



Criteria for Minority Shareholders to propose AGM Agenda and Director Nominee in advance

To considered from the Audit Committee Meeting No. 5/2006

And to considered from the Board of Director Meeting No. 4/2006

Agenda1. Objective

SE-EDUCATION Public Company Limited (SE-ED) has a strong determination to maintain an appropriate annual general shareholders' meeting with a highest effectiveness and efficiency.

SE-ED has to be accepted by the shareholders and stakeholders as Company with Good Corporate Governance.

To grant the minority shareholders to propose an agenda of annual general shareholders' meeting and director nominee in advance is considered as a part of SE-ED' s Good Corporate Governance of SE-ED with the purpose of equitable and fairness treatment of all shareholders.

Agenda 2. Definition

“SE-ED”	means	SE-EDUCATION Public Company Limited
“Board”	means	Board of Directors of SE-EDUCATION Public Company Limited
“Director”	means	Director of SE-EDUCATION Public Company Limited
“Agenda”	means	Agenda of the Annual General Shareholders' Meeting of SE-EDUCATION Public Company Limited

Agenda 3. The Qualification of Shareholder

3.1 The shareholders who wish to propose the agenda or director nominee must possess qualifications according to the criteria as follows:

- 3.1.1 Being the shareholder of SE-ED which can be either one shareholder or combined shareholders.
- 3.1.2 Holding minimum shares not less than 5% of paid-up share capital
- 3.1.3 Must have continuously held those shares in 3.1.2 for at least one year by the date the shareholder proposes the agenda or director nominee. The shareholder must show the evidence of shares' held in 3.1.2 namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand or the other evidence of the securities' held.

- 3.2 The shareholders who wish to send the question in advance must possess qualifications according to the criteria as follows:
- 3.2.1 Being the shareholder of the company which can be either one shareholder or combined shareholders.
 - 3.2.2 Holding minimum shares not less than 1 share
 - 3.2.3 Holding share by the date the shareholder sends the question in advance.

Agenda 4. Proposal of the Agenda

4.1 Consideration Procedure

- 4.1.1 The shareholder who possesses qualification according to no. 3.1 of the criteria must submit the form of AGM Agenda Proposal to the Board or the proposal via facsimile at 0-2739-8699 or through Investor Relation's email address at ir@se-ed.com or through Company Secretary's email address at cs@se-ed.com or through independent director's email address at id@se-ed.com before sending the original to the Board. And the shareholders must submit the original form of AGM Agenda Proposal with the shareholder's signature, the evidence of shares' held in 3.1.2 and 3.1.3, namely the certified letter of the securities company, other evidences of the Stock Exchange of Thailand or the other evidence of the securities' held and together with support document beneficial for board consideration (if any) must be delivered to the Company within 31th December in order to allow the board for adequate consideration.
- 4.1.2 In case of several shareholders have joined and have complete qualification according to article 3.1 to propose agenda to the board, the first shareholder must fill form of AGM Agenda Proposal completely and affix their names as evidence. The rest of shareholders must fill in the attached document completely and affix their name as evidence separately then gather each of those form of AGM Agenda Proposal and the evidence of shares' held, and supported documents (if any) together into one set to propose to the Board. The alterative way is to send the unofficial proposal before submitting the original one according to article 4.1.1

4.1.3 The Corporate Secretary will initially review the proposal for the board as below:

- (1) In case the information provided are incomplete or incorrect, the Company Secretary will notify the shareholders within the 8th day of January. If the shareholder fails to correct and submit the original to the Company within the 15th day of January (In case of holiday, it will be postponed to the official date before the holiday), the Company Secretary will notify the shareholders the proposal is excluded.
- (2) In case the shareholders are not considered fully qualified according to the criteria no. 3.1, the Company Secretary will notify the shareholders that proposal is excluded within the 18th day of January.
- (3) The proposal that is not related to (4.1.1) or (4.1.2), the Company Secretary will propose to the board meeting in February.

