

Form 56-1



SE-ED

# Annual Registration

Statement 2013



**SE-EDUCATION PUBLIC COMPANY LIMITED**

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# Section 1

## Business Operation

### **1. Policy and Nature of Business Operation Policy**

The Company was established by a group of ten electrical engineers. Each of them had experiences in knowledge promoting activities from their participation in Academic Club as a student at the Faculty of Engineering, Chulalongkorn University. They realized that Thailand needed to develop many more of academic resources but no one had been interested in the academic development. Thus, the Company was established in 1974. The Company was approved as a listed company by the Stock Exchange of Thailand (SET) since 1991.

SE-EDUCATION Public Company Limited is shortened to SE-ED, which is an abbreviation of **S**cience, **E**ngineering and **E**ducation. The name reflects the objective of the Company, founded 39 years ago, to operate a business that disseminate knowledge needed for the development of Thai people in the fields necessary for the development of the country, with the focus on science, engineering and education. Currently, the Company is also popularly known as **SE-ED**.

Throughout the past 39 years, the Company has been a leading initiator in publishing academic books, in “How-to...” category. This reputation as Thailand’s main publisher of technological books and journals enabled other Company’s operations to flourish and enjoy greater success.

The Company has set a long-term direction and marketing strategy which can be briefly described as follows:

#### **1.1 Vision, Mission and Strategies of the Company**

**Vision:** SE-ED shall be a leader in providing easy and convenient access to knowledge to Thai people.

**Mission:** SE-ED seeks to do business in the areas that promote education for Knowledge in the fields that is necessary to the development of the nation. It operates in the business that will make “**Smarter Thais**” by developing the sustainable business with a continuous earning growth at the above the industry’s average, being a role-model company that can create work result deems beneficial and accepted by society at large with happy staffs, and able to deliver and maintain an attractive long-term investment returns at the satisfactory level.

**Strategies:** To achieve the stated vision and mission, the Company stresses the readiness in several areas to develop quality service which responds to the needs of target customers. To do so, the Company focuses on the expansion of SE-ED Book Center and the addition of interesting products in the stores. In addition, the Company will make e-books and other services available in [www.se-ed.com](http://www.se-ed.com), [m.se-ed.com](http://m.se-ed.com) and SE-ED App in order to accommodate the lifestyle change of customers. Lastly, the Company aims to expand its educational business in the future. Thus, the Company will concentrate on the following marketing strategies:

1. The Company determines to ensure growth and bookstore business strength by stressing on the of market expansion to build the potential to cover more sizable communities nationwide. SE-ED Book Center and network formats will be implemented and expanded, selecting the high potential areas for long-term growth, rather than solely taken into account of the initial profitability outcome as a main source of consideration, to promote and ease customer access to the stores more conveniently and equally. It also proceeds to strategically and thoroughly responds to the customers' needs wherever they are, to maintain the Company as the leader in the business, and to support the growth of book business as a whole into the future while creates favorable brand perception and acceptance, with the emphasis on the idea of ***“Think of buying books, think of SE-ED Book Center”***.
2. The Company emphasizes on providing products or services that are convenient fast, and punctual. To do this, the Company focuses on creating impressive experiences, under the idea of ***“Think of reading books, you will get to read it by no later than tomorrow”***, therefore the Company launches the project called ***“Order Today, Get It Tomorrow”***. The Company uses technology in combination with modern management to link production, warehousing, order picking and delivery together. SE-ED has also improved the books and products order system between branches and on website: [www.se-ed.com](http://www.se-ed.com) and [m.se-ed.com](http://m.se-ed.com). According to this integration, it allows more efficient logistic management at best. This reduces the need to acquire more space to support large volume of books in the market, making possible for an increase in service capability and wider coverage of store throughout the country that serve and respond more quickly to the customers' need and create customers' satisfaction. To add up, this fulfills the concept of ***“a small store serves as a big one”***, the customers come and get whatever they want. At this point makes the Company more competitive and becomes the company's advantage in competitions.
3. The Company seeks to find and develop attractive and interesting products and create marketing mix in the stores in a consistent manner to allow more attractive store outlook and more frequent customer visits to the stores, while able to acquire products that customers look for within a short period of time, creating differentiation as compared to its counterparts. This results in much better profitability at each branch.

4. The Company understands the importance of excellent services and the promotion of Company's image, by concentrating on staff and team's consistent development, and also create professional working attitude to the staffs to really take care of each customer in more detail aspects, leading to the better customer's satisfaction.
5. The Company uses an integrated marketing communication model by developing suitable tools and channels to promote products, and reinventing itself with several models towards relentless promotional activities. That is to say the Company is stressing the importance of marketing activities as a value creation for business. With this, the Company also directs all of its efforts to the target customers, and in addition, directly respond to the customers' need, which allows success for most of the newly-launched products; such as promotion of products and services through advertisement and public relation via storefront LCD display system which will be installed in the branches to stimulate more books buying sentiment.
6. The Company promotes customer's relationship and business alliances that work closely together. The Company is committed to treating customers as promised, under the etiquette of business operation. The Company also seeks to work on the basis of mutual business success, for the Company opens to the exchange of views in doing business to seek ways in resolving conflicts and difficulties that might occur. For the better cooperation, the information learned can be used to improve the product development and management process to meet the unwavering standard and this should benefit all parties involved.
7. The Company builds and uses the marketing database more earnestly, through the database collection system by recording all historical data about the customers' needs. By providing products and services to customers in needs, the Company ensures the success in creating a good impression for customers. It also brings the information to analyze and use the information to improve services in the future.
8. The Company emphasizes on raising sales of the new products, therefore the Company sets up new channels to provide updates on events. And the Company has a specific team to focus on the new channels in order to increase sales and make the customers aware of the concept **"think of books, think of SE-ED Book Center"**. In addition, the activities will be held so as to promote the interesting products in SE-ED Book Center.
9. The Company has developed SE-ED Application and **"SE-ED Currents"** for Smartphone or Tablet, its IT facilities, and other facilities involving logistics and sales services in order to support the growth of e-books and the change in customers' purchasing behavior that corresponds with the progress of technology.
10. The Company's business objective comes from the attempt to solve the country's problem in education and to develop Thai people's potential in English, math and science. Therefore, the growth of the Company will also be the improvement of the country. With such objective, the

Company has expanded SE-ED Learning Center business as well as other business units in order to develop a research-based comprehensive business model that offers the most efficient and time-effective solution that will enhance educational achievement of Thai people. In the initial phase, the Company has launched two educational programs for primary students: FAN Math to improve math skills and ACTive English to develop English language proficiency. It is expected that in a few years from now SE-ED Learning Center will grow into a franchise business, making the Company's education business a major contribution in the Company's growth.

**The Company has 6 major business areas, which can be described as follows:**

- **Bookstore Business:** SE-ED has operated *SE-ED Book Center* and network stores which consist of *many university bookstores* in Bangkok and other provinces as well as the network and sales area in various forms (representing 82% of the 2013 total revenue).
- **Distribution Business:** SE-ED distributes both books published by SE-ED and other publishers to bookstores all over the country and to other sales channels.
- **Publishing Business:** SE-ED publishes its own books and magazines, sells advertising space, provides the printing service for other parties, organizes the yearly exhibition "Thailand Electronics & Industrial Technology Exhibition" and many specialized technology exhibitions.
- **SE-ED Learning Center:** SE-ED Learning Center to becoming a supplementary school and learning center that provides activities and programs to increase children's potential and intelligence in the fields of Mathematics, English and including SE-ED Kiddy Camp's activities.
- **Plearnpattana School** is a joint investment to build an alternative school from pre-kindergarten to Matayom 6. The curriculum offers a flexibility in learning experience to encourage the full potential development for students who will become important for the development of the country in the future.
- **BaesLab Co., Ltd.** is a consulting, software and hardware designing and developing business. In the initial phase, the company focuses on developing digital contents, programs and IT facilities for digital contents management.

SE-ED continues to be a leader in the bookstore, distribution and publishing businesses while all six businesses work well in supporting and encouraging one another, resulting in the achievement of a competitive advantage, as well as increasing the Company's overall value added.

## **1.2 Important Changes and Developments**

At the beginning, the Company published the monthly magazine “*Semiconductor Electronics*” and was the distributor of electronic devices from abroad.

In 1978, the Company published the monthly magazine “*Taksa, Science and Technology Edition*” for the general and young readers whose interests are in the areas of science and technology.

In 1979, the Company launched the monthly magazine “*Miti Tee See*” that aimed at the creativity and imagination and, particularly, for those who don't like the heavy science, hoping to gain readers attention in science.

In 1980, the Company started to publish the engineering and scientific textbooks which were later became *the textbook and academic books division*.

In 1983, the Company published the monthly magazine “*Microcomputer*” and began to publish the books about microcomputer. At the same time, the Company set up the management books division for the purpose of publishing the books that can help people work more efficiently rather than publishing books that can only be sold in a short period of time.

In 1985, the Company adapted and introduced the **Standing Order Distribution System** and merged the magazine “*Taksa, Science and Technology Edition*” with “*Miti Tee See*” which resulted in the new magazine called “*Rou - Rorb -Tua*” magazine which was later transformed and changed its name into what is today called “*UpDATE*” magazine. In the meantime, the Company's Children Book division was born in 1986 and “*Wittayasat Arn Sanook*” - the first finest set of cartoon books aiming at teaching young learners - was published and warmly welcomed by general public.

The Company continued to take its lead in publication of magazines and educational books, becoming the forefront in knowledge publishing firm in the country with the best distribution system in the book business. The Company also became the book distributor for other publishers producing books in the same fields.

Although, compared to the average publishing industry, SE-ED had satisfied the expectation of both sales volume and sales growth, as at that time the Company is the publishing firm with highest sales volume through bookstores channels and the largest books distributor, the Company found that there were still limitations due to the fact that there were a few good quality bookstores existed in the market. Consequently, the Company's books could not be effectively circulated. This resulted in the inability to increase sales volume of each book sold at the desirable level.

Following an extensive research into the retail industry, the Company realized that the pre - existing bookstores could not be expanded or improved much further. At that time, many new shopping centers had been opened, and the Company believed that they would be good venues for the bookshop business. As the Company had confidence in those malls that they are attractive and able to bring in large communities and would likely change the buying behavior of Thais. Therefore, the strategy of

providing more convenient purchasing channel for Thais which was to allow access to reading materials was to set up well - thought - out bookstores in those malls. But as the investment cost was high and no one had seriously ventured in this area of business before, the Company decided to start the bookstore business in leading shopping centers to avoid affecting the previously existing bookstores which were mostly located in commercial buildings.

In the third quarter of 1990 the Company was permitted to be listed on the Stock Exchange of Thailand and started the "SE-ED Book Center" project that allows Thai people to get access to books and to support the future growth of overall book market by focusing on opening branches in various leading shopping centers. SE-ED Book Centers will sell both books from its publications and also from the others. The first branch of *book center for family and working people* opened in late 1991 at Fortune Town Shopping Center.

In the third quarter of 1996, SE-ED opened SE-ED Book Center in supercenters. The first branch was at Lotus Supercenter, Pattaya with strong belief that supercenters would be the new trend going forward and also suitable locations for the long - term business. The Company further improved its image to be more modern, by using bright and vivid colors. Newly designed bookshelves were installed so that it could be manufactured more easily and more cost effective. Consequently, SE-ED could put new bookstore branches in operation faster and more convenient. It also focused on developing the book distribution center to accommodate more books for more than 600 branches. In 2006, the Company expanded the distribution center area from 7,400 square meters up to about 10,000 square meters, at the end of 2008, the Company expanded the warehouse space by 3,000 square meters which made the total warehousing area to be as large as 13,000 square meters, or 30% increase. In 2010 the Company expanded the space of the warehouse from 13,000 square meters to approximately 15,000 square meters. The Company also developed and tested the business model that is suitable for the Company's competitiveness and business sustainability. At the same time the Company can open a new branch fast with lower operation costs and expenses, allowing the Company to have more chance to be successful.

Furthermore, SE-ED Book Center has developed a relationship with several shopping centers and supercenters, being recognized as an important business alliance. This has enabled SE-ED to develop its business format continuously. Nowadays SE-ED Book Center is a chain bookstore evolving and expanding very fast, becoming the full functional chain bookstore with highest sales volumes and also serving as the very heart of company's business growth since 1997.

SE-ED's business performance has remained at the satisfactory level. In 1997, when Thailand encountered serious economic crisis leading to business collapse and widespread unemployment resulting in lower purchasing power, the publishing business was affected in many ways. Several of SE-ED's major book suppliers encountered the severe loss and liquidity problems, to the point that SE-ED had to allocate asset as bad debt account, largely due to the lower purchasing power and decrease of sales orders from bookstores. SE-ED was seriously aware of granting credit to customers to keep control of the possible bad debt. The competition also became tougher than before. As a result, the

sales figures that came from both SE-ED's own published books and other non - SE-ED published books was not as it was hoped to be. It was considered the first time that SE-ED faced accounting losses in 1998, since listed in the Stock Exchange of Thailand.

However, after the severe economic crisis, the Company began to review its business structure's long - term strength. The Company started to diversify risk at a suitable level and, at the same time, tried to improve financial structure, increasing more capital for unforeseeable economic problems in 1998 and set the reliable financial standard for paying up the long - term loan from financial institutes and for incoming expansion. As a result, The Company can recoup from the almost fatal slump and finally came back to profitability with adequate liquidity and continuous expansion in 1999.

Moreover, in 2008, the Company opened SE-ED Learning Center with the space of 600 square meters, located at Chamchuri Square building - a part of Chulalongkorn University, to facilitate the expansion of youth activities in different forms in the future. This includes the training for professional activities to increase the potential of Thai people in different fields for the general public. In addition, the Company's new business strategies included the development of two supplementary curricular aiming to increase children's potential and intelligence in mathematics and English. The curricular are as follows:

- **FAN Math** is a supplementary mathematics program for kindergarten 3 to primary 6 levels. Teaching and learning materials are presented in animation format.
- **ACTive English** is a supplementary English program for kindergarten 2 to primary 6 levels. Teaching and learning materials are mainly interactive multimedia and consistent with the Common European Framework of Reference for Languages (CEFR).

In 2013 the Company expanded SE-Ed Book Center by considering the location as the main factor. The Company also focuses on the product mix in the store to increase profitability. The employee ratio is adjusted to increase service efficiency as well. However, the Company has developed the information technology system, communication system for all bookstores branches and headquarters and distribution center in order to support more services which deem to soar in the future, so as to increasing efficiency and reducing the chance to waste any sale potential.

### **Important Changes in 2013**

Apart from a normal business operation, the Company had some important developments and changes in 2013, as in the following:

- The Company increased more branches of SE-ED Book Center and renovated the existing stores that had a potential by enlarging them to create better sales and better modernization. The details are as follows:
  - New 22 branches were opened. As in December 31, 2013 there were in the total of 444 stores, and 11 points of sales currently in operation.

- Renovated 15 existing branches, some branches had been moved to a new and suitable location, some branches had more space according to the more demands and some branches were modernized to have a more attractive look.
- SE-ED Learning Center: The center has been officially opened since September 2008 at Chamchuri Square Building, Samyarn, opposite to Hua Lam Phong Temple, with the enduring objective of knowledge dissemination, inspiration creation for youth, and wider public. In addition to SE-ED Kiddy Camp which has been initiated since 2002 and added several different learning Camps to the program, the Company has added other courses during the weekend, whereby in 2012, the Company has changed SE-ED Learning Center to becoming a supplementary school and learning center that provides activities and programs to increase children's potential and intelligence in the fields necessary to the development of the country. The programs offered at SE-ED Learning Center include FAN Math, a mathematics program that focus on problem solving through animation-based contents, and ACTive English, an English program that uses interactive multimedia to encourage children to use English in classroom through fun and educational activities.

In 2013 the Company started to expand SE-ED Learning Center under the franchise model. The first franchised branch is in Central Plaza Khon Kaen, which serves as a pilot branch to prepare the Company for the future business' expansion. Currently, there are new 14 branches of SE-ED Learning Center. The total number of branches as of December 31, 2013 is 17 branches – 5 branches in Bangkok and its vicinities and 12 branches in other provinces. 3 Branches are operated by the Company; 14 branches are operated by franchisees.

- SBC Event Organizing Team has continued their full operation to boost sales volumes and promote SE-ED Book Center as the full functional bookstore that can serve people to that can be claimed that “when you think of buying books, think of SE-ED Book Center”. The team is also responsible for strengthening relationships between fellow publishers, local executives, teachers and all supportive customers.
- Bilingual Kids Project is a new publication line developed under the belief that children has unlimited potential to improve their language skills if they use appropriate materials and live in the right environment. Parents and teachers, who may not be proficient in foreign languages, can use books and materials from the Bilingual Kids Project to stimulate natural language acquisition of children. Publications from Bilingual Kids Project include SE-ED Smart Flash Cards for Bilingual Kids, SE-ED Books for Bilingual Kids, extensive reading materials for children in kindergarten level and above, and SE-ED Smart Chinese, materials and books in Chinese language specifically designed for Thai children.
- “SE-ED Enjoy Reading for Kids” is another intention to increase English proficiency of Thai people. Operated by Thais Smarter Foundation for the second year, the project supports

English books and learning materials to Thai children. The objective is to help Thai children have a better English skill, positive attitudes, inspirations, and pleasant English reading and learning experience, all of which will lead to the lifelong learning habit. The project is supported by “Changes for Kids” which collects donation money from SE-ED Book Center customers nationwide. As of December 31, 2013, there are 823 schools that receive book donation in the total of 178,501 copies, amounting to THB 22 million. In 2013, there are donations, in the amount of more than THB 15 million to 490 schools and community learning centers nationwide.

- “Books for Kids” Project now entered its 8<sup>th</sup> year. The purpose of this project is to donate books to libraries. Up to December 31, 2013 this project has donated 1.71 million books worth THB 278 million to 3,186 schools. In 2013, the project donated THB 13.82 worth of books to 190 educational institutions nationwide.
- The Company continues the Total Solution to English Proficiency project with the objective to develop both teachers and students through the standardized and systematic English learning and teaching platform that includes new teaching techniques and innovative classroom materials that teachers can apply in his or her classroom. Teacher’s progress is also assessed from the learning outcome of students. The project is available in both primary and secondary levels, and supervised by SE-Ed’s academic consultants. The project is also endorsed and supported by the Ministry of Education and Education Area Offices in providing training to teachers all year round.

In addition, in 2013, the education consultants provided trainings for science and math teachers in EP programs of both primary and secondary levels. The trainings were provided in different regions and attended by many teachers.

- The online purchasing system was improved to enable bookstores, academic institutions and organizations to place orders more conveniently and promptly through [www.se-ed.com/wholesale](http://www.se-ed.com/wholesale). The system makes the ordering procedure more concise and also reduces the work in internal operations, allowing the company to operate faster.
- In the 19<sup>th</sup> Book Expo Thailand 2013 at Queen Sirikit National Convention Center, under the theme “Open a Book, Open the World”, SE-ED’s top-selling titles were Tales Runner comics, Small Steps in Stock Market, Big Step in Life, 500 Million Years of Love Vol.1, and other investment books. Several authors also came to give autographs such as Bundit Ung-Rangsi, Yong Chernyim, Dr. Nisara Karunuthaisiri.
- The Company constructs the new distribution center Bangna-Trad Road k.m.21 that will enhance the logistic system to support the nonbook business expansion for the new distribution center that is planned to be opened with a full operation in the middle of 2014.

- Received 'SET Award of Honor' of Corporate Governance Report for the third time (5 consecutive years of Top Corporate Governance Report Awards) from the SET Awards 2013 organized by the Stock Exchange of Thailand and Money & Banking Magazine. The Company is the only listed company outside SET100 to receive this award.
- The IOD has appraised SE-ED to be excellent (5 stars) level in Corporate Governance Report of Thai Listed Companies 2013, 2012, 2011, 2010, 2009 and 2008 appraisal for 6 consecutive years. The Company is the only company from the publishing business category in the service industry to be evaluated 'excellent' for 6 consecutive years.
- The Company was assessed by the Securities and Exchange Commission, Thai Listed Companies Association, and Thai Investors Association, in the organization of the Annual General Shareholders Meeting (AGM) 2013 in the level '5 TIA' with the perfect 100 scores for 5 consecutive years (2009-2013). There was a total of 475 listed companies participated in the assessment of the year 2013.

#### **Changes in Capital Structure**

SE-EDUCATION Public Company Limited (SE-ED) was established on October 10, 1974 with a registered capital of THB 99,000. Their objective was to do business in knowledge dissemination, with a view to develop the fullest potential of Thai people in areas essential to the national development.

In 2001, at the Annual General Shareholders Meeting 1/2001, dated April 30, 2001, the shareholders approved of additional shares registered by the amount of THB 137,141,560 by divided into the following:

- Warrants offered to shareholders are numbered at 10,549,356 shares, where the proportion of right to exercise per 1 unit can be used to buy common stock of 1 share at the price of THB 16.50 per share, with validity lasting for 5 years, from the date of issuing the paper, allowable for exercise every 3 months and the right to exercise is expired on December 15, 2006.
- Warrants offered to company's directors, staffs, sub-agents are 3,164,800 shares, where the proportion right exercise per 1 unit can be used to buy common stock of 1 share at the price of THB 10 per share, with validity lasting for 5 years from the issuing date listed on the paper, allowable for exercised with the duration of 1 year per warrant and each warrant for every 3 months, with each warrant allowed to buy common stock at the rate of 10, 10, 10, 30 and 40 of the total warrants respectively, and the last date to exercise is on January 14, 2008.

As of 2003, at the Annual General Shareholders Meeting 1/2003, dated April 23, 2003, shareholders have agreed to approve the change of share value (share dilution) from previously THB 10 to THB 1, which the Company has proceeded to register with the Commerce Ministry on May 22, 2003.

In addition, in 2004, at the Board of Directors' meeting as of 1/2004, dated February 4, 2004, the board resolved to allow the Company to re-purchase the shares, for the purpose of monetary management. As the Company had over-excess liquidity of 19,783,600 shares (total worth of THB 122.64 Million, re-purchase value of THB 6.20 per share) which according to the Ministerial rule with regards to "outline and method of share re-purchase, selling of re-purchase shares and cut-off for the Company's re-purchase shares", stipulated that the Company must sell the re-purchased shares within 3 years after date ending of share re-purchase activity, which was due on September 11, 2007. The Company could not finish the re-purchasing of shares as committed by the Board of Directors resolution. Therefore, to follow the guideline of Ministerial rule, the Board of Directors' meeting as of 4/2007 dated on September 19, 2007, approved the capital reduction by way of reducing the share repurchase by 19,783,600 shares, resulting in the remaining capital of 328,345,090 shares. The Company registered the reduction of registered capital on October 24, 2007.

In 2011, during the 1/2011 general shareholders meeting on April 28, 2011, it was approved that the Company's authorized capital was reduced in order to comply with the paid-in capital. As a result, the Company's authorized capital remains 323,921,130 shares. The Company registered the reduction of registered capital on May 11, 2011.

In 2012, at General Shareholders Meeting No.1/2012 on April 26, 2012, it was resolved to approve the stock dividends to be issued at the rate of 10 existing shares per 1 dividend share in order to increase the company's stock liquidity and maintain the liquidity of the working capital to support future investments and expansions. It was approved to increase the Company's share capitals to support the aforementioned stock dividends. Therefore, the Company's share capital has increased to 356,313,243 shares. The Company registered change of the capital increase on May 8, 2012.

In the General Shareholders Meeting No. 1/2013 convened on April 25, 2013, there was a resolution to decrease the Company's authorized capital to correspond with the paid-up capital; and another resolution to increase the company's authorized capital to support the stock dividend payment in the ration 10 original shares per 1 dividend stock. As a result, the company's authorized capital increased to 391,944,529 shares. The company registered the increase capital on May 22, 2013.

### **1.3 Shareholding Structure of the Group**

#### **Investment in subsidiaries and associates**

In 1984, the Company also invested in 25% of the shares in M & E Co., Ltd. with a paid-up share capital of THB 400,000. The M & E Co., Ltd. prints and publishes technical magazines, EC Magazines and engineering manuals, distributed by SE-ED.

The Company has 99.93% share in SE-ED Book Center Company Limited (founded on May 11, 2011), that has a paid-up capital in the amount of THB 100,000. The company does not operate any business; it is founded to prevent other people to use the name SE-ED Book Center and to form another

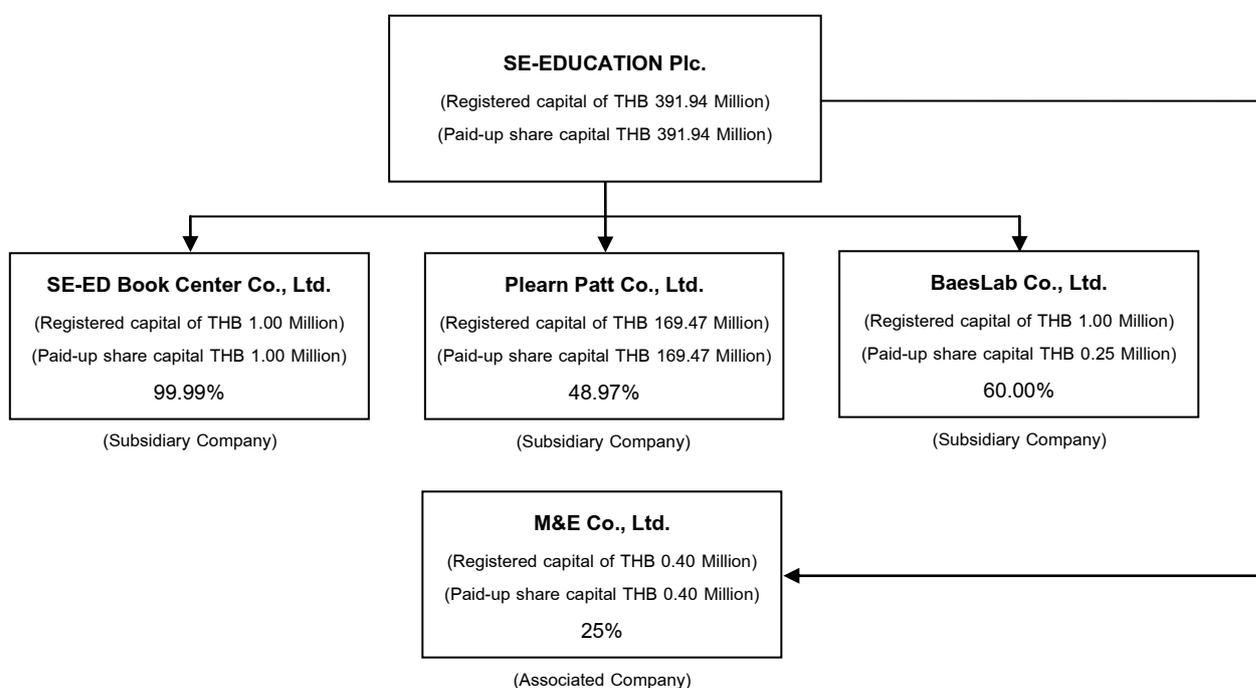
company and cause confusion. Later, the Company increased its shareholding in SE-ED Book Center Co., Ltd. to 99.99%, with the paid-up capital in the amount of THB 1,000,000.

In 2003, the Company held 28.75% of the shares in Plearn Patt Co., Ltd. (founded on September 25, 2002) with a registered paid-up share of THB 80 Million. In 2005, the Company increased percentages of share holdings to 48.82% of registered and paid-up share capital was THB 170 Million, and in the fourth quarter of 2009, Mr. Thanong Chostisorayuth, the managing director of SE-EDUCATION Public Co., Ltd. chaired the position of the acting school director of Plearnpattana School and became the Director of Plearnpattana School in 2010. In the second quarter of 2012, Plearn Patt Co., Ltd. decreased its share capital and paid capital, with the remaining balance of 169,475,500 million Baht. Therefore, the Company's shareholding proportion has increased to 48.97%.

The registered name of Plearn Patt Co., Ltd. is the name of the school called "Plearnpattana School", located at Buddhamonthon 2 Road, enrolling students from pre-kindergarten year up to Matayom 6. The first academic year started in 2004. This was the important gathering of more than 70 education enthusiasts from several groups of people such as parents, teachers, academics and school executives, in collaboration with private organizations who played a significant role towards family institutions and education to create new concept schools, to create quality children for the country.

In 2013 the Company has 60% share in BaesLab Company Limited (founded on April 22, 2013), with the paid-up capital in the amount of THB 250,000. BaesLab is a consulting, software and hardware designing and developing business.

**Shareholding Structure of SE-EDUCATION PUBLIC COMPANY LIMITED,  
its subsidiaries and associates**



**Change of Major Shareholders (Information as of Closing Date)**

Shareholders	May 8, 2013		November 23, 2012		November 28, 2011	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
GMM Grammy Public Company Limited	45,045,920	12.64	45,045,920	12.64	42,422,200	13.10
Mr. Rit Thirakomen	25,309,660	7.10	25,309,660	7.10	23,008,782	7.10
Krungsri Dividend Stock LTF	21,255,990	5.97	19,967,090	5.60	18,151,900	5.60
Mr. Pongsak Sivapatrakumpol	11,935,926	3.35	11,935,926	3.35	10,850,842	3.35
Best Fortune Property and Loan Fund	11,673,820	3.28	14,941,520	4.19	13,583,200	4.19

**Major shareholders of Plearn Patt Co., Ltd. as of December 31, 2013 are as follows:**

Major Shareholder	Paid-up share capital	SE-ED Holds shares (proportion) (%)
1. SE-EDUCATION Plc.	8,300,000	48.97
2. Mr. Rit Thirakomen	2,000,000	11.80
3. RAK LUKE GROUP Co., Ltd.	700,000	4.13
4. Mrs. Thida Phitaksinsuk	400,000	2.36
5. Ms. Krongtong Bunprakong	400,000	2.36

**Major shareholders of BaesLab Co., Ltd. as of December 31, 2013 are as follows:**

Major Shareholder	Paid-up share capital	SE-ED Holds shares (proportion) (%)
1. SE-EDUCATION Plc.	15,000	60.00
2. Mr. Viroon Sriborirak	5,000	20.00
3. Mr. Sutthipong Phanitpojaman	3,125	12.50
4. Mrs. Jitra Jantrakul	1,875	7.50

## 2. The Description of Company's Operation

### Total Revenue from Main Products and Services (By sales channel)

Unit: Thousand Baht

Type of Revenue	Operated By	Company's Shares Proportion (%)	Consolidated financial statements					
			2013		2012		2011	
			Revenue	%	Revenue	%	Revenue	%
Income from Business								
- Retails <sup>1</sup>	The Company	100	4,353,798	81.22	4,742,229	82.79	4,615,164	82.12
- Wholesale <sup>2</sup>	The Company	100	747,180	13.94	722,045	12.60	681,385	12.12
- Publishing service	The Company	100	9,205	0.17	1,150	0.02	7,049	0.13
<b>Total</b>			<b>5,110,183</b>	<b>95.33</b>	<b>5,465,424</b>	<b>95.41</b>	<b>5,303,598</b>	<b>94.36</b>
Magazines <sup>3</sup>	The Company	100	51,642	0.96	49,773	0.87	54,634	0.97
SLC + Kiddy Camp <sup>4</sup>	The Company	100	18,645	0.35	3,453	0.06	5,644	0.10
Income from education fee, service and sales	Subsidiary	48.97	130,559	2.44	123,715	2.16	117,777	3.16
Others	The Company and its Subsidiary	N/A	49,508	0.92	85,947	1.50	78,660	1.40
<b>Total Revenue</b>			<b>5,360,537</b>	<b>100</b>	<b>5,728,312</b>	<b>100</b>	<b>5,620,313</b>	<b>100</b>

หมายเหตุ <sup>1</sup> Retails - revenue from SE-ED Book Centers.

<sup>2</sup> Wholesale - revenue from books published sales volume of magazines and distributed to bookstores and other sales channels: such as education institutions and library etc.

<sup>1</sup> and <sup>2</sup> - total sales of Company's own publications in 2013, 2012 and 2011 represents 7.24%, 7.00%, and 6.89% of sales revenue respectively.

<sup>3</sup> Magazines - total revenue from advertising publishing and organizing academic seminar and technology product sales.

<sup>4</sup> SLC + Kiddy Camp - revenue from "SE-ED Learning Center" and "SE-ED Kiddy Camp".

**2.1 Major Products and Services** Major Products and services that Company are continuing operations as follows.

1. **Books** Currently, SE-ED is one of the largest book publishers in Thailand, publishing books for bookstores nationwide. The Company pioneered in publishing knowledge books in several fields; such as administration/management, self-development, psychology, engineering in various fields, youth development books, language and dictionary, parenting, food and health, maps, non-book products (e.g. CD) which help to promote the development in many aspects.
2. **Magazines** At the end of 2013, the Company has published 6 magazines of science and technology which are,
  - **Semiconductor Electronics Plus:** A monthly magazine emphasizing on electronics, launched in 1974, and later the Company changed the name of the magazine from 'Semiconductor Electronics' to the new name of "Semiconductor Electronics Plus", since January 2008, while maintaining similar types of contents to the previous issues.
  - **UpDATE:** A monthly magazine catering to those readers who want to keep abreast of the latest developments in the world of science and technology, published since 1978.
  - **MICROCOMPUTER:** A monthly magazine devoted entirely to the knowledge of Computer and information technology for Corporate, in circulation since 1983.
  - **Industrial Technology Review:** A monthly magazine provided reading material on major developments in industry technology and management for plant engineers and general readers, launched in mid-1994.
  - **Mechanical Technology:** A monthly magazine related to mechanical engineers concerning operating techniques, and machine problem - solving guidance for engineers and general readers - first published in the middle of 2001.
  - **The Absolute Sound & Stage:** A monthly magazine specially provided the knowledge of the sound and light systems on stage technology, work in the studio, and related devices and tools, launched since the end of May 2002.

The Company's revenue from magazines comes from the sales of magazines, advertisements and special editions, as well as revenue from organizing several activities.

3. **Distribution** The Company distributes books published by SE-ED and other publishers including the companies whose publishing is in the Company's direction, by distributing books to small and large scale stores nationwide roughly around 6,373 stores. And, the Company also sells directly to the educational institutions.

The Company has been appointed as Thailand's sole distributor of Oxford University Press (OUP) for books and related media for English language teaching and learning from January 1<sup>st</sup> 2007 onward. Under this agreed cooperation between SE-ED and OUP, the business activities of production and distribution associated with English language learning will be increased through the company's distributing channel which promptly allows SE-ED to share some responsibility of resolving the country's problem with regards to English language learning in Thailand in the much greater extent.

