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No. IR008/2013

April 25, 2013

President
The Stock Exchange of Thailand (SET)
62 Ratchadapisek Road, Klongtoey,
Bangkok 10110

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 25, 2013. The details of the resolutions are as follows:

Agenda 1. To approve the minutes made at an Annual General Shareholders' Meeting (AGM) 1/2012 held on April 26, 2012.

Resolution Approve the minutes made at an Annual General Shareholders' Meeting (AGM) 1/2012 held on April 26, 2012 as proposed by majority votes as follows:

Agree	226,220,012	Votes	or	99.9957%
Disagreed	-	Votes	or	0%
Abstained	9,750	Votes	or	0.0043%

Agenda 2. To acknowledge the company operating result for fiscal year 2012. To approve the annual report of 2012 and board of directors report for 2012.

Resolution Acknowledge the company operating result for fiscal year 2012. To approve the annual report of 2012 and board of directors report for 2012 as proposed by majority votes as follows:

Agree	226,508,712	Votes	or	99.9884%
Disagreed	16,500	Votes	or	0.0073%
Abstained	9,750	Votes	or	0.0043%

Agenda 3. To approve the Statements of financial position as of December 31, 2012, Income Statement and Cash Flow Statement for the year ended December 31, 2012, which was audited by the auditor.

Resolution Approve the Statements of financial position as of December 31, 2012, Income Statement and Cash Flow Statement for the year ended December 31, 2012, which was audited by the auditor by majority votes as follows:

Agree	226,953,627	Votes	or	99.9634%
Disagreed	73,370	Votes	or	0.0323%
Abstained	9,750	Votes	or	0.0043%

Agenda 4. To consider approve the annual dividend payment in form of Stock Dividend and Cash Dividend for the Company's performance from January 1 to December 31, 2012.

Resolution Approved the dividend payment for the operating performance of the year 2012 in the forms of cash and stock dividend

- 1) **Cash dividend** payment is worth THB 0.41112 per share, the total of which does not exceed THB 146,487,487. The Company paid interim dividend for 3 quarters, THB 0.10 per share in each quarter or the total of THB 0.30 per share, which comes to the total interim dividend of THB 106,893,963. Therefore, the Company will pay the cash dividend of THB 0.11112 per share, the total of which does not exceed THB 39,593,524.
- 2) **Stock dividend** is paid as the Company's common stock, which will not exceed 35,631,320 shares, at the value of THB 1 per share, in the rate of 10 original shares per 1 stock dividend. The total will not exceed THB 35,631,320 or THB 0.10 per share.

In case shareholders have remaining original shares after the allocation of stock dividend, the dividend will be paid in cash in the rate of THB 0.10 per share.

The names of shareholders entitled to receive the dividend are scheduled to be announced on Tuesday, May 7, 2013 and, by the section 225 in Securities and Exchange Act, the names of shareholders will be compiled by closing the shareholders register book on Wednesday, May 8, 2013. The dividend payment will be made on Wednesday, May 22, 2013 by majority votes as follows:

Agree	226,970,127	Votes	or	99.9707%
Disagreed	56,870	Votes	or	0.0250%
Abstained	9,750	Votes	or	0.0043%

Agenda 5. To consider and approve the cut of the Company's registered capital that remains from the paid dividends approved by the General Shareholders Meeting No. 1/2012.

Resolution Approved the cut of the Company's registered capital that remains from the paid dividends approved by the General Shareholders Meeting No. 1/2012:

Former registered capital	356,313,243	shares	value	356,313,243	baht	
Capital decreased		34	shares	value	34	baht
New registered capital	356,313,209	shares	value	356,313,209	baht	

By majority votes as follows:

Agree	226,970,127	Votes	or	99.9707%
Disagreed	56,870	Votes	or	0.0250%
Abstained	9,750	Votes	or	0.0043%

Agenda 6. To consider and approve the amendment of Memorandum Association No. 4 to compliance with the decrease of registered capital.

Resolution Approved the amendment of Memorandum Association No. 4 to compliance with the decrease of registered capital as in the following:

No. 4 Registered Capital	356,313,209	Baht	(Three hundred Fifty-Six million Three hundred Thirteen thousand Two hundred and Nine Baht)
Divided in to	356,313,209	shares	(Three hundred Fifty-Six million Three hundred Thirteen thousand Two hundred and Nine Shares)
Par value per share	1	Baht	(One Baht)
Divided by:			
Common Stocks	356,313,209	shares	(Three hundred Fifty-Six million Three hundred Thirteen thousand Two hundred and Nine Shares)
Preferred Stocks	None	shares	(-)

By majority votes as follows:

Agree	226,970,127	Votes	or	99.9707%
Disagreed	56,870	Votes	or	0.0250%
Abstained	9,750	Votes	or	0.0043%

Agenda 7. To consider and approve the increase of registered capital to support the stock dividend payment

Resolution Approved the increase of registered capital to support the stock dividend payment as follows:

Former registered capital	356,313,209	shares	value	356,313,209	baht
Capital increased	35,631,320	shares	value	35,631,320	baht
New registered capital	391,944,529	shares	value	391,944,529	baht

By majority votes as follows:

Agree	226,970,127	Votes	or	99.9707%
Disagreed	56,870	Votes	or	0.0250%
Abstained	9,750	Votes	or	0.0043%

