to the existing shareholders on a pro rata basis (Rights Offering), with a unanimous vote of shareholders who attended the meeting and had the right to vote, detailed as follows:

<b>Vote casting</b>	<b>Number of votes</b>	<b>Representing (%)</b>
Approval	195,625,823	100.00
Disapproval	0	0.00
Abstention	0	0.00

Please be informed accordingly.

Sincerely yours,

Mr. Voraphot Chanyakomol  
Chief Financial Officer