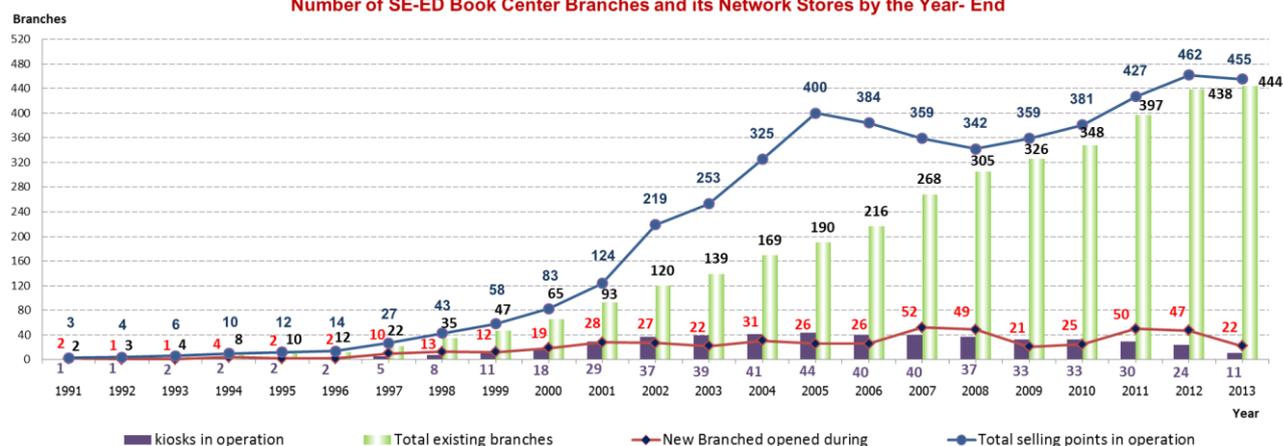
Presently, the Company is the largest book distributor to the chain bookstores. Books which were self-published by the Company is around 1,400 titles, while also help distributing 4,800 titles from other several publishers and organizations.

- 4. Bookstore Business (SE-ED Book Center or SBC)** SE-ED operates SE-ED Book Center and network stores and "University bookstores" all located both in Bangkok and other provinces, including managing space in the selling areas in different models.

SE-ED Book Centers are medium-sized bookshops selling all kinds of books, with modern designs and good layout plans, efficiently selling and emphasizing being located in convenient locations for people to come to buy books. The main locations are located in leading supercenters (such as Tesco Lotus, Big C, etc.) leading shopping malls (such as Siam Paragon, Central, The Mall, Robinson, Future Park, Seacon Square, provincial leading shopping centers, etc.) and education institutes (such as Ramkhamhaeng University, National Institute of Development Administration, Dhurakij Bundit University, Siam University and Srinakharinwirot prasanmit prasanmit University) in different models both in Bangkok and other provinces.

By the end of 2013, SE-ED has already opened 491 branches of SBC. From this mentioned figure, there are 444 branches in operation, with 148 branches in Bangkok and nearby provinces, and 296 branches in other provinces. With 439 bookstores operated by the Company, the other 3 branches are designated as SE-ED Book Center Network Bookstores (SE-ED Book Center fully supports the shops, as a book distributor supplying the books) and 2 branches are SE-ED Network Bookstores. (SE-ED does not fully support, since the shop owners can order books by themselves). Moreover, in different formats totaling more than 11 sales and service points. Today, SE-ED Book Center is the complete chain of bookstores with the highest sales in Thailand.

Number of SE-ED Book Center Branches and its Network Stores by the Year- End



- Remark**
- There is a reclassification of bookstore branches to be properly suited. Therefore, the number of branches may be different from other published documents by the Company. Branch includes the small size of bookshop of 20-50 square meters. Kiosk means mainly the newsstand sales type. Points of sales means the sales type that the Company takes charge in managing the products in book corners (including newspapers and magazines) in supercenters of department stores.
  - At the end of 2013, there are 444 existing branches in operation. There are 148 branches in Bangkok and its vicinity and 296 branches in other provinces. This figure has included the small scale of 13 branches.
  - At the end of 2013, there are 436 existing branches in operation, using the brand of, SE-ED book center, 3 branches in university book centers.
  - At the end of 2013, there are 3 SE-ED Book Center network stores (SE-ED is responsible for all books supplied to the network stores) and there are 2 SE-ED network stores (SE-ED provides special assistance and allows the stores to choose either the name of SE-ED Book Center or SE-ED network but the shop owners can order books by themselves), and 11 kiosks.

**5. SE-ED Learning Center** In 2006, SE-ED founded SE-ED Learning Center department for organizing all activities for kids. In September 2008, SE-ED has located SE-ED Learning Center on approximately 600 square meters at Chamchuri Square Building, the property of Chulalongkorn University, in order to provide complete services on occupational training and training in all sciences, available for the general public including youth and undergraduate students. Nowadays In addition, the Company's new business strategies included the development of two supplementary curricular aiming to increase children's potential and intelligence in mathematics and English. SE-ED provides a variety of activities as follows:

- Organized SE-ED Kiddy Camp for young people from 8-14 years, which is normally held during school breaks. There are various types of camps to choose, from countryside camp, day-trip camp, to stimulate young people to learn more, while studying the learning behavior of Thai children before the idea becomes amalgamated with other ideas that support the development of Thai children in greater numbers, teaching young participants

the courage to learn the study of science, electronic experiments, teamwork, leaderships, self-learning, basic knowledge in survival, moral and, in particular, friendships. Moreover, it allows children to participate in several different enjoyable activities for example, young researcher activity, activity base, gaming, exercise, sports, etc.

- FAN Math is a supplementary mathematics program for kindergarten 3 to primary 6 levels. Teaching and learning materials are presented in animation format.
- ACTive English is a supplementary English program for kindergarten 2 to primary 6 levels. Teaching and learning materials are mainly interactive multimedia and consistent with the Common European Framework of Reference for Languages (CEFR).

**6. Plearnpattana School** SE-ED's proportion in the joint investment on Plearnpattana School accounts for 48.97% from the registered capital and paid capital worth 169,475,500 Baht. SE-ED has cooperated on administration for providing resources and knowledge in order to establish Plearnpattana School as an alternative school. Plearnpattana School is expected to develop Thai youth's potential, through its flexible curriculum, to be the mainspring of the nation in the future. Plearnpattana School takes children from pre-nursing through Matayom 6. Its location is on 32,000 square meters (20 Rai), the suburb of Bangkok.

**According to past three academic years, the number of Plearnpattana School students each year can be seen as follows:**

(Unit : Person)

Academic year	2013	2012	2011
The number of students	1,131	1,122	1,109

**7. BaesLab Co., Ltd.** In 2013 the Company has 60% share in BaesLab Company Limited (founded on April 22, 2013), with the paid-up capital in the amount of THB 250,000. BaesLab is a consulting, software and hardware designing and developing business.

## **2.2 Marketing and Competition**

### **Policy and Marketing**

**Pricing Policy:** Pricing policy is set to meet the purchasing power of each target group, and the production costs, while maintaining reasonable profits in a long run. However, this will not be applied to magazines sales, which depend on advertising income as the main revenue earning.

**Key Success Factors:** The factors that contribute to the Company's current leading position and the Company's more important role in the future book business can be summarized as follows:

- **Business policy is evidently conducive to national development:** Since the beginning the Company has all along adhered to its business in knowledge dissemination, with a view to

developing the full potential of Thai people in areas essential to the national development. The Company's continued growth is in line with the national development, and fortunately, not severely affected by the economic slump. Besides, its corporate image is clear, well received, and trusted by every party concerned.

- **Tools and business components for future business operation:** Nowadays, the Company's different business divisions support one another efficiently and render more opportunities for success.
  1. The Company has its own largest distribution channel and network store, SE-ED Book Center. The stores spread into major communities all over the country and the Company is always the first to receive offers to select new locations for new branches. As a result, the distribution business had more chances to grow while the bookstore business's cost was lower. Moreover, it allows more possibilities of success for book publishing, as there are direct distribution channels that allowed the customers to receive the products faster and more conveniently.
  2. The Company also has its own media and PR tools, including [www.se-ed.com](http://www.se-ed.com), [m.se-ed.com](http://m.se-ed.com), SE-ED Application “SE-ED Currents” for Smartphone or Tablet, [www.thailandindustry.com](http://www.thailandindustry.com), [www.se-edlearning.com](http://www.se-edlearning.com), magazines, Book Variety.

**Sales and Distribution Channels** The Company distributes books and magazines through networks of SE-ED Book Center, and other bookshops in Bangkok and other provinces by managing the distribution channels according to customers, products and services as follows:

1. **Books and Magazines Retail Customers:** The customers are general readers and working people. The Company distributes books and magazines through the network of SE-ED Book Center's 491 branches with 444 branches still operating including 5 branches for network bookstores (as of December 31, 2013) and on [www.se-ed.com](http://www.se-ed.com) and [m.se-ed.com](http://m.se-ed.com) which the centers of books and entertainment for family and working people, located in shopping centers and supercenter in Bangkok and other provinces and also in the higher educational institutes.
2. **Books and Magazines Wholesale Customers:** This group of customers is accounted for around 6,373 different stores. The Company is responsible for distributing all books and magazines that the Company has the sole rights to distribute to all the bookshops in Bangkok and other provinces, as found appropriate.
  - However, for the distribution of magazines published by SE-ED, the Company uses several transportation companies in each region to distribute to bookshops.
  - For the circulation and distribution to stores in Bangkok and around its vicinity, using its own transportation for distribution, the Company utilizes the “Standing Order”

distribution system, a combination of consignment and non-returnable sales system. For most of booksellers in other provinces, the Company uses private transportation company for distribution, a non -returnable sales system has been applied with a limit of returnable quantities.

- 3. Advertisers** Major companies in the industrial circle including the computer and electronic circle are both regular and non-regular advertisers in the Company's monthly magazines.

### **Competition**

**Industry Overview and Competition:** The book business is an industry with a continuous growth, there is still the support from the government sector with the policy to campaign the years 2009 - 2018 the "decade of reading". It is believed that there is still room for the market to expand. As a result there were more business operators entering the book and magazine publishing and bookselling businesses, causing more competitions in this industry and the market to grow faster.

However, the bookstore business faced a major problem in overall economic slowdown and labor wage. Effective in 2012 and 2013, the government announced a new policy to change the minimum wage to 300 Baht per day. Moreover, the starting salary of government officers who are a bachelor's degree holder was adjusted to 15,000 Baht per month. Even though the government tried to help by decreasing the corporate tax rate from 30% to 23%, it was not possible to compensate the excessive expenses from the wage hike. In addition, the bookstore business could not change the price of books to correspond to the rise in expenses while there was an aggressive competition among department stores and a change in consumer behaviors from various impulses. Therefore, the overall sales performance in book business has dropped.

**Opportunities and Threats:** Government agenda currently promotes more advanced education for its citizens to prepare them for the global challenge by setting 2009 to 2018 as 'The Decade of Reading'. This, in turn, triggers an increase in books demand, causing a positive outlook for book business. However, there is the increasing cost in book business from the sharp rise of labor wage in 2012 and 2013, the increase in transportation fee, and the more aggressive competition among bookstores. Consequently, bookstore business in general has a tendency to generate fewer profits than before. On top of that, people nowadays have many distractions in everyday life and tend to spend less time reading books.

Even though e-books are popular in foreign markets because of the growth in e-book reader and tablet sale, Thailand's e-book market is comparatively small. There are not many e-books in Thai language available in the market and the current Thai e-books are not as easy to read. It is expected that in Thailand it will take some time before e-books will significant affect the print book sale. However, Thai e-magazines are becoming more popular; there are already substantial e-magazine sales. The Company has adapted to the changes and prepared adequate facilities to support both e-book and print

book sale and become the biggest online bookseller in the country.

**Quantity and Size of Competitors:** For the bookstore business, there are more competitors from several large firms interested in doing this business but the market has divided which conform to the products mixed in the stores and to location, as such, this causes not much effect to the Company. While the Company as the market leader with strong financial position and receiving great acceptance by general readers and being ready to expand new branches, the Company can keep a big step ahead by taking advantage of first priority to choose new location and has the lower operating investment. In the future the books business is expected to grow out of a few large firms who are well prepared to face the competition.

Moreover, as the Company's business model covers publishing, distributing and bookstores, the company always benefits from the new comers in the book business, as the result the effect of competitors is slightly.

**Market Share:** Although the Company is the market leader in 3 important businesses: the leading retailer in bookstores chain and book distributor (or wholesaler), and books publishers, numerous entrepreneurs show interest in joining and this causes the spread of business concentration. The proportion of the market shares for market leaders in this industry are not significantly different.

As book business has limitation in terms of completeness of database which makes the market share estimation in each segment contains some errors.

For retail bookstore business, the Company believes the network of SE-ED Book Center is the one of the major players who posses quite a large proportion of the market share.

For the business of distributing book to booksellers, the Company becomes the largest distributor in the market, but the proportion is still not high, due to the fact that market share in book business is less concentrated.

For publishing business, the Company always ranks between numbers 1 to 3 in the book market, depending upon which publishing, in each year, produces the best selling titles more or less, but in general the market share is not that significant because it is less concentrated than usual.

**Substitution products:** The rapid development in industry and business leads to a need to learning new things and developing knowledge to gain advantage over the competition. Regardless of how far the communication and computer technology progress, books still play an important role in imparting knowledge to people conveniently and inexpensively anywhere, anytime, and for a long time.

**Bargaining power of buyers and sellers:** As the books business has a standard trading condition structure with several traders in which nobody can evidently dominate the market and the needs to be interdependent of each other, there are not many problems in bargaining. However, due to the fact that new large retailers in other businesses expand into the books business and may cause

bargaining with publishers and distributors according to the general retail business nature but is still not much effect of the over all business as their market share is still not significantly large enough at present.

## 2.3 Procurements of Products and Services

### Products from other publishers in general, consists of 2 parts.

1. **Books for distribution:** At present the books that are distributed to all bookstores through out the country come from the Company's own publishing house and other around 510 publishers who decide to grant the Company as their distributors to distribute their book nationwide. The Company will consider only the products which are in accordance with the Company's marketing direction and have an opportunity to sell.
2. **Books and other goods SE-ED Book Center sells directly:** SE-ED Book Center receives goods from 2 main channels: the Company's distribution business unit and the other channel and mostly deals directly with suppliers by the marketing department of SE-ED Book Center in charge of consideration and selection of products for sales in the Company bookstores.

**Relation with suppliers and the effect of losing them:** For value of products bought for reselling from each distributor will not be more than 30% of total selling cost, whereby the proportion of product value purchased from the 10 first largest trading partners against the cost of goods sold for the past 3 years is illustrated as follows :

(Unit: Million Baht)

Description	Year 2013		Year 2012		Year 2011	
	Value	%	Value	%	Value	%
Value of reselling products from the first 10 largest trading partners	1,173.91	34.74	1,397.28	38.03	1,284.26	36.29
Total cost of goods sold	3,379.52	100	3,673.89	100	3,538.39	100

In 2013, there is no specific revenue from sales considered to have severe effect on the Company. In addition, the Company is not involved, in any way, with the particular seller and has no obligation to place any order in the future.

**Books published by SE-ED:** Books and magazines published by the Company are the responsibility of the book publishing and magazine departments to prescribe the direction and selection of original manuscripts to publish including the production process of printing into complete copy before handover to the Company distribution group for distribution.

**Production utilization ratio:** As the Company does not own a printing press, the production of books and magazines are in the responsibility of in-house work groups to take care of the production

throughout the complete cycle and spread the printing jobs to several printers matched with the schedule. Therefore the real production can be increased or decreased without any unnecessary delay.

**Raw materials and suppliers:** Paper is the main raw material which the Company purchases from local distributors in lump sums. The types of paper used in the production of books and magazines mostly are wood-free, newsprint, coated and cover coated.

**Relation with raw material suppliers and the effect of losing them:** For the purchasing value of paper, the Company has no particular relation with these suppliers and has no binding obligation to buy from them in the future. In the case that these suppliers can not provide the Company with paper, the Company can still procure them from other suppliers. The total value the Company expenses for raw materials and finished goods to suppliers was 25.18% of the cost of products in 2013 or 1.23% of cost of goods sold, which can be considered that no specific supplier can cause severe effect to the Company.

**Process and production technology:** Production process for a new book starts from editorial teams calling for meetings to plan and consider the selection of manuscripts. This manuscript may come from the self-proposed original writer, or from the Company-assigned writer or translator in accordance with the Company's determined guidelines. Then, the editorial team will consider the content, correctness, and readability of the books which also include the activity involved, re-evaluating and opinionating the books in terms of marketability by Company's respectable book advisors who possess knowledge and interest in particular subject areas. After the team agrees on the book, the content may be re-adjusted and formatted at a suitable level for the market, and the use of copyright contract may be signed with a writer, a translator, or a foreign publisher.

In the mean time, the artwork team will start to design the book cover and when the finished manuscript is ready for print, the computer artwork will later take on its duty. After finishing the artwork, the step of proof-reading activity will be taken and corrected until the content and art design are completed. In the case of books, there will be additional step that are the naming of the book and pricing, which also involves the related marketing work that is suitable for the target audiences.

The process of producing magazines is quite similar to the process of book publishing, that is, the editorial team takes responsibility right from the market direction till the end of the production process.

For book and magazine manuscript works, the Company uses Macintosh computers and PC along with all other related tools and equipments, whereby all this computer technology shows sign of having higher efficiency but becoming less expensive. In addition, the editorial staff in the team are very experienced and possess expertise in writing. They come from people in the editorial team and also general writers. After the manuscript is done, the Company will pay for the printer to print, while paper is supplied directly by the Company. The paper Company then delivers paper straight to the printing press at the determined time so that each manuscript is printed into book and magazine.

**Capability, necessity, and expenses in modifying machines to be able to compete:** As the Company does not own a printing press, there is no need for the Company to invest in the machinery and equipment in printing. It becomes unnecessary for the Company to develop machinery and equipment. And due to the competitive environment of the printing press business, it equips the Company with bargaining power and, with this, the Company is always allowed to have choices of printing press companies to choose from.

**Environmental Impact:** The core production team for the Company is actually the editorial team. Therefore, production process is only concerned the production of manuscript and coordination within offices of the Company. Such activity will not result in pollution that can affect the environment and the Company's business is not under the direct control of any government agency.

## **2.4 Undelivered Jobs**

- None -

### **3. Risk Factors**

Directors and executives of SE-EDUCATION Public Co., Ltd. are well aware of their responsibility in operating the business with good governance. In order to maximize the benefits for the Company's shareholders, they also have to manage risks in the business systematically and continuously so that risk factors such as operation risk, business risk, financial risk, production risk, will remain at an acceptable level.

Directors and executives of the Company appointed Audit Committee to supervise on the risk management and make sure that the management follows the policy and reports directly to the Company's directors so that the Company's risk management is properly controlled. However, there could be some risk factors affecting the Company and stakeholders as follows:

#### **3.1 Operation Risk**

- **Risk from problems in key operation ground:**

- **Distribution Center and Warehouse** Most products sold in SE-ED Book Centers and distributed to other bookstores are delivered from the Company's warehouse. The warehouse is, therefore, a very important factor in business operation. In 2012, the Company started the construction of a new distribution center and warehouse that will be in operation by the middle of 2014, which will help to reduce the risk from warehouse rental.
- **Plearnpattana School Buildings** is a vital factor in the operation of the subsidiary company.

In case of natural disasters, accidents or other uncontrollable events on the Company's Distribution Center and Warehouse or Plearnpattana school buildings, the business operation of the Company and its subsidiary may be unavoidably affected.

However, the Company has sought to insure all the assets and products and consistently adjust the insurance coverage to be in line with the asset value. The Company also sets up a security measure to reduce unexpected risks from disasters which might occur at the warehouse and Plearnpattana school buildings.

In addition, in case there is an error in the warehouse's system, the company has developed a back-up system that will allow the warehouse to operate temporarily and still be able to deliver products from publishers and suppliers to the branches across the country.

- **Risk from Fire, Flood and Other Natural Disasters:** Being in the publishing business, the Company's assets and products can be easily damaged and broken from various causes, which can potentially harm the business operation of the Company. Even though the Company and its

subsidiary have adequate insurance coverage, the Company has always improved the precautionary measures against such dangers.

To reduce risk from such situation, the Company builds a new distribution center and warehouse and improves the automatic fire alarm system and automatic sprinkler to reduce the fire risk, contain the fire and reduce the risk from major damages. The Company has a clear operation plan such as training employees, providing fire prevention manual that contains instructions and responsibilities of personnel in each department in case of fire. Employees are also trained to use fire extinguishers, and check electrical appliances to prevent accidents from short circuits. The Company also provides uninterrupted power supply system in case there is a power interruption and to reduce risk from interrupted operation. In terms of the construction of the new distribution center, the Company designs the building to be higher than the level of Bangna-Trad Road by 2.35 meters to prevent flood and significantly reduce risk from flood damage.

- **Risk from product loss:** As the Company operates a retail bookstore business with over four hundred branches nationwide, it has been dealing with the loss of products from theft and other causes in the similar manner to what other retail businesses have encountered.

The Company realizes the importance of establishing a proper product loss and prevention effort. The Closed-Circuit Tele-Visions (CCTV) have gradually been installed since the end of fourth quarter in 2006. The Company also established a *Loss Prevention Department* (LPD) to address the issue and set up measures to prevent the book loss specifically. This results in the significant reduction of product loss at the storefronts from 1.59% in 2006 to 0.29% and 0.28% from the sales volume of 2012 and 2013. Moreover, along with the use of CCTV, the Company has installed the electronic article surveillance system in the branches prone to thefts.

- **Risk from errors or malfunctions in computer and information technology system:**

The Company and its subsidiary installed the computer and information technology system for all operation points such as the storefront selling system, distribution management system, purchasing system, and accounting and financial system. The computer and information technology system is regarded as crucial to supporting effective company operation. Therefore, errors and malfunctions of the system may have an effect over the Company's management.

Therefore, to reduce the impact of such computer and technology system errors and malfunctions at the branches, warehouse, head office and subsidiary company, the Company and its subsidiary has set up a protection and back-up system at the generally accepted standard. The Company also sets up a preparation and back-up plan for any circumstances. This includes the regular trainings in case of an unexpected event.

In addition, the Company and its subsidiary have developed a complete system with “high availability” to support an ever increasing sales transaction, provide a virus protection system and handle a greater number of visitors to the Company’s website. However, the fast-changing technology pushed the Company to continuously develop its entire networking system in order to maintain its stability and ability to support the new business expansion. In 2012, the Company changed its network system from MPLS (128/128kbps) (Multiprotocol Label Switching) to ADSL (1024/512kbps) (Asymmetric Digital Subscriber Line) to increase the networking system efficiency.

- **Risk in shortage of specialists:** Experts in the fields and specialized personnel are the most important resource of the Company’s operations including the production of academic books and magazines. It is vital to search for specialist teachers who can provide knowledge for students effectively and experts who can create useful works for the Company and its subsidiary’s businesses which are mostly pioneer businesses.

The Company and its subsidiary have to endure the economic crisis as well as the problem of high fuel price and inflation that results in higher cost of living problem which the Company’s staff has to deal with, particularly foods and travel expenses.

From the above-mentioned problems, the management of the Company and its subsidiary realized that they had to provide support for the staff that is the most important resource. The management then organized a meeting to find a solution to alleviate the effect from continuously rising inflation for the staff so that they can continue their works for the Company and its subsidiary. The Company and its subsidiary then reviewed and adjusted the compensation structure that includes living expenses and maintenance allowance. The Company also provides annual health check-up, health insurance, accident insurance and other coverage to be at a sufficient level. The objective is to create stability for the employees and their families while supporting them throughout the state of higher living cost so that they can compete in the labor market.

Besides, the Company and its subsidiary determine to recruit potential employees to support the future growth while continue to develop the staff’s academic knowledge, mental stability and provide opportunities for the employees to grow along with the Company and its subsidiary. The culture of organization is also developed to improve the employees’ skills and allow them to work more comfortably.

- **Risk from renting an estate for the operation of the subsidiary company:** At present the Company’s subsidiary, Plearnpattana School, is operating on Buddhamonthon 2 Road in the area of over 32,000 square meters (20 Rai). The estate is rented from the shareholder of the subsidiary under two contracts of 30-year term and worth 10 Million Baht. It is agreed in the contracts that the lessor will not sell the estate to any person without a consent from the subsidiary company. If the lessor absolutely needs to sell the estate without any alternative

measure, the lessor agrees to offer the estate to the subsidiary at the same price the lessor offers to the outside party. If the subsidiary company does not accept the offer in 60 days from the date of the offer, the lessor can sell the estate to the outside party. Nonetheless, the subsidiary company is reviewing the terms and conditions in order to sign an additional contract regarding the rental of the estate in order to reduce any possible risk.

### **3.2 Business Risk**

- **Risk from products being outdated, damaged or superseded by other media:** At present the book business has grown significantly. There are more newly released books, resulting in the competition for the limited selling space, causing a rising rate of returned books. It is more difficult to find a sale channel for returned books while damaged books also increase in number. The Company then set up an order guideline for customers and appropriate credits for purchasing orders. Special promotions and efforts are also put in place to release outdated or damaged products. Moreover, the computer technology has been developed very quickly. The sales duration of computer books in which the Company is one of the leaders, is shorter than before. Electronics media has begun to replace books in some categories and some applications. The Company has adjusted the production policy to publish books with long life cycle at a higher proportion. At the same time, the Company still publishes computers, tools and new equipment manuals but will select only top products in the market. In addition, the Company has set up special sales channels to sell slow-moving books as well as the Company websites, [www.se-ed.com](http://www.se-ed.com) and [m.se-ed.com](http://m.se-ed.com), which serve to inform customers of new books released and trendy books at particular times faster. In addition, there is the development of an application called “**SE-ED Currents**”, available on Smartphones or Tablets, to respond to the changing consumption behaviors.

Although electronic media has been rapidly developed and the market of “e-book” and “e-book Reader” has opened, the Company still believes that the market will take a considerable time to change the majority of Thais behavior who are not used to reading through electronic media to that point that it is strong enough to effect the book business in significant way. When the time for such a trend arrives, the Company is certain that it will be able to adapt to the trend very quickly, due to a certain level of supporting structure the Company already has in place. In 2012, the Company started the e-books service while still continue to develop the computer and IT system to increase efficiency and safety in e-Book purchasing.

- **Risk in distribution channels:** Currently, a change in technology happens very fast. The competition in retail business is increasing. There is a competition to offer customers more choices, causing the consumer behavior to change all the time. The Company must make certain that all Company’s available market channels are adequate enough to facilitate the market

behavior and the customer's needs at all times, and great enough, while allowing channel development to serve the changes on a timely basis.

In the past, the Company has diversified risks of distribution channels through several channels apart from existing traditional bookstores, by opening up its own bookstores called "SE-ED Book Center" and network stores in the leading department stores, supercenters, local shopping centers, IT centers, higher educational institutes, both in Bangkok and other provinces. SE-ED Book Center has the shared income of 83% of the 2013 total revenue. In addition, the Company opened a book outlet as a mean to manage outdated or damaged products.

In opening up new bookstore branches, the Company has the policy to improve branches periodically to best suit and serve the market in each locality, to prepare for greater competition at all times. The Company also diversifies risk by not attaching itself or opening the bookstores in only one particular group of shopping centers. But it seeks to open stores through several different shopping center owners. Several big branches are under a long-term leasing contract ensure sales stability in each location. Therefore, if any department stores or supercenters encounter problems or cannot operate for any reasons, or changing the leasing policy, the Company's income will not be significantly affected.

The Company has acquired all the assets and products insurance to reduce an unexpected risk that might occur.

In addition, the Company has developed the distribution channel through the Company's website called [www.se-ed.com](http://www.se-ed.com) to support the sales of books and products in the E-Commerce system. Additionally, the Company has launched its mobile website, [m.se-ed.com](http://m.se-ed.com), for mobile devices such as smart phones or tablets to allow customers more convenient alternatives to book shopping and finding a greater varieties and numbers of book titles. The Company expects that such channel will bring in a larger revenue pool for the Company in the future as the result of dramatically growing internet usage from general public. The new channel will also aid the increasing e-Book trade in the future.

- **Risk from economic recession affecting the growth of advertising industry:** Risk from economic recession is affecting the growth of the advertising industry and may actually affect the total revenue of the Company as magazines published by the Company generate its main revenue from advertisements. The Company is aware of the problem and seeks to develop new publications that focus on specific contents for specific market. In 2012, the Company has developed a digital magazine, website [www.se-edmag.com](http://www.se-edmag.com), to open up a new market because of the convenience in accessing the contents via electronic and mobile equipments. The chance of higher revenue in advertising will also increase as a result. In addition the Company has a policy of securing long-term advertising contracts with clients and employ the sales promotion strategy by stressing special promotion as an incentive for customers to invest in advertising with the

Company, such as deployment of barter system for product-in-exchange-of-advertising to expand customer base and support the business growth and reduce the effect of risk from media advertising industry which may periodically slowdown. Moreover, the Company also made additional revenues from organizing seminars, selling IT products, selling online advertisements on www.thailandindustry.com and in digital magazines to compensate the missing revenue.

- **Risk from reselling censored and pirated books:** As some of the products such as, CDs or other publications may be stipulated and restricted by laws, some products must first obtain a permission before sales and some are directly related to the copyright. This causes the Company to be relatively cautious towards the production and acceptance of product distribution both for retail and wholesale market, so as to avoid any illegal practice, any violation of others' copyrights, any arising conflicts that may lead to court cases and any possibility of protests.

The Company's editorial staff has to select the original manuscripts more carefully and cautiously in order to avoid the problem of copyright infringement. Besides, the Company has specified in the contract with authors or manuscript owners that they have confirmed that their works or products belong to them and did not infringe upon any copyright and will fully compensate all damages incurred to the Company if the copyright infringement occurs. This will reduce the probability of any damages caused by this problem.

The Company has a policy to completely object the sales of copyright-violated products and has organized trainings for authors and general public to understand and be more aware of the laws regarding copyright infringement. However, very few problems occur and the affected value is not significant.

- **Risk from printing industry:** As the Company has not invested in printers, the Company has no risk in this aspect and does not adversely suffer from price war in the printing industry. The Company chooses several printers to support productions so that the Company can control expenses properly to the competitive printing price offer all the time and can fix the production time duration definitely.

### **3.3 Financial Risk**

- **Risk from providing credits:** The Company still faces a risk in giving credits to trade debtors. However, the Company sets a policy to properly limit the credit and establish a system that can consistently follow up on debts from debtors. The Company revises the credit limit for debtors every year in order to change the limit to be at an appropriate level and in line with the current economic situation. The Company has a policy of giving a credit carefully and shares the debts among debtors. The Company also considers the case of possible debt loss appropriately. It is then believed that the risk from debt loss is at a low level.

- **Risk from foreign currency exchange:** As the Company has signed the agreement to be the sole distributor for all Oxford University Press (OUP) English Language Teaching (ELT) books in Thailand and also holds the right to sell in the territory of Cambodia, Laos, Myanmar, and Indonesia in the effort to push forward the English language education in Thailand as well as the neighboring countries, resulting in problem of currency fluctuation caused by the purchase of books in foreign currency. Thus, to minimize the risk at the acceptable and optimal level, the Company has the policy to carefully select contracts to be committed to in order to prevent risks from the exchange rate.

### **3.4 Production Risk**

- **Risk from raw materials and product deficiency:** Paper is the important raw material in book production and price has changed variously according to market demand and production quantity all the time. But the books published by the Company have target group with purchasing power and are well educated enough for the Company to use the policy to set price in accordance with the real cost in that period, and this does not cause a considerable impact to the Company.

As the Company has the major revenue in being a publisher, a distributor, and a retailer, the Company tries at best to maintain the role as respectable neutral element who sells books for every publisher which is in demand by the market, and the Company business policy is determined on the basis of good ethical standard in business practices. The Company has its duty to adhere to the ethical standard of business conduct. The cause of trouble or injustice occurring from the Company business conducts aiming towards any interest groups will not be tolerated. Owing to this, the Company has evidently long been supported by most suppliers in book industry, and it also makes the Company less dependent on the revenue from one particular supplier.

### **3.5 Risks from Corruption**

- **Risk from corruption of branch employees, warehouse employees and headquarter employees:** The Company has installed security cameras at the warehouse and store branches and employed security guards to check employees and visitors of the warehouse to prevent them from stealing books from the warehouse. In addition, the Company has installed Electromagnetic poles at the store branches with high loss percentage. In the long term, the Company has planned to install more poles at every risk branches as well as increase its security measure to prevent and control internal corruption. The Company has also set up Loss Prevention Department (LPD) to apply necessary measures to stop corruption of employees at store branches. Additionally, the Company's Internal Audit and Investor Relation Department has a responsibility to investigate, control and prevent corruptions in every operation level. The

department also draws up measures to prevent employees, executive staff and members of the Board of Directors to use internal information for personal benefits. The Company has ensured that the approval of every expenses, investments, and purchases has been processed according to the guideline of the policy of the Board of Directors. In addition, every new employee will be informed of the guideline, rules and regulations of the Company's operation as stated in the Company's Ethic and Business Conducts Guideline.

- **Risk from Loss of Office Supply:** The Company has improved the issue system of materials and office supply by printing the issue document with the remaining inventory record from the central system for employees' review. The Company also uses the barcode system in controlling the stock of office supply and improving the asset transfer process between departments or employees within the same department. The asset return system is also improved to be more concise and efficient in order to prevent asset loss.
- **Risk from access to information in order to destroy or for corruption purpose:** The Company has implemented a measure to control information access by allowing employees to access the information that is relevant to their work only. At present, the Company is in the process of documentation and collecting the details from main users of the system so that supervisors in each department can review and control the information access of their subordinates.

#### **4. Assets Utilization in the Course of Business**

##### **4.1 Assets of Company and Subsidiaries**

Book value of Property, Plant and Equipment and Leasehold of the Company and its subsidiary as follow:

(Unit: Million Baht)

Assets	Type	Book Value			Collateral against bank overdrafts and long-term loans		
		31/12/13	31/12/12	31/12/11	31/12/13	31/12/12	31/12/11
Land	Owner	497.20	498.19	353.52	-	-	-
Building	Owner	194.30	202.91	133.64	-	-	-
Building Decoration	Owner	146.49	140.17	111.70	-	-	-
Office Equipment	Owner	258.62	251.91	207.30	-	-	-
Vehicles	Owner	10.59	12.19	9.75	-	-	-
Work-in-Progress	Owner	505.64	146.32	28.60	-	-	-
Leasehold right on land	Area rights holder	6.70	7.04	7.37	-	-	-
Leasehold right on buildings	Area rights holder	87.41	98.84	110.29	-	-	-
<b>Total</b>		<b>1,706.95</b>	<b>1,357.57</b>	<b>962.17</b>		-	-

**Major characteristics of the fixed assets of the Company and its subsidiary** consisting of land, buildings, equipment and leasehold summarized as follows:

- The Company has 2 lease contracts for office space, stock space and services. The contracts' term is 3 years, and the Company has the right to renew the contracts for 3 more years. The contract has the remaining term as follows:
  - First contract expires during the year and is renewed for 3 years from March 1, 2013 to February 29, 2016.
  - Second contract has the remaining of 11 months before it expires in November 2014.
- The Company's lease contracts for the warehouse building (on Kingkeaw Road) which is used as the Company's warehouse and distribution center details as follow:
  - The contract expired on December 31, 2013 and is renewed for 3 months, expiring on March 31, 2014.
  - The contract's term is from December 1, 2008 to August 31, 2021, with the remaining term of 7 years and 8 months.
  - The contract's term is from October 11, 2010 to October 11, 2021, with the remaining term of 8 years and 9 months and 11 days.

