

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

บริษัท เนชั่น อินเทอเทนเมนท์ จำกัด (มหาชน)

เลขที่ 333 อาคารลำปางง้วน 1 ชั้น 24 ซอยเอเดย์พวง ถนนวิภาวดีรังสิต แขวงจอนพา เขตจตุจักร กรุงเทพฯ 10900

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21 June 2022

Subject: Determination of subscription date and payment date for newly issued ordinary shares allocated to specific person (Private Placement)

To: President
The Stock Exchange of Thailand

Reference is made to the Extraordinary General Meeting of Shareholders No. 1/2022 of Nation International Edutainment Public Company Limited (the “**Company**”) held on 10 May 2022 had approved the matters in relation to the increase in the registered capital of the Company including the issuance and offering of up to 984,000,000 newly issued ordinary shares, with a par value of THB 1.00 per share, by way of the offering to specific person (Private Placement) which are (1) Point of View (POV) Media Group Company Limited, (2) Werk X Company Limited and (3) Sliver Reward Holdings Limited (the “**Investors**”), at the offering price of THB 3.30 per share, totaling THB 3,247,200,000, which was not considered as an offering of newly issued shares at the price below the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended) (the “**PP Notification**”) due to the offering price being determined at THB 3.30 per share which was not less than 90 percent of the market price. For the purpose of consideration of the market price, the Company used the volume weighted average price of the Company’s shares traded on the Stock Exchange of Thailand (the “**SET**”) over the past 10 consecutive business days prior to the date on which the Board of Directors resolved to propose the shareholders’ meeting to consider and approve the offering of newly issued ordinary shares, i.e., from 15 February 2022 to 1 March 2022, which equaled to THB 3.66 per share (Source: SETSMART).

On 23 May 2022, the Company was obtained a permission to offer the newly issued ordinary shares to specific person pursuant to the PP Notification from the Office of the Securities and Exchange Commission. The Chief Financial Officer who was designated by the shareholders’ meeting has determined the subscription date and payment date for newly issued ordinary shares allocated to the Investors to be on 22 June 2022 (the “**Offering Date**”). The details are as follows:

No.	Name of Investor	Number of the Newly Issued Ordinary Shares Allocated	Offering Price (THB / Share)	Amount of Consideration to be Received (THB)
1.	Point of View (POV) Media Group Company Limited	953,500,000	3.30	3,146,550,000
2.	Werk X Company Limited	15,350,000	3.30	50,655,000
3.	Sliver Reward Holdings Limited	15,150,000	3.30	49,995,000
	Total	984,000,000	3.30	3,247,200,000

In this regard, such offering price to the Investors is a price below 90 percent of the market price of the ordinary share of the Company pursuant to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) (as amended) (the “**SET Notification**”). For the purpose of consideration of the market price, the Company used the volume weighted average price of the Company’s shares traded on the SET over the past 10 consecutive business days prior to the Offering Date, i.e., from 8 June 2022 to 21 June 2022, which equals to THB 7.35 per share (Source: SETSMART). The details are as follows:

Date	Number of Traded Shares (Thousand Shares)	Trading Value (Million THB)	Average Price (THB/Share)
8 June 2022	42.00	0.27	6.32
9 June 2022	13,242.00	100.53	7.59
10 June 2022	1,706.90	11.57	6.78
13 June 2022	346.20	2.26	6.53
14 June 2022	327.80	2.14	6.53
15 June 2022	557.60	3.77	6.76
16 June 2022	371.20	2.41	6.50
17 June 2022	505.90	3.06	6.05
20 June 2022	328.50	2.20	6.70
21 June 2022	505.02	3.58	7.09
Weighted average price for 10 consecutive business days (THB/Share)			7.35
90 percent of weighted average price for 10 consecutive business days (THB/Share)			6.62

Therefore, to comply with the SET Notification, the Investors shall be restricted to sell any of the newly issued shares within the period of 1 year from the commencement date on which those shares are traded on the SET. However, upon completion of the first 6-month period of the trading of such newly issued ordinary shares on the SET, the Investors may gradually sell of up to 25 percent of the total number of shares that are subject to the sale restriction.

Please be informed accordingly.

Sincerely yours
Nation International Edutainment Public Company Limited

Mr. Voraphot Chanyakomol
Chief Financial Officer