Agenda 8. To consider and approve the amendment of the Memorandum of Association No. 4 to be in accordance with the increase of the registered capital

Resolution Approved the amendment of the Memorandum Association No. 4 to be in accordance with the increase of the registered capital as in the following:

No. 4	Registered Capital	391,944,529	Baht	(Three hundred Ninety-One million Nine hundred Forty Four thousand Five hundred and Twenty Nine Baht)
	Divided in to	391,944,529	shares	(Three hundred Ninety-One million Nine hundred Forty Four thousand Five hundred and Twenty Nine Shares)
	Par value per share	1	Baht	(One Baht)
	Divided by:			
	Common Stocks	391,944,529	shares	(Three hundred Ninety-One million Nine hundred Forty Four thousand Five hundred and Twenty Nine Shares)
	Preferred Stocks	None	shares	(-)

By majority votes as follows:

Agree	226,970,126	Votes	or	99.9707%
Disagreed	56,870	Votes	or	0.0250%
Abstained	9,751	Votes	or	0.0043%

Agenda 9. To consider and approve the allocation of increased shares to support the stock dividend payment

Resolution Approved the allocation of increased shares to support the stock dividend payment of 35,631,320 shares as proposed in the agenda 7 of the General Meeting of Shareholders, which will be allocated for stock dividend payment of no more than 35,631,320 shares. By majority votes as follows:

Agree	226,970,127	Votes	or	99.9707%
Disagreed	56,870	Votes	or	0.0250%
Abstained	9,750	Votes	or	0.0043%

Agenda 10. To consider the appointment of new directors in replacement of those who are due to retire by rotation

Resolution To approve the appointment of directors to replace those who are due to retire on rotation in 2013. The meeting endorses the reappointment of 4 directors namely, 1) Mr. Somboom Chinsawananon 2) Mr. Saroch Lamlerprasertkul 3) Mr. Wattana Chiengkul and 4) Mr. Pravittantiwasinchai will renew his directorship due to his health problem. The votes were as follows:

- Mr. Somboom Chinsawananon : appointed director for another term by majority votes as follows,

Agree	218,950,885	Votes	or	96.4385%
Disagreed	-	Votes	or	0%
Abstained	8,085,862	Votes	or	3.5615%

- Mr. Saroch Lamlerprasertkul : appointed director for another term by majority votes as follows,

Agree	219,096,441	Votes	or	96.5026%
Disagreed	56,870	Votes	or	0.025%
Abstained	7,883,436	Votes	or	3.4723%

- Mr. Wattana Chiengkul : appointed director for another term by majority votes as follows,

Agree	220,736,541	Votes	or	97.2250%
Disagreed	56,870	Votes	or	0.0250%
Abstained	6,243,336	Votes	or	2.7499%

- Mr. Pravit Tantiwasinchai : appointed director for another term by majority votes as follows,

Agree	218,035,911	Votes	or	96.0355%
Disagreed	-	Votes	or	0%
Abstained	9,000,836	Votes	or	3.9645%

Agenda 11. To consider and appoint the auditor and to set the audit fee for 2013.

Resolution To appoint SAM NAK-NGAN Ernst & Young Co.,Ltd represented by Miss Pimjai Manitkajohnkit, C.P.A. No. 4521 and/or Miss Rungnapa Lertsuwankul C.P.A. No. 3516 and/or Mr. Chayapol Suppasdtanon C.P.A. No. 3972 and/or others of SAM NAK-NGAN Ernst & Young Co., Ltd to be the auditor of the Company and its subsidiaries in 2013, by which the auditing fee will not exceed 997,500 Baht, and to also be the accounting auditor of the Company's 3 subsidiaries; SE-ED Book Center Co., Ltd. and Plearn Patt Co.,Ltd. and BaseLab co., Ltd. of which the service fee is 10,000, 273,000, and 40,000 Baht respectively, (This compensation did not include travelling expense for work-related task, overnight, accommodation and stock counting observation fee) by majority votes as follows:

Agree	225,909,597	Votes	or	99.5035%
Disagreed	1,117,400	Votes	or	0.4922%
Abstained	9,750	Votes	or	0.0043%

Agenda 12. To consider the Directors Remuneration for 2013.

Resolution To approved the Directors Remuneration for 2013 as follows:

- To propose the shareholders considering the 2013 committee remuneration in the total amount of THB 5,000,000 that would be suitably allocated as the Nomination and Remuneration Committee's approval.
- To approve the benefit to be paid to Directors of the Board, Audit Committee and Remuneration Committee for the year 2013 as follow:

(Unit : Baht)

Position	Monthly emoluments	Board of Directors meeting fee	Audit committee meeting fee	Premium of Recruitment and Remuneration committee meeting
Chairman of board directors	25,000	20,000	-	-
Chairman of audit committee's	15,000	10,000	10,000	-
Audit committee	15,000	10,000	7,000	-
Directors	15,000	10,000	-	-
Chairman of Recruitment and Remuneration Committee	-	-	-	10,000
Recruitment and Remuneration Committee	-	-	-	7,000

by majority votes as follows:

Agree	218,048,111	Votes	or	96.0409%
Disagreed	7,861,486	Votes	or	3.4626%
Abstained	1,127,150	Votes	or	0.4965%

Agenda 13. Other issue
- None -

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

Truly yours,

(Mr.Viboolsak Udomvanich)
Deputy Managing Director and Company Secretary

INVESTOR RELATION
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