3. The Company obtains the leasehold of space usage for 444 SBC branches limiting 1 year to 12 years, with which the contract has the maximum length of contract of 4 years 9 months left, and the Company has the right to renew the contracts for 3 more years. In general, the Company has made two types of space renting contracts that are the renting fees from the value of each branch sales, in which case the percentage rate depends upon the contract agreed between the two parties concerned and the rental rate is constant.
4. Currently the Company is the holder of 12 leaseholds for the space usage of operating bookstores in leading shopping centers, The remaining lease term is now 1 year and 3 months to 13 years whereas the net book value amount as of December 31, 2013 is THB 87.41 Million.
5. The leasehold of the whole property is the benefits from the use of the property surface according to the lease contract of the subsidiary company. The property is leased from the shareholder of the subsidiary. There are two leaseholds worth 10 Million Baht. The term is 30 years. The area is approximately 32,000 square meters (20 Rai). The purpose is to operate an education business. The remaining term is 20 years. The total leasehold value as of December 31, 2013 is THB 6.70 Million.

**Intangible Assets** The main feature of the Intangible Assets is the copyrights for publishing in which the Company does direct contracts with copyright holders. These contracts are with the average duration of 3 years, which are renewed for 3 years automatically after the expiry date, or until the printout. Currently, the Company holds internal and foreign copyright contracts summarized as follows:

As of December 31, 2013

<b>Copyright Contracts</b>	<b>Copies</b>
Internal Copyright Contracts	2,033
Foreign Copyright Contracts	971

**Trademark and Service Marks** The Company registered a trademark and service marks with the Department of Intellectual Property, Ministry of Commerce so that they Company can be protected by the Bill of Trademark B.E. 2534. Up to the present the Company had registered the following trademark and service marks:

No.	Marks's Name	Sample	Purpose	Expiration Date *
1	Trademark		CD	March 25, 2021
			Books and Magazines	March 25, 2021
2	SE-ED Booknet		Bookselling Service	April 8, 2021
3	SE-ED Book Center		Bookselling Service	April 8, 2021
			Short sleeve shirts	March 13, 2021
			Leather and Fabric Utility Bags	March 13, 2021
4	SE-ED		Book	March 13, 2021
			Short sleeves shirt	March 13, 2021
5	SE-ED BOOK CENTER		Bookselling	March 13, 2021
6	SE-ED BOOK CENTER		Bookselling	March 13, 2021
7	SE-ED BOOK CENTER		Leather and Fabric Utility Bags	March 13, 2021
			Short sleeve shirts	March 13, 2021
			Bookselling	March 13, 2021
8	SE-ED BOOK CENTER		Bookselling	March 13, 2021
9	SE-ED BOOK CENTER		Short sleeve shirts	March 13, 2021
			Leather and Fabric Utility Bags	March 13, 2021
			Bookselling	March 13, 2021
10	SE-ED		Books	March 13, 2021
			Short sleeve shirts	March 13, 2021
11	SE-ED, KIDDY CAMP		Short sleeve shirts and Cap	March 13, 2021
12	SE-ED		Utility Bags	March 13, 2021

No.	Marks's Name	Sample	Purpose	Expiration Date *
13	SE-ED ENJOY READING		Books and Magazines	February 16, 2021
14	SE-ED ENJOY READING		Books and Magazines	February 16, 2021
15	ADD FREE MAGAZINE		Magazines	March 13, 2021
16	ET,EXTREME TECHNOLOGY MAGAZINE		Magazines	March 13, 2021
17	THE ABSOLUTE SOUND & STAGE		Magazines	March 13, 2021
18	FAN MATH BY SE-ED		Teaching Service	March 22, 2022
19	SE-ED,IKIDS		Teaching Service	March 22, 2022

Remark \* The registration term of the trademark and service mark is 10 years from the date of registration and may be renewed for every 10 years.

**Trademark and Service Marks are on registration processing**

No.	Marks's Name	Sample	Purpose	Remark
1	FAN MATH BY SE-ED		Books, Textbooks	Archives Posted on November 14, 2013. Pending payment of the registration on February 28, 2014.
			CD, DVD	Archives Posted on February 13, 2014
2	ACTIVE ENGLISH BY SE-ED		Teaching Service	Wait classifieds on March 24, 2014. Check the classifieds on March 26, 2014.
			Books, Textbooks	Wait classifieds on March 24, 2014. Check the classifieds on March 26, 2014.
			CD, DVD	Waiting the registrar approve.
3	SE-ED,IKIDS		Books, Textbooks	Archives Posted on November 26, 2013. Pending payment of the registration on March 6, 2014.
			CD, DVD	Archives Posted on February 13, 2014.

#### **4.2 Investment Policy of the Company and its Subsidiary**

The Company has a policy to invest in its subsidiary and associate companies that operate a business relevant to the Company's business so that the investment will support the Company's operation. The operation of the subsidiary and associate companies is assigned to the executives or the Company's directors with particular expertise who will act as the representatives of the Company. As of December 31, 2013 the Company's investment on the subsidiary and associate companies can be summarized as follows:

<b>Company</b>	<b>Relation</b>	<b>Type of Business</b>	<b>Paid Capital (Million Baht)</b>	<b>Share Percentage (%)</b>
SE-ED Book Center Co., Ltd.	Subsidiary	Business Consulting Company	1.00	99.99
Plearn Patt Co., Ltd.	Subsidiary	Private School (Operating Plearnpattana School)	169.48	48.97
BaesLab Co., Ltd.	Subsidiary	Consulting, software and hardware designing and developing business.	0.25	60.00
M&E Co., Ltd.	Associate	Publisher of Engineering Books and Magazines	0.40	25.00

#### **4.3 Information about Interim Assets Appraisal or Valuation**

- None -

## **5. Legal Disputes**

As of December 31, 2013 the Company and its associates did not have any lawsuit or legal disputes which may effect to company and its associates' assets more than 5% of shareholders' equity and effect the operation significantly, includes did not have any lawsuit or legal disputes from the regular business which may effect to company and its associate.

## **6. General Information and Other Significant Information**

### **6.1 General information**

#### **Name and Location of Head Office, Distribution Center and SE-ED Learning Center**

**Name of the shares issuer Company** : **SE-EDUCATION Public Company Limited**

Abbreviated Name : SE-ED

Head Office : 1858/87-90 TCIF Tower, 19<sup>th</sup> Floor, Bangna-Trat Road, Bangna, Bangkok 10260, Thailand.

Distribution Center and Warehouse : 118 Moo 1 Tambon Sisa Chorakhe Yai, Amphoe Bang Sao Thong, Samut Prakarn 10540, Thailand.

SE-ED Learning Center : Chamchuri Square Building, 2<sup>nd</sup> Floor 319 Samyarn Intersection, Payathai Road, Pathumwan, Bangkok 10330, Thailand.

Website : [www.se-ed.com](http://www.se-ed.com)

Tel. : 66-2739-8000

Fax. : 66-2751-5999

E-mail : Company Secretary : [cs@se-ed.com](mailto:cs@se-ed.com)

: Independent Director : [id@se-ed.com](mailto:id@se-ed.com)

: Investor Relations : [ir@se-ed.com](mailto:ir@se-ed.com)

Business : Company's business operation consist

- Publisher of educational books and magazines
- Book distributor
- Bookstore chain, SE-ED Book Center, and network stores (including campus bookstores and kiosks operated by the company) in Bangkok and other provinces.
- SE-ED Learning Center is an education center that provides services and activities aiming to develop potentials and aptitudes of Thai children such as supplementary Math and English courses.
- Plearnpattana School, open for pre-kindergarten to Matayom 6
- BaesLab Co., Ltd. is a consulting, software and hardware designing and developing business.

Registered No. : 0107536000285

Registered Capital : THB 391,944,529 (391,944,529 ordinary shares @ Baht 1.00 par value each)

Paid-up share capital : THB 391,944,418 (391,944,418 ordinary shares @ Baht 1.00 par value each)

**Name and Location of the juristic person which the Company held shares more than 10 percent upward**

**Name and Location of Subsidiary companies**

**Name** : **Plearn Patt Co., Ltd.**  
**Address** : 33/39-40 Moo 17, Suan-Phak Road, Sala Tham Sop, Thawi Watthana, Bangkok 10170, Thailand  
**Tel.** : 66-2885-2670-5  
**Fax.** : 66-2885-2670-5 ext. 502  
**E-mail** : webmaster@plearnpattana.com  
**Website** : www.plearnpattana.com  
**Business** : Private school, operated by Plearnpattana School, which is a school for pre-kindergarten up to Matayom 6  
**Registered No.** : 0105545100716  
**Registered Capital** : THB 169,475,500 (16,947,550 ordinary shares @ Baht 10.00 par value each)  
**Paid-up share capital** : THB 169,475,500 (16,947,550 ordinary shares @ Baht 10.00 par value each)  
**SE-ED holds** : 48.97% of shares

**Name** : **SE-ED Book Center Co., Ltd.**  
**Address** : 1858/87-90 TCIF Tower, 19<sup>th</sup> Floor, Bangna-Trat Road, Bangna, Bangkok 10260, Thailand  
**Tel.** : 66-2739-8000  
**Fax.** : 66-2751-5999  
**Business** : Business Consultancy  
**Registered No.** : 0105544044332  
**Registered Capital** : THB 1,000,000.00 (100,000 ordinary shares @ Baht 10.00 par value each)  
**Paid-up share capital** : THB 1,000,000.00 (100,000 ordinary shares @ Baht 10.00 par value each)  
**SE-ED holds** : 99.99% of shares

**Name** : **BaesLab Co., Ltd.**  
**Address** : 1858/87-90 TCIF Tower, 19<sup>th</sup> Floor, Bangna-Trat Road, Bangna, Bangkok 10260, Thailand  
**Tel.** : 66-2739-8000  
**Fax.** : 66-2751-5999  
**Business** : Provide counseling about selection and distribution of software  
**Registered No.** : 0105556066298  
**Registered Capital** : THB 1,000,000.00 (100,000 ordinary shares @ Baht 10.00 par value each)  
**Paid-up share capital** : THB 250,000.00 (25,000 ordinary shares @ Baht 10.00 par value each)  
**SE-ED holds** : 60.00% of shares

### **Name and Location of Associated Company**

**Name** : **M & E Co., Ltd.**  
**Address** : 77/111 Sin Sathorn Tower Bldg. 26<sup>th</sup> floor, Krung Thonburi Road, Klongtongsai, Klongsarn, Bangkok 10600, Thailand  
**Tel.** : 66-2862-1396-9  
**Fax** : 66-2862-1395  
**Website** : www.me.co.th  
**Business** : Magazine and Book publishing for Engineer  
**Registered No.** : 0105527008994  
**Registered Capital** : THB 400,000.00 (4,000 ordinary shares @ Baht 100.00 par value each)  
**Paid-up share capital** : THB 400,000.00 (4,000 ordinary shares @ Baht 100.00 par value each)  
**SE-ED holds** : 25.00% of shares

### **References**

**Stock Registrar** : **Thailand Securities Depository Co., Ltd.**  
**Address** : 62 The Stock Exchange of Thailand Building, 4<sup>th</sup>, 6-7<sup>th</sup> Floor, Ratchadaphisek Road, Klong Toey, Bangkok 10110, Thailand  
**Tel.** : 66-2229-2800, 66-2654-5599  
**Fax.** : 66-2359-1262-3  
**Call center** : 66-2229-2888  
**E-mail** : contact.tsd@set.or.th  
**Website** : www.tsd.co.th

**Auditor** : **Miss Pimjai Manitkajohnkit Auditor ID: 4521 and/or**  
**Miss Rungnapa Lertsuwanku Auditor ID: 3516 and/or**  
**Mr. Chayapol Suppasedtanon Auditor ID: 3972 and/or**  
**Other auditors from the same office**

**Address** : EY Office Limited (formerly known as 'Ernst & Young office Limited')  
 : 33<sup>rd</sup> Floor, Lake Rajada Office Complex, 193/136-137 New Rajadapisek Road, Klongtoey, Bangkok 10110  
**Tel.** : 66-2264-0777  
**Fax.** : 66-2264-0789  
**E-mail** : Ernstyoung.thailand@th.ey.com  
**Website** : www.ey.com

**Legal Consultant** : **Chuan and Associates Law Office**  
Address : 1153/44 Soi Ladprao 101, Ladprao Road, Klongjun, Bangkok, Bangkok 10240,  
Thailand  
Tel. : 66-2731-5337 and 66-2731-5338  
Fax : 66-2731-5759

**Bond holder**

**Representative** : - No bonds -

**6.2 Other Significant Information**

- None -

## Section 2

# Management and Corporate Governance

### 7. Assets and Shareholders

#### 7.1 No. of Registered Capital and Paid-up share Capital

##### The Company's Security

Security's Name	: SE-ED : SE-EDUCATION PUBLIC COMPANY LIMITED
Market	: SET
Industry Group	: Service
Business Category	: Media and Publishing
Listed Date	: August 22, 1991
Authorized Capital	: THB 391,944,529; THB 1 per common share
Paid-up Capital	: THB 391,944,418; THB 1 per common share

*(Unit: Baht)*

	2013	2012	2011
Registered share capital :	391,944,529.00	356,313,243.00	323,921,130.00
Par value	1.00	1.00	1.00
Paid-up share capital :			
paid-up share capital at the beginning of the period	356,313,209.00	356,313,209.00	323,921,130.00
paid-up share capital at the end of the period	391,944,418.00	356,313,209.00	323,921,130.00
Premiums on share capital :			
premiums on share capital at the beginning of the period	149,420,557.75	149,420,557.75	149,420,557.75
premiums on share capital at the end of the period	149,420,557.75	149,420,557.75	149,420,557.75

## The Subsidiary's Security

Unit: Million Baht

Detail	2013			2012		2011	
	SE-ED Book Center Co., Ltd.	Plearn Patt Co., Ltd.	BaesLab Co., Ltd.	SE-ED Book Center Co., Ltd.	Plearn Patt Co., Ltd.	SE-ED Book Center Co., Ltd.	Plearn Patt Co., Ltd.
Authorized Share capital	1.00	169.48	1.00	0.10	169.48	0.10	170
Book value (Baht per share)	10	10	10	10	10	10	10
Issued and paid-up share capital	1.00	169.48	0.25	0.10	169.48	1.10	170
SE-ED holds of share	99.99	48.97	60	99.93	48.97	99.93	48.82

## Shareholders

### The List of Major Shareholders

- (a) The List of the top 10 shareholders, according to article 258, Securities Exchange Commission Act (B.E. 2535), as of May 8, 2013 (latest share register closed date) are as follows:

No.	Shareholders	Number of Shares	% of Paid-up Capital
1	GMM Grammy Public Company Limited	45,045,920	12.64
2	Mr. Rit Thirakomen	25,309,660	7.10
3	Krungsri Dividend Stock LTF	21,255,990	5.97
4	Mr. Pongsak Sivapatrakumpol	11,935,926	3.35
5	Best Fortune Property and Loan Fund	11,673,820	3.28
6	THAI NVDR CO., LTD	11,458,806	3.22
7	Mr. Thanong Chotisorayuth	10,955,313	3.07
8	Krungsri Dividend Stock Found (KFSDIV)	10,089,360	2.83
9	Mr. Thatchai Chotisorayuth	8,510,370	2.39
10	Ms. Nanjana Pooworawan	7,733,836	2.17
<b>Total</b>		<b>163,969,001</b>	<b>46.02</b>

- Remarks:
- Paid-up capital as of May 8, 2013 amounts to THB 356,313,209 (the company's latest book closing date).
  - Investors can view the current Shareholder's information from the Company's website before the date of the annual Shareholder's meeting.
  - Shareholders through Thai NDVR Co., Ltd. consist of 2 shareholders: UOB KAY HIAN PRIVATE LIMITED in the amount of 4,950,000 shares and CHASE NOMINEES LIMITED in the amount of 4,443,780 shares; lead to the total of 9,393,780 shares or 2.64% of the paid-up capital.  
(From <http://www.set.or.th/set/nvdr/nvdrholder.do?symbol=SEED&language=en&country=US>)

## Distribution of Shares

Distribution of shareholding as on May 8, 2013 (Book closing date of the last registration).

Item	Share Distribution						Total		
	Individual			Juristic individual			Number	Shares	%
	Number	Shares	%	Number	Shares	%			
Thai shareholders	5,182	239,097,334	67.10	41	116,409,538	32.67	5,223	355,506,872	99.77
Foreign shareholders	6	79,287	0.02	3	727,050	0.21	9	806,337	0.23
<b>Total</b>	<b>5,188</b>	<b>239,176,621</b>	<b>67.12</b>	<b>44</b>	<b>117,136,588</b>	<b>32.88</b>	<b>5,232</b>	<b>356,313,209</b>	<b>100.00</b>

At the last registration date, there were 5,223 Thai national shareholders totaling 355,506,872 shares (99.77%) which consist of 41 juristic persons and 5,182 individual shareholders, and 9 foreign shareholders, totaling 806,337 shares (0.23%), which consisted of 3 juristic persons and 6 individual shareholders.

- (b) Names of main shareholders who practically have material influence in prescribing the company's management policy operation is GMM Grammy Public Company Limited.

On October 17, 2013, the director representing GMM Grammy Public Company Limited submitted a resignation from the Board of Directors. Therefore, as of December 31, 2013, the Company does not have a director that represents the major shareholder.

## 7.2 Dividend Payment Policy

### Dividend Payment Policy of the Company

The Company declared a policy to pay dividend no less than 50% of the net profit after the deduction of the corporate income tax based on the separate financial statements by proposing that the dividends be paid on an annual basis the year following the Annual General Shareholders' Meeting, except the interim dividends payment. The Board of Directors has legal right to approve the dividends payment and reports to the shareholders to acknowledge in the following Shareholders' meeting.

### Dividend Payment Policy of the Subsidiary (Plearn Patt Co., Ltd.)

The Company can pay dividend payment from the subsidiary when the Company withholds the capital reserve of no less than 5% of the annual total profit, deducted by the accumulated deficit (if any) until the reserve capital is accounted for no less than 10% of the registered capital. The Company may not pay dividends from other sources except for the profit money. In case the Company has an accumulated deficit, the Company may not pay dividends. The dividends will be divided by the numbers

of shares evenly. However, the committee may pay occasional interim dividends if the profit amount is sufficient to appropriately do so and the committee will report it in the coming meeting. The dividend can be paid within one month from the shareholders' meeting date on the date of the committee's approval.

In addition, according to the Bill of Private Schools B.E. 2550 Section 45, the annual profits from the operation of schools in the system can be allocated by the committee as follows:

1. Schools in the system which are supported by the government allocate no more than 3% of the profit to the system's school support fund assigned by the committee.
2. No less than 10% of the profit is allocated to the capital reserve.
3. No more than 40% of the profit is allocated to the licensee.
4. In case there are other funds, the profit may be located to such funds. In case of no other funds available, the remaining profits may be allocated to the capital reserve.

The Company's dividend payments in the last 3 years are as follows:

Dividend payment from operations results	Dividend payment date	Dividend Per share (Baht)	Net profit (Thousand Baht) [separate financial statements]	Dividend payout ratio
<b>Year 2013 :</b>				
<b>Cash Dividend</b>	22/05/2014	0.18*	73,388	96.13
<b>Total for Year 2013</b>		<b>0.18</b>	<b>73,388</b>	<b>96.13</b>
<b>Remarks *</b>				
<ul style="list-style-type: none"> <li>The Board of Directors' meeting no. 1/2014 had a resolution to propose to the General Shareholders Meeting to approve the dividend payment for the operation result of 2013 as cash dividend in the amount of THB 0.18 per share.</li> <li>Rate of dividend per share which is paid from net profit after corporate tax in the financial statement for individual company is proposed by the board of directors, where by such rate will be decided at the annual general shareholder's meeting on April 24, 2014. Currently, the company increased the authorized capital (to support the dividend payment of the operation result in 2012), the registration with the Ministry of Commerce was done on May 22, 2013.</li> </ul>				
<b>Year 2012 :</b>				
<b>Cash Dividend</b>				
- Quarter 1	8/06/2012	0.10	54,219	65.72
- Quarter 2	6/09/2012	0.10	70,411	50.60
- Quarter 3	6/12/2012	0.10	42,072	84.69
- Quarter 4	22/05/2013	0.11112	38,450	102.97
<b>Total for Year 2012</b>		<b>0.41112</b>	<b>205,152</b>	<b>71.40</b>
<b>Stock Dividend</b>				
The 1/2013 General Meeting of Shareholders approved the dividend payment for the year 2012. The dividend will be paid in the form of the Company's common stock of no more than 35,631,320 shares, at THB 1 per share. This will be given to the Company's shareholders at the rate of 10 original shares per 1 stock dividend or <b>THB 0.10 per share</b> (along with the cash dividend at the rate of THB 0.41112 per share as detailed above).				
<b>Year 2011 :</b>				
<b>Cash Dividend</b>				
- Quarter 1	10/06/2010	0.10	41,219	78.59
- Quarter 2	8/09/2010	0.10	79,937	40.52
- Quarter 3	8/12/2010	0.10	59,517	54.42
- Quarter 4	24/05/2011	0.11112	42,162	85.37
<b>Total for Year 2011</b>		<b>0.41112</b>	<b>222,835</b>	<b>59.76</b>
<b>Stock Dividend</b>				
The 1/2012 General Meeting of Shareholders approved the dividend payment for the year 2011. The dividend will be paid in the form of the Company's common stock of no more than 32,392,113 shares, at THB 1 per share. This will be given to the Company's shareholders at the rate of 10 original shares per 1 stock dividend or <b>THB 0.10 per share</b> (along with the cash dividend at the rate of THB 0.41112 per share as detailed above).				

## 8. Management Structure

### 8.1 The Board of Directors

The Board of Directors consists of 3 Boards: Board of Directors, Board of Audit Committee and the Recruitment and Remuneration Committee. The authorizations are as follows:

**(A) The Board of Directors** has the duty to make recommendations and to draw Company policy, working strategy and other visions of the Company's operation. As of December 31, 2013 the Board consisted of the following 10 members:

Name	Position	Type of Directors	Remark
1. Mr. Somboon Chinsawananon	Chairman of the Board of Directors, Chairman of Recruitment and Remuneration Committees	Independent Director Non - executive Director	Started on April 25, 2013
2. Mr. Saroch Lamlerprasertkul	Chairman of Audit Committee, Vice-Chairman of the Board of Directors	Independent Director Non - executive Director	Started on April 25, 2013
3. Mr. Pravit Tantiwasinchai	Director, Audit Committees	Independent Director Non - executive Director	Started on April 25, 2013
4. Mr. Kachen Benjakul	Director, Audit Committees	Independent Director Non - executive Director	Started on April 28, 2011
5. Mr. Vorasit Pokachaiyapat	Director, Recruitment and Remuneration Committees	Independent Director Non - executive Director	Started on April 28, 2011
6. Mr. Phairat Sittakul	Director	Non - executive Director	Started on April 28, 2011
7. Mr. Wattana Chiengkul	Director, Recruitment and Remuneration Committees	Non - executive Director Authorized Signing Director	Started on April 25, 2013
8. Assoc. Prof. Yuen Poovarawan	Director	Non - executive Director	Started on April 26, 2012
9. Mr. Thanong Chotisorayuth	Director, Managing Director	Executive Director Authorized Signing Director	Started on April 26, 2012
10. Mr. Viboolsak Udomvanich	Director, Deputy Managing Director, The Company's Secretary.	Executive Director Authorized Signing Director	Started on April 26, 2012

The shares held by the Board of Directors in 2013 and 2012 include shares held by spouses and children under legal age. Shareholders under the Securities and Exchange Commission Act (B.E. 2535) section 258 are shown as follow:

Name-Lastname	Number of shares		
	December 31, 2013	December 31, 2012	Number of shares: Increase (Decrease) during the year
1. Mr. Somboon Chinsawananon	188,568	171,426	17,142
2. Mr. Saroch Lamlerprasertkul	None	None	-
3. Mr. Pravitt Tantiwasinchai	None	None	-
4. Mr. Kachen Benjakul	473,231	430,210	43,021
5. Mr. Vorasit Pokachaiyapat	None	None	-
6. Mr. Phairat Sittakul	4,236,650	5,325,826	(1,089,176)
7. Mr. Wattana Chiengkul	4,983,133	4,530,121	453,012
8. Assoc. Prof. Yuen Poovarawan	6,958,809	6,326,191	632,618
9. Mr. Thanong Chotisorayuth	12,132,247	10,834,716	1,297,531
10. Mr. Viboolsak Udomvanich	5,189,812	6,485,627	(1,295,815)

The Directors who are authorized to sign on behalf of the Company comprise of Director, Managing Director and Deputy Managing Director, with signatures of at least two-thirds of the authorized Directors and stamp of Company's seal of approval.

**Scope of Duties of the Board of Directors:** The Board of Directors has duties to make decisions and supervise the operation of the Company as follows:

1. To determine the vision, mission, and strategy of the Company that includes the objective and financial target to support the stability, balance and sustainable benefit for all elements concerned. This also includes the continuous value adding to the shareholder.
2. To practice according to the laws, stipulations, and regulations associated with business activity and also shareholders' resolution, so that the Company's business interest will be maintained as to not result in conflict of interest which may affect the interested groups.
3. To determine the management guideline and overall risk management, as effective risk management procedure may be realized.
4. To assign the task of reports on financial status and ensure the openness, clarity, transparency, and reliability of such reports in accordance with the rules related to each department.
5. To supervise on the suitable communication channels between the Company and the shareholders and also the interested groups.

6. To ensure the availability of the suitable system or mechanism of executives' remunerations, creating a proper work incentive.
7. To approve budgets for the financial activity such as budgets for stock investments and loans, that will not result in the conflicts of interest toward any Committee member.

With exception, the following matters are required for the Committees to have approval from the shareholders' meeting prior to undertaking the plan.

1. Issues prescribed by law have to be approved for the resolution of general shareholders.
2. Issue of related-party transactions with the value of items needed to be approved from the resolution of general shareholders according to the regulation or promulgation of the Stock Exchange of Thailand about related-party transaction of listed companies.
3. Issue of buying or selling significant assets with the value needed to be approved from the resolution of general shareholders according to the regulation or promulgation of the Stock Exchange of Thailand about acquisition and disposal of assets of listed companies.

There was a review of duties of the Board of Directors in order to harmonize with the Good Corporate Governance Policy.

Moreover, the Company realized the importance of good supervision, as the result, 8 out of 10 Directors completed the Director Accreditation Program (DAP), Director Certification Program (DCP), Audit Committee Program (ACP), organized by Thai Institute of Directors Association. The Directors also attended the training course for the Corporate Secretary Development Program, organized by the Listed Companies Association of Thailand.

### **(B) The Audit Committee**

As of December 31, 2013 the Audit Committee consisted of the following 3 members and 1 member of Secretary of the Audit Committee which consists of 3 independent Directors, where 3 of the Directors possess the direct knowledge and understanding or experience in accounting or finance, as the names are shown below :

Name	Position	
1. Mr. Saroch Lamlerprasertkul	Chairman of Audit Committee	Independent Director with accounting or finance experience
2. Mr. Pravit Tantiwasinchai	Audit Committee	Independent Director with accounting or finance experience
3. Mr. Kachen Benjakul	Audit Committee	Independent Director with accounting or finance experience

*Mr. Wichian Rungpoonsab, Internal Audit and Investor Relations Manager, is the secretary of the Audit Committee.*

### **Scope of Duties of the Audit Committee**

1. Ensure the accuracy and adequacy of financial reports.
2. Ensure the suitability and effectiveness of Internal Control and Internal Audit systems and examine the independence of Internal Audit, including the approval of position transfer, hiring termination of the head of Internal Audit or other division responsible for Internal Audit.
3. Ensure the Company's practice is in compliance with regulation Security and Exchange Commission and relevant law concerning the Company's business.
4. Consider, select and propose the nomination of independent person to perform the duty of the Company's Accounting Auditor and suggest remuneration for such a person, including: attending the meeting with Accounting Auditors without the presence of management by at least once a year.
5. Consider related items and disclose them in accordance with the law and regulation of the Security and Exchange Commission. This is to ensure that said items are reasonable and most beneficial to the Company.
6. Prepare report of Audit Committees and disclose the information in the Company's Annual Report under which the report be signed by the Audit Committees as follows:
  - (a) an opinion on the accuracy, completeness and creditability of the Company's financial report.
  - (b) an opinion on the adequacy of the Company's internal control system,
  - (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
  - (d) an opinion on the suitability of an auditor,
  - (e) an opinion on the transactions that may lead to conflicts of interests,
  - (f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
  - (g) an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter.
  - (h) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors.
7. Take any action as assigned by the company under the approval of Audit Committees.

### Recruitment, Appointment and Term of Audit Committees

The Company's Board of Directors appointed the Audit Committees as proposed by the Recruitment and Remuneration Committees in which the consideration criteria is made from Company's Independent Directors and at least 2 Directors must have accounting and finance knowledge, with the term of 2 years. The Audit Committees whose term is expired is permitted to be re-appointed to the position once again.

The Audit Committees held a regular meeting by at least once every quarter with the outside accounting audit, and also the accounting department, and also report directly to the Board of Directors. Moreover, the Board of Directors has pressed the emphasis on the importance of being transparent and verifiable, therefore, it requests the Audit Committee to hold joint meetings with the accounting department without the presence of managing directors at the meetings, however, under their acknowledgement and Audit Committees meeting of 5/2013 on Wednesday, November 6, 2013 was a meeting between Audit Committees and Accounting Auditor without the presence of management, and 1 meeting was held.

Moreover, as the Company realized the importance of good corporate governance, one member of the Company's Audit Committee had completed Audit Committee Program (ACP) organized by Thai Institute of Directors Association.

**(C) The Recruitment and Remuneration Committees** are appointed by the Board of Directors. Their duty is to search and recruit individuals to be the Company's managing director, head of the Directors, executives, and also to follow up on succession plan to select individuals suitable for higher executive position and reports directly to the Board of Directors for approval, or to advise to the shareholders in some cases. Moreover, the Committees also review the annual remuneration for the management team to be commensurate with the responsibility and comparable to the outside labor market of the same industry, including the remuneration at the appropriate level with respect to the business growth, the operation result rate of increase in profit margin, as well as task and responsibility of committee, sub-committee, and the Company executives, to submit the proposal at the shareholder's meeting. As of December 31, 2012 the Recruitment and Remuneration Committees comprised of three respectable individuals, 2 from the independent Directors and 1 Director:

Name	Position	
1. Mr. Somboon Chinsawananon	Chairman of the Recruitment and Remuneration Committees	Non - executive director and an Independent Director
2. Mr. Vorasit Pokachaiyapat	Director	Non - executive director and an Independent Director
3. Mr. Wattana Chiengkul	Director	Non - executive Director And Authorized Signing Director

### **Scope of Duties of the Recruitment and Remuneration Committee**

1. To short-list and select the candidates to be appointed in the position of managing director and senior executives and also follow up on succession plans to recruit the suitable individuals for the position of high executive when the term is expired.
2. To determine methods and criteria in recruiting the Directors and Managing Director, so that the process remains transparent.
3. To stipulate method and criteria short-listing of the candidates who possess the quality in advance from minority shareholders so as to treat all shareholders with fairness.
4. To have legitimate power in calling for documents or individuals related to the case in point for consideration.
5. To present the policy and criteria on payment of the remuneration for the Directors, Managing Director, Senior Executives, Advisors to the Board of Directors, Committees appointed by the Board of Directors.
6. To consider the annual remuneration of the Directors, Managing Director, Senior Executives, Advisors to the Board of Directors and the Committees appointed by the Board of Directors.
7. To perform the scope of duties as assigned by the Board of Directors.

### **Recruitment, Appointment, Term of the Recruitment and Remuneration Committees**

The Board of Directors appointed Recruitment and Remuneration Committees for 2 year term.

As such, the method of candidate selection has been stipulated. Nevertheless, criteria to determine the method of recruiting managing director have been identified as follows:

1. The Recruitment and Remuneration Committees determine the structure, size and constituents of the Board of Directors, and stipulate the quality of Directors to be replaced in terms of overall knowledge, experience, and expertise in compliance with the element and quality stated in the related laws/regulations.
2. The Recruitment and Remuneration Committees determine the method of nominating the qualified candidate, including the procedure of nominating the qualified candidate in advanced from the minority shareholders.
3. The Recruitment and Remuneration Committees begin the search and consider suitable candidate for Directors.
4. The Recruitment and Remuneration Committees select the best candidate to be Directors and the recruitment result nominates the name of the person who is judged as the best candidate to be the Company's Director, together with the reasons and propose it to the Board of Directors through the Company's secretary.
5. The Board of Directors selected suitable candidates who possess the right qualities as proposed by the Recruitment and Remuneration Committee and present the candidate in the shareholder's meeting for consideration.

The Recruitment and Remuneration Committee's have, in advance, identified the method of nomination from the minority shareholders for the qualification and quality of candidates that must be met, as can be summarized below:

1. An individual who nominates the qualified person to be Directors must be a shareholder of the Company, which may be a single or consolidation of multiple shareholder(s) who own(s) a number of shares according what has been specified by the Recruitment and Remuneration Committee – that is to have the proportion of minimum share with no less than 5 percent of paid-up stocks in a continuous fashion at the minimum of 1 year and must hold shares at the date of nomination at the meeting or nominate the name of Directors together with certified documents that show the ownership of shares from the security company, other documents from Stock Exchange of Thailand or other documents which show the ownership of shares, and the consent document showing the name of the nominated individual to be submitted to the secretary of the Board of Directors.
2. The nominated candidates must possess all required qualifications and are not prohibited by public laws, securities and exchange laws and Good Corporate Governance practices.
3. Secretary of the Board of Directors presents the list of names to the Recruitment and Remuneration Committee for consideration of the suitability.

### **Board of Directors' Meeting**

The Board of Directors has set in advance and held special meeting as necessary, by clear advance meeting date and has set regular follow-up on operation period. The Chairman of the Board of Directors and the Managing Directors jointly considered the meeting calendar, by considering important case. The each Director is permitted to present the issues in the meeting as needed. The secretary will prepare invitation letter along with meeting schedule and details prior to the actual meeting at least 7 days to allow time for the Board of Directors to peruse the information prior to the meeting.

In each meeting, the Chairman of the Board of Directors allocated adequate and long enough to allow Directors to clarify problematic issues prudently. Moreover, the Chairman of the Board of Directors and the Board of Directors invited high level executive to the Board of Directors' meeting to request for more information and recorded in minutes of the meetings that were filed and certified by the Board of Directors for the Board of Directors and involved parties to view.

The Board of Directors assigned the non-executive Directors to meet every month as seemed suitable to do so with the attendants from executive directors or executive from management team in the meeting to allow a healthy discussion of problematic issues concerning the Company's business and issues that are of interest to the Directors, and later, report the result of meeting to the Chairman of the Board of Directors and the Board of Directors for acknowledgement.

In the past year of 2013, the Board of Directors met in total of 5 times with the average meeting length of 5 hours. In each meeting, there are an executive director from accounting department, executives from the related departments, and executives from Internal Audit and Investor Relations Division attending in sharing additional information.

The audit committees had a total of 6 meetings, with 5 regular meeting schedules, and 1 meeting between the audit committee and the accounting audit without the present of executive management was held.

