

Translation-  
No. IR008/2012

April 26, 2012

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 26 2012. The details of the resolutions are as follows:

**Agenda 1.** To approve the minutes made at an Annual General Shareholders' Meeting (AGM) 1/2011 held on April 28, 2011.

Resolution Approve the minutes made at an Annual General Shareholders' Meeting (AGM) 1/2011 held on April 28, 2011 as proposed with unanimous votes as follows:

Agree	209,208,237	Votes	or	100%
Disagreed	-	Votes	or	-
Abstained	-	Votes	or	-

**Agenda 2.** To acknowledge the company operating result for fiscal year 2011. To approve the annual report of 2011 and board of directors report for 2011.

Resolution Acknowledge the company operating result for fiscal year 2011. To approve the annual report of 2011 and board of directors report for 2011 as proposed with unanimous votes as follows:

Agree	210,795,637	Votes	or	100%
Disagreed	-	Votes	or	-
Abstained	-	Votes	or	-

**Agenda 3.** To approve the Statements of financial position as of December 31, 2011, Income Statement and Cash Flow Statement for the year ended December 31, 2011, which was audited by the auditor.

Resolution Approve the Statements of financial position as of December 31, 2011, Income Statement and Cash Flow Statement for the year ended December 31, 2011, which was audited by the auditor with unanimous votes as follows:

Agree	210,795,637	Votes	or	100%
Disagreed	-	Votes	or	-
Abstained	-	Votes	or	-

**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, 2011.

Resolution Approved the dividend payment for the operating performance of the year 2011 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 133,170,455. 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 97,176,339. Therefore, the Company will pay the cash dividend of THB 0.11112 per share, the total of which does not exceed THB 35,994,116.
- 2) **Stock dividend** is paid as the Company's common stock, which will not exceed 32,392,113 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 32,392,113 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 8, 2012 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 9, 2012. The dividend payment will be made on Thursday, May 24, 2012 by majority votes as follows:

Agree	210,747,127	Votes	or	99.9755%
Disagreed	51,700	Votes	or	0.0245%
Abstained	-	Votes	or	-

**Agenda 5.** 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	323,921,130	shares	value	323,921,130	baht
Capital increased	32,392,113	shares	value	32,392,113	baht
New registered capital	356,313,243	shares	value	356,313,243	baht

By majority votes as follows:

Agree	210,748,727	Votes	or	99.9755%
Disagreed	51,700	Votes	or	0.0245%
Abstained	-	Votes	or	-

**Agenda 6.** 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	356,313,243	Baht	(Three hundred fifty-six million three hundred thirteen thousand two hundred and forty three Baht)
Divided in to	356,313,243	shares	(Three hundred fifty-six million three hundred thirteen thousand two hundred and forty three Shares)
Par value per share	1	Baht	(One Baht)
Divided by:			
Common Stocks	356,313,243	shares	(Three hundred fifty-six million three hundred thirteen thousand two hundred and forty three Shares)
Preferred Stocks	None	shares	( - )

By majority votes as follows:

Agree	210,748,727	Votes	or	99.9755%
Disagreed	51,700	Votes	or	0.0245%
Abstained	-	Votes	or	-

<b><u>Agenda 7</u></b>	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 32,392,113 shares as proposed in the agenda 5 of the General Meeting of Shareholders, which will be allocated for stock dividend payment of no more than 32,392,113 shares. By majority votes as follows:															
	<table border="0"> <tr> <td>Agree</td> <td>210,748,727</td> <td>Votes</td> <td>or</td> <td>99.9755%</td> </tr> <tr> <td>Disagreed</td> <td>51,700</td> <td>Votes</td> <td>or</td> <td>0.0245%</td> </tr> <tr> <td>Abstained</td> <td>-</td> <td>Votes</td> <td>or</td> <td>-</td> </tr> </table>	Agree	210,748,727	Votes	or	99.9755%	Disagreed	51,700	Votes	or	0.0245%	Abstained	-	Votes	or	-
Agree	210,748,727	Votes	or	99.9755%												
Disagreed	51,700	Votes	or	0.0245%												
Abstained	-	Votes	or	-												

<b>Agenda 8.</b>	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 2012. The meeting endorses the reappointment of 3 directors namely, 1) Mr. Thanong Chotisorayuth 2) Mr. Viboolsak Udomvanich 3) Assoc. Prof. Yuen Poovarawan who will return for another term. Anyhow Mr.Pongsak Sivapatrakumpol will not renew his directorship due to his health problem. The votes were as follows:

- Mr. Thanong Chotisorayut : appointed director for another term with unanimous votes as follows,

Agree	210,800,427	Votes	or	100%
Disagreed	-	Votes	or	-
Abstained	-	Votes	or	-
  
- Mr. Viboolsak Udomvanich : appointed director for another term by majority votes as follows,

Agree	210,797,427	Votes	or	99.9986%
Disagreed	-	Votes	or	-
Abstained	3,000	Votes	or	0.0014%
  
- Assoc. Prof. Yuen Poovarawan: appointed director for another term by majority votes as follows,

Agree	210,745,727	Votes	or	99.9741%
Disagreed	51,700	Votes	or	0.0245%
Abstained	3,000	Votes	or	0.0014%

**Agenda 9.** To consider and appoint the auditor and to set the audit fee for 2012.

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 Suppasedtanon 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 2012, by which the auditing fee will not exceed 950,000 Baht, and to also be the accounting auditor of the Company's 2 subsidiaries; SE-ED Book Center Co., Ltd and Plearn Patt Co.,Ltd of which the service fee is 10,000 and 260,000 Baht respectively, (This compensation did not include travelling expense for work-related task, overnight, accommodation and stock counting observation fee) with unanimous votes as follows:

Agree	210,800,427	Votes	or	100%
Disagreed	-	Votes	or	-
Abstained	-	Votes	or	-

**Agenda 10.** To consider the Directors Remuneration for 2012.

Resolution To approved the Directors Remuneration for 2012 as follows:

- To propose the shareholders considering the 2012 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 2012 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	15,000	20,000	-	-
Chairman of audit committee's	10,000	10,000	10,000	-
Audit committee	10,000	10,000	7,000	-
Directors	10,000	10,000	-	-
Chairman of Recruitment and Remuneration Committee	-	-	-	10,000
Recruitment and Remuneration Committee	-	-	-	7,000

With unanimous votes as follows:

Agree	210,800,427	Votes	or	100%
Disagreed	-	Votes	or	-
Abstained	-	Votes	or	-

**Agenda 11.** Other issue  
- None -

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

Truly yours,

Mr.Thanong Chotisorayuth  
Managing Director

INVESTOR RELATION  
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