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No. IR007/2014

April 24, 2014

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 24, 2014. The details of the resolutions are as follows:

**Agenda 1.** To consider the Minutes of the Annual General Shareholders' Meeting No. 1/2013 held on April 25, 2013.

Resolution Approve the minutes made at an Annual General Shareholders' Meeting (AGM) 1/2013 held on April 25, 2013 as proposed with unanimous votes as follows:

Agree	244,298,520	Votes	or	100%
Disagreed	0	Votes	or	0%
Abstained	0	Votes	or	0%

**Agenda 2.** To consider and approve the Company's Performance for the year 2013, the Company's Annual Report of 2013 and the Board of Director's Meeting Report of 2013.

Resolution Acknowledge the company operating result for fiscal year 2013. To approve the annual report of 2013 and board of directors report for 2013 as proposed by majority votes as follows:

Agree	244,896,474	Votes	or	96.7148%
Disagreed	6,875,752	Votes	or	2.7154%
Abstained	1,442,761	Votes	or	0.5698%

**Agenda 3.** To consider and approve the Company's Statements of Financial Position as of December 31, 2013, the Income Statement and the Cash Flow Statement, which are audited by the auditor of the year 2013.

Resolution Approve the Statements of financial position as of December 31, 2013, Income Statement and Cash Flow Statement for the year ended December 31, 2013, which was audited by the auditor by majority votes as follows:

Agree	253,097,290	Votes	or	99.9477%
Disagreed	128,707	Votes	or	0.0508%
Abstained	3,851	Votes	or	0.0015%

**Agenda 4.** To consider the annual dividend payment for the Company's performance in 2013 and to consider the allocation of retained earnings to increase the legal reserve.

Resolution Approved the dividend payment for the operating performance of the year 2013 in the forms of cash dividend payment is worth THB 0.18 per share.

The names of shareholders entitled to receive the dividend are scheduled to be announced on Tuesday, May 6, 2014 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 7, 2014. The dividend payment will be made on Thursday, May 22, 2014 by majority votes as follows:

Agree	253,149,641	Votes	or	99.9662%
Disagreed	85,707	Votes	or	0.0338%
Abstained	0	Votes	or	0%

**Agenda 5.** To consider the appointment of new directors in replacement of those who are due to retire by rotation, and the new directors from shareholder representative.

Resolution To approve the appointment of directors to replace those who are due to retire on rotation in 2014. The meeting endorses the reappointment of 3 directors namely, 1) Mr. Kachen Benjakul 2) Mr. Vorsit Pokachaiyapat 3) Mr. Phairat Sittakul and proposes the names from shareholder representative for selection as the board of director, to propose in the AGM the director election, 2 directors namely, 1) Mrs. Jiraporn Rungsrithong 2) Mr. Rafah Dumrongchaitum. The votes were as follows:

- Mr. Kachen Benjakul : appointed director for another term by majority votes as follows,

Agree	253,170,127	Votes	or	99.9742%
Disagreed	0	Votes	or	0%
Abstained	65,221	Votes	or	0.0258%

- Mr. Vorsit Pokachaiyapat : appointed director for another term by majority votes as follows,

Agree	251,617,030	Votes	or	99.3609%
Disagreed	67,557	Votes	or	0.0267%
Abstained	1,550,761	Votes	or	0.6124%

- Mr. Phairat Sittakul : appointed director for another term by majority votes as follows,

Agree	244,894,672	Votes	or	96.7064%
Disagreed	6,771,765	Votes	or	2.6741%
Abstained	1,568,911	Votes	or	0.6195%

- Mrs. Jiraporn Rungsrithong : appointed director by majority votes as follows,

Agree	244,028,072	Votes	or	96.3641%
Disagreed	8,876,304	Votes	or	3.5052%
Abstained	330,972	Votes	or	0.1307%

- Mr. Rafah Dumrongchaitum : appointed director by majority votes as follows,

Agree	244,355,591	Votes	or	96.4935%
Disagreed	8,551,006	Votes	or	3.3767%
Abstained	328,751	Votes	or	0.1298%

**Agenda 6.** To consider and appoint the auditor and to set the audit fee for the year 2014.

**Resolution** To appoint EY Office Limited represented by Miss Pimjai Manitkajohnkit, C.P.A. No. 4521 and/or Miss Runnapa Lertsuwankul C.P.A. No. 3516 and/or Mr. Chayapol Suppasedtanon C.P.A. No. 3972 and/or others of EY Office Limited to be the auditor of the Company and its subsidiaries in 2014, 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 BaesLab Co., Ltd. of which the service fee is 10,000, 273,000, and 50,000 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	251,698,204	Votes	or	99.393%
Disagreed	1,447,380	Votes	or	0.5716%
Abstained	89,764	Votes	or	0.0354%

**Agenda 7.** To consider the Directors' remuneration for the year 2014.

Resolution Approved the Directors' remuneration for the year 2014 as follows:

- To propose the shareholders considering the 2014 committee remuneration in the total amount of THB 5,000,000, which is equal to the approved amount of the previous year, bestowed by the Nomination and Remuneration allocated as appropriate, and let shareholders know the allocation in the next year.

(Unit : Baht)

Attendance fees	2014 (propose)	2013	2012	2011	2010
amount is not over (Baht)	5,000,000	5,000,000	5,000,000	5,000,000	4,000,000

- To approve the benefit to be paid to Directors of the Board, Audit Committee and Remuneration Committee for the year 2014 as follow:

(Unit : Baht)

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

by majority votes as follows:

Agree	244,938,414	Votes	or	96.7236%
Disagreed	6,842,952	Votes	or	2.7022%
Abstained	1,453,982	Votes	or	0.5742%

The resolution of Shareholders' meeting 1/2013 has approved the budget for directors' remuneration for the operation result 2013 by the amount of THB 5,000,000, and allocate Directors' emolument for the operation 2013 by the amount of THB 2,194,030.

**Agenda 8.** Other issue

- None -

After the meeting was adjourned, the meeting organizer rechecked the voting result from the ballots that were retained as evidence; an error was found in the voting result of agenda 5.3 (in regards to the appointment of a director in place of the director who retires by rotation: Mr Phairat Sittakul) and agenda 7 (in regards to the remuneration fee for directors in the year 2014). Nonetheless, the accurate voting results are displayed above.

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

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