The Recruitment and Remuneration Committees held a total of 3 meetings and the general shareholders' meeting held 1 meeting.

The details of the Board of Directors meeting and Sub-Committees Meeting in 2013 are as follows:

Name of Directors	Board of Directors' Meeting	Audit Committees' Meeting	The Recruitment and Remuneration Committees' Meeting	The General Shareholders' Meeting 2013
	Number of Meeting (5 Times)	Number of Meeting (6 Times)	Number of Meeting (3 Times)	Number of Meeting (1 Time)
1 .Mr. Somboon Chinsawananon	5/5	-	3/3	1/1
2. Mr. Saroch Lamlerprasertkul	5/5	6/6	-	1/1
3. Mr. Pravit Tantiwasinchai	4/5	5/6	-	1/1
4. Mr. Kachen Benjakul	5/5	6/6	-	1/1
5. Mr. Vorasit Pokachaiyapat	3/5	-	3/3	0/1
6. Mr. Phairat Sittakul	5/5	-	-	1/1
7. Mr. Wattana Chiengkul	5/5	-	3/3	1/1
8. Assoc. Prof. Yuen Poovarawan	5/5	-	-	1/1
9. Mr. Thanong Chotisorayuth	5/5	-	-	1/1
10. Mr. Viboolsak Udomvanich	5/5	-	-	1/1

The details of the Board of Directors meeting was resigned between a year 2013 (4 persons) as follow:

Name of Directors	Board of Directors' Meeting	Audit Committees' Meeting	The Recruitment and Remuneration Committees' Meeting	The General Shareholders' Meeting 2013
	Number of Meeting (5 Times)	Number of Meeting (6 Times)	Number of Meeting (3 Times)	Number of Meeting (1 Time)
1. Mr. Yongsak Ekaprachyasakul	1/1	-	-	-
2. Mr. Suwat Damrongchaitham	1/1	-	-	-
3. Mrs. Jiraporn Rungsrihong	3/3	-	-	1/1
4. Mr. Rafa Damrongchaitham	3/3	-	-	1/1

## 8.2 Company's Executives

As of December 31, 2013 with the total of 19 individuals, as follows: (The executive's positions are ranked from 1 to 7 in accordance with the definition of SEC promulgation)

Name	Position
1. Mr. Thanong Chotisorayuth	Director / Managing Director / Authorized director to sign for and bind the company
2. Mr. Viboolsak Udomvanich	Director / Deputy Managing Director / Authorized director to sign for and bind the company / Company's Secretary
3. Mrs. Montalee Chotisorayuth	Assistant Managing Director – SE-ED Book Center Director of SE-ED Book Center
4. Mrs. Kamchana Charoenwong	Assistant Managing Director - Sales and Distribution
5. Mrs. Nuchanart Kongvisaisuk	Assistant Managing Director - Magazines
6. Ms. Sajipat Pumpuengput	Director of Financial Division
7. Ms. Aree Sae-ung	Director of Accounting Division
8. Mr. Wiroj Lackanaadisorn	Director of HR Division & Organization Development Director of SE-ED Learning Center
9. Mr. Apichit Suananuntapoom	Director of Logistics
10. Mr. Ekasit Wiwattanaprasit	Director of Strategic Information Administration
11. Mr. Meechoke Thongsawai	Director of Academic Consulting and International Business
12. Ms. Daungjai Jeenanurugk	Director of Sales and Distribution
13. Mr. Kriwoot Rojprasertsoot	Director of Magazine Publishing Division
14. Ms. Sarida Sarajan	Executive Editor, Text Books Division
15. Mrs. Kanit Promsen	Executive Editor, General Books Division
16. Ms. Phitsamai Chairat	Assistant Director in Management and Operation, SE-ED Book Center
17. Mrs. Srinuan Konsila	Assistant Director in Marketing and Products, SE-ED Book Center
18. Ms. Sodsaros Hongron	Assistant Director in Purchasing and E-Commerce, SE-ED Book Center
19. Mr. Chonlavit lamraksakiat	Assistant Director in Strategy Analysis and Business Improvement, SE-ED Book Center

## Report on changes of shares of Company's Executives on December 31, 2013

Name	Number of shares		Number of shares: Increase (Decrease) during the year	Remark
	December 31, 2013	December 31, 2012		
1. Mr. Thanong Chotisorayuth	9,818,122	8,730,966	1,087,156	Spouse of Mrs. Montalee Chotisorayuth
2. Mr. Viboolsak Udomvanich	None	372,025	(372,025)	
3. Mrs. Montalee Chotisorayuth	2,314,125	2,103,750	210,375	Spouse of Mr. Thanong Chotisorayuth
4. Mrs. Karnchana Charoenwong	None	None	-	
5. Mrs. Nuchanart Kongvisaisuk	1,683,688	1,722,180	(38,492)	
6. Ms. Sajipat Pumpuengput	None	134,354	(134,354)	
7. Ms. Aree Sae-ung	None	None	-	
8. Mr. Wiroj Lackanaadisorn	736	660	66	
9. Mr. Apichit Suananuntapoom	47,555	89,232	(41,677)	
10. Mr. Ekasit Wiwattanaprasit	None	None	-	
11. Mr. Meechoke Thongsawai	121,000	110,000	11,000	
12. Ms. Daungjai Jeenanurugk	432	20,393	(19,961)	
13. Mr. Kriwoot Rojprasertsoot	14,762	13,420	1,342	
14. Ms. Sarida Sarajan	22,493	20,449	2,044	
15. Mrs. Kanit Promsen	270,866	289,333	(18,467)	
16. Ms. Phitsamai Chairat	304,304	331,056	(26,752)	
17. Mrs. Srinuan Konsila	237,329	359,590	(122,261)	
18. Ms. Sodsaros Hongron	57,112	51,920	5,192	
19. Mr. Chonlavit lamraksakiat	None	3,000	(3,000)	

**Scope of Duties for Managing Director:** The managing director is empowered to act on behalf of all Directors in the following matters:

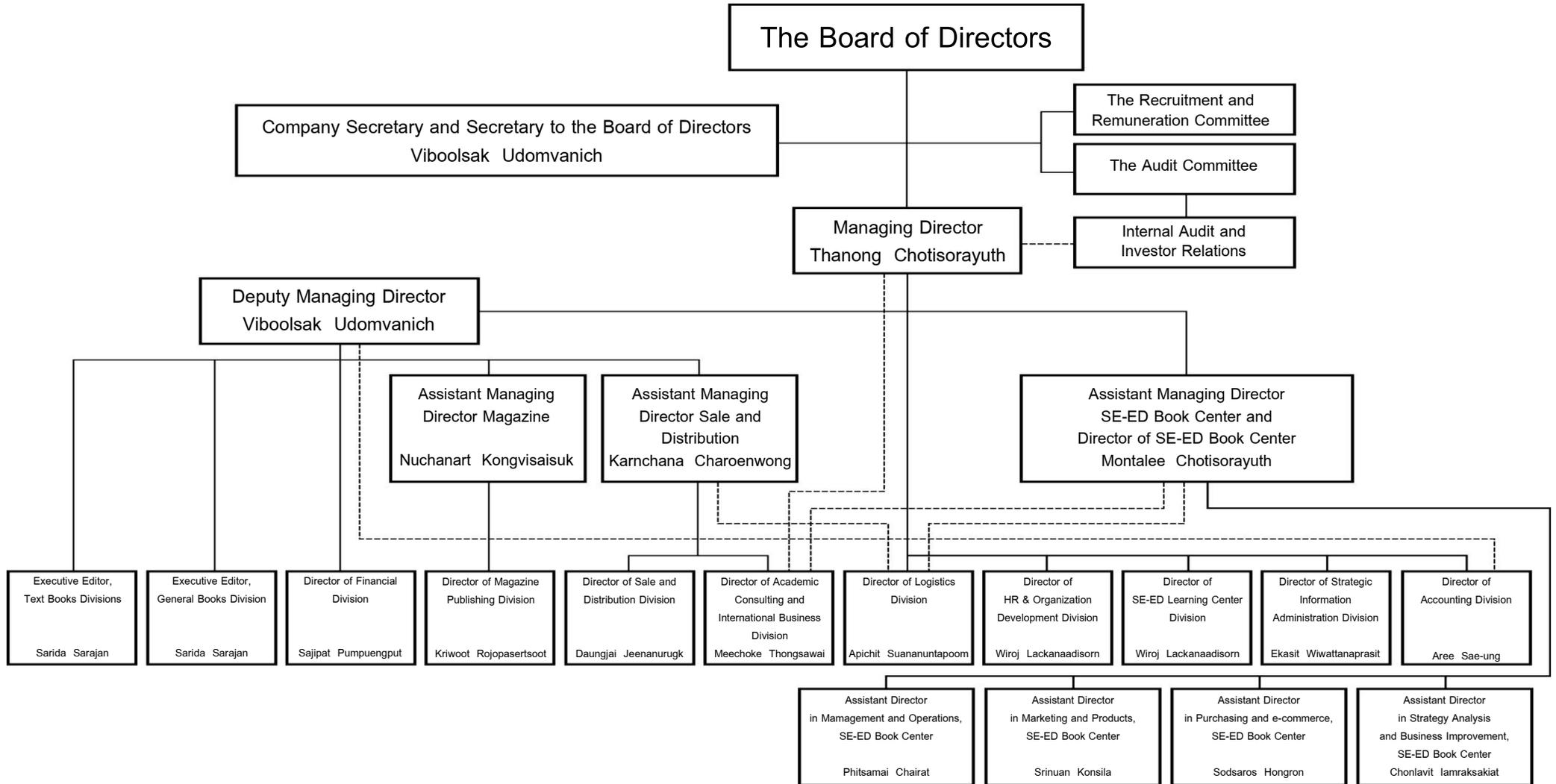
1. To administer Company affairs, follow objectives and obligations, including procedures and resolutions issued by the Committee and assume authority to direct all professional staff and employees. In managing Company business, the managing director is directly responsible on behalf of the Committee.
2. To hire, position, appoint, and punish professional staff and discontinue employment of staff and employees, including the promotion, or salary adjustment. This directive excludes professional staff and employees who are employed, positioned, and punished and dismissed by a Committee, or procedural regulations.

3. To determine the conditions of employment of professional staff and employees, to order or announce the procedure of administration and operation which does not obstruct the Company's regulations, the Committee's agreements, the labor law or other related laws.
4. To operate any other business following Company regulations and the Committee's agreement, including assigning operational functions to the Company's officers and employees.
5. To act and commit for endorsement of contracts permitted under license and any other contracts involving licenses with appropriate and careful consideration to prevent any violation of a licenses held by others.
6. For any business related to external sources, the managing director and authorized directors have the authority to act and commit within the scope of the authority, specified in regulation No.1, except any business in which the managing director and Authorized Directors might be in disagreement, or have some benefit from that business, or conflict with the Company or Company's subsidiaries. Conclusions should be reached when the Committee meeting includes the independent Directors. To achieve success, the managing director and the authorized Directors will assign any person as a representative to respond to that particular duty.
7. In absence or unavailability of managing directors, the deputy managing director will act on his or her behalf for general routine work and report to the managing director afterwards, other than that, the deputy managing director will request permission to proceed from the Chairman. When there is a vacancy for the position of Managing director, the acting Managing director will be selected from the list of directors or shareholders approved by the Recruitment and Remuneration Committee.
8. The approval of over-budget item beyond what has earlier been agreed upon by the Board of Directors must be presented in the meeting of Board of Directors for considerations and approvals according the Company's regulation or stipulated laws.

The Board of Director and management of the Company have qualifications in compliance with the article 68 of Public Company Limited Act (B.E. 2535) and possess no prohibited quality stipulated in the regulation of Security Exchange Commission concerning the request and permission to sell new shares. Moreover, no criminal records have been found for the past 10 years.

The background detail of directors and executives are as in attached document number 1.

### SE-EDUCATION Public Company Limited Organization Chart



### **8.3 Company Secretary**

**Company Secretary / Secretary to the Boards of Directors:** The Board of Directors' Meeting No.5/2007 dated November 3, 2007 appointed Mr. Viboolsak Udomvanich, a Director, to be the Company's secretary whose qualification and experience deemed appropriate for the responsibility in monitoring the Company to comply with the rules and the Company's regulations and also in line with principles of Good Corporate Governance to allow effective management.

#### **Scope of Duties of Company's Secretary / Secretary to the Boards of Directors**

1. To give initial recommendations to the Directors concerning the issues of legality, regulations, and a number of different kinds of company information, and follow through to ensure that all regulations properly adhere, including the report concerning changes which are deemed significant.
2. To organize shareholders' meetings and the Board of Directors' meeting in accordance with the law and Company's rule.
3. To record and report the issues in the shareholders' and the Board of Directors' meeting, and also keep track of activities that have been decided in the shareholders' and the Board of Director's meeting.
4. To ensure the openness of information, which is in accordance with the Stock Exchange of Thailand, Securities and Exchange Commission and other supervisory authority.
5. To communicate with the shareholders, investors and supervisory authority, including the dissemination of information to the interested public and other interest groups.
6. To perform any other assignments that delegated by the Board or Directors.

Moreover, the Company also realized the importance of good supervision and, the Board's secretary also completed a training course called "Corporate Secretary Development Program" Class#17, organized by Thai Listed Companies Association, sponsored by Stock Exchange of Thailand and Thai Company Secretary Club.

### **8.4 Remuneration for Executives**

#### **(1) Cash Compensation**

The remuneration for Directors of the board and managing director, the Board of Directors has appointed the Recruitment and Remuneration Committee to consider the appropriateness and responsibility of each director and managing director, circumstance, economic environment, and relative compliance with other business within a similar industry. Moreover, the Recruitment and Remuneration Committee had proposed the remuneration policy and guidelines for considering the remuneration rate

for each committee and propose to the general shareholders' meeting to review and approve annually. However, the compensation of the Director of the Board of Directors, Sub-committee to the board has already been approved at the shareholder's general meeting.

**(a) Compensation for the Company's Directors:** The resolution from shareholders' general meeting number 1/2013, dated Thursday April 25 2013, has approved the compensation for directors as in the following details:

The salary compensation consists of

- Chairman of the Board: 25,000 Baht per month.
- Independent Director and Director: 15,000 Baht per month.

Meeting allowances are only for those directors who attend the meeting. However, in the Board of Directors or Sub-committee of the Board of Directors meeting, the Sub-committee may decide not to receive the allowance in a particular meeting, which depends upon the judgment and collective decision of the Sub-committee.

- Allowance for Chairman for each director: 20,000 Baht per meeting.
- Allowance for Directors for each director: 10,000 Baht per meeting.
- Allowance for Sub-committee to the Board of Directors
  - Chairperson of each Sub-committee 10,000 Baht per meeting.
  - Each Sub-committee member 7,000 Baht per meeting.

The Annual General Shareholder's Meeting 1/2013 approved the lump sum retirement payment for 2013 is no more than THB 5,000,000 by assigning the Recruitment and Remuneration Committees considered suitable payment allocation, and report to shareholders in the following year of the shareholders' meeting. The meeting of Recruitment and Remuneration Committees 2/2014 dated February 28, 2014 approved the allocation of lump sum retirement payment for 2013 by the amount of THB 2,194,030, which is less than the approved sum from the AGM and less than directors' remuneration fee 40% of 2012.

Remuneration for Board of Directors consisting of 10 persons as of year 2013 is in the following:

(Unit: Baht)

Name of Directors	Position	Remuneration as of position and meeting allowance 2013				Remuneration (paid) from position 2013	Total
		The Board of Directors	The Audit Committee	The Recruitment and Remuneration Committee	Emoluments		
1. Mr. Somboon Chinsawananon	Chairman of the Board and Independent Director	100,000	-	10,000	260,000	445,440	815,440
2. Mr. Saroch Lamertprasertkul	Chairman of Audit Committee and Vice-Chairman of the Board of Directors and Independent Director	50,000	50,000	-	160,000	336,960	596,960
3. Mr. Pravit Tantiwasinchai	Audit Committee and Independent Director	40,000	28,000	-	160,000	314,880	542,880
4. Mr. Kachen Benjakul	Audit Committee and Independent Director	50,000	35,000	-	160,000	314,880	559,880
5. Mr. Vorasit Pokachaiyapat	Independent Director	30,000	-	7,000	160,000	269,760	466,760
6. Mr. Phairat Sittakul	Director	50,000	-	-	160,000	269,760	479,760
7. Mr. Wattana Chiengkul	Director and Authorized Director to sign for and bind the Company	50,000	-	7,000	160,000	269,760	486,760
8. Assoc. Prof. Yuen Poovarawan	Director	50,000	-	-	160,000	269,760	479,760
9. Mr. Thanong Chotisorayuth	Director, Managing Director and Authorized Director to sign for and bind the Company	50,000	-	-	160,000	269,760	479,760
10. Mr. Viboolsak Udomvanich	Director, Deputy Managing Director, Authorized Director to sign for and bind the Company and Company's Secretary	50,000	-	-	160,000	269,760	479,760
<b>Total</b>		<b>520,000</b>	<b>113,000</b>	<b>24,000</b>	<b>1,700,000</b>	<b>3,030,000</b>	<b>5,387,720</b>

Remuneration for Board of Directors consisting of 5 persons was resigned between year 2012 and 2013 as follow:

(Unit: Baht)

Name of Directors	Position	Remuneration as of position and meeting allowance 2013				Remuneration (paid) from position 2013	Total
		The Board of Directors	The Audit Committee	The Recruitment and Remuneration Committee	Emoluments		
1. Mr. Yongsak Ekprachyasakul <sup>(2)</sup>	Director	10,000	-	-	17,500	269,760	297,260
2. Mr. Suwat Dumrongchaitham <sup>(2)</sup>	Director	10,000	-	-	17,500	269,760	297,260
3. Mrs. Jiraporn Rungsrithong <sup>(3)</sup>	Director	30,000	-	-	105,241.94	-	135,241.94
4. Mr. Rafa Damrongchaitham <sup>(3)</sup>	Director	30,000	-	-	105,241.94	-	135,241.94
5. Mr. Pongsak Sivapatrakumpol <sup>(1)</sup>	Director, Deputy Managing Director and Authorized Director to sign for and bind the Company	-	-	-	-	86,471	86,471
<b>Total</b>		<b>80,000</b>	<b>-</b>	<b>-</b>	<b>245,483.88</b>	<b>625,991</b>	<b>951,474.88</b>

- Remarks :
- <sup>(1)</sup> In Board of Directors meeting no. 1/2012 on Wednesday, February 22, 2012, the Directors were informed of the director who retired by rotation, Mr. Pongsak Siwapatrakumpol. The retirement is effective on the Annual General Shareholders Meeting 2012 on April 26, 2012.
- <sup>(2)</sup> In the board of directors' meeting no. 1/2013 on Wednesday, November 20, 2013, the committee acknowledged the resignation of Mr. Yongsak Damrongchaitham and Mr. Suwat Damrongchaitham appointed Mrs. Jiraporn Rungsrithong and Mr. Rafa Damrongchaitham as the replacement, effective on February 21, 2013. Mr. Sumeth Damrongchaitham and appointed Mr. Suwat Damrongchaitham as the replacement.
- <sup>(3)</sup> On October 17, 2013 the board of directors' committee acknowledged the resignation of Mrs. Jiraporn Rungsrithong and Mr. Rafa Damrongchaitham.

### Comparison Chart of the Directors' Compensation year 2013, 2012, and 2010

(Unit: Baht)

Compensation	2013		2012		2011	
	Number	Amount	Number	Amount	Number	Amount
Gratuity of retirement fund (paid)	13	3,656,711	13	4,000,000	14 <sup>(3)</sup>	4,000,000
Director's compensation	14 <sup>(5), (6)</sup>	2,682,483.88	13 <sup>(4)</sup>	2,344,000	13	2,274,000
<b>Total</b>		<b>6,339,194.88</b>		<b>6,344,000</b>		<b>6,274,000</b>
<b>Compensation per director per year</b>		<b>452,799.63</b>		<b>488,000</b>		<b>482,615</b>
<b>Budget for directors' compensation was approved by service business group shareholders<sup>(1)</sup></b>		<b>N/A</b>		<b>9,369,396</b>		<b>N/A</b>
<b>Average compensation of media and printing industry<sup>(2)</sup></b>		<b>N/A</b>		<b>479,013</b>		<b>523,426</b>

Remarks <sup>(1)</sup> Information on directors and executives compensation, average directors compensation within the same industry has been surveyed by Institute of Director Thailand.

<sup>(2)</sup> Information about Compensation for directors and executives, average compensation of directors within the same industry are from the survey conducted by Stock Exchange of Thailand.

<sup>(3)</sup> In the board of directors' meeting no. 4/2010 on Wednesday, November 10, 2010, the committee acknowledged the resignation of Mr. Sumeth Damrongchaitham and appointed Mr. Suwat Damrongchaitham as the replacement.

<sup>(4)</sup> Remarks: In Board of Directors meeting no. 1/2012 on Wednesday, February 22, 2012, the Directors were informed of the director who retired by rotation, Mr. Pongsak Siwatarakampol. The retirement is effective on the Annual General Shareholders Meeting 2012 on April 26, 2012.

<sup>(5)</sup> In the board of directors' meeting no. 1/2013 on Wednesday, November 20, 2013, the committee acknowledged the resignation of Mr. Yonsak Damrongchaitham and Mr. Suwat Damrongchaitham appointed Mrs. Jiraporn Rungsrithong and Mr. Rafa Damrongchaitham as the replacement, effective on February 21, 2013. Mr. Sumeth Damrongchaitham and appointed Mr. Suwat Damrongchaitham as the replacement.

<sup>(6)</sup> On October 17, 2013 the board of directors' committee acknowledged the resignation of Mrs. Jiraporn Rungsrithong and Mr. Rafa Damrongchaitham.

### (b) Executives' Compensation

The Recruitment and Remuneration Committee will be a group to assess the performance of managing director and also consider the determination of compensation for managing director according to the said criteria. For the result of managing director' assessment, the Recruitment and Remuneration committee will be submitted to the Board of Directors to acknowledge and approve.

For the Compensation of top executives, the Recruitment and Remuneration Committee will determine the criteria and structure of executives compensation, which will consider them according to the principle and policy specified by the Board of Directors and also in accordance with the Company performance as well as the performance of each director. The managing director will be the person to consider the appropriateness in identifying the compensation of each individual staff and also the annual pay-rise of salary for high executives, and report all the reasonable compensation increase to the Board of Directors for later acknowledgment.

Remuneration for Management Directors and Management Executives for the first 4 executives next to the position of Managing Director and every executive in the same level as fourth management executive in total of 5 executives (in exclusion of the director of financial division and the director of accounting division) which can be illustrated in the table below.

Items	Cash Remuneration 2013	
	Amount	Total (Baht)
Salary	5	15,580,164.00
Bonus	5	2,836,888.20
Other Remunerations :		
- Contributions for the Provident Fund	5	779,004.00
- Other	5	454,200.00
<b>Total</b>		<b>19,650,256.20</b>

### (2) Other's Compensation

-None-

## 8.5 Personnel

The Company and its subsidiary has permanent employees as of December 31, as follows:

(Unit: person)

Items	2013	2012	2011
<b>SE-EDUCATION PLC <sup>(1)</sup> :</b>			
Head office staff	988	1,036	1,000
Branch staff	1,538	1,388	1,653
<b>Pleam Patt Co., Ltd. (Subsidiary) :</b>			
Teachers	212	192	204
Other staff	94	105	97
<b>BaesLab Co., Ltd. <sup>(2)</sup> (Subsidiary) :</b>			
Staff	8	-	-
<b>Total</b>	<b>2,840</b>	<b>2,721</b>	<b>2,954</b>

Remarks : <sup>(1)</sup> Excluding Outsourced Workers

<sup>(2)</sup> BaesLab Co., Ltd. was established on April 22, 2013.

The Company offered compensation in the forms of salary, wage, and benefits of employees (consolidated financial statements). In 2013, 2012 and 2011 the compensation accounted for a total of THB 743.22 Million, THB 732.23 Million, and THB 665.65 Million respectively.

The Company also has policy to compensate staff by considering the suitability and compliance with those of average in the similar industry. This includes the staff compensation should be in line with the business expansion and the Company's growth.

As the Company compensated staff with salary, bonuses and provident funds, it also has other welfare schemes to all staffs, such as healthcare reimbursable expense, annual health check-up, accommodation and travel expenses during trips to other provinces, insurance, bookstore branch uniforms, staff transportation service, fund for employees who suffer from a disaster, living expense fund and other relief fund including award to diligent staffs who work for 10, 20 and 30 years as an incentive to comfort staffs' morale and spirit in building up the Company's long-term growth.

**Personnel Development Policy** The Company has a policy to enhance the potential and efficiency of its staff on a regular basis with a view to better preparing them of global change in both competitiveness and new technology. It is the Company's mission to make employees happy as the Company believes that happy employees will work more effectively, with more creativity and dedication to the work, resulting in the Company's sustainable growth.

The following is the key guidelines in developing the human resources of the Company:

- **Continuous Improvement of Human Resources:** The Company has followed up on the productivity rate of the human resources using Key Performance Indicator or KPI to ensure the

continuous improvement of the human resources' productivity. The Company emphasized on organizing a proper operation structure and plan for each situation, improving cost-effective operation system, providing tools and equipments to enhance performances, as well as training courses for employees to improve working skills.

One thing that the Company has believed in is the policy not to reduce or lay off employees in case of an economic crisis so that the employees can feel more confident in dedicating to their works which are mostly pioneer works.

Moreover, the Company always gives awards and bonuses for employees annually as an incentive for employees with outstanding performances.

- **Continuous Skill Improvement with A3 Project:** At present, the Company has focused on finding, analyzing, gathering information and solving problems in the areas of works that need to be improved. The improvement will also development employees' performances and encourage them to use their knowledge in making reasonable decisions in order to decentralize the decision-making process from the executives and speeding the problem solving in the Company.

Under A3 Project employees from each department will submit ideas of performance improvement on an A3 paper and propose to the executives. When granted approval, the employees can proceed and report the progress directly to the leaders until the project is complete.

- **Opportunity to Improve Potential and Leadership Skill with Project Leader System :** The Company has a policy to support aggressive working style of employees without having to rely on orders from leaders. With the Project Leader system Employees can use their own ideas to improve their performance and solve problems. They will be assigned a leader in a project and work with colleagues from the same department or different departments which will lead to a Cross Functional Team. Executive staff will act as a consultant.

Project Leader System can help the Company to move forward faster and be independent from the complicated control system. Employees will have a chance to perform their potentials and work closely with executives. They can also improve their leadership skill by learning from the executives, working as a team, understanding policy logics and other work limitations.

- **Close Relation between Employees and Executives:** The Company's culture emphasizes on creating a close relationship between employees and executives without any double standard. Each employee is a part of the family and valuable to the Company. Every activity and corporation between executives and employees will go smoothly, challenging, and fun, under the family environment.

Such culture supports the Company's operation that can implement the Company's policy effectively, fast and productively. Every problem or obstacle will also be reported and solved immediately.

Employees at SE-ED Book Center branches across the country will have a chance to attend training programs at the head office regularly. The management team also visit the branches often to give advice for continuous improvement. Moreover, the Company has used the following IT technology to bridge the communications between the employees at the branches and the head office:

- ADSL (Asymmetric Digital Subscriber Line) is the system that can connect every branch to the head office and warehouse. The communication via telephone and email becomes more convenient and can help solving problems fast.
  - LCD TVs installed at SE-ED Book Center branches allow the head office to send video and audio signal to employees so they can be informed about news, product information and seasonal services. Employees will also be trained from the head office via LCD TV any time.
- **The Culture of Service Mind, Merit Mind, Volunteer Mind and No Humiliation within the Organization through Employees of All Levels:** The Company always reminds employees that the Company has no policy to support any operation that violates laws or contradicts the society's moral system. Merit Mind then becomes the working standard of the whole organization, for both the executive staff and employees. Any new projects, marketing activities or products will have to comply with this standard and the Company's good will. The Company also supports any activity that helps uplifting the merit mind of employees such as the corporation with Panyanantaram Temple to organize a mind and moral development activity that will promote positive working awareness. Employees can also apply the same awareness in their own everyday life.

Moreover, the Company also organizes trainings and seminars in "Excellent Reactive Service or ERS" for employees. The objective is to build a service mind for customers and colleagues. The volunteer mind is also emphasized through activities supported by the Change of Kids project. Employees can volunteer to build libraries for schools in need and donate books. They can propose the schools in their local neighborhood. This activity does not only build a volunteer mind for employees but strengthen the relationship among employees as well. Employees will feel proud in being a part of supporting children who lack opportunities to become smarter, which is also the Company's determination to "make Smarter Thais".

## **9. Good Corporate Governance**

The Company stresses the importance of the good corporate governance and establishes the good governance process in a consistent manner. The Company training all staffs to be consciously aware of business ethic in treating customers, trading partners, competitors, society, colleagues with virtue, transparency, as role models, social responsibility, honesty, equality, rights; and right of staffs, Directors, shareholders, trading partners until it turns into the Company cultural strength, which has long been practiced ever since its establishment 39 years ago. *“SE-ED seeks to do business in the areas that promote education in the fields necessary to the development of the nation. It operates the business that will make **“Smarter Thais”** by developing a sustainable business with a continuous earning growth at the above the industry average, being a role - model company that can create work result deems beneficial and accepted by society at large with happy staffs, and able to deliver and maintain an attractive long-term investment returns at the satisfactory level.”*

Therefore, this organization’s culture is the Company’s strength, making the Good Corporate Governance practice to succeed much easier, faster, and more substantially. When the Stock Exchange of Thailand suggested the 15 points of principles, which later had been changed to 5 categories, for good corporate governance as general guidelines to the listed companies, the Company can adjust to build relationships with the Company’s operation without much effort.

The Board of Directors has appointed the Audit Committees who are instrumental and a driving force in auditing all Company’s operations and administration up to the acceptable standard and in the right direction, by revising all policies in relation to Good Corporate Governance and ethical code book to suit the environment and being abreast of the times. This also includes the duty of reviewing the policy on Corporate Good Governance and regularly report to the Board of Directors with regards to the action taken to meet the stated policy as mentioned in Corporate Good Governance policy.

The Board of Directors has a clearly stipulated policy concerning the employment position in other Company and number of Company that Directors, managing director, and Company’s senior executives can be employed to allow effective serving of duty. As of December 31, 2013, none of the Board of Directors member is positioned in more than 3 listed companies. If the subsidiaries that are not a listed company is included, there is no director that holds the directorship of more than 5 companies.

The Board of Directors and senior executive are aware of the importance of knowledge development and experience in performing of duty. 80% of Directors have already attended the training course from Thailand Institute of Directors (IOD). In addition, for every change of new Directors, the Board of Directors has provided useful documents and information for new Directors, which include business information and direction.

The Board of Directors has prepared the development and succession plan of the managing director and senior executives for the readiness in case managing director and senior executives cannot perform the duty.

And Corporate Social Responsibility, the Board of Directors has arranged to prepare report on corporate social responsibility to show the determination and intention of directors, executives, and staffs to play a part of operating in business for social.

As the company stressed the importance of developing good corporate governance, the determination to participate in business transparently has resulted in 2013 as follows:

- Received 'SET Award of Honor' of Corporate Governance Report (five consecutive years of Top Corporate Governance Report Awards) for the third time from the SET Awards 2013 organized by the Stock Exchange of Thailand and Money & Banking Magazine. The Company is the only listed company outside SET100 to receive this award.
- The Company received the evaluation of Corporate Governance Report of Thai Listed Companies 2013, 2012, 2011, 2010, 2009 and 2008 as 'excellent' or 5 stars for six consecutive years. The evaluation was from Thai Institute of Directors (IOD), the Stock Exchange of Thailand, and the Office of Securities and Exchange Commission. The Company is the only company from the publishing business category in the service industry to be evaluated 'excellent' for six consecutive years.
- The Company was assessed by the Securities and Exchange Commission, Thai Listed Companies Association, and Thai Investors Association, in the organization of the Annual General Shareholders Meeting (AGM) 2013 in the level '5 TIA' with the perfect 100 scores for 5 consecutive years (2009-2013). There was a total of 475 listed companies participated in the assessment of the year 2013.

From such result, it reflects the determination of the Company's Board of Directors, executives and all the Company's staff who see the importance of business transparency, fairness to all parties and retraceable.

### **9.1 Policy on Good Corporate Governance**

The Board of Directors is aware of the importance of good corporate governance to increase transparency, competitiveness and confidence to the shareholders, the investors and the involved parties. So, it has prescribed in written format the policy on Good Corporate Governance and also revised and updated the policy on Good Corporate Governance and business ethics handbook that are suitable for the business environments and more international, by stipulating that the revision of Good Corporate Governance policy shall be made once a year.

In 2013, the Audit Committee and the Board of Directors has reviewed the principle of Corporate Good Governance that has been revised in the 11<sup>st</sup> Edition since 2001. Rules and regulations were amended to correspond with the 'Corporate Governance Report of Thai Listed Companies' and will be used for the assessment in 2014 of Thai Institute of Directors (IOD).

**The Board of Directors has prescribed the policy of good corporate governance as follows:**

1. The Board of Directors, all management and staffs are determined to engage in practicing Good Corporate Governance in the Company and organize management structure that offers linkage between the Board of Directors, management, shareholders and stakeholders.
2. Shareholders will be treated with fairness and have their rights in access to information and available channel of communication with the Company.
3. The Board of Directors will facilitate all minority shareholders in permission to add number of minority shareholders' meeting prior to the date of shareholders' meeting, which also includes a clear guideline of practice.
4. The Board of Directors will engage in the release of business information with regards to finance and non-finance information adequately, reliably, timely, transparently, fairly to all shareholders, investors and Company's Stakeholders.
5. The Board of Directors will establish a unit in the Company to deal with shareholders, investors, auditing the business communication with good governance office.
6. The Board of Directors will promote the co-operation between the Company and the Stakeholders, and also determines the communication channel between them.
7. The Board of Directors may appoint other Committee(s) to consider the monitoring of task as suitable.
8. The Board of Directors has the role in determining the vision, mission, financial target, risk, work plan, and also monitor and control the work in accordance with the policy and plan as effectively prescribed.
9. The Board of Directors has the role in promoting the business ethics in written form and also promotes the activity that supports good ethical conduct of Directors, management, and staffs.
10. The Board of Directors will conduct the annual self-evaluation activity to create auditing framework of the Board of Directors.
11. The Board of Directors will organize a recruitment System for individuals who will be responsible for management position through transparent and sufficient process of selection.

Moreover, in 2009, the Company also prepared an English version of policy on Corporate Good Governance to inform investors. For the principle of good practices, and business ethics for Corporate Good Governance, please search and view the information from Investor Relations website (<http://corporate.se-ed.com>).

The Audit Committee and the Board of Directors reviewed and improved the contents in the handbook of principle of Corporate Good Governance, guidelines, ethics, and environment and social

policy completely and accurately and complies to the regulations of the Security and Exchange Commission and also follows the principle of Good Corporate Governance for listed company 2006 which is illustrated in 5 different sections which are:

1. Rights of Shareholders
2. Equitable Treatment of Shareholders
3. Roles of Stakeholders
4. Disclosure and Transparency
5. Board Responsibilities

The Board of Directors has requested Directors to review the works, problems, and all difficulties in the past years, by having them perform self-evaluation tasks, so that the result of evaluation can be used to analyze the director performance and use all recommendation for future improvement. Moreover, the Board of Directors has promoted and supported the Directors to develop knowledge by attending the Directors training course at the Thailand Institute of Directors (IOD) or Stock Exchange of Thailand or other related business units to increase knowledge and to allow chances in exchange of experience with Directors from other listed companies.

The Board of Directors is aware of the importance of promoting the duty and responsibility of Directors, executives, and staff to be in accordance with the principle of Good Corporate Governance, as stipulated by the Board of Directors. Thus, the Board of Directors has undertaken a communication of Good Corporate Governance policy and business ethics, and policies on environmental and social issues to the management and staff through communication channels in a consistent fashion.

- Employee Handbook
- Handbook 'Policy for Good Corporate Governance'
- Annual staff conference
- Annual planning conference
- Company intranet system and investor relation website
- Company's e-mail
- Company's public relation sign board

### **Rights of Shareholders**

The Company's Board of Directors is aware of ownership rights in controlling the company through appointment of the Board of Directors to act on behalf of shareholders and maintains the right to decide on the major change of the Company's Board of Directors. Therefore, it seeks to support the shareholders to exercise their rights as bestowed upon by the stipulated basic shareholders' right which are the rights to buy-sell, or transfer stocks, sharing profit, receipt of adequate information regarding the business, and the shareholders should learn about the rule and procedure in attending the shareholders'

meeting and permitting adequate information for consideration before the meeting. This also includes the opportunity to query the Directors both during the meeting or in advance submission of query request. The Company's Board of Directors is aware and put the emphasis on the importance of shareholders' right. It seeks not to infringe upon or evict the shareholders' rights.

The Board of Directors has set a schedule for an annual shareholders' meeting within 4 months from the end of accounting's year. And in case of necessity for special meetings which may arise from the needs to resolve the issue that may affect the interest of shareholders with regards to laws, regulations that must be approved by shareholders, the Board of Directors will call for an extra meeting for shareholders.

In organizing shareholders' meeting, the Company's Board of Directors stresses the importance of shareholders' rights, beginning with the date of meetings which are not a long holiday or national holiday and appointment time for meeting should not be too early or too late in the evening and the meeting place should be held in a place where transportation is relatively convenient. Moreover, the Company proceeds to send the invitation with the details of meeting agendas, along with Directors' opinions, the details of agendas to consider the important reasons, positive and negative impact in each agenda, authorization documents in 3 formats as defined by laws, and list of independent Directors along with suggestions for proxy authorization procedures so that the shareholders can assign proxy on behalf of them to attend the meeting and declared the preparation of customs stamps to serve the proxy without charge. This includes the map of place for meeting for shareholders for at least 21 days in advance before the meeting day, and also announced through daily newspaper for a minimum of 3 consecutive days, and 3 days before the meeting day, to allow time for shareholders of the incoming meeting.

### **Shareholders' Meeting**

In the shareholder's meeting of 2013, the Board of Directors has appointed the Company's secretary to inform the shareholders through Stock Exchange of Thailand and Company's investor relations website that the shareholders can request for additional meeting agenda, nomination of candidate for the post of managing director, as well as the advance inquiry. The Company's directors allow any inquiry to be submitted from September 30, 2012 to December 31, 2012 directly to Company's secretary, investor relation division, or through website, by proposing the meeting agenda, and name of person for the position as directors at least 3 months prior to the last date of the fiscal year. However, there was no shareholder who requested additional meeting agenda, nomination of candidate for the managerial position. For the advance inquiry, the Company has allowed the acceptance of inquiry till the day of shareholders' meeting.

And in the shareholder's meeting of 2014, the Board of Directors has specified the date of request from September 30, 2013 to December 31, 2013, which can be requested directly to Company's secretary, investor relation division, or through website, by proposing the meeting agenda, and name of person for the position as Directors at least 3 months prior to the last date of the fiscal year and the

Company have illustrated the principles and methods used on the website of investor relations since September 30, 2013. However, there was no shareholder who requested for additional meeting agenda, nomination of candidate for the managerial position. For the advance inquiry, the Company has allowed the acceptance of inquiry till the day of shareholders' meeting.

### **Delivery of meeting invitation documents**

In the shareholders' meeting, the Board of Directors has placed priority to the Shareholder's right, by sending the meeting invitation letter with meeting details, objectives and reasons, along with the Committees' opinion to consider the noteworthiness of inquiry, the positive and negative effect in each period of meeting, authorization letter, and name of independent Director(s) together with advise in authorization paper that allow shareholder choices to choose someone to represent them in the Shareholder's meeting. This includes the map of the place for meeting for shareholders for at least 14 days in advance before the meeting day. This has been the Company practice since 2004, and also announced through daily newspaper for a minimum of 3 consecutive days, and 3 days before the meeting day, to allow time for alarming shareholders of the incoming meeting. It must be noted that for the general shareholders' meeting in 2013, the Company will openly post an invitation message calling for a shareholders' meeting on the Company's website over 30 days in advance, annual report for 2012, and all related documents in Thai and English version be fully released on the website 21 days prior to the actual meeting.

### **Date of Shareholders' Meeting and Meeting Procedure**

The Company attempted to improve the process of shareholders' meeting to ensure the suitability consistently, particularly after 2005 onward. It adheres to the principle that every shareholder should have equal opportunity in receiving the information and also equal chance for shareholders' right, including the right to voice opinion or to offer suggestions that are beneficial to the Company.

To register for the meeting, the Company will allow registration for at least 2 hours prior to the beginning of actual meeting and continue to do so until the meeting is over a regular practice since 2005. In addition to that, the Board of Directors will also seek to serve the shareholders with the staffs and adequate number of computer. In the general shareholders' meeting 2007, the Company, for the first time, started using a barcode system for registration purposes to facilitate the shareholders, as well as an arrangement to print voting cards in each meeting agenda for every shareholder.

The Company prepared staff to serve shareholders in acquiring information and serve the query points. Moreover, a welcoming meal is organized for attended shareholders. The Annual General Shareholders Meeting 2013 was convened in Meeting Room C, 9<sup>th</sup> Floor, TCIF Tower (originally Nation Tower). The Company reserved sufficient parking space for the shareholders and provided maps with information about public transportation that was attached to the invitation letter.

For those shareholders who were available to attend the meeting by themselves, the Company allowed the shareholders to authorize an independent Director for at least 1 individual or authorize the managing director or the Company's secretary to attend the meeting and vote in representation. In the general shareholders' meeting 2013, there are shareholders who request for representative authorization as:

- 2 shareholders authorized Mr. Somboon Chinsawananon, the Chairman of the Board of Directors and Independent Director
- 2 shareholders authorized Mr. Saroch Lamlerprasertkul, Vice Chairman of the Board of Director, Chairman of Audit Committee, and Independent Director
- 1 shareholder authorized Mr. Kachen Benjakul, Audit Committee and Independent Director
- 42 shareholders authorized Mr. Viboolsak Udomvanich, Director, Deputy Managing Director, and the Company's Secretary

Prior to the meeting, the Company played a DVR introducing the Company history, its annual operating results to all shareholders to learn about the Company information before the start of the meeting. There was also another video presentation about the promotion of the corporate governance related to shareholder's meetings of listed companies. Before the meeting really begins, the Chairman will explain the method of voting and counting. The counting of votes will be illustrated and the results of every step in the meeting room will also be summarized. In case the shareholders cannot attend the meeting, the Company allows the shareholder to authorize someone, independent Director(s), Managing Director, or Company's secretary representing them in the meeting. During the meeting, the Company provides adequate time and allows a fair chance for shareholders to ask questions. The Directors who are related to that question, particularly Chairman of auditor Committee, Chairman of Committee and Managing Directors, including the high-level executives in the area of accounting, finance, internal audit and accounting audit to attend the meeting at the same time to answer some of the questions in the meeting. The Chairman will moderate the meeting according to the scheduled meeting agenda. But such meeting will not allow an un-announced meeting agenda, with the total time of 2 hours and a half or more.

The Board of Directors put the emphasis on attendance of the Annual General Shareholders Meeting in order to receive questions and feedbacks. In the Annual General Shareholders Meeting 2013, 11 directors attended the meeting; with 1 director unable to attend. However, Chairman, Managing Director, and Chairman of every subcommittee attended the meeting. The Company's executives in accounting, finance, auditing and auditors were also in attendance to answer questions of the shareholders. In addition, the Company invited a neutral auditor, Mr. Somchit Kanokseriwong from Chuan and Associates Law Office to supervise the vote counting.

**The significant agendas for shareholders' meeting are as follows:**

- **Operating result:** The Company has declared the details of the information about the Company's operating result, profit, revenue, expenses, and summary of operation on the chart.
- **Appointment of the Board of Directors:** The Company allows opportunity for shareholders to select the Directors of the Board of each individual, by providing biography information, education history and work experience and inform shareholders about the vision of each director before voting begin. In case of former directors being the candidate, the details of the board meeting participation will also be fully provided.
- **Auditors Appointment:** SE-ED details the name of auditors, auditor's office, remuneration, the reason for auditors selection, the past year's performance quality and Company's relationship.
- **Profit Allocation:** The Company supplies details on profit allocation and reserve funds, dividends regarding the Company's dividend payment policy as well as the registered book closing date in order to give right of receiving dividend.
- **Board of Directors' Remuneration:** The Company provides offered remuneration details which are based on policies and conditions of the Board of Directors' remuneration. Those aspects are considered by Committee regarding remuneration.

In the voting, the shareholders used voting cards to vote deploying barcode systems to count vote more rapidly and efficiently. The Company will collect the voting card only in case there are shareholders who vote against or abstain from voting, but for the Board of Directors' election, to be in line with the best practice of shareholders' meeting, the Company collected the voting cards from the each of the participated shareholders and voting of Directors will be voting for each Director. Moreover, the Company has requested a law consultant to join the vote counting procedure and confirmed the result with accuracy, transparency, and in accordance with the Company's regulation. For the result of voting in each agenda, the Company immediately announced the result of the vote in each agenda of each shareholder's resolution regardless of whether the vote result shows on the outcome of agree or disagree.

After the meeting, the Board of Directors will allow chance for shareholders, analysts and general investors to answer to the inquiry, by having the Chairman, Sub-committee chairman, managing director, senior executives in accounting and finance to jointly answer. However, in replying to the inquiry, the Board of Directors will adhere to the equal opportunity to the Company's information.

**After the meeting day**

The Company's directors assigned the secretary to disclose resolutions and voting results from the shareholders meetings on the day after through The Stock Exchange of Thailand and the Company's

website. During the shareholders meeting, the company's secretary has recorded important questions, and remarks from the meeting, counting votes and concluding resolutions. The number of votes for each agenda is clearly recorded and divided into in favor, against, and abstention. Shareholders meeting reports along with pictures and audio records will be posted on the Company's website Investor Relations (<http://corporate.se-ed.com>), within 14 days from the meeting date.

### **Equitable Treatment of Shareholders**

The Company's Board of Directors is aware of the equal and just treatment to all shareholders.

1. The Board of Director assigned the Company's secretary to announce to the shareholders through the communication channel of Stock Exchange of Thailand and investor websites for shareholders to propose meeting agenda, lists of persons to be positioned as Directors and submit questions in advance. The Board of Directors determines the time to receive the request directly to the Company's secretary, investor relation, independent Directors or via website by proposing the meeting agenda and name of the person to be positioned as Directors at least 3 months prior to the last date of the fiscal year, in which criteria of consideration is posted on the website of investor relation. The Company's secretary will propose the name as proposed by shareholders to the Recruitment and Remuneration Committee to examine the qualifications and then propose it to the Board of Directors and then to the shareholders' meeting. The Board of Directors will examine the suitability whether to add the agenda as requested by shareholders to the meeting or not based on said criteria, by allowing shareholders to propose names of candidates to be positioned as Director and propose the agenda in advance which has been a normal practice since 2006.
2. The Board of Directors proposes the name of 1 Independent Director as a choice for proxy of shareholders who holds the proxy authorization to exercise the right in the meeting and voting for each agenda. In general shareholders' meeting 2013, the Board of Directors proposed the names of 4 independent Directors.
3. The Board of Directors moderate the shareholders' meeting according to the agenda announced earlier in the meeting's invitation document, and will not add any agenda to the meeting without informing shareholders in advanced, so that the shareholders have enough chance to study the information of the operation performance to be considered in each agenda adequately and suitably.
4. The Company's Board of Directors prepares the voting cards for all agendas. The Company has used the barcode system for recording and displaying the voting result since 2006, while preparing staff to facilitate the collection of voting cards in the meeting room, which except in the case of voting to elect Directors, the staff will collect voting cards whether they be yes, no, or absentee' votes. And after the meeting, staff will collect the voting card for all agenda.

Moreover, the Board of Directors arranges to have legal consultant to witness the voting count for transparency.

5. The Company's Board of Directors assigns the Company's secretary to prepare and write the meeting report accurately and completely, and then disseminate the meeting report to all shareholders through investor relation website and the Company also submitted the report to the Stock Exchange of Thailand no more than 14 days after the date of the meeting. Moreover, the Company also broadcasts audio and video of the shareholders' meeting on the investor relation website to allow interested shareholders to view the past meeting.
6. The Company determines preventive measures to tackle the use of inside information to benefit Directors by announcing to all parties concerned to be aware of role and duty to report the status of security holdings of each individual, spouse and children who hold security and whose ages are not considered sui juris and acknowledge the change in security prepared reports for each time there is a buy, sell, transfer or receive of security to the Security and Exchange Commission according to the Article 59 of Security and Exchange Commission Act. (B.E. 2535) within 3 days after the date of purchase, sell, transfer or receive the transfer of security and notify the company's secretary to inform the Board of Directors in respectively. The Company always alerts in the meeting of Board of Directors and all management committees. Moreover, the Directors and management also acknowledges the duty and responsibility as stipulated and penalty as stated in Security and Exchange Commission Act (B.E. 2535), and the Company prohibits the management who know the inside information of the Company to not violate article 241 of the already-mentioned law, including the related regulation.
7. To prevent conflict of interest, the Board of Directors carefully supervises. When there is an item that may result in a conflict of interest, the Company seeks to stipulate the policy and procedure of the related item approval in written form, including the policy and method of supervision so that the management and related persons will not use inside information to their own benefit, as follows :

**Items that may have conflict of interest:** The Company's Board of Directors carefully monitor to avoid any conflict of interest that may arise and also look into the related items, by stipulating in the policy and steps of approval for each item in written notice. Moreover, the Audit Committee propose to the Company regarding the items that could cause conflict of interest. The Company's Board of Directors has been particularly careful when consideration is made, in accordance with criteria stipulated by stock exchange through the determination of price and condition as if such items are dealt with the outsiders (Arm's Length Basis) and disclose the inter-related items which are significant, item value, counterparty, reason/necessity in annual report and annual information disclosure report.

The Board of Directors approved the principles and suggestion of Securities and Exchange Commission in accordance with the Section 89/12 (1) of Securities and Exchange Act (No.4) B.E. 2551 to allow the company management to enter in to any business transaction between the Company and its subsidiaries and directors, executives or related persons. The transaction with the same commercial terms as those an ordinary person would agree with any unrelated counterparty under the similar circumstances, on the basis of business negotiation which is without any influences directly resulted from the company's positions of director, executive, or related person. However, the Board of Directors has assigned the Audit Committee the task to present the items which may pose a conflict of interest and any related items for the transaction over 2 Million Baht per quarter and reports it directly to the Board of Directors to acknowledge in a quarterly basis.

In the meeting of Board of Directors, should the Directors have interest in the decision, the Chairman of the Board will request for Directors to abide to the regulation and have the Director informed to the meeting and is asked not to vote or voice opinion for the matter.

**Supervision on the of insider information:** The monitoring of policy and measures are in written format with respect to the Good Corporate Governance and handbook for the Board of Directors which has already been discussed in the Board and Executive meeting. The top management of the Company have also been informed about the announcement of Securities and Exchange Commission which stated that the management (including the spouse and legitimate child who has not become sui juris - or, in other words, not yet 20 years of age) must report the change of stock ownership to the Securities and Exchange Commission as stipulated in the law called Securities and Exchange Commission Act B.E. 2535 in the section 59 within 3 days after the change of ownership of Securities taken place, and also report to the Company's secretary to report to the Board of Directors for acknowledgement. Moreover, the management in the meeting has also been informed about the penalty imposed upon those who violate the laws.

The Company has the policy that sets the guideline for the practice of Good Corporate Governance, ethical practices of the Board of Directors, including the regulation that prohibit the staff from taking the Company's document or information for personal use, or bring outside the Company, without asking for permission. This also includes exposure of financial documents or other related documents for outsiders, and also prohibits the trading activity within 1 month prior to public release of financial information. If done so, the act can be considered "misconduct" to the Company's rule of conducts. Should the management or staff violate such rules of conduct, the penalty can be ranged from warning, fine, work suspension, work without pay or job termination.

## **Roles of Stakeholders**

The Board of Directors has given priority to all groups, regardless of being internal vested interests such as the employees or the management of the Company or external vested interests such as trade partners, competitors, writers, translators, public servants and other involved parties. Since the

Company realizes that support from vested interests can help in competitiveness and profitability of the Company, they are regarded as important to the long-term success of the Company. The Company has identified the guideline of practice in written form in the good corporate governance policy that the Board of Director supports the cooperation between the company and the stakeholders. The Company also developed an employee manual about business ethics and morality. This manual is to become the regulations and rules that need to be strictly followed by directors, executive staff and every employee. It also seeks to determine the communication channels. Moreover, the Company will take care of stakeholders according to the relevant laws, and, by no means, act in violation of stakeholders' rights, which can be described as below.

Stakeholders	Policy Good Corporate Governance
<b>Shareholder(s)</b>	The Company determines to operate in the business with honesty, direct, and verifiable, by adhering to the sustainable business development, with continuous average growth that is higher than industry average. It is committed to be a role model Company and can generate satisfied return on investment in long term.
<b>Business Partner(s)</b>	The Company will treat all business partners with fairness and equality on the basis of mutual benefit between the two parties.
<b>Competitor(s)</b>	The Company will treat all competitors under the rule of laws for proper conduct of business competition and will not attempt to damage the name and goodwill of competitors by wrongful accusation.
<b>Debtor(s)</b>	The Company promises to strictly abide by the contracts or condition agreed.
<b>Customer(s)</b>	The Company determines to produce products and appropriate services at the right price and is also satisfied by customers.
<b>Staff(s)</b>	The Company will support the working development and promote staff happiness.
<b>Society</b>	The Company will focus on the important of knowledge development to the children and society by strictly abided by the Company's aspiration.

Moreover, the Company has set a policy in good governance for all stakeholders through the Company's Sustainable Balance Report. As the Company considers corporate social responsibility for community and environment its main mission, the Company has focused on its corporation with every stakeholder to promote the sustainable growth of the Company. Anyhow, Environment and Society Policy of the Company can be viewed in Corporate Social Responsibilities (CSR) Section

In 2011 there was an announcement of Safety and Health Care in the Workplace policy, Human Rights Policy, Anti-Corruption Policy, Anti-Copyright Violation Policy and other policies that may affect all interested parties. These policies will draw a clear guideline and support the business operation that is moral, just, transparent and appropriate.

The Company puts an emphasis on occupational safety and health by prioritizing employees' health and safety because employees are an invaluable asset of the Company and a key factor for the Company's sustainable growth and competing competency. In 2013, there were 4 employees in the head office, warehouse and branches that were injured and needed to take a leave; 3 of which had a minor

injury and I suffered a severe injury (that required a minimum of 3 days leave). The Company is determined to reduce the accident rate and not ignorant of any possible accidents or dangers that could affect employees' health and wellbeing. The Company will provide support to employees who are injured or suffer from any kind of danger. The Company will also investigate the cause of injury and finds a solution to prevent the same problem from happening again.

For Human Rights Policy, the Company realizes that every employee is entitled to work in a clean and safe workplace that is free of any type of harassment or exploitation. The Company also supports employees to showcase their capacities and be a part of the progress of the organization. Therefore, the Company has a set of policies that every executive and employee have to abide by. For example, the Company manages remunerations, welfares, benefits, and employment conditions with fairness and honesty. (The Company has also set up a provident fund in 1989 under the name "SE-EDUCATION Registered Provident Fund"; later in 2004, the fund's name was changed to "SE-ED Rich Retirement Registered Provident Fund." The fund aims to promote saving for that employees can have a happy retirement life.) The Company is also aware of the freedom of employees to creatively form a group, to access information that they are entitled to be informed, to express opinions, suggestion and solutions to improve the organization's operation, and to file a complaint if they feel that they are treated unfairly.

Moreover, the Company supports the development of employees' knowledge and competency by introducing projects that will give employees a chance to showcase their abilities and potentials (e.g. "A3" project that gives every employee an opportunity to improve their organization and submit the proposal directly to the top executives). New employees will also receive 6-hour orientation training. The Company has arranged annual trainings for employees to improve their skills and expertise in their field of work, with the objective that every employee has to participate in at least 12 hours of training each year.

In addition, the Board of Directors also determines the communication channel with the independent Directors via postal mail or email to permit reporting channels and suggestions so that instruction on the information examination process can be made.

**For the report on any illegal activity**, inaccurate financial report, internal control errors or management unethical activity and staffs can be sent by:

Registered mails	the Independent Directors at SE-EDUCATION Public Co., Ltd. 1858/87-90, TCIF Tower Building Floor 19 <sup>th</sup> , Bangna-Trat Road, Bangna, Bangkok, 10260
E-mail	id@se-ed.com

The Directors will confidentially secure the secret report. For all complaint reports, the independent directors and audit director can directly report to the Chairman and the Board of Directors.

In 2013, there was no person with interest reporting through the communication channel with independent directors. However, the Company will publicize to all interested public to be aware of the communication channel with independent directors.

### **Disclosure and Transparency**

The Board of Directors has a policy of the Company as a role model in operating on the basis of transparency, verifiable, adequate disclosure of information for all parties concerned, monitoring to ensure the disclosure of accurate information with trustworthiness, completeness, timeliness, and equal access of information to everyone.

The Board of Directors already disclosed the role and duty of the Board of Directors and sub-committees and number of times the Directors attended the meeting under the topic "The management", and disclose the Directors and high executives compensation policy under the topic compensation.

**Directors' Report** The Board of Directors is responsible for the financial statements of the Company and financial information, appeared in the annual report. The financial statements are prepared according to generally accepted accounting principles in Thailand, using the accounting policy that is suitable as practice regularly and with careful discretion together with the best projections in the preparations, including disclosure of important data adequately in the added notice section supplementing the financial statements.

The Board has provided and maintained all necessary requirement of the internal audit with effectiveness, to ascertain with rationality that the accounting records are correct, complete and sufficient to maintain the assets and to learn of any weakness so that any significant irregularity can be prevented.

The Board of Directors of SE-EDUCATION Public Co., Ltd has appointed the Audit Committee consisting of non-management Directors to supervise the quality of the financial report and internal control, as well as the opinions of the audit Committee regarding this issue. Comments concerning this matter appear in the report of the audit Committee, already shown in the annual report.

The Board of Directors considers overall internal control of SE-EDUCATION Public Co., Ltd. to be satisfactory, and is trustworthy for the reliability of the financial statement of SE-EDUCATION Public Co., Ltd. as on December 31, 2013.

**Relations with Investors** The Board of Directors is aware that data concerning the Company's finance and non-finance aspects all play certain roles in the investor's decision-making process and vested interests. It therefore ensured that the management who has implemented matters concerning disclosure of data was complete, accurate, reliable, consistent, timely, and equal to that which the management has always given priority and upheld all along.

In disclosing important information of the Company both financial and non-financial, the Company used the Stock Exchange of Thailand as a channel. Moreover, the Company also discloses the information through the Company's investor relation website both in Thai and English, for example, Basic information about the Company, annual report, annual information disclosure report, financial ratios, historical data on dividends payout, shareholders and investors information dissemination, and non-monetary information such as, Corporate Governance policy, public relation - this information is always updated on a continual basis.

The Board of Directors has set up a business unit for investor relation to support the direct communication with investors, institution, shareholders, analysts, and related governmental sector. The investors can directly contact for more information by Mr. Wichian Rungpoonsap at tel. 66-2739-8000 ext. 8, 66-2739-8690, fax. 66-2739-8699, or e-mail us at : [ir@se-ed.com](mailto:ir@se-ed.com) and also click on website <http://corporate.se-ed.com>. Moreover, the investor relation has also been a member of Thai Investor Relations Club since 2006.

In 2013, the Company presented the result of business operation both in the Company's monetary information and also non-monetary information for analysts and investors through email, website, and telephone that includes a consistent active participation with the Stock Exchange of Thailand, which can be summed up below:

- |  |           |
|--|-----------|
| ● Institutional Investor inside/outside the country met with management                | 12 times  |
| ● Responses to e-mail, website, and telephone inquiries                                | 172 times |
| ● Travel to meet with shareholders and investors/The listed company meet the investors | 1 time    |

Furthermore, the department of investor relation has set time duration of non-disclosure practices of information relating to the earning result to shareholders, investor, and analyst 7 days prior to the date that the Company submits the report of the earning result to the SET.

Not only the information is being disclosed, as stipulated by law of supervising body, the Company's Board of Directors also assigned the managing director, deputy managing director, accounting department director, finance department director, and Company's secretary to participate in activity of investor relation for its highest effectiveness for shareholders and investors. Moreover, the Company's Board of Directors also assigned the Audit Committee and the Company's secretary to monitor the annual operation plan, budgeting, manpower, and acknowledge the work result of investor relation divisions through Investor Relation Internal Report, which collects all data from different sources, opinions, and suggestions from questionnaires collected. At the same time, the Audit committee and Company's secretary also reported to the Board of Director on a regular basis in each quarter.

In 2013 the Investor Relation Department allowed the employees from the Investor Relation Department of other listed companies to witness the organization of the Company's Shareholders'

meeting. There were exchanges of questions and answers as well as experiences in organizing shareholders' meetings. As the Company was evaluated 'excellent and exemplary' with the perfect 100 scores for frequently consecutive years for organizing shareholders' meeting, the Company hoped to share experiences and encouraged other medium and small listed companies as well as mai (Market for Alternative Investment) listed companies to organize a shareholders' meeting up to a good standard. This activity also supported to follow the principle of good governance.

## **Board Responsibilities**

The Board of Directors consists of people who are knowledgeable, competent, skillful, experienced in business operation, and understand very well the role and duty. This makes the work more effective.

As such, the Board of Directors participates in vision, mission, strategy, target, and business plan of the Company and also monitors, follows up and assesses the result of business management and operation to be in line with objectives and business plans working effectively, according to rule, laws, and regulations of each business unit under supervision and also related governmental unit, and also according to the resolution(s) from the Shareholder's meeting to maximize the economic value added to the business and also stability to the Shareholders, while at the same time take into account of all stakeholders at best.

Moreover, the Board of Directors arrange a communication of strategy, objective, and operation result of the Company for managing director/senior executives, staff to acknowledge and understand in a corporate-wide fashion, through several mediums such as the Company's email, announcement boards, management weekly meeting, staffs conference, where the Company organizes regular annual staffs conference. The managing director of the Company later briefed the business environment and overall views of operation performance in the past year, as well as making announcement for the direction and objectives of operation for the following year. Moreover, the Company also organized the senior executives meeting together with staff supervisors to create a joint year-plan, in order to set a direction and guidelines. Doing so allowed the plan to conform to the highest corporate direction and objective, which, in turn, led to all business operations of the Company, effectively heading towards a common goal.

For the act of duty for Directors, all the stated principles will be of honestly, directness and abiding by the rule of laws and regulations of the Company. By adhering to the principles for every business activity, all decisions and transactions made will be processed with honesty at its core.

The Board of Directors shall consider prescribing and separating the duty and responsibility between the Directors and the management clearly, including communicating the roles, duties and responsibilities to the Directors, the management and the employees of the Company regularly.

### **Board of Directors' Meeting**

The Board of Directors has set in advance and held special meeting as necessary, by clear advance meeting date and has set regular follow-up on operation period. The Chairman of the Board of Directors and the Managing Directors jointly considered the meeting calendar, by considering important case. The each Director is permitted to present the issues in the meeting as needed. The secretary will prepare invitation letter along with meeting schedule and details prior to the actual meeting at least 7 days to allow time for the Board of Directors to peruse the information prior to the meeting.

In each meeting, the Chairman of the Board of Directors allocated adequate and long enough to allow Directors to clarify problematic issues prudently. Moreover, the Chairman of the Board of Directors and the Board of Directors invited high level executive to the Board of Directors' meeting to request for more information and recorded in minutes of the meetings that were filed and certified by the Board of Directors for the Board of Directors and involved parties to view.

The Board of Directors assigned the management executives to regularly prepare operation report to the Board of Directors on a monthly basis to allow the Board of Directors to follow up on the operation progress of the Company.

The Board of Directors assigned the non-executive Directors to meet every month as seemed suitable to do so with the attendants from executive directors or executive from management team in the meeting to allow a healthy discussion of problematic issues concerning the Company's business and issues that are of interest to the Directors, and later, report the result of meeting to the Chairman of the Board of Directors and the Board of Directors for acknowledgement.

In 2013 the Board of Directors had a resolution about the minimum attendance in the meeting; that is a minimum of two third of directors must be present. In case a director cannot attend the meeting, it is possible to use a conference call technology. This is to show that the Board of Directors will always advise the Company in its operation, supervise the works of the management, and maintain its accountability for the Company and shareholders.

Number of the Board of Directors' Meeting, the Audit Committees' Meeting, the Recruitment and Remuneration Committees' Meeting, and the Annual General Shareholders' Meeting, in 2013, already disclosed under the topic "The management" with sub-topic "Board of Directors".

### **Self-Evaluation of Directors**

The Board of Directors arranged an annual self-evaluation session for individual, group, and sub-committees evaluation to permit the Directors to reconsider the past works, problems, and difficulties that each faced during the past year to understand the need to improve or correct to increase the work performance by evaluation the result of work in aggregate view, by using evaluation guidelines recommended by the Stock Exchange of Thailand, but readjusted the format slightly to best suit the

Company's business environment and use the evaluation result - in chart format - to review and revise, so as to increase work efficiency.

With this, The assessment as referred to 6 topics, such as the structure and qualifications of the Board of Directors, duty and responsibility of the Board of Directors, the Board of Directors' meeting, performance of Directors, relationships with the management, self-development of Directors and management development. The score result from assessment of the Board of Directors can be divided in 5 levels, score of 5 = Excellent, 4 = good, 3 = standard, 2 = adequate, 1 = severely needed improvement.

- The overall evaluation of the Company's directors received the average score of 4.70 out of 5, which is considered to be in an excellent level.
- The evaluation of the Audit Committee received the average score of 4.47 out of 5, which is considered to be in an excellent level.
- The evaluation of the Recruitment and Remuneration Committee received the average score of 4.92 out of 5, which is considered to be in an excellent level.
- The individual (self) evaluation of the directors received the average score of 4.63 out of 5, which is considered to be in an excellent level.

In addition, the Board of Directors requires all managing directors to evaluate themselves to compare with the result of operation, whereby the Board of Directors evaluate in the evaluation form which the Board of Directors has revised to suit the Company business. The Board of Directors has assigned the duty to the Chairman of the Board to announce the result of evaluation to the managing director of the company and the Board of Directors.

### **Remuneration for the Directors and the Managerial Executives**

The policy on remuneration for the Directors has been prescribed clearly and transparently with the remuneration at the same level as industry-wide standard, and it is sufficient to take care and keep qualified Directors as needed. The meeting of the shareholders has already approved such matter, and the Directors who have been appointed as Audit Committees and the Recruitment and Remuneration Committee will receive additional remuneration according to the increased volume of work.

**The Remuneration of managing director:** The Recruitment and Remuneration Committee will evaluate the performance of each managing director so as to consider the remuneration of managing director according to specified criteria. Once the evaluation of managing director is finalized, the Recruitment and Remuneration Committee will submit the Board of Directors for consideration and approval.

**The Remuneration of high managerial executives:** The Recruitment and Remuneration Committee will determine the criteria and structure of compensation for high managerial executives according to

principle and policy approved by the Board of Directors which is in compliance with the Company's performance and the result of each high managerial executive. The managing director will consider the suitability of compensation for a particular individual and make salary adjustments for high managerial executives on an annual basis, while also reporting the suitable compensation to the Recruitment and Remuneration Committee, and once again report to the Board of Directors.

The Company has paid a total remuneration to the Directors and executives (as defined by SEC in total of 7 individual, include Finance Director and Accounting Director) in 2013 totaling 22.91 Million Baht.

### **Directors' Development**

The Company understands the importance of Directors' development. The Board of Directors has specified in the principle of Corporate Good Governance that the Company will promote and facilitate a continuity of training of Directors from supervisory units, where the Board of Directors appointed the Company's secretary to be the coordinator with the Directors in keeping them informed about the training courses and seminars.

In 2013 the directors attended trainings to improve their knowledge and understanding in the role of a director to increase the effectiveness in their works. The details are as follows:

1. FID Seminar 3/2013 in the subject "Successful Merger" organized by Stock Exchange of Thailand, Investment Banking Club and Association of Thai Securities Companies – 1 Director, Mr Viboolsak Udomvanich was in attendance.
2. IR Workshop 4/2013 in the subject "How to manage expectation when the market is volatile?" organized by Thai Investors Relation Club and Association of Thai Securities Companies – 1 Director, Mr. Viboolsak Udomvanich, was in attendance.

Currently, 8 directors out of 10 directors had attended a training in regards to directorship including Director Accreditation Program (DAP), Director Certification Program (DCP), Audit Committee Program (ACP), organized by Thai Institute of Directors, and Corporate Secretary Development Program, organized by Thai Listed Companies Association.

**Orientation for New Directors in the Board:** The Board of Directors appointed the Company's secretary to brief all related information to the new directors through the director's handbook which has been prepared and submitted to directors each year to be used as a complete and up-to-date reference and also arranged a visitation of the Company's business operation, facilitating a better understanding of the Company's business.

Inside the Director's handbook, a comprehensive briefing of all contents relating to the Company and data deemed important to the Directors are all included, for instance: History of the Company, Organization structure, Company's businesses, Company's regulation, the Board meeting, principle of

Corporate Governance, ethics for directors, executives, and staffs, related item, the release of stockholding, related rules, etc.

**Succession Plan:** The Board of Directors assigned managing director and executives to prepare a succession plan for different levels of executive positions in management and main line of duty, by considering work profiles and potential of each individual and determine the readiness for work replacement, ability development, and necessary skills. Moreover, the Board of Directors assigned managing director to report to the Board of Directors to acknowledge the readiness plan in case the executives cannot perform their duty.

## **9.2 Sub-Committees**

The Board of Directors appointed Directors who have the qualifications suitable to undertake, study and analyze details of various matters as assigned by the Board of Directors for sub-committees to take charge. Moreover, the Board of Directors also stipulated the qualification, elements, term and duty of sub-committees in a clear manner. Most sub-committee members consist of independent Directors and Chairman of each sub-committee who is also an independent Director. The Chairman of the Board of Directors will not perform a role as Chairman of sub-committee, except the Recruitment and Remuneration Committees. The sub-committees reported each of the result of meeting and assignment to the Board of Directors on a regular basis, including the report on operations result to inform shareholders in the annual report.

