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No. IR006/2016

April 21, 2016

President

The Stock Exchange of Thailand (SET)  
The Stock Exchange of Thailand Building  
93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400

Re: SE-ED'S REPORTS ON SHAREHOLDERS' RESOLUTIONS

SE-EDUCATION PUBLIC COMPANY LIMITED would like to report on the resolutions made at an annual general shareholders' meeting held on Thursday, April 21, 2016. The details of the resolutions are as follows:

**Agenda 1.** To consider the Minutes of the Annual General Shareholders' Meeting No. 1/2015 held on April 23, 2015.

Resolution Certifying the Annual General Shareholders' Meeting No. 1/2015 held on April 23, 2015 as request by the majority vote as follows:

Agreed	218,181,109	Votes or	99.9808%
Disageed	0	Votes or	0%
Abstained	41,800	Votes or	0.0192%

**Agenda 2.** To acknowledge the Company's Performance for the fiscal year 2015, the Company's Annual Report of 2015, and the Board of Director's Meeting Report of 2015.

**Agenda 3.** To consider and approve the Company's Statements of Financial Position as of December 31, 2015, the Income Statement and the Cash Flow Statement, which are audited by the auditor of the year 2015.

Resolution Approving and certifying the Company's Statements of Financial as of December 31, 2015, the Income Statement, and the Cash Flow Statement, which are audited by the auditor of the year 2015 by the majority vote as follows:

Agreed	269,227,131	Votes or	99.9959%
Disageed	0	Votes or	0%
Abstained	11,000	Votes or	0.0041%

**Agenda 4.** To consider the annual dividend payment for the Company's performance in 2015, and to consider the allocation of retained earnings to increase the legal reserve.

Resolution Approving the annual dividend payout for the Company's performance in 2015 at THB 0.12 per share by listing the qualified shareholders on May 4, 2016 and gathering shareholder's names under the Section 225 of the Securities and Exchange Act B.E. 2535 from fixing the share registration book closing date on May 9, 2016. The said dividend will be paid out on May 19, 2016 by the majority vote as follows:

Agreed	269,241,141	Votes or 99.9959%
Disageed	0	Votes or 0%
Abstained	11,000	Votes or 0.0041%

**Agenda 5.** To consider and approve the amendment of objectives of the Company and Memorandum of Association No.3 of the Company.

Resolution Approving the amendment of objectives of the Company and Memorandum of Association No.3 of the Company (with no less than three fourths of the total votes of the present shareholders who are eligible to vote) as follows:

Agreed	269,241,141	Votes or 99.9959%
Disageed	0	Votes or 0%
Abstained	11,000	Votes or 0.0041%

**Agenda 6.** To consider the appointment of new directors in replacement of those who are due to retire by rotation.

Resolution Approving the appointment of new directors in replacement of those who are due to retire by rotation in 2016 in total of 4 positions: (1) Mr. Somboon Chinsawananon (2) Mr. Saroch Lamlertprasertkul (3) Mr. Wattana Chiengkul and (4) Mr. Phairat Sittakul by the vote as follows:

- Mr. Somboon Chinsawananon : appointed as a new director in replacement by the majority vote as follows:

Agreed	269,208,334	Votes or 99.9837%
Disageed	12	Votes or 0.0000%
Abstained	43,795	Votes or 0.0163%

- Mr. Saroch Lamlerprasertkul : appointed as a new director in replacement by the majority vote as follows:

Agreed	269,208,334	Votes or 99.9837%
Disageed	25,107	Votes or 0.0093%
Abstained	18,700	Votes or 0.0069%

- Mr. Wattana Chiengkul : appointed as a new director in replacement by the majority vote as follows:

Agreed	269,177,546	Votes or 99.9723%
Disageed	25,095	Votes or 0.0093%
Abstained	49,500	Votes or 0.0184%

- Mr. Phairat Sittakul : appointed as a new director in replacement by the majority vote as follows:

Agreed	269,177,546	Votes or 99.9723%
Disageed	0	Votes or 0%
Abstained	74,595	Votes or 0.0277%

**Agenda 7.** To consider and appoint the auditor and to set the audit fee for the year 2016.

Resolution Appointing Mr. Sopon Permsiriwallop (Certified Public Accountant No. 3182), and/or Ms. Roongnapa Lerssuwankul (Certified Public Accountant No. 3516), and/or Ms. Rossaporn dejaakom (Certified Public Accountant No. 5695), and/or Ms. Sumana Punpongsanon (Certified Public Accountant No. 5872), and/or other auditors in the same office from EY Company Limited, as the auditor of the Company and Subsidiaries in 2016 with the audit fees of the entire year not exceeding THB 1,050,000 for SE-EDUCATION Public Company Limited, and setting the compensation of three Subsidiaries which are SE-EDUCATION Book Center Company Limited for THB 10,000, Plearn Patana Company Limited for THB 300,000, and BaesLab Company Limited for THB 50,000 (excluding the travel expenses, accommodation expenses, and observation expenses on counting inventories) by the majority vote as follows:

Agreed	269,218,256	Votes or 99.9866%
Disageed	0	Votes or 0%
Abstained	36,095	Votes or 0.0134%

**Agenda 8.** To consider the Directors' remuneration for the year 2016.

Resolution Approving the Directors' remuneration for the year 2016 as follows:

**The Remuneration for the Committee**

For 2016, the limit of the Directors' remuneration is set at THB 5,000,000, which is the same amount as last year, and is given to the Nomination and Remuneration Committee to allocate as deem appropriate. The shareholder is also notified about remuneration in the next meeting.

**The Position Allowance** (per person and full month pay)

(Unit : Baht)

<b>Position</b>	<b>Emoluments</b>
Chairman of Board Directors	25,000
Chairman of Audit Committee	15,000
Audit Committee	15,000
Director	15,000

**Remarks :** Position allowance for the year 2016 which is approved by the shareholders' meeting is given to the Committee from May 2016 to April 2017.

**The Meeting Allowance** (person / in case of self-attending)

(Unit : Baht)

<b>Position</b>	<b>Emolument as for the position</b>
Chairman of Board Directors	20,000
Chairman of Audit Committee	10,000
Audit Committee	10,000
Director	10,000

**Remarks :** The meeting allowance for the year 2016, which is approved by the shareholders' meeting, is given to the directors presented in the meeting from May 2016 to April 2017.

**The Subcommittee Meeting Allowance\*** (person / in case of self-attending)

(Unit : Baht)

<b>Position</b>	<b>Emolument as for the position</b>
Chairman of Subcommittee	10,000
Subcommittee	7,000

**Remarks :** The subcommittee meeting allowance for the year 2016, which is approved by the shareholders' meeting, is given to the directors presented in the meeting from May 2016 to April 2017.

\* The two Subcommittees are (1) The Audit Committee (2) The Recruitment and Remuneration Committee

By the majority vote as follows:

Agreed	269,247,971	Votes or 99.9959%
Disageed	0	Votes or 0%
Abstained	11,000	Votes or 0.0041%

According to the resolutions of the Annual General Shareholders' Meeting No. 1/2015, the limit of the remuneration for the committee for the Company's Performance in 2015 of THB 5,000,000 was approved. The Board of the Directors had considered and agreed to allocate the remuneration of the committee for the Company's Performance in 2015 of THB 1,411,000.

**Agenda 9.** Other issue

- None -

The company would very much appreciate it if you could distribute this information among the general investors.

Yours sincerely,

(Mr. Viboolsak Udomvanich)

Deputy Managing Director and Company Secretary

INVESTOR RELATION

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