4.1.4 The board will consider the proposal according to proposal that will not be placed on the Agenda unless the board says otherwise

4.1.5 The proposal approved by the Board will be included in the Agenda of the AGM notice.

4.2 The Proposal that will not be placed on the Agenda

4.2.1 The proposal that is beyond the control of the Company

4.2.2 The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders' resolution, the good corporate governance of the company

4.2.3 The proposal that is the significant affect on the shareholders in general.

4.2.4 The proposal that the company has already operated.

4.2.5 The proposal that is beneficial for specific person or group.

4.2.6 The proposal that the shareholders already proposed in shareholders' meeting within the past three year and were supported by less than 10% of total voting shares, provided that the facts of said matter have not yet changed significantly.

4.2.7 The proposal about normal operation of the company business which did not appear any doubt about unusual cases in the operation according to the shareholders reference.

- 4.2.8 The proposal that the board has considered that being not necessary to fill in as agenda while the board has to have appropriate reason to explain to shareholders.
- 4.2.9 The proposal that the information shareholders provided is incomplete or incorrect, those who are unable to contact.
- 4.2.10 The proposal that the shareholders are not fully qualified according to the criteria no. 3.1

Agenda 5. The Nomination of the Director

5.1 Director Qualification

- (1) Having the qualification according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
- (2) Being knowledgeable, capable, independent, dedicated, and healthy mentally and physically, be of suitable age and be able to perform director's duties with care and loyalty. Nominees should attend the Directors' meeting regularly.

5.2 Consideration Procedure

- (1) The shareholder who possesses qualification according to the criteria no 3.1 must submit the form of AGM Agenda Proposal to the Board or may submit the proposal via facsimile at 0-2739-8699 or through Investor Relation's email address at ir@se-ed.com or through Company Secretary's email address at cs@se-ed.com or through independent director's email address at id@se-ed.com before sending the original to the Board. In this regard, the original with the shareholder's signature must be delivered to the Company within 31th December with the following document.
 - (1.1) The evidence of shares' held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand.
 - (1.2) The evidence of nominee's consent.
 - (1.3) Support document of candidate's qualification including the education and work experience (Curriculum Vitae).
 - (1.4) Other support documents beneficial for board consideration (if any).
- (2) In case many shareholders have unified to nominate director to the board, the first shareholder must fill form of AGM Agenda Proposal completely and affix their names as evidence. The rest of shareholders must fill in the attached document of

form of AGM Agenda Proposal completely and affix their name as evidence separately then gather each of form of AGM Agenda Proposal, the evidence of shares' held, and support documents (if any) together into one set to propose to the Board. The alternative way is to send proposal unofficially before submitting the original in accordance with the criteria 5 (1).

- (3) The Corporate Secretary will initially review the proposal for the board as follows:
 - (3.1) If the information shareholders provided is incomplete or incorrect, the Company Secretary will notify the shareholder within the 8th day of January. If the shareholder fails to correct and submit the original to the company within the 15th day of January (In case of holiday, it will be postponed to the official date before the holiday), the Company Secretary will notify the shareholders the proposal is excluded.
 - (3.2) If the nominee to be director or the shareholder are not qualified according to the criteria no. 3.1, the Company Secretary will notify the shareholders the proposal is excluded within the 18th day of January.
 - (3.3) The proposal that is not related to (3.1) or (3.2), the Company Secretary will propose to the nominating committee meeting in January.
- (4) The name of nominee approved by the board along with the board opinion will be included in the agenda of the AGM notice. For the proposal disapproved by the Nominating Committee or the Board, the company will instantly inform the shareholders with the reason of the board's refusal after the board meeting or the next official date. Such information will be posed in the company's website at <http://www.se-ed.com/ir> and announced to all shareholders formally in the AGM.

Agenda 6. Sending the question in advance

6.1 Procedure of sending the question in advance

- (1) The shareholder who possesses qualification according to no. 3.2 of the criteria must submit the question in advance to the Board or send the question via facsimile at 0-2739-8699 or through Investor Relation's email address at ir@se-ed.com or through Company Secretary's email address at cs@se-ed.com or through independent director's email address at id@se-ed.com
- (2) The Corporate Secretary will initially review the proposal for the board.
- (3) The Board would have the answer in meeting day and explain through the company's website at <http://www.se-ed.com/ir>