Presently, the Company has 2 sub-committees, consisting of:

1. The Audit Committee
2. The Recruitment and Remuneration Committee

The details of name list, responsibility of the Board of Directors and each sub-committees, and the experience in auditing financial statements of the Audit Committee are disclosed under the topic “The management” with sub-topic “Board of Directors”

## **9.3 Nomination of the Board of Directors and Executives**

**Independent Director** The Board of Directors has sought to prescribe the definition of the term “Independent Director” during the Board of Directors’ meeting number 3/2009 which is stricter than minimum frame of definition of Independent Directors announced by the Security and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). In the Board of Directors meeting No. 3/2012, the definition of “Independent director” was revised to be consistent with the definition from the Stock Exchange of Thailand, in “Independent Directors Handbook” dated March 29, 2012. as follows :

1. Holds shares not exceeding 0.5% of the total shares with voting right of the applicant, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the

- applicant, provided that the shares held by the related parties of such independent director shall be included.
2. Is not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling parties of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the applicant unless the foregoing status ended for at least 2 years.
  3. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brother, sister or children. The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the applicant or its subsidiary.
  4. Have not or never had business relationships with the applicant, its parent company, subsidiaries, associates, major shareholders or controlling parties of the applicant in respect to holding the power which may cause an obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended for at least 2 years.
  5. Is not or has never been the auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended for at least 2 years.
  6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor and received a service fee more than 2 Million per year from the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the significant shareholder, controlling parties, or partner of the above mentioned service firms unless the foregoing status ended for at least 2 years.
  7. Is not the director who is nominated to be the representative of the directors of the applicant, major shareholders or any other shareholder related to the major shareholder.
  8. Do not operate a similar business with significant competition with the business of the company or subsidiaries. Do not be a significant shareholder, a director with management participation, an employee, or a consultant with regular salary, or possess more than 1% of the total shares with voting rights of other companies that operate a similar business with significant competition with the business of the company or subsidiaries.
  9. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the applicant.

10. After being appointed as the independent director in accordance with the conditions under the article (1) - (9), such independent director may be assigned by the board of directors to make decisions in respect to business operation of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of applicant.

However, the independent Directors had examined the qualifications of independent Directors in an annual basis, and the Board of Directors trusted that the stipulated qualifications of “Independent Directors” which is stricter than guideline of Security and Exchange Commission (SEC) and Stock Exchange of Thailand (SET) minimum frame of reference will be adequate for the Company’s selected independent Directors to be truly independent and appropriate for the particular characteristics of the Company.

**Position Combination or Separation:** The Company has made this a policy that the Chairman of the Board of Directors shall not be the same individual who positions as the managing director, to ensure the check and balance and, so, made reviewing of work more transparent.

The Chairman of the Board of Directors comes as independent Director and is the leader and meeting moderator who controls the flow of the Board of Directors’ meeting in effective and efficient manner. In each meeting, all Directors are urged to actively participate, as well as raising essential questions. Directors also occasionally meet to advice and help the business management with the managing director. At the same time, the Board is to stay away from routine day-to-day operations or business activities responsible by management, where the managing director is the head of the management team. The Board of Directors has authorized the managing director or the authorized person to sign in binding document as has been directly authorized. The Managing director then effectively authorizes and empowers the high executives with the tasks which are clearly marked in term of line of duty and responsibility. Therefore, the authority and role of the Board and that of the management are clearly defined and separated.

### **Recruitment of Directors and Top Executives**

**Director Recruitment:** According to the Company’s rules and regulations, the Company needs a minimum of 5 members in the Board of Directors, no less than three fourth of the members must have Thai citizenship; and no less than half of the members have a residence in the Kingdom of Thailand. The director recruitment process is as follows:

1. The Recruitment and Remuneration Committees determine the structure, size and constituents of the Board of Directors, and stipulate the quality of Directors to be replaced in terms of overall knowledge, experience, and expertise in compliance with the element and quality stated in the related laws/regulations.

2. The Recruitment and Remuneration Committees determine the method of nominating qualified candidates, including the procedure of nominating the qualified candidates in advanced from the minor shareholders. Shareholders can submit the name of a qualified candidate in advance, at least 3 months prior to the last date of the fiscal year. Shareholders will receive information from Stock Exchange of Thailand, the investor relation website of the company, and other investors' websites on which a nomination form will be available.
3. The Recruitment and Remuneration Committees begin the search and consider the name of suitable candidates for Directors.
4. The Recruitment and Remuneration Committees select the best candidate to be Directors and the recruitment result and nominate the name of the person who is judged as the best candidate to be the Company's Director, together with the reasons and propose to the Board of Directors through the Company's secretary.
5. The Board of Directors considers the selection of suitable candidates who possess the right quality as proposed by the Recruitment and Remuneration Committee and present the candidate in the shareholder's meeting for consideration.

**Election of Directors in Annual General Meeting:** As for the Directors' vote, the shareholder's meeting will elect Directors, whereby each shareholder has an equal voting right of 1 share per vote. The recruitment of each director must receive more than half of the number of votes from the present shareholders with the rights to vote.

In voting for the Directors, the vote to elect a Director must be voted one Director at a time.

Persons who receive the maximum number of votes that are ranged according to the order of each candidates' score received from the vote will be elected as Directors, with the number of Directors equal to the number of Directors needed at the time of election. If too many candidates receive equal votes, they will draw for the raffle ticket to determine final selection.

At general annual meetings, one-third of Directors will be retired. If the number of Directors cannot be divided into three equal parts, the number of retirements may be calculated to the nearest one-third.

Directors are not allowed to operate in any other business, or to become partners or shareholders in another company that operates in the same business and compete with the Company, unless they have informed in the shareholders' meeting prior to the appointment.

Directors must inform the Company immediately if he or she benefits from the contract signed with the Company, or from their decrement and increment of bonds and shares of the Company and affiliates companies.

The signatures of 2 out of 3 Directors, who have been appointed and approved at the meeting of Board of Directors, together with the stamp of the Company's seal of approval, are thus resulted in a

legal binding for the Company. The Board of Directors can identify the name of Director who will have the signing authority together with stamp of Company's seal of approval for any Company's legal binding documents.

**Directors Representing Main Shareholders:** as of December 31, 2013 the Company does not have directors that represent major shareholders.

#### **Recruitment of Managing Director and Executives**

For the position of Managing Director, the Recruitment and Remuneration Committees will select the best suitable candidate whose knowledge, ability, experience, and understanding of the book business are essential. Moreover, the candidate must manage to achieve objective or the Board of Directors pre-determined goal, whereby the Recruitment and Remuneration Committees will propose to the Board of Directors for appointment.

For executive positions from the position of Deputy Managing Director to department directors, the management will be responsible for recruitment consideration of the most suitable person according to the Human Resource management regulation, and report to the Board of Directors to acknowledge, except when there is an appointment of head of the Internal Audit team, it must first be approved by the Audit Committees.

#### **Policy for the Company's Directors and Executives in other firms**

In 2007, the Audit Committees reviewed the principle of Good Corporate Governance which has been revised for the fifth time since 2001 to be submitted to the Board of Directors to consider a policy to allow the Company's Directors to hold positions in other companies listed in the Stock Exchange of Thailand no more than 5 companies, and in 2010 there was an adjustment in the policy that only allows directors to take a position at no more than 3 listed companies in the Stock Exchange of Thailand in order to comply with the advice of Stock Exchange of Thailand. Later in 2013, the directorship policy was amended so that if included listed companies and subsidiaries that are not a listed company, one director should not hold the position of director in more than 5 companies. Moreover, the Company's Board of Directors stipulated that the managing director and high executives can also hold the posts of Director in other companies as seen necessary and does not affect the duty and responsibility of the Company but must be approved by the Board of Directors or Authorized person.

The Board of Directors has not determined the term of Directors and Independent Directors, since the Company's Board of Directors believes that the expertise in the book business and other matters concerned does not depend on the number of terms in the position, but the director should have the ability and time to dedicate for the Company to their best ability in coming up with strategy, creative vision, and offering consultations to business operations. The decision to select individuals for the positions in the Board of Directors is totally the shareholders' right.

**Balance of Power for Non-Executive Directors:** as at December 31, 2013 the Board of Directors consists of 10 members:

- Directors that are in the management team : 2 persons
- Directors that are not in the management team : 3 persons
- Independent Directors : 5 persons

Therefore, the 5 Independent Directors which are accounted for 50% of all Directors which is still lower than the suggestion that the Board of Directors of a listed company should consist of more than 50% of Independent Directors, according to the survey of corporate governance of Thai listed companies by Thai Institute of Directors. However, the Company's definition of an Independent Director is more strict than the definition set forth by the Office of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand. Thus, the Stakeholders can be sure to allow these Directors to represent the shareholders independently, resulting in check and balance for management.

The Board of the Company is responsible for performing its duties according to legality, objectives and company regulations and shareholders' resolution with integrity for the Company's best interest. The Board of the Company has an exact amount of time to be in office, which is consistent with the Company's regulations which stated that one-third of Committees who have the longest term in position must accept the resignation in each annual general meeting.

#### **9.4 Corporate Governance of Subsidiaries**

In 2003 the Company acquired 28.75% of the shares of Plearn Patt Co., Ltd. (founded on September 25, 2002) with the paid-up capital in the amount of 80,000,000 Baht. Later in 2005 the Company's share percentage increased to 48.82% with the authorized capital and paid-up capital in the amount of 170,000,000 Baht. The authorized capital and paid-up capital was decreased and remained in the amount of 169,475,500 Baht, representing the shareholding ratio of 48.97%. In the fourth quarter of 2009 Mr Thanong Chotisorayuth, Managing director, took up the position of the acting Director of Plearnpattana School and became the Director of the school in 2010 after receiving approval from the Board of Director. 2009 is also the year that the Company consolidated the financial statement of Plearn Patt Co., Ltd. (subsidiary) and the Company takes part in overseeing the operation of this business.

The Board of Directors' Meeting No.4/2012 passed a resolution to invest and set up a joint venture to facilitate the Company's digital contents business. In 2013, the Company has 60% shares in BaesLab Co., Ltd. (founded on April 22, 2013) which has the authorized capital in the amount of 1,000,000 million Baht. Mr Thanong Chotisorayuth, the Company's Managing Director, is one of the authorized signatories of BaesLab Co., Ltd. as well as has a role in overseeing its operation. The Company includes the financial statement of BaesLab Co., Ltd. (subsidiary) in the Company's consolidated financial statement in the accounting period 2013.

Anyhow, the financial statements of the subsidiaries will be made by following the Company's accounting policy.

### **9.5 Monitoring the Use of Inside Information**

The monitoring of policy in written format with respect to the Corporate Good Governance and handbook for the Board of Directors, which has already been discussed in the Board meeting is as such : The top management of the Company have been informed about the announcement of Securities and Exchange Commission which stated that the management (including the spouse and legitimate child who has not become sui juris - or, in other words, not yet 20 years of age) must report the change of stock ownership to the Securities and Exchange Commission as stipulated in the law called "Securities and Exchange Act (B.E. 2535)" in the section 59 within 3 days after the change of ownership of Securities taken place, and also report to the Company's secretary for acknowledgement so as to later inform to the directors and other related individuals. Moreover, the management in the meeting is also informed about the penalty imposed upon those who violate the laws

The Company has the policy that set the guideline for the practice of Corporate Good Governance, ethical practices of the Board of Directors, including the regulation that prohibit the staff from take Company's document or information for personal use, or bring outside the Company, without asking for permission. This also includes exposure of financial documents or other related documents for outsiders, and also prohibits the trading activity within 1 month prior to public release of financial information. If done so, the act can be considered "misconduct" to the Company's rule of conducts. Should the management or staff learn about significant insider information with regard to anyone who may violate the Company's rule of conducts, the penalty can be ranged from warning, fine, work suspension, work without pay or job termination

### **Controlling System and Internal Audit**

**Control and Internal Audit System:** The Company sees the importance of internal control at the management and the operation level, so it has clearly prescribed duties and powers on the operation of the operators and the management, specifically in writing. There is a control on the use of the assets of the Company to the highest benefit, and there is the separation of duty between the operators, the controllers and evaluation, for suitable check and balance among each other. Moreover, there is internal control on the financial system and the Company has prepared the financial report for submission to the responsible management line of duty.

The Company has an internal audit unit responsible to reassure that the main practices and essential financial activities of the Company are in line with the guideline and are operated with effectiveness. It includes audit on legal compliance and compliance control as well as the independent internal audit and investor relations unit who is capable of independently performing the check and balance. Therefore, the Board of Directors has designated that the internal audit and investor relations

unit to report the results of the audit directly to the audit Committee, and is also evaluated by the audit Committee.

**Risk Management:** The risks are regularly evaluated against business risk on the internal and external factors. The working Committees consist of management and high level executives in the line of work associated with each risk involved. The supervisor in each work unit related directly to this aspect and internal control unit will work towards analyzing the cause of risk factors and determine relevant measures to manage the risk, and also keep track on the operation of risk management plan and report the result back to audit Committees to present the finding to the Board of Directors.

The Board of Directors put forth the important of internal control system and risk management to build confident and trust that the risk is at the acceptable level and allocation and usage of resource can be correctly utilized and maximized, resulting better reliable financial information.

### **9.6 Remuneration of Auditor**

**Auditing Fee:** The Company and its associated companies have paid the auditing fee for the period of fiscal year 2013 to EY Office Limited (formerly known as 'Ernst & Young Office Limited') in the amount of THB 1,310,500 (not include travelling expense for work-related task, overnight, accommodation and stock counting observation fee). The Auditor doesn't have any relation with the Company other than auditing service only.

**Other Service Fee:** The Company and its associated companies don't pay any other service fee to the EY Office Limited for the fiscal year 2013.

### **9.7 Compliance with good corporate governance principles in others**

The Board of Directors is aware of the importance of good corporate governance to increase transparency, competitiveness and confidence to the shareholders, the investors and the involved parties. So, it has prescribed in written format the policy on Good Corporate Governance and also revised and updated the policy on Good Corporate Governance and business ethics handbook that are suitable for the business environments and more international, by stipulating that the revision of Good Corporate Governance policy shall be made once a year. In 2006 and 2007, the Audit Committees has prescribed additional good practice guidelines to ensure the clear direction to be used by all executives and staffs. In 2013, the Audit Committee and the Board of Directors has reviewed the principle of Corporate Good Governance that has been revised in the 11<sup>st</sup> Edition since 2001 that seeks to add and improve the principle of corporate good governance in a much clearer and more coverage.

The Company's Board of Directors, the Audit Committee, and management support Directors, executives, and staffs to endorse the corporate good governance by arranging communication channel of corporate good governance both from the orientation of new Directors and staff, as well as adding

course content to the training. Moreover, it seeks to add more dissemination channel relating to corporate good governance through website area whereby request for improvement and correction can be made to submit directly for acknowledgement of the Audit Committee.

In 2013, the Audit Committee assessed the corporate good governance practice using the evaluation practice with reference to the principle designated in corporate good governance for listed companies (namely, "Corporate Governance Self-Assessment) of Stock Exchange of Thailand and consider in tandem with the assessment criteria of corporate good governance of Thai Listed Companies initiated by the Association of Thailand Institute of Directors for Audit Committee to acknowledge some Company errors that can be improved and corrected as well as developed. Moreover, the Audit Committee also designated the channel for staff to voice the suggestion for ways to improve on the corporate good governance through Internal Audit and investor relations division. However, in the assessment of good corporate governance of Thai Listed Companies as of 2013 (namely, Corporate Governance Report of Thai Listed Companies 2013), the Company has been evaluated by Association of Thai Institute of Directors as follows:

#### Total average score

Item	2013	2012	2011
Listed Companies in total of (%)	78	79	77
Group of Companies in SET100 (%)	88	86	85
Group of Companies in SET50 (%)	91	88	88
<b>SE-EDUCATION Public Co., Ltd. (%)</b>	<b>94</b>	<b>93</b>	<b>94</b>

#### Score distributed by subjects

List of Criteria	Average Score (%)											
	Listed Companies in total			Group of Companies in SET100			Group of Companies in SET50			SE-EDUCATION Public Co., Ltd.		
Year	2013	2012	2011	2013	2012	2011	2013	2012	2011	2013	2012	2011
Rights of Shareholders	89	88	90	95	94	94	96	94	95	95	94	94
Equitable Treatment of Shareholders	86	84	85	91	88	88	93	89	88	95	92	95
Roles of Stakeholders	68	65	61	83	82	78	91	88	85	94	94	94
Disclosure and Transparency	88	88	89	94	94	92	96	95	94	98	99	99
Board Responsibilities	64	63	64	77	77	76	80	78	78	89	89	91

## **Business Ethics**

The Company is committed to doing the right things as a guideline for business of all the Directors and employees. The Company has announced the enforcement of business and employee ethics for the Directors, the executives and all the employees to uphold as guideline in performing according to duty with loyalty, honesty and justice. In addition, this also includes conduct with the Company and vested interests, the public and society. The Company has assigned the internal audit and investor relations section to continuously follow up on compliance with ethics, and prescribes disciplinary actions in case of violations.

The Board of Directors has confidence that a good corporate governance process can help to promote the operations of the Company, and is the heart of achieving the fundamental objective to optimize value for the shareholders. The values the Company aims and expects for all the Directors and employees to do in all missions are:

- Giving highest priority to building satisfaction for customers
- Having confidence in working together
- Dedication towards work with virtue and professionalism
- Upholding the principles of good procedure and discipline
- Readily responding to all uneventful situations

The Board of Directors understands the business operation, the responsibility to the Stakeholders, staff, environment and society. The Board has prepared the spread of business ethics, policies on social and environmental issues through several communication channels such as the public relation activities and staff's meetings. It also includes the follow up on the ethical conduct of business and stipulates the penalty measures.

Besides, in the beginning of 2012 the Company avowed the intention to join the Collective action Coalition to fight against corruption in Thailand's private sector together with Thai Institute of Directors, Thai Chamber of Commerce, Thai Banker's Association, International Chamber of Commerce and Thai Listed Companies Association. The Company avows that it will operate a transparent and legal business; it will not support corruption and will adhere to the good corporate governance principles. In addition, the Company has a policy to support employees to be a good citizen of the country and support the Company's business partners to operate a legal and transparent business with the goal to create a sustainably progressing society.

### **Good Corporate Governance Principle that the Company Cannot Comply**

In 2013 the Company is able to follow the principles of corporate governance of Thai listed companies issued by Thai Institute of Directors. However, the Company cannot adhere to some principles as follows:

**The Board of Directors should limit the term of independent committees to a maximum of 9 years without exception; preferably the maximum term should be 6 years without exception** As the Company's main business is retailing which requires special expertise in products such as books, the Board of Directors do not limit the term of independent directors. After consideration, it is agreed that experience and expertise in book business is needed in order to provide a policy, strategy, vision and advice for the Company's direction. Anyhow, the Board of Directors do not overlook the disclosure of the date each independent director took up the position and the length of term that each independent director has been in the office so far; this information is disclosed in the invitation to the General Shareholders Meeting so that it can be used as a reference in the meeting.

Anyhow, the Company's regulation indicates that in every general shareholders' meeting, one third of the directors need to leave the office, which is the director who has the longest term. The Company also gives an opportunity to the shareholders to nominate the person who is qualified to be appointed a director at least 3 months before the end of the accounting year. Because of the procedure that the Company follows in selecting the person to be the director, it can be said that the Company does not overlook the suggestion to limit the term of independent directors; the independent directors are also a member of the Board of Directors, one third of which are required to leave the office every year.

**The company should form the CG Committee and Risk Management Committee** Even though the Company does not form the CG Committee and Risk Management Committee as shown in the organizational structure, the Audit Committee consistently perform the task in checking the good corporate governance, risk management and other relevant issues under the scope of duties specified in the Audit Committee's Charter and duties assigned by the Board of Directors.

## **10. Corporate Social Responsibility**

### **10.1 Policy Overview**

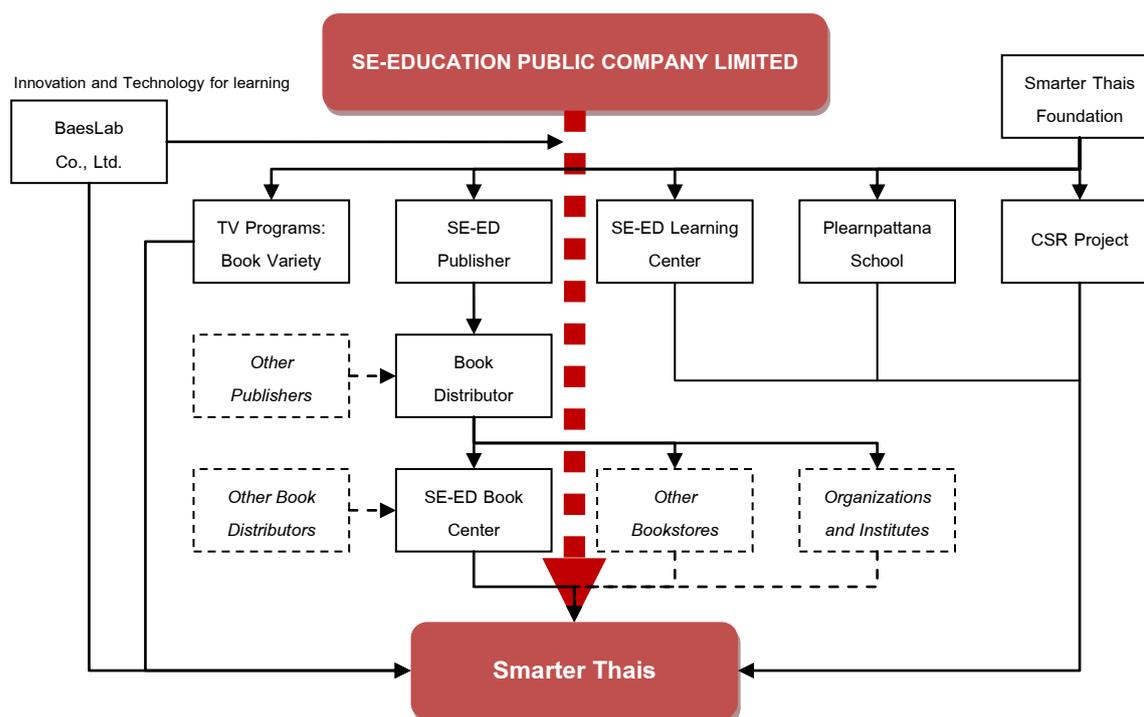
The Company was established by a group of ten electrical engineers. Each of them had experiences in knowledge promoting activities from their participation in Academic Club as a student at the Faculty of Engineering, Chulalongkorn University. They realized that Thailand needed to develop many more of academic resources but no one had been interested in the academic development. Thus, the Company was established in 1974 under the objective 'to do business in knowledge dissemination, with a view to developing the fullest potential of Thai people in areas essential to the national development'. The Company's name also emphasizes the objective. 'SE-ED' is derived from the words **S**cience, **E**ngineering and **E**Ducation because engineering, science and education are vital fields needed for the development of the country. The Company's vision and mission reflect the strong determination to be a part of Thailand's sustainable development.

**Vision** : SE-ED shall be a leader in providing easy and convenient access to knowledge to Thai people.

**Mission** : SE-ED seeks to do business in the areas that promote education for Knowledge in the fields that is necessary to the development of the nation. It operates in the business that will make 'Smarter Thais' by developing the sustainable business with a continuous earning growth at the above the industry's average, being a role-model company that can create work result deems beneficial and accepted by society at large with happy staffs, and able to deliver and maintain an attractive long-term investment returns at the satisfactory level.

### **Sustainability Framework**

The Company can sustainably operate a business that grows alongside the society while being able to survive in the long term if the executives and employees share the commitment and inspiration to drive the organization into becoming the 'knowledge provider' who makes Thai people smarter. From the past up to present, the Company has seriously operated the business along with creating new innovations to serve the mission 'to make Smarter Thais'. The Company's business operation can be summarized into the following chart:



The operation chart displays many activities that have been integrated into the Company's business operation as in the following:

- **SE-ED Publisher:** The publishing unit is responsible for publishing books, magazines and other education resources to help Thai people improve their potentials. The unit has been active since 1974.
- **Book Distribution Business:** As a distributor SE-ED has distributed good books from both inhouse publications and other publishers' to SE-ED Book Center and other bookstores across the country. The distribution unit began its operation since 1998.
- **SE-ED Book Center:** The Company's bookstore business has been in operation since 1991 with the determination to expand branches across the country, giving convenient access to knowledge and good books for Thai people. Books sold in SE-ED Book Center are of mixed varieties and exclude any books that contain inappropriate contents, encourage violence, violate laws or contradict to the moral value of Thai society.
- **SE-ED Learning Center:** The Company started organizing education camps (Computer and Nature Camps) in 1987 as a sample to interest other operators to begin providing more education camps. Later in 2002, SE-ED revived the project and transformed it to 'SE-ED Kiddy Camp' available in every school break. To support the expansion of this business line, in September 2008 the Company opened 'SE-ED Learning Center' on the 600 square meters space at *Chamchuri Square* building, the property of Chulalongkorn University. The

Center's mission is to provide supplementary courses and activities for young children to improve their potentials and boost their development. Moreover, the Center has provided training courses and workshops in developing professional skills and personal performance for general public. Later in 2013 SE-Ed Learning Center expanded into being the learning center for Math and English (FAN Math and ACTive English programs) operated under the franchise model, with the determination to increase academic achievement of Thai children and youth.



- Plearpattana School:** This is an alternative school that takes students from pre-kindergarten to Matayom 6. SE-EDUCATION PUBLIC COMPANY LIMITED is one of the founders. The school has been in operation since the 2004 academic year onwards. The school's curriculum is designed to equip students with knowledge skill, working skill and life skill that will support students to develop their full potential and become an eligible adult who possesses a voluntary mind, good moral and awareness of his/her social responsibility.

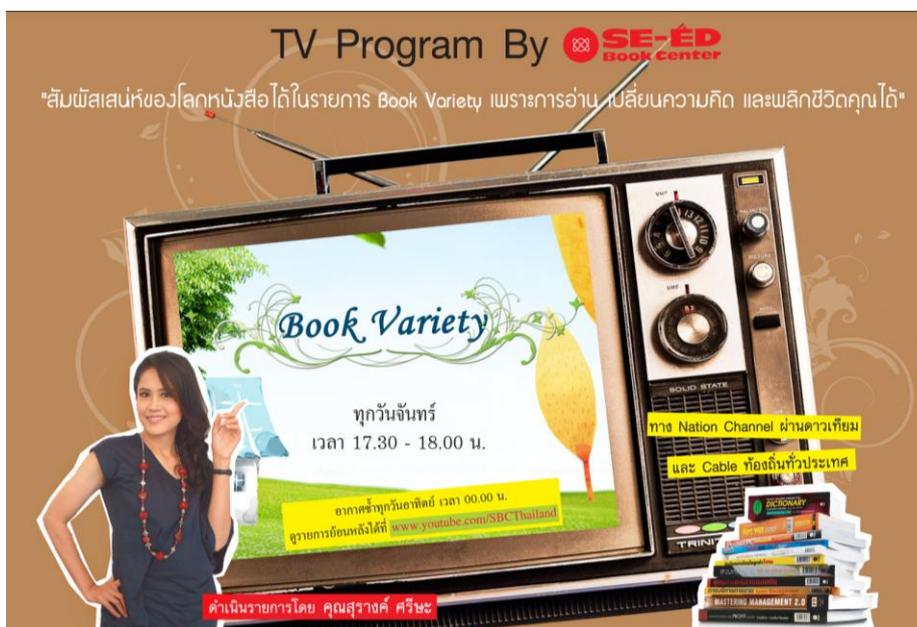




- BaesLab:** BaesLab Co., Ltd. was formed with the objective to develop educational materials in digital formats (e.g. eBook, ePub, iBook) and to develop programs and IT facilities to support digital content management so that Thai people can access these contents effectively and use it as a part of the learning experience in the 21st century. Such programs and facilities include e-Library system, SE-ED Current, Follow me (teacher's assistant program to control and manage classroom through Tablet) and Interactive Book Making Program.
- TV Programs to Support Reading Habit:** At the present the Company is the producer of Book Variety presents many aspects of knowledge from books such as healthcare, dharma, management, stock and finance, children's books. The program contents include book introductions and interviews with people in book business such as writers, translators or editors. The program is aired on every Monday from 05.30 p.m. - 06.00 p.m. on National Channel, via PSI satellite and local cable TVs nationwide.

TV Program By 

"สืบพัสแสนซ์ของโลกหนังสือได้ในรายการ Book Variety เพราะการอ่าน เปลี่ยนความคิด และพลิกชีวิตคุณได้"



Book Variety

ทุกวันจันทร์  
เวลา 17.30 - 18.00 น.

รายการทุกวันอาทิตย์ เวลา 00.00 น.  
ดูรายการย้อนหลังได้ที่ [www.youtube.com/SBCThailand](http://www.youtube.com/SBCThailand)

ทาง Nation Channel ผ่านดาวเทียม  
และ Cable ทั้ดงถิ่นทั่วประเทศ

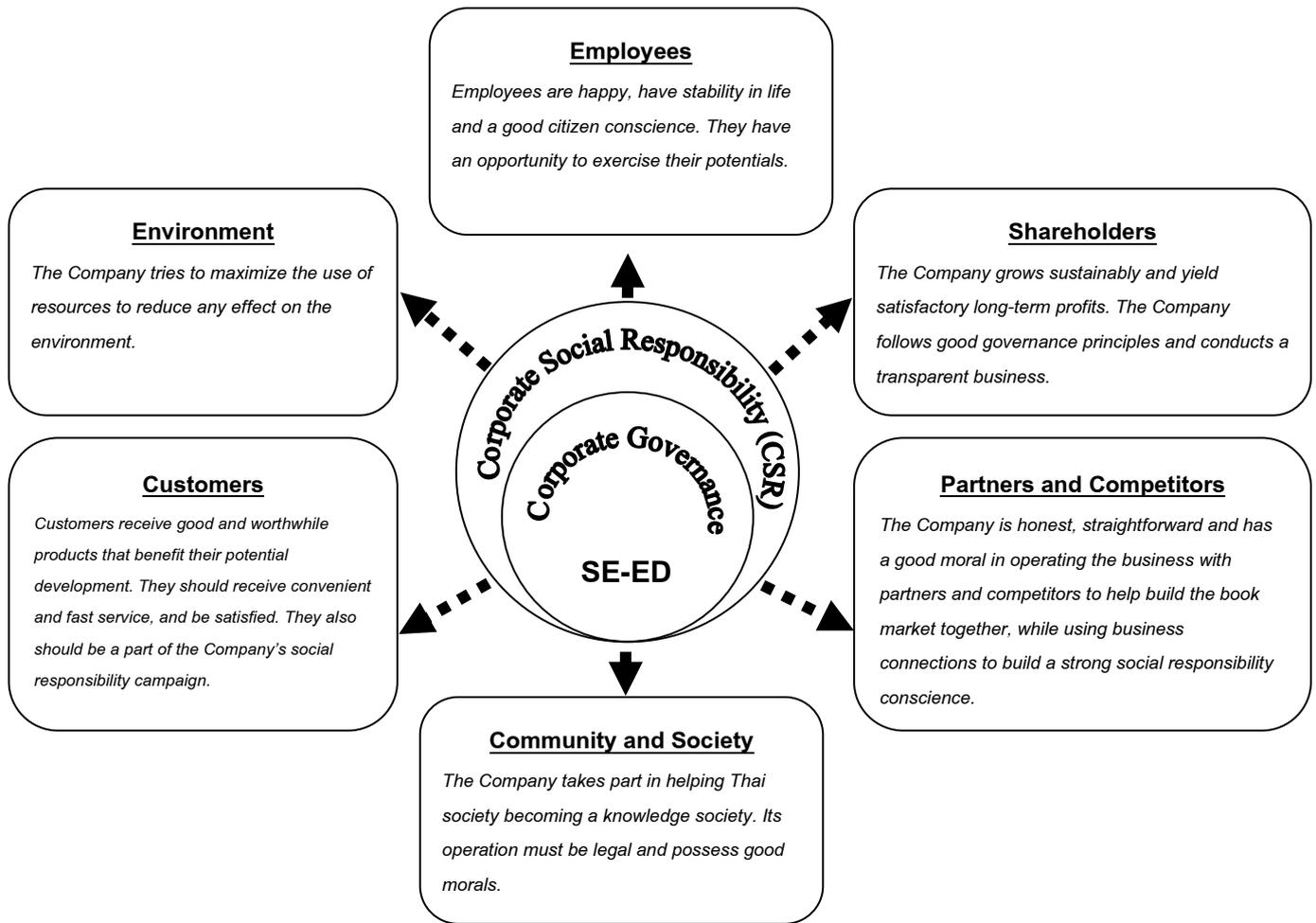
ดำเนินรายการโดย คุณสุรางค์ ศรีษะ



- **CSR Project:** The Company takes its corporate social responsibility as a part of the driving strategy and business operation. CSR, or 'CSR in Process', has become the core operation of the organization, in which there is no department directly responsible for CSR activities. However, the Company had been involved in many activities that required cooperation and operation to enhance the effectiveness of CSR activities. Thus the Company decided to set up CSR Department in 2009 to support the Company's CSR activities. This department focuses on helping children and insufficient communities to access to knowledge easier by donating books and educational media to schools in rural areas. In 2013, the Company has donated books, over 13.82 Million Baht, worth to 190 schools in need. The Company donated book shelves to make school libraries well organized and attract students to libraries so they can improve their life-long reading habits.
- **Smarter Thais Foundation:** The Company's 'Smarter Thais Foundation' was officially established on September 23, 2011. The foundation's objective is to initiate activities that support the development of Thai people's potentials that will allow them to be a valuable human asset and possess a better life quality so that they can apply their potentials in developing and driving the country to be competitive in the international community. The foundation will work closely and effectively with the Company's CSR project to help Thai people smarter and build a sustainable society.

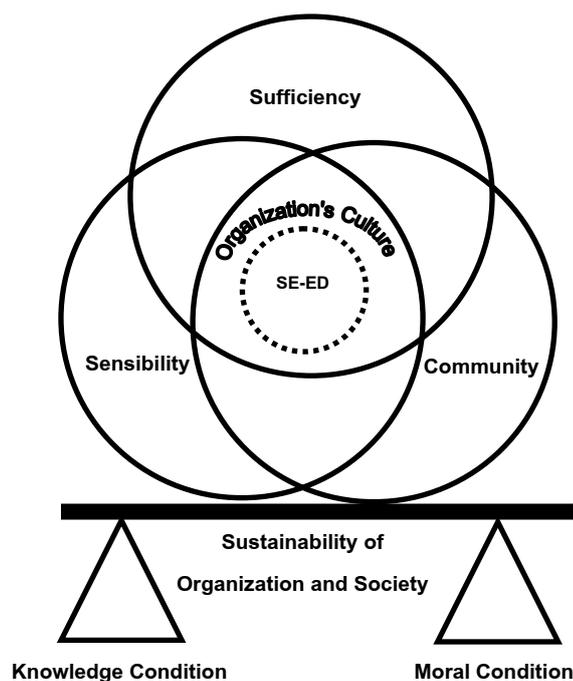
It can be concluded from the above that the Company's business operation has a role in solving major problems of the country and driving the country to a sustainable development. The Company is also the mechanism that supports the development of Thai people's potential until they can become a valuable human asset for the nation's sustainable development. As a result, the corporate social responsibility along with the faithfulness to business ethics and determination to being a good role model become the important mission that the Company has to strictly hold firm too.

The Company has adopted the principles of Corporate Responsibility and Corporate Governance, which become the Company's strategy. The Company's business operation also needs to take into account the balance satisfaction of stakeholders including customers, employees, business partners, shareholders, communities, society, and environment, which are appropriately prioritized in the following:



Moreover, the Company has adopted the principle of sufficiency economy into its business operation so that the Company can run its operation reasonably and sufficiently, with immunity. It needs to be assured that the Company has used IT information and knowledge in different areas to make operational decisions with the principles of good morals and ethics as the guideline.

Moreover, when considering the Organization's 'culture' that the Company has tried to impose on every employee, it can be found that the culture of the organization is in line with the sufficiency economy philosophy as shown in the following chart:



The Company realized that it could only maintain the sustainable operation by promoting a positive working culture for every employee. A good culture will produce shared values and positive attitudes in work and life among employees. A good organizational culture will also continuously bring about success factors that answer to the objectives and business nature of the organization. Such culture is a drive force to creating pioneer works that require strong cause, ideology and determination. It is a work that is not only creative but beneficial to the country at large. Every employee is ready to adapt to changes and listen to reasons with open mind. They focus on their productivity to make profits and sustainability for the organization and society. A culture that has been planted into the attitudes of every employee will become a common work ethic shared through team working experiences within the organization. The Company is confident that every employee is ready to apply the philosophy of sufficient economy in their own lives effectively. The organizational culture of SE-EDUCATION PUBLIC COMPANY LIMITED is illustrated in the following:

#### Operation Philosophy and Driving Force

- We will take on our ideology and turn it into our profession. We will produce creative and pioneer works with happiness because we believe that we can transform our dreams into something great for Thai society.
- We will think big, never think small.

#### Transparency and Moral Values

- We will be a good role model as a company.
- We will not cheat or violate the law. We will be fair and maintain our work ethics and social responsibility.

- We will have a moral standard in treating our customers, business partners, competitors and colleagues.

#### Adaptability

- Every rule can be changed with reason and as long as the change will improve our employees and does not cause any negative effect on the Company.
- We are ready to change anything. We will listen, think, learn, and improve for better. We will not feel humiliated and be chained to the traditional framework. We will break through any problems or obstacles.
- Nothing is perfect at SE-ED.
- Employees will be given an opportunity to work on what they truly like.

#### Personal Ethics

- Be economical, humble and self-sufficient.
- Be down to earth and treat everyone with respect.
- Spend money and resources reasonably when it is needed without being stuck to the old tradition. Every money spent is worthwhile and benefits the works. It is known as the Zero-Based Budgeting.

#### Common Values

- Be positive towards life and obstacle.
- Be understanding and believe in the goodness in people.
- Ignore showing off but care only what matters.
- Creating positive working atmosphere that encourages people to work hard and have fun with the challenging works.
- Live and love as one family.

#### **Ethical Business Operation**

The Company supports an effective, transparent and auditable system and emphasizes on business ethics, transparency, being exemplary, responsible and honest, equality, and rights of employees, directors and shareholders. This has become the '*strong culture of the organization*'. Starting from the Chairman, Directors, Managers and Managing Directors, everyone is the driving force to implement the Company's policy with transparency and responsibility to society. Every member in the organization, from employees, directors, and executives, is well aware of the core policy of the Company.

Every business plan for every process including operation procedures in the organization are under the balance responsibility of every stakeholder; shareholders, business partners, competitors, creditors, customers, employees, communities and society. Every employee must follow the ethical

guideline that the Company has compiled and used as the guideline to plan any operation, process and procedure.

Moreover, the Company's directors realize the importance of an effective, transparent and auditable managing system. Every employee and new employee will be informed of the Business Ethic Guideline, involving rules and regulations in operating business. The guideline helps build more confidence among shareholders, investors and all stakeholders who are the supporting and driving force towards the Company's strength, competitiveness and long-term success. The Company has undergone key activities to support good corporate governance principle:

- Directors' Manual:** The Company believes in good corporate governance, business ethics and responsibility to society. Every director and executive must perform their duties honestly and straightforwardly. The Directors' Manual and Corporate Governance Policy are the guidelines for directors and executives to comply by the laws and the Company's regulations, to possess business ethics in performing any activities, decision-making and any transaction of the Company. The Company intends to run the business with honesty.



- Business Ethics Guideline:** Every employee and new employee will be informed of the Business Ethic Guideline, involving rules and regulations in operating business. The guideline helps build more confidence among shareholders, investors and all stakeholders who are the supporting and driving force towards the Company's strength, competitiveness and long-term success.



- **Ethical Business Operation:** The Company has operated the business by adopting the principles of good governance. The details and information associated with stockholders and investors are available to certify the ethics and morality in business operation. Individuality is encouraged to file a complaint regarding products, insufficient service, immoral and unethical operation of board of directors and staff at [comment@se-ed.com](mailto:comment@se-ed.com), or to independent director at [id@se-ed.com](mailto:id@se-ed.com).
- **The Business Ethics and Moral Principles:** The company is determined to incorporate the business with morality and ethics. We trust in our commitment. Our business is operated under the laws and regulations with principles, values and standards, not taking advantage nor causing any inequality to business partners and customers.
- **Strong Objectives Against Rights Violation:** The company has solid regulations and policy against any the production and the distribution that considered breaching rights. We have also encouraged our partners, writers and others to understand and aware of the copyrights and rights violation. For example, the seminar entitled 'Copyrights: You Should Know' was held to publicize and promote the awareness of copyrights.



## Anti-Corruption

SE-EDUCATION PUBLIC COMPANY LIMITED is determined to operate a legal and transparent business, and forbid any corruption to ensure that the Company's operation is in compliance with the Corporate Governance principle. The Company has also established a policy to encourage its employees to be a good citizen, and its business partners to operate legal and transparent business. The objective is to form a corporation to maintain the sustainable progress of the society. The Company is aware that corruption poses an extreme harm to the progress of the country. Therefore, the Company has formed an anti-corruption policy as follows:

1. The Company will evaluate the risks involving the corruption within the Company, investigate and vanquish internal corruption and stand up against any form of corruption.
    - 1.1 The Company has a policy to forbid any form of bribery in any activities and operations. In case that the Company needs to give donations for charity, presents to business partners or sponsorship, everything needs to be transparent and void of any influence on government or private sector officers to be committed on any inappropriate action.
    - 1.2 The policy will be announced and publicized within the organization so that both the executives and employees can use it as a guideline to perform their duties with ethics. The Company will have a firm punishment for an executive or employee involved in internal corruption, bribery or any form of corruption.
    - 1.3 The Company will emphasize these measures through trainings and meetings within the Company so that every employee is aware of the importance of honesty and that the Company is determined to follow good business guidelines.
    - 1.4 The Company will form a suitable system to prevent employees from cheating or corrupting so that the Company can maintain its good corporate governance practice and the organizational culture of being an honest, trustworthy and responsible organization.
    - 1.5 The Company will provide channels for employees or relevant parties to give a clue of corruption and guarantee the safety of informants. There will be an immediate investigation on the given clue.
  2. The Company will exchange its experiences, guidelines and successes in the campaign to support an honest and transparent business operation with its business partners and other organizations so that there could be an inter-organizational corporation to prevent corruption.
  3. The Company will cooperate with other companies within the same industry, business partners and other stakeholders to form a network to support moral, lawful, and transparent business operation and participate in any anti-corruption activities.
- **Declaration to be a part of the Collective Anti-Corruption (CAC):** In the beginning of 2011, the Company has declared its intention to be a part of the Collective Action Coalition. This is the

collaboration of 7 leading organizations including Thai Institutes of Directors, Thai Chamber of Commerce, Thai Bankers Association, International Chamber of Commerce, Thai Listed Companies Association, Federation of Thai Capital Market Organizations, and the Federation of Thai Industries.

### **Human Rights**

SE-EDUCATION PUBLIC COMPANY LIMITED is aware that every employee has possessed the human value. The Company pledges to respect the honor of every employee and guarantees that everyone will have the rights and freedom to work in a clean and safe workplace, be free from any form of harassment and suppression. The Company will also encourage the employees to express their potential and individual value that will be a part of the organization's continuous and sustainable growth.

- **Mediation Program:** The Company has always encouraged the employees to understand themselves as well as others. Therefore, the meditation program is initiated. This program has aimed to give the training to the practitioners' mind in order to aware of the consciousness, to gain insight and morality in order to purify and to consciously overcome doubts which lead to efficiently performance both at work place and in daily life.



- **Employee Value Project:** The Company intends to promote and support potential proactive activities of all its employees. We encourage our employees to develop their leadership skill and cross functional management skill in a project called 'A3' and 'Project Leader Project' in which anyone can offer their sub - project to improve the organization. The board of directors always encourages and supports its employee to broaden their knowledge and prove their ability through their performance.



- **Communication Development Project:** The Company has developed the communication system for its branch staff at all available branches across the country and its staff at headquarters and the warehouse. Together with ADSL phone system, iPOS system which allows staff at the branches and the headquarters exchanging their mails effectively, and LCD TV to interchange important information. These systems enable its entire staff to exchange important information even though they are not in the same place.



### Labor Practices

The Company is aware that safety and sanitation of employees is important because employees are valuable resources and vital contribution to the growth and competitiveness.

- **Safety and Emergency Project:** The Company is aware of the safety of workplace. Thus, we continuously host fire drills and safety trainings. The facilities and safety equipments are sufficiently supplied in case of emergency.



- **Health Care Project:** The Company is aware of the importance of its entire staff and families' health. We believe if they are physically and mentally healthy, they are happy as well. Therefore, these health check-up programs are offered throughout the year.
  - Annual health check - up An appropriate list of analysis and check-ups is provided suitably for the age range of the staff. A reasonable discount for the health check-up is provided for the immediate family members as well.
  - Health cover welfare this program aims to relieve its staff financial problem in case of hospital emergency admission. Special health insurance is also available for further family member with a reduced insurance rate.



- **Stability and Sustainability Life Improvement Program:** The Company is aware of the importance of its staff quality life. To assure each individual staff its quality life, various programs are in action.

- Life Insurance Worth 24 Months of the Latest Salary. In case of unpredictable and unfortunate death, the company offers 2 years of payment providing for the family of the lost one. This will help the family to cope with and adjust to the situation.
  - Flexible Time System. The flexibility of work period enables individual staff to choose their operating hours in compatible with each individual convenience or personal business. With this system, some who may be engaged in personal business can come to work after regular working time.
  - Retire Rich Fund Project. To promote the saving habit, SE-ED has encouraged its employees to save money for their retirement. This project aims to assure that they will have sufficient amount of money to survive to live happily ever after the retirement.
  - Reducing Debts Project. A survey concerning debts has been conducted. After the survey, the jurist department has been assigned to aid the debtor and the creditor in making compromise. Moreover, the amount of the loan has been approved to help paying off debt so they can start their lives over.
- **The relief program gives financial support to employees suffering from natural disasters:** such as floods or rainstorms as well as other mishaps that cause major asset losses. The support will allow them to recover and return to work and live a normal life again. Moreover, the Company offers an interest-free loan to employees who have to renovate their houses that have been affected by such disasters.

### **Consumer Responsibility**

The executives and employees will strictly follow the below guidelines:

1. To guarantee the quality of books published by the Company and exchange the defective ones.
  2. To endeavor to offer product satisfaction with most reasonable price.
  3. To endeavor to treat and protect customers' information as if it was their own information.
  4. To provide a channel for complaints and inquiries via from which they can promptly respond.
  5. To endeavor to offer accurate, sufficient and up-to-date product information.
  6. To equally treat every customers.
- **SE-ED Book Center Project:** SE-ED is determined to operate SE-ED Book Center nationwide as the provider to Thai society to fulfill the satisfaction of the customers so they can shop at the nearest store at their most convenience and to create equally opportunity for Thai people to seek for source of knowledge.



- **White Bookstore Project:** The Company has a strict policy of providing good, ethical selection of books and products. We offer a wide range and variable genres of books and our stores will have no unethical, immoral, improper or culturally unacceptable in Thai society.



- **Production of Books, Magazines, and Academic Materials Plays the Significant Role in Developing Thai Society:** From the day one until today, the company has determined to publish

books, magazines, and academic materials that greatly play significant role in improving Thai society. SE-ED has provided a variety category of books; for instance, engineering, computing, management, foreign languages, dictionaries, science and innovation, kids' educational comics, science journal, technologies and industries, et cetera.

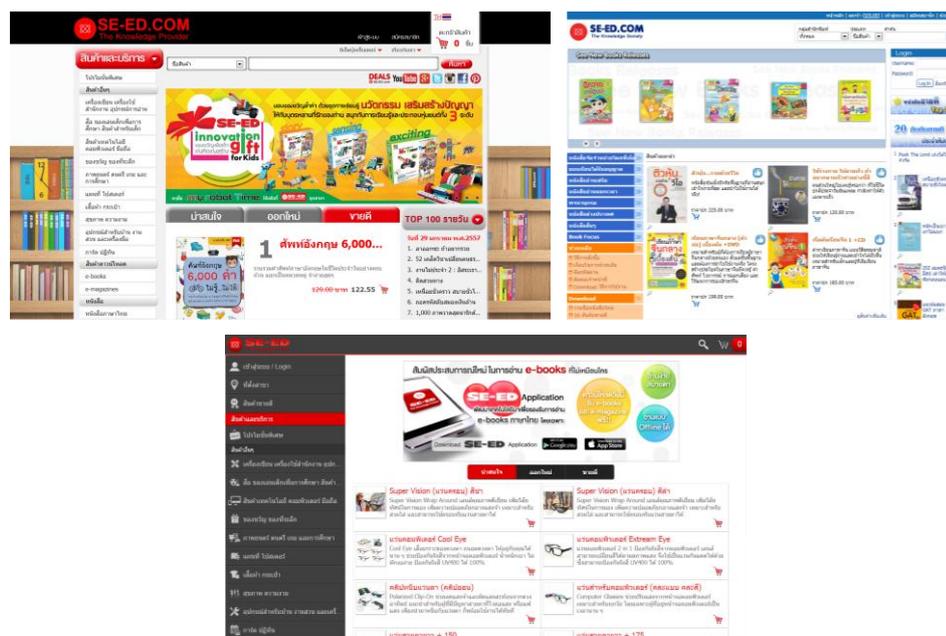


- DIY for Kids:** The Company aims to improve potentials of Thai children and youth in 3 aspects: Imagination, Inspiration and Innovation. Therefore, the Company has distributed a new product line under the name i-Kids with the objective that Thai children and youth can learn through the innovation of these products. Children can learn about what they like and suit themselves. This leads to STEM Education, which is a basic learning system in Science, Technology, Engineering and Mathematics that does not require theory memorization; children can learn from real hand-on experiments and pursue further learning in the subject with their own imagination and inspiration.



- **Developing websites supporting retail and wholesale systems:** The Company has developed and improved its websites: [www.se-ed.com](http://www.se-ed.com) and [www.se-ed.com/wholesale](http://www.se-ed.com/wholesale) in order to support retail system (e-Commerce) and wholesale system.

Nowadays, [www.se-ed.com](http://www.se-ed.com) is most visited website of the country. There are wide range of products and a variety of books for customers. Moreover, they provide the updated information about best sellers, interesting books and where to buy them. With these information, it enables customers have choices and can make a decision easier.



Additionally, the Company has launched its mobile website, [m.se-ed.com](http://m.se-ed.com), for mobile devices such as smart phones or tablets to allow customers more convenient alternatives to book shopping. The Company expects that such channel will support the increasing e-book trade in the future which is the result of the dramatically growing internet usage from general public.

- **Integral developing logistics system:** The Company has determined to develop logistics system to be highly efficient, to deliver goods to customers at low cost, and to be competitive. According to this philosophy, Thais could access the quality books quicker, and whenever they need.

Integral developing logistics system includes:

- 'Order Today, Get It Tomorrow' Project: The Company has developed and improved order picking system and [www.se-ed.com](http://www.se-ed.com) under the concept of 'a small store serves as a big one'. If the customers cannot find the books they need in SE-ED Book Center, they can go over the cashier counter and request for the books. With the developed, improved IT and logistics systems, the stores can deliver the books to the customers within 24 hours at their convenient branches without a delivery fee.

- Intelligent Point of Sale System (iPOS): The Company has developed this system to support sales performance at SE-ED Book Centers and to provide useful information on books. This helps the customers make a decision easier.



- Developing a data linking system between branches, the headquarters and the warehouse into a real time computer network. This enables an efficient, fast, accurate operation.
- Digital Assorting System: The Company has developed products distribution into a digital system. This enables a flexible distribution to efficiently deal with the market situation. In addition, this system helps reduce papers usage up to 500,000 sheets.



## Environmental

- **The natural conservation project:** SE-ED emphasizes on saving energy and resources. Thus the Company launches many campaigns and activities on saving energy and resources as follows:

- Replacing electronics in SE-ED Book Center with saving energy models.



- Changing the light switches into individual string switches in the headquarters in order to save electrical energy on unoccupied workspaces.

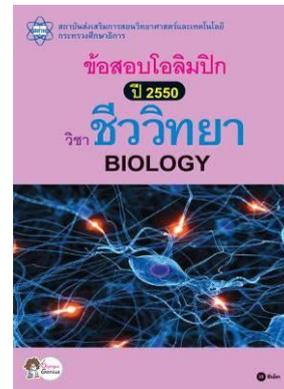
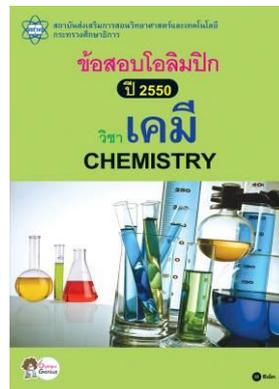
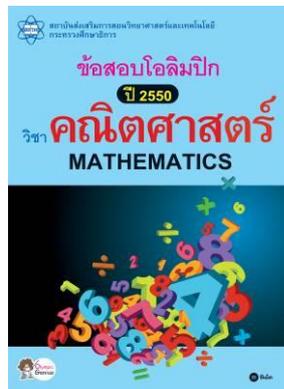


- Minimizing of paper usage project promoting employees to manage the important documents through electronic media (eDocument) to reduce papers usage and enable faster searching.
- Saving water in the headquarters project by installing automatic piping valves in restrooms, working with the Contact Switch at toilets' doors. Valves will be turned on, if the door was closed only. This prevents wasting water.
- Saving electrical energy in the SE-ED's warehouse and distribution center by changing T8 Fluorescent lamps (36 watt) to T5 Fluorescent lamps (28 watt) which help reduce electrical energy up to 33%. In addition, the Company uses T5 HO Fluorescent lamps instead of Sodium lamps on 15,000 square meters area. This enables the Company to save electric energy up to 50%.



### **Responsibility in Community and Society**

- **Genius Book Series Project:** SE-ED cooperates with the Institute for the Promotion of Teaching Science and Technology (IPST) in producing course books and development helper books that available in Mathematics, Science, Computer, Biology, Physics, and Chemistry. This includes tutoring books for an Academic Olympics.



- **Change for Kids Project:** This project enables SE-ED customers and others to participate in the donation activity through donation box at all SE-ED Book Center branches or by the donation bank account. This project will be operated under 'Smarter Thais Foundation (Khon Thai Keng Kheun Foundation)'. Every penny of the donation is determined to organize activities that aim to develop proficiency, ability and life value of Thai people. We believe that this sustainable project will result in making Thai realizing their potential for this country.



- Total Solution to English Proficiency 2013:** The project is continued for 2 consecutive years, with the member of more than 140 schools that want to improve the effectiveness of English learning system. The management and the team are still determined to improve both teachers and students by offering a systematic English learning framework that teachers can apply in their classrooms. Teachers will also receive trainings certified by 'Oxford Language Program' standard. Teachers will be assessed by the level of academic achievement of students. The project is available in two levels: primary and secondary. In 2013, the Company also worked with the Education Area Office in various provinces to provide trainings for teachers. There were over 1,000 teachers nationwide attending the trainings



- **Cooperating with National Science Museum (NSM) to build the science learning centers for children in towns:** SE-ED has a policy to encourage youth to have inspiration in Science and technology. Therefore the Company contributes support in finding the space in Shopping Malls, which are trading partners of SE-ED, to National Science Museum (NSM) for setting up the Science museums and learning centers. Moreover, the Company provides a special renting rate or renting-free for National Science Museum. Nowadays, there is one science museums and learning centers: Chamchuri Square.
- **Logistics Development to Meet Substantial Orders:** The logistics system of the company is developed and improved so all the order is promptly delivered to the customer within the very next day under the slogan 'Order Today, Get It Tomorrow'. Furthermore, this particular service helps the customers to find books and other products easier and more convenient.

### Innovation of CSR

SE-ED always determined to one that make Smarter Thais and satisfy all stake holders. Therefore the purpose of research, development and innovation creating conform to fulfill this determination. The Company's innovation must afford to provide benefits to book industry as a whole, to enable the easier ways to for Thais to access knowledge. The latest technology is applied to SE-ED's business operation in order to develop the operation's efficiency. Examples of innovations, which reflect to social responsibility as follows:

- **'Standing Order', Developing Distribution System project:** Being the biggest book distributor of the country, the Company sees the problems in a stock management in book industry as a whole such as inaccurate sales monitoring, complications on billing, lack of credibility and etc. Thus the Company developed the innovative distribution system called 'Standing Order'. It is the system that allows the new books be on stores without billing. This enables the stores to sell more new books. If some of the new books were best seller, the stores would fill up the stock and pay bills on the filling stock. The SE-ED employees will be fully responsible for sales checking. This, Standing Order System, gives enormous advantages to book industry. Firstly, the stores are willingly to add more new books. Secondly, Thais have better opportunities to access a variety of books. Thirdly, it reduces risks in business operating, thus the distributors and publishers can track all information about sales performance. This enables the better planning. Fourthly, it also enables the better billing system. Nowadays, this Standing Order System is accepted and adopted across the country.
- **Developing Product Management project:** SE-ED has developed the Distribution Model Program and Intelligent Automatic Reordering System (IARS) in order to manage a new books distribution and to fill up stock of SE-ED Book Centers which depends on its community's needs and its actual sales performance. This reduces risks in business operating because the mass publishing, without information technology supporting, is not necessary. Moreover, the stable and accurate information

technology allows all branches to fulfill its community's needs. This also efficiently reduces costs and opportunities loss.

- **Successfully develop the potential of Thai youth:** The Company did a research to find a guideline to help young Thai people who do not live in an English speaking environment to be able to improve their English skill significantly. In addition this practice must no increase a burden for teachers and use minimum resources. The outcome of the research shows that by reading graded readers with the extensive reading approach, the English skills of student improved significantly as well as their attitude towards English language, the inspiration to study more by themselves and the reading habit which has a crucial role in changing the student into becoming a life-time self-learners.

Consequently, the Company initiated SE-ED Enjoy Reading program in 2008. This program aimed to develop graded readers materials with the corporation from the world's leading publishers who specialize in extensive reading approach and graded readers. The program has selected many books in different levels and themes that will match the different interests of most students in the school system. Graded readers will be a tool to increase English proficiency of Thai students. From the research there will be a development of practice that can be employed in the schools across the country.

In 2009 – 2010, the Company began its research with 20 lacking schools in the elementary and secondary level. The outcome indicated a satisfactory improvement among students who read SE-ED Enjoy Reading materials with Extensive Reading Approach and toolkits from the program.

In order to magnify the outcome, the program has expanded its reach to teachers whose role can impose positive changes on children. In 2010 the program organized a training for the management staff and English teachers for over 70 school from the northern, central, southern and northeastern regions in order to prepare for an in-depth research. Every school participating would be provided SE-ED Enjoy Reading books, teachers training, teaching kits, and evaluation of English proficiency throughout one academic year.

In 2011, the Company, with the PR support from agencies of the Ministry of Education including the Office of the Basic Education Commission (OBEC) and the Office of the Private Education Commission (OPEC), organized a teacher training for over 1,000 teachers across the country. The training was under the idea of Total Solution to English Proficiency that focuses on improving the whole system with proficiency-based teaching methods. The proficiency-based methods will allow students to improve listening, speaking, reading and writing skills that can be applied in everyday communication English as well as academic English. The improvement will take place in all aspects including the curriculum development, classroom evaluation, materials selection, teacher training, cultivation of reading habits among children, and extracurricular activities.

In 2012, the Company hosted the academic seminar for teachers to exchange ideas and teaching techniques in classroom. There were over 1,200 teachers participating. The project aims to develop teaching efficiency of teachers and English language proficiency of students through a systematic teaching model that teachers can apply in classroom. In addition, there are teachers trainings to improve teaching efficiency to the standard of 'Oxford Language Program'. Development of teachers will be evaluated by students' achievement at the determined level.

And in 2013 the Company worked with the Education Area Office nationwide to provide trainings for teachers. So far there has been over 1,000 teachers attending the trainings and over 140 schools that participate in the Total Solution for English Proficiency program.



- **'Plearnpattana Classroom' Presentation in Smart EDUCATION 2556:** SE-EDUCATION Public Company Limited with Plearnpattana School presented 'Plearnpattana Classroom' in Smart EDUCATION 2556 from November 11-13, 2013 at Chaeng Wattana Government Complex, Bangkok. The Company demonstrated learning methods under the theme 'Using ICT and Multimedia Tools for 21st Century Learning'. The demonstration was divided into 2 sessions:
  - **STEM Education - Problem Based Learning (PBL) 'Plearnpattana Case Study':** Hands-on workshop and demonstration using iKids products – Learning materials included Hunarobo Robot from Korea that is used to develop STEM Education Curriculum that the Company has designed for primary schools. STEM Education is a Problem Based Learning (PBL) program that encourages systematic problem solving skills among children through technological inventions.

- **Multimedia and ICT Tools for English and Math Classroom:** This demonstration consisted of 4 parts as follows:
  - Extensive Reading Technique with Graded Readers and Audio CD to improve students' English skills
  - Movies and Computer Program are used to improve English listening and speaking skills
  - Interactive Multimedia used in English teaching in the format of Activity Based Learning
  - Animation used in Math teaching in the format of Activity Based Learning

The Company is confident that the inclusive learning platform will support Thai teachers in providing an effective classroom that will truly increase the level of abilities of Thai students by using the resources to the maximum capacity.

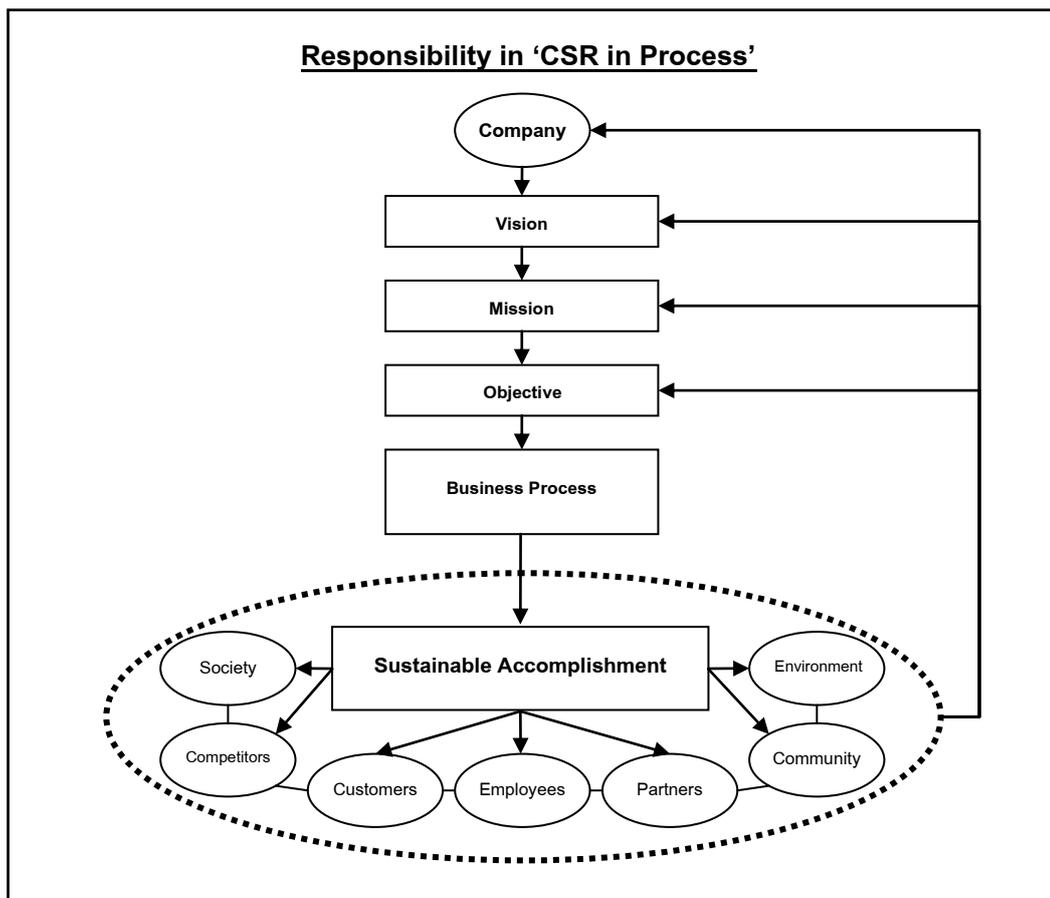


## 10.2 Operation and Reporting

It could be said that the Company's business objective comes from the country's problem in developing the human resources and the Company's social ideology. Such objective will allow the Company, stakeholders and the whole society grow together with sustainability. From the first day of establishment the objective has been carried on and seen through with determination. It has been passed on through the culture of the Company, through the attempt to become a 'good role model' in every aspect, through the works produced and through the growth in different areas.

The Company believes that the corporate social responsibility means that the Company must operate its business with ethics. Success of the Company must go along with the improvement of society. Every stakeholder is focused and treated with balance.

To achieve the above objective, the Company must make the Corporate Social Responsibility (CSR) the work and responsibility of every employee. It is in compliance with the objective of the establishment and usual business operation. CSR must be a part of the business process. CSR must not cost more than an ordinary process. CSR must involve employees. CSR must be in the actual work process. This is the reemphasis on the Company's management philosophy that we will not do anything differently from a normal business operation. We only change the 'way of thinking' and operate the normal business with 'different methods'.



Every business of the Company is aimed to answer the original objective of establishment. Books, magazines and educational resources are produced to benefit Thai society that still needs those materials. Distributing books for our publishers give a chance to good books to be widely distributed while publishers can survive, stay stronger and be ready to produce even more good books. The increase of SE-ED Book Center to different communities allow people to have an easy access to books that are selected and displayed in a way that suits the lifestyle in each area. The development of purchasing and ordering books give an opportunity to people from anywhere in the country to learn and develop equally. Moreover, the Company has established SE-ED Learning Center to disseminate knowledge and inspire Thai people to learn and discover. The Center's activities include organizing Kiddy Camps, educational activities, training courses and seminars for general public to improve their working skills in different areas and increase their productivity. Moreover, the Company took an important role in founding and operating '**Plearpattana School**', which is an alternative school aiming to produce quality human resources for the country in the future. The school focuses on promoting knowledge skill, working skill, life skill, voluntary mind and awareness of the social responsibility.

Responsibility to society, community and environment is not just an additional work but the core of the business operation, the breath of SE-ED family who are creators, initiators and role models. Every employee in the Company is a part of this responsibility in one way or another.

The Company could be claimed to have a vital role in breaking through the overall book business and quickly expanding the market for educational resources.

The Company believes that a sustainable organization can be developed from not only the ability to yield reasonable profits and growth rate for shareholder but also from the ability to improve itself to become a good role model that create works beneficial and acknowledgeable to the society at large. The Company's employees stay happy. Environmental awareness is a part of the business operation. The Company, thus, has operated the business on the interrelation of sustainable development with society and environment, with the founding belief that '*Good Will shall lead to growth, leading to profits, to strength and eventually to sustainability*'.

## **Procedures of Corporate Social Responsibility of SE-EDUCATION PUBLIC COMPANY LIMITED**

The Company has 3 main procedures to fulfill the corporate social responsibility:

1. General CSR activities of the Company must include all stakeholders who are customers, employees, business partners (and competitors), shareholders, communities, society, and environment. Every parties must be prioritized with balance so that everyone can be fully satisfied and accomplish together.
2. The Company focuses on CSR in Process. That means any CSR activities are a part of the responsibility of every employee in order to avoid creating a burden on top of the usual routines. 'Social Responsibility' then becomes the habit of every employee.
3. The Company determines to take on the problem of the country in education and potential development of Thai people. The Company tries to find a solution to the key problems including proficiency English in, Math, Science knowledge, and implanting in Thai children desirable qualities needed for the development of the country and sustainable society.

### **Evolving to 'Smarter Thais Foundation'**

Past and present CSR activities gave the Company an opportunity to use knowledge, potential, resources and connections to help develop the country with sustainability, and competitiveness in the international community.

In order to facilitate the operation of those activities to involve corporation from people and other organizations and enlarge the scale of the activities to the national level, the Company decided to set up 'Smarter Thais Foundation' in early 2011. The objective of the foundation is to *increase the role of social responsibility to produce tangible effects in a large scale*. This is the core strategy of the Company that needs to be invested with all available resources to see it through.

**Smarter Thais Foundation** will support the development of Thai people's potential in English, Math, and Science and build desirable qualities in Thai children through minor projects, mostly pilot projects, or projects that give opportunities to children in need. Any project must be able to operate in the long term with financial support from 'Changes for Kids' donation from SE-ED Book Center's customers and every Thai people. The donation will be used in Thai people's potential and value development projects.

In 2011 Thai Smarter Foundation began to promote the idea of '*replanting human values*' that will give an opportunity to desperate people in society to be trained professionally and able to general products and incomes to support themselves and their families. It is a sustainable project of which the role can increase continuously.

### 10.3 Activities for Social and Environment

#### SE-EDUCATION PUBLIC COMPANY LIMITED

- **Books for Students Project by SE-EDUCATION PUBLIC COMPANY LIMITED:** A selection of books is donated to school libraries across the country through this project to increase the opportunity of students in remote areas. Additionally, this allows the staff to participate in another program called ‘Love Your Country’, by submitting the name of school in which the book donation will be made and representing the company by delivering the donation.

Throughout 8 years of the project until 2013, the company has donated books to over 3,186 schools throughout the country. The donation was over 1.71 Million books and worth more than THB 278 Million. Furthermore, the company has participated by donating books and educational equipments to the Ministry of Education project’s ‘One Amphur, One Dream School’ which supports academic materials to dream school in order to develop as model schools.



- **Building Libraries for Underprivileged Schools :** The Company donated bookshelves to school libraries nationwide. In 2013, the Company supported new libraries nationwide in the amount of THB 3.68 million to 29 schools – Ubon Rattana Kanya Raja Wittayalai School, Nakhonnayok; Wat Na Prang School, Nakhonnayok; Ban Tan Nue School, Chiang Mai; Ban Tan Tai School, Chiang Mai; Wat Sakoon Pakransi, Suphanburi; Ban Pai Plake Mae, Suphanburi; Anuban Wat Pa Lay Lai, Suphanburi; Wat Don Chedi Ratburana, Suphanburi; Ban Krang (Pra Kaw Chaiyasit) School,

Pitsanulok; Wat Laem Poh School, Pitsanulok; Wat Ta Pa Kow Hai School, Pitsanulok; Wat Pa Koy Tai School, Chiang Mai; Ban Mae Ang School, Lam Pang; Ban Sai Moon School, Lampang; Wat Sadej School, Lampang; Wat Suwanna Mongkol School, Trad; Anuban Chutiporn School, Trad; Ban Khlong Yai School, Trad; Ban Ngon Nong Panow (Mitrparb 126), Sakonakorn; Wat Khlong Kow School, Samutprakarn; Wat Suan Thong Ruammitre School, Supanburi; Ban Tung Pluang School, Srakaew; Ban Rong Kae School, Samutsakorn; Wat Bod Rat Bamroong School, Chainart; Ta Ban Luang School (Rat Rangsana Wittaya), Chainart; Ban Wang Hua Rue School, Chainart; Ban Pa Klog School, Phuket; Mattayom Tessabarn Mueng Toongsong School, Nakhonsritammarat; and Anuban Choon (Ban Bua Satan) School, Payao.



รับมอบเงินจากหนังสือ >

โรงเรียนโรงเรียนวิภาวดีวิทยา กรุงเทพมหานคร  
ต.ปากน้ำพรก อ.ทุ่งสอง อ.นครสวรรค์

ร.ร. วิสุทธารักษ์ จ.สุพรรณบุรี



f SE-ED CSR "ปลูกความดี"

ร.ร.บ้านกร่าง (พระบาทสมเด็จพระมงกุฎเกล้าเจ้าอยู่หัว) บ้านกร่าง เมือง นิชฌนโลก



f SE-ED CSR  
ปลูกความดี

ส.ร.อนุบาลสุพรรณ จ.สุพรรณบุรี



f SE-ED CSR  
ปลูกความดี

ร.ร.วัดป่าข่อยใต้  
ต.วังน้ำเย็น อ.เมืองสุพรรณบุรี



We ♥ Reading



รับมอบ 1 ปี 1 ล้านหนังสือ  
โรงเรียนบ้านโรงระ อ.บ้านแพ้ว จ.สมุทรสาคร

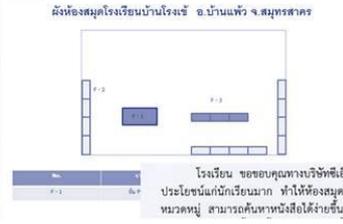
f SE-ED CSR



ตัวอย่งาน!!



คัมภีร์ 1 ล้านหนังสือ ได้ผลดีกว่า!!



ห้องสมุดโรงเรียนบ้านโรงระ อ.บ้านแพ้ว จ.สมุทรสาคร

โรงเรียน ขอขอบคุณทางบริษัทซีอี  
เอ็ดดูเคชั่น จำกัด มาก ที่ให้ห้องสมุด  
หมวดหมู่ สามารถค้นหาหนังสือได้ง่ายขึ้น



รับมอบชั้นวางหนังสือ > โรงเรียนวัดสวนทองรวมมิตร  
ต.หนองช้างเสือ อ.มวกเหล็ก จ.สระบุรี

### Smarter Thais Foundation

- **Books for students Project by Smarter Thais Foundation:** In order to promote education, Smarter Thais Foundation supports the Books for Kids Project of SE-EDUCATION PUBLIC COMPANY LIMITED that has been conducted for 9 consecutive years. The foundation purchased books and learning materials to donate to underprivileged schools and libraries. For the past 3 years until the end of 2013, the foundation donated 178,501 educational books with the total value of 22 million Baht to 823 schools and organizations.



### 35 หอสมุดโรงเรียน อ.บ้านนา จ.นครนายก



### 35 หอสมุดโรงเรียน อ.บ้านนา จ.นครนายก โรงเรียนวัดชะจากอาวาส





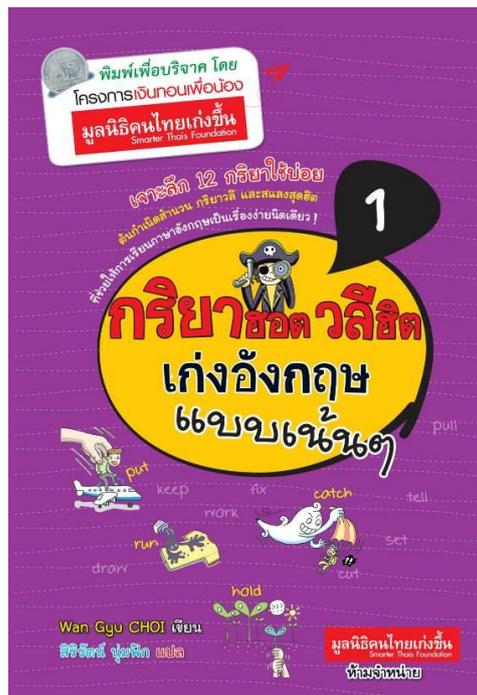
- **Enjoy Reading Project:** With the determination to improve English proficiency of Thai students, the foundation supports English textbooks and learning materials that will not only develop English proficiency but ignite the inspiration and instill the positive attitude towards the learning of English language and the reading habit for life-long learning experience.



**โครงการหนังสือภาษาอังกฤษเพื่อของ**  
**รวมสหประชาชาติและการพัฒนาการเรียนการสอนภาษาอังกฤษ**  
 ขอขอบคุณ : สภจากทางโรงเรียนบ้านขามเขตติ่งยี่ารุง จ.บุรีรัมย์

- **Publication of Life Quality Improvement and Sustainable Learning:** Since Smarter Thais Foundation was founded, there were donations of books, and dictionaries to students and school libraries nationwide. In 2013, Smarter Thais Foundation started their own publications by using the donation money from 'Changes for Kids by Smarter Thais Foundation'. The publications will cover various subjects that aim to improve the life quality and encourage sustainable learning of Thai people such a English, Math, Science and other necessary subjects.

In 2013, the foundation published 12 books including 'Welcome to ASEAN'; 'You Get What You Give Vol.1'; and 'Safety Books for Good Kids Series'. The published books were given to 489 schools, in the amount of 8,795 copies or THB 1.3 million.





- **'Change Your Thought for Happy Life':** This project aims to publish inspirational and thoughtful stories in CD format. Customers can pick up free a new CD on the 1<sup>st</sup> and the 16<sup>th</sup> of every month and put donation money for the CD at SE-ED Book Center nationwide.



#### 10.4 Prevention of Involvement in Corruption

The Company is determined to operate a transparent and legal business; it will resist and will not support corruption so that the Company's operation is conducted according to the principles of good corporate governance. In addition, the Company has a policy to support the employees to be a good citizen of the country as well as supporting the Company's business partners to operate a transparent and legal business with the goal to create a sustainably progressing society. The Board of Directors also issues the anti-corruption policy as disclosed in clause 10.1 Overview of Policy in Anti-Corruption. The Anti-Corruption is a part of the Company's Corporate Governance Policy that the Company has revised every year so that it is corresponding with the international standard of the principles of good corporate governance.

- **Anti-Corruption Operation:** The Company gives emphasis on carrying out the anti-corruption policy. In 2012 the Company avowed to join the Collective Anti-Corruption (CAC) and always sends its staff to join the anti-corruption trainings in order to improve the knowledge about the issue.

### **Rewards of being good governance**

Since the day that SE-EDUCATION was founded, SE-ED has strongly determined to be an organization that participates in developing human resources and making 'Smarter Thais'. And every stake holders satisfy with this determination. All rewards was self-evidence that SE-ED always placed importance on being good governance. All rewards can be seen as follows:

- Received SET Award of Honor in Corporate Governance for the third time from SET Awards 2013. The award is for the excellence in corporate governance for 5 consecutive years.
- Received 'excellence' or 5 stars from corporate governance evaluation for 6 consecutive years (2008 - 2013).
- Was evaluated '5 TIA' in organizing the Annual General Shareholders Meeting for 5 consecutive years (2009 - 2013).
- Received Investors' Choice Award for receiving 100% scores from the evaluation of the Annual General Shareholders Meeting for 4 consecutive years (2009 - 2012).
- Received 'Board of the Year for Distinctive Practices Award 2010/2011'.
- Received 'Outstanding Corporate Social Responsibility Awards' from the SET Awards 2011.
- Achieved the Princess Cup from Her Royal Highness Prince Maha Chakri Sirindhorn for being a large organization which applied sufficiency economy philosophy with business operation (from Sufficiency Economy Contest 2<sup>nd</sup>) in 2010.
- Awarded CSR Awards 2009 - 2010 (awarded for outstanding listed company who operates responsibly toward society and environment).
- Awarded the Top Corporate Governance Report Awards 2009 - 2010 (Outstanding in Good Governance Report).
- Won Best Shareholder Treatment Awards 2008.
- Received 'Board of the Year for Distinctive Practices Award 2006/2007'.
- Awarded for 'outstanding network bookstore 2002 - 2003' and awarded for 'Excellence bookstore of the decade (year 2004)'.

## **11. Internal Control and Risk Management**

The Board of Directors and management has continued to stress the importance of internal control, by emphasizing on the adequate internal control system for business operation to maximize management as well as assets monitoring, reduction in possible errors, the Company's damage prevention, financial management, risk management, operation supervision, which reasonably ensures that the Company can operate as expected and maximized the added value in long run. In addition, The Board of Directors has made certain that all operations are within the rules and regulations stipulated by the laws to prevent any possible damage to the Company.

The Audit Committee has performed its duties within the framework of responsibilities assigned by the Company's Board of Directors, which is also consistent with the Stock Exchange of Thailand's stipulation. In the fiscal year 2013, there were 6 Audit Committee meetings in which attended along with the executives, auditors, accounting department and internal audit department. The remarks about the sufficiency of the internal audit system can be summarized as follows:

**Part 1 Control Environment** The Company determines business goals which are accurate, clear, possible and measurable. Moreover, the Company's structure supports the goals. There are regulations and penalties to prohibit executives and employees from possible conflict of interest. The Company, however, is in the stage of establishing policies and regulations about financial, purchasing and administrative transactions. All policies are based on fair business with partners for long-term benefit.

**Part 2 Risk Assessment** The Company always went through the risk assessment, both internal and external business risks. The working group consisting of the Managing Director, Deputy Managing Director, and assistant Managing Director related to the risk in each line of duty, and each division and department managers will analyze risk factors, as well as the control and follow-up action for risk administrative plans.

**Part 3 Control Activities** The administrative responsibilities include authorization, considering proper credit limit to be approved by executives in each level accounting and information booking and asset keeping. To authorize any transaction, 2 Directors have to co-sign documents.

Transaction authorization between the Company and major Shareholders, Director, executives, and related persons are regarded for these advantages, as with any external transactions with others.

**Part 4 Information & Communication** The Company provides enough information for Directors' decisions. However, in case of the change in last updated information, the Company may not be able to submit a financial statement with the meeting letter 7 days before the meeting, but it can be proposed just a day before, or at the meeting room.

Accounting documents are filed systematically in accordance with the accounting system for the purposes of business policy.

**Part 5 Monitoring Activities** The Company uses a follow up system comparing each quarter's goal, which is examined by the internal audit, by reporting the performance directly to the Audit Committee. When significant errors are encountered, the Internal Audit must immediately inform the Committee concerned, as well as the updated error correction report.

Moreover, the audit Committee has found that there were not any significant weaknesses, from effectiveness assessment, in the accounting control system.

## 12. Inter-Company Transaction

The inter-business items between The Company and its subsidiary and related individuals are shown below:

### Inter-company transaction for the year ended on December 31, 2013, 2012 and 2011

Unit : Thousand Baht

companies / individuals who are related	Nature of Business	Type of relation	Related Items	Policy of inter-price setting	For the years ended December 31,					
					Consolidated financial statements			Separate financial statements		
					2013	2012	2011	2013	2012	2011
Plearn Patt Co., Ltd.	Private School	Subsidiary Company	Interest receivable from the loan in the form of 1-year promissory note	A Bank Interest rate at MOR per annum	-	-	-	542	1,630	301
			Product sales	Market price	-	-	-	2,637	472	250
			Account receivable	Market price	-	-	-	28	18	-
			loan in the form of 1 year promissory note	A Bank Interest rate at MOR per annum						
			Beginning balance		-	-	-	-	-	-
			Increased in the period		-	-	-	-	15,000	15,000
			Received in the period		-	-	-	-	-	-
Ending balance		-	-	-	-	15,000	15,000			

Unit : Thousand Baht

companies / individuals who are related	Nature of Business	Type of relation	Related Items	Policy of inter-price setting	For the years ended December 31,					
					Consolidated financial statements			Separate financial statements		
					2013	2012	2011	2013	2012	2011
SE-ED Book Center Co., Ltd.	Business Consultancy	Subsidiary Company	Loan receivable	A Bank Interest rate at MOR per annum	-	-	-	-	44	-
Smarter Thais Foundation	Foundation	The Executive Director as same	Accounts receivable	Market price	170	-	-	170	-	-
Shareholder/director of subsidiary	-	Related person	Two contracts for leasehold right on property, worth 10 Million Baht, with 30-year term. The approximate space in the property is 32,000 square meters.	Mutually agreed agreement	6,701	7,036	7,372	-	-	-
			Two contracts for leasehold right on property, worth 10 Million Baht, with 30-year term. The approximate space in the property is 32,000 square meters.	Mutually agreed agreement	1,101	1,001	1,001	-	-	-

Unit : Thousand Baht

companies / individuals who are related	Nature of Business	Type of relation	Related Items	Policy of inter-price setting	For the years ended December 31,					
					Consolidated financial statements			Separate financial statements		
					2013	2012	2011	2013	2012	2011
Shareholder/director of subsidiary	-	Related person	Two contracts for amortized land leasehold right, worth 10 Million Baht, with 30-year term. The approximate space in the property is 32,000 square meters.	Mutually agreed agreement	335	335	335	-	-	-
			Interest expenses from short and long term loans	5-6% per annum	542	-	29	-	-	-
M & E Co., Ltd.	Printing office company, produces technical magazines and Engineering Manuals	Associated company	Account payable	Market price	1,692	2,319	2,296	1,692	2,319	2,296
			Net purchase	Market price	-	2,113	2,658	-	2,113	2,658
			Dividend	AGM's Resolution 1/2013	-	-	-	2,000	2,000	2,000
GMM Grammy Plc.	Media and Printing	Shareholder	Account payable	Market price	2,389	8,035	4,652	-	8,035	4,652
			Net purchase	Market price	10,058	9,579	4,927	-	9,579	4,927

Unit : Thousand Baht

companies / individuals who are related	Nature of Business	Type of relation	Related Items	Policy of inter-price setting	For the years ended December 31,					
					Consolidated financial statements			Separate financial statements		
					2013	2012	2011	2013	2012	2011
Bliss Publishing Co., Ltd.	Media and Printing	Company related with shareholders	Account receivable	Market price	814	-	-	-	-	-
			Account payable	Market price	-	3,051	6,372	-	3,051	6,372
			Product purchase	Market price	-	11	10,703	-	11	10,703
			Product return	Market price	4,341	25,748	6,769	-	25,748	6,769
Post Publishing Co., Ltd.	Media and Printing	Company related with shareholders	Account payable	Market price	4,402	5,662	22,035	-	5,662	22,035
			Net Purchase		5,007	15,664	21,908	-	15,664	21,908
Scenerio Co., Ltd.	TV Production	Company related with shareholders	Account payable	Market price	10	-	-	-	-	-
			Net Purchase	Market price	3	-	-	-	-	-
GMM TV Co., Ltd.	TV Production	Company related with shareholders	Account payable	Market price	8	-	-	-	-	-

**Need and reasons of related party transactions** Transactions amongst the Company, associated companies and related parties shall be approved by the Audit Committee in the meeting, for fair transactions and appropriate costs compared to other persons' transactions and no interest transfers between the Company subsidiaries, associated companies and other related companies and individuals.

The Board of Directors approved the principles and suggestion of the Office of Securities and Exchange Commission in accordance with the Section 89/12 (1) of Securities and Exchange Act (No.4) B.E. 2551 to allow the company management to enter in to any business transaction between the Company and its subsidiaries and directors, executives or related persons. The transaction has the same commercial terms as those an ordinary person would agree to, with any unrelated counterparty under similar circumstances, on the basis of business negotiation which is without any influence directly resulted from the company's positions of director, executive, or related person. However, the Board of Directors has assigned the Audit Committees the task to present the items which may pose a conflict of interest and any related items for the transaction over 2 Million Baht per quarter and reports it directly to the Board of Directors to acknowledge in a quarterly basis.

**Policy and trend of future transactions** The Company may have transactions with major shareholders and executives in the future which are in the forms of leasing, service providing, and copyright contracts for the mutual benefit of the Company by disclosure of the types and amount of related transactions between the Company and probable conflicted persons in accordance with the promulgations and regulations of the Office of Securities and Exchange Commission (SEC).

## **Section 3**

# **Financial Position and Performance**

### **13. Financial Highlights**

#### **13.1 Summary of Financial Statement**

- **Financial Statement for year-end, as of December 31, 2013 2012 and 2011:**

The accounting auditor has expressed non-binding opinions towards the financial statement.

The auditor is Miss Pimjai Manitkajohnkit, Miss Rungnapa Lertsuwanku and Mr. Chayapol

Supasedtanon from EY Office Limited (formerly known as 'Ernst & Young Office Limited').

## 13.2 Financial Statement

### SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

#### Statement of financial position

As at 31 December 2013 2012 and 1 January 2012

(Unit : Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	31 December 2013	31 December 2012 (Restated)	1 January 2012	31 December 2013	31 December 2012 (Restated)	1 January 2012
<b>Assets</b>						
<b>Current assets</b>						
Cash and cash equivalents	160,199	346,948	570,314	126,641	343,504	540,048
Current investments	22,000	168,391	178,856	22,000	168,391	178,856
Trade and other receivables	102,149	104,224	132,414	99,031	100,829	116,604
Short-term loan to subsidiaries	-	-	-	-	15,044	15,024
Inventories	373,685	401,338	396,082	370,385	400,167	394,433
Other current assets	40,088	66,716	39,924	41,022	65,320	37,643
<b>Total current assets</b>	<b>698,121</b>	<b>1,087,618</b>	<b>1,317,589</b>	<b>659,079</b>	<b>1,093,256</b>	<b>1,282,609</b>
<b>Non-current assets</b>						
Restricted bank deposits and other investments	14,582	12,578	12,390	14,582	12,578	12,390
Investments in subsidiaries	-	-	-	70,482	69,432	69,432
Investments in associate	25,684	25,971	26,221	100	100	100
Property, plant and equipment	1,612,839	1,251,681	844,502	1,379,322	1,006,733	656,326
Leasehold right on land	6,701	7,036	7,372	-	-	-
Leasehold right on buildings	87,409	98,836	110,295	87,409	98,836	110,295
Intangible assets	7,980	7,894	5,343	7,843	7,711	5,110
Prepaid book copyright and translation fee	23,153	22,510	27,179	23,153	22,510	27,179
Rental guarantee and deposit	108,176	104,759	92,243	108,176	104,759	92,243
Deferred tax assets	14,488	3,094	21,819	14,488	3,094	21,819
Other non-current assets	330	6,265	15,031	285	6,234	14,806
<b>Total non-current assets</b>	<b>1,901,343</b>	<b>1,540,625</b>	<b>1,162,394</b>	<b>1,705,841</b>	<b>1,331,988</b>	<b>1,009,700</b>
<b>Total assets</b>	<b>2,599,464</b>	<b>2,628,243</b>	<b>2,479,984</b>	<b>2,364,920</b>	<b>2,425,244</b>	<b>2,292,309</b>

The accompanying notes are an integral part of the financial statements.

## SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of financial position (continued)

As at 31 December 2013 2012 and 1 January 2012

(Unit : Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	31 December 2013	31 December 2012 (Restated)	1 January 2012	31 December 2013	31 December 2012 (Restated)	1 January 2012
<b>Liabilities and shareholders' equity</b>						
<b>Current liabilities</b>						
Short-term loans from financial institutions	100,000	-	-	100,000	-	-
Trade and other payables	1,264,428	1,459,103	1,500,207	1,258,625	1,452,020	1,494,765
Short-term loans from other person	-	-	3,400	-	-	-
Current portion of long-term loans	20,700	-	-	-	-	-
Income received in advance recognisable						
within one year	39,728	33,801	28,948	-	-	-
Income tax payable	7,097	16,614	34,178	7,097	16,614	34,178
Current portion of provision for						
long-term employee benefits	9,202	8,770	6,122	9,202	8,770	6,122
<b>Other current liabilities</b>	<b>57,599</b>	<b>46,910</b>	<b>37,958</b>	<b>56,460</b>	<b>45,779</b>	<b>36,903</b>
<b>Total current liabilities</b>	<b>1,498,755</b>	<b>1,565,197</b>	<b>1,610,813</b>	<b>1,431,385</b>	<b>1,523,183</b>	<b>1,571,968</b>
<b>Non-current liabilities</b>						
Income received in advance	9,079	2,695	5,303	-	-	-
Long-term loans from director	500	-	-	-	-	-
Long-term loans, net of current portion	75,280	74,710	64,600	-	-	-
Provision for long-term employee benefits	36,710	39,695	39,620	34,525	38,078	38,185
Other non-current liabilities	8,641	9,066	8,510	8,625	8,990	8,465
<b>Total non-current liabilities</b>	<b>130,209</b>	<b>126,167</b>	<b>118,034</b>	<b>43,150</b>	<b>47,068</b>	<b>46,650</b>
<b>Total liabilities</b>	<b>1,628,964</b>	<b>1,691,364</b>	<b>1,728,846</b>	<b>1,474,535</b>	<b>1,570,251</b>	<b>1,618,618</b>

The accompanying notes are an integral part of the financial statements.

## SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of financial position (continued)

As at 31 December 2013 2012 and 1 January 2012

(Unit : Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	31 December 2013	31 December 2012 (Restated)	1 January 2012	31 December 2013	31 December 2012 (Restated)	1 January 2012
<b>Shareholders' equity</b>						
Share capital						
Registered						
391,944,529 ordinary shares of Baht 1 each (31 December 2012: 356,313,243 ordinary shares of Baht 1 each) (1 January 2012: 323,921,130 ordinary shares of Baht 1 each)	391,945	356,313	323,921	391,945	356,313	323,921
Issued and paid-up						
391,944,418 ordinary shares of Baht 1 each (31 December 2012: 356,313,209 ordinary shares of Baht 1 each) (1 January 2012: 323,921,130 ordinary shares of Baht 1 each)	391,944	356,313	323,921	391,944	356,313	323,921
Share premium	149,421	149,421	149,421	149,421	149,421	149,421
Retained earnings						
Appropriated - statutory reserve	39,194	35,631	35,627	39,194	35,631	35,627
Unappropriated	198,971	204,882	170,484	185,907	191,041	154,945
Other components of shareholders' equity	130,331	129,320	9,777	123,918	122,587	9,777
<b>Equity attributable to owners of the Company</b>	<b>909,861</b>	<b>875,567</b>	<b>689,230</b>	<b>890,385</b>	<b>854,993</b>	<b>673,691</b>
Non-controlling interests of the subsidiaries	60,639	61,311	61,907	-	-	-
<b>Total shareholders' equity</b>	<b>970,500</b>	<b>936,878</b>	<b>751,137</b>	<b>890,385</b>	<b>854,993</b>	<b>673,691</b>
<b>Total liabilities and shareholders' equity</b>	<b>2,599,464</b>	<b>2,628,243</b>	<b>2,479,984</b>	<b>2,364,920</b>	<b>2,425,244</b>	<b>2,292,309</b>

The accompanying notes are an integral part of the financial statements.

## SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of income

For the year ended 31 December 2013 2012 and 2011

(Unit : Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	2013	2012	2011	2013	2012	2011
		(Restated)	(Restated)		(Restated)	(Restated)
<b>Revenues</b>						
Revenues from sales	5,181,366	5,522,184	5,370,059	5,180,471	5,518,651	5,363,876
Income from tuition fees	127,040	119,710	111,345	-	-	-
Interest and dividend income	4,201	22,055	23,950	6,650	25,532	26,076
Other income	44,764	62,261	54,409	38,624	56,429	51,302
<b>Total revenues</b>	<b>5,357,372</b>	<b>5,726,209</b>	<b>5,559,763</b>	<b>5,225,744</b>	<b>5,600,612</b>	<b>5,441,254</b>
<b>Expenses</b>						
Cost of sales	3,479,396	3,750,893	3,676,140	3,479,728	3,749,491	3,674,693
Cost of services	101,049	94,521	82,003	-	-	-
Selling expenses	1,078,402	1,042,067	924,720	1,078,402	1,042,067	924,720
Administrative expenses	606,754	580,402	559,879	578,138	552,033	532,121
<b>Total expenses</b>	<b>5,265,601</b>	<b>5,467,883</b>	<b>5,242,741</b>	<b>5,136,268</b>	<b>5,343,591</b>	<b>5,131,534</b>
<b>Profit before share of profit from investments</b>						
<b>in associate, finance cost and income tax expenses</b>	91,771	258,327	317,022	89,476	257,021	309,720
Share of profit from investments in associate	1,714	1,750	2,007	-	-	-
<b>Profit before finance cost and income tax expenses</b>	<b>93,484</b>	<b>260,077</b>	<b>319,029</b>	<b>89,476</b>	<b>257,021</b>	<b>309,720</b>
Finance cost	(6,400)	(4,719)	(4,454)	(521)	(18)	(328)
<b>Profit before income tax expenses</b>	<b>87,084</b>	<b>255,358</b>	<b>314,575</b>	<b>88,955</b>	<b>257,003</b>	<b>309,391</b>
Income tax expenses	(15,567)	(46,217)	(80,859)	(15,567)	(46,217)	(80,859)
<b>Profit for the year</b>	<b>71,518</b>	<b>209,142</b>	<b>233,716</b>	<b>73,388</b>	<b>210,786</b>	<b>228,532</b>
<b>Profit attributable to</b>						
Equity holders of the Company	72,290	209,088	230,912	73,388	210,786	228,532
Non-controlling interests of the subsidiaries	(772)	54	2,803			
	71,518	209,142	233,716			
<b>Earnings per share</b>						
Basic earnings per share						
Profit attributable to equity holders of the Company	0.18	0.53	0.59	0.19	0.54	0.58

The accompanying notes are an integral part of the financial statements.

## SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of comprehensive income

For the year ended 31 December 2013 2012 and 2011

(Unit : Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	2013	2012	2011	2013	2012	2011
		(Restated)	(Restated)		(Restated)	(Restated)
<b>Profit for the year</b>	71,518	209,142	233,716	73,388	210,786	228,532
<b>Other comprehensive income:</b>						
Gain (loss) on changes in value of						
available-for-sale investments	1,996	8,630	(7,633)	1,996	8,630	(7,633)
Income tax effect	(398)	90	308	(398)	90	308
Surplus on revaluation of assets	-	136,609	-	-	129,876	-
Income tax effect	-	(25,192)	-	-	(25,192)	-
<b>Other comprehensive income for the year</b>	1,598	120,137	(7,326)	1,598	113,404	(7,326)
<b>Total comprehensive income for the year</b>	73,115	329,279	226,390	74,986	324,190	221,206
<b>Total comprehensive income attributable to</b>						
Equity holders of the Company	73,888	329,225	223,587	74,986	324,190	221,206
Non-controlling interests of subsidiaries	(772)	54	2,803			
<b>Total comprehensive income for the year</b>	73,115	329,279	226,390			

The accompanying notes are an integral part of the financial statements.

## SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of changes in shareholders' equity

For the year ended 31 December 2013 2012 and 2011

(Unit : Thousand Baht)

	Consolidated financial statements										
	Equity attributable to the parent's shareholders										
	Other components of equity										Equity attributable to non-controlling interests of the subsidiaries
	Other comprehensive income										
	Surplus (deficit)										
Issued and paid-up share capital	Share premium	Retained earnings		on changes in value of available-for-sale investments	Surplus on revaluation of assets	Other changes by the owners	Total other components of shareholders' equity	Total equity attributable to shareholders of the Company	Total shareholders' equity		
Appropriated	Unappropriated										
<b>Balance as at 1 January 2011</b>	323,921	149,421	35,627	161,685	(2,991)	27,087	(6,643)	17,452	688,105	59,104	747,209
Dividend paid	-	-	-	(236,462)	-	-	-	-	(236,462)	-	(236,462)
Total comprehensive income for the year	-	-	-	230,912	(7,633)	(989)	-	(8,623)	222,290	2,803	225,093
Discount on capital resulting from change in shareholding ratio in subsidiary transferred to retained earnings	-	-	-	(6,643)	-	-	6,643	6,643	-	-	-
<b>Balance as at 31 December 2011</b>	323,921	149,421	35,627	149,492	(10,625)	26,097	-	15,472	673,933	61,907	735,840
Cumulative effect of change in accounting policy	-	-	-	20,993	308	(6,002)	-	(5,695)	15,298	-	15,298
<b>Balance as at 31 December 2011 - as restated</b>		149,421	35,627	170,484	(10,317)	20,095	-	9,777	689,230	61,907	751,137
Increase in share capital from issuance of stock dividend	-	-	-	(32,392)	-	-	-	-	-	-	-
Dividend paid	-	-	-	(142,888)	-	-	-	-	(142,888)	-	(142,888)
Total comprehensive income for the year (restated)	-	-	-	209,088	8,720	111,417	-	120,137	329,225	54	329,279
Transferred retained earning to legal reserve	-	-	4	(4)	-	-	-	-	-	-	-
Resulting from change in shareholding ratio of equity attributable to non-controlling interests of the subsidiaries due to the decrease in the subsidiary's share capital	-	-	-	-	-	-	-	-	-	(650)	(650)
Transferred surplus on revaluation of assets to retained earning	-	-	-	594	-	(594)	-	(594)	-	-	-
<b>Balance as at 31 December 2012 - as restated</b>	356,313	149,421	35,631	204,882	(1,597)	130,917	-	129,320	875,567	61,311	936,878
Increase in share capital from issuance of stock dividend	35,631	-	-	(35,631)	-	-	-	-	-	-	-
Dividend paid	-	-	-	(39,594)	-	-	-	-	(39,594)	-	(39,594)
Total comprehensive income for the year	-	-	-	72,290	1,598	-	-	1,598	73,888	(772)	73,115
Transferred retained earning to legal reserve	-	-	3,563	(3,563)	-	-	-	-	-	-	-
Non - controlling interests of the subsidiaries increase from invest in a new subsidiary	-	-	-	-	-	-	-	-	-	100	100
Transferred surplus on revaluation of assets to retained earning	-	-	-	587	-	(587)	-	(587)	-	-	-
<b>Balance as at 31 December 2013</b>	391,944	149,421	39,194	198,971	0	130,331	-	130,331	909,861	60,639	970,500

The accompanying notes are an integral part of the financial statements.

## SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Statement of changes in shareholders' equity

For the year ended 31 December 2013 2012 and 2011

(Unit : Thousand Baht)

## Separate financial statements

	<table border="1"> <thead> <tr> <th rowspan="2">Issued and paid-up share capital</th> <th rowspan="2">Share premium</th> <th colspan="2">Retained earnings</th> </tr> <tr> <th>Appropriated</th> <th>Unappropriated</th> </tr> </thead> <tbody> <tr> <td>323,921</td> <td>149,421</td> <td>35,627</td> <td>141,058</td> </tr> <tr> <td>-</td> <td>-</td> <td>-</td> <td>(236,462)</td> </tr> <tr> <td>-</td> <td>-</td> <td>-</td> <td>221,206</td> </tr> <tr> <td>323,921</td> <td>149,421</td> <td>35,627</td> <td>125,802</td> </tr> <tr> <td>-</td> <td>-</td> <td>-</td> <td>29,142</td> </tr> <tr> <td>323,921</td> <td>149,421</td> <td>35,627</td> <td>154,945</td> </tr> <tr> <td>32,392</td> <td>-</td> <td>-</td> <td>(32,392)</td> </tr> <tr> <td>-</td> <td>-</td> <td>-</td> <td>(142,888)</td> </tr> <tr> <td>-</td> <td>-</td> <td>-</td> <td>210,786</td> </tr> <tr> <td>-</td> <td>-</td> <td>4</td> <td>(4)</td> </tr> <tr> <td>-</td> <td>-</td> <td>-</td> <td>594</td> </tr> <tr> <td>356,313</td> <td>149,421</td> <td>35,631</td> <td>191,041</td> </tr> <tr> <td>35,631</td> <td>-</td> <td>-</td> <td>(35,631)</td> </tr> <tr> <td>-</td> <td>-</td> <td>3,563</td> <td>(3,563)</td> </tr> <tr> <td>-</td> <td>-</td> <td>-</td> <td>(39,594)</td> </tr> <tr> <td>-</td> <td>-</td> <td>-</td> <td>73,388</td> </tr> <tr> <td>-</td> <td>-</td> <td>-</td> <td>266</td> </tr> <tr> <td>391,944</td> <td>149,421</td> <td>39,194</td> <td>185,907</td> </tr> </tbody> </table>				Issued and paid-up share capital	Share premium	Retained earnings		Appropriated	Unappropriated	323,921	149,421	35,627	141,058	-	-	-	(236,462)	-	-	-	221,206	323,921	149,421	35,627	125,802	-	-	-	29,142	323,921	149,421	35,627	154,945	32,392	-	-	(32,392)	-	-	-	(142,888)	-	-	-	210,786	-	-	4	(4)	-	-	-	594	356,313	149,421	35,631	191,041	35,631	-	-	(35,631)	-	-	3,563	(3,563)	-	-	-	(39,594)	-	-	-	73,388	-	-	-	266	391,944	149,421	39,194	185,907	Other components of equity			Total shareholders' equity	Total shareholders' equity
							Issued and paid-up share capital	Share premium	Retained earnings																																																																														
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Other comprehensive income			Surplus (deficit) on changes in value of available-for-sale investments	Surplus on revaluation of assets	Total other components of shareholders' equity																																																																																		
<b>Balance as at 1 January 2011</b>	323,921	149,421	35,627	141,058	(2,991)	27,087	24,095	674,122																																																																															
Dividend paid	-	-	-	(236,462)	-	-	-	(236,462)																																																																															
Total comprehensive income for the year	-	-	-	221,206	(7,633)	(989)	(8,623)	212,583																																																																															
<b>Balance as at 31 December 2011</b>	323,921	149,421	35,627	125,802	(10,625)	26,097	15,472	650,243																																																																															
Cumulative effect of change in accounting policy	-	-	-	29,142	308	(6,002)	(5,695)	23,448																																																																															
<b>Balance as at 31 December 2011 - as restated</b>	323,921	149,421	35,627	154,945	(10,317)	20,095	9,777	673,691																																																																															
Increase in share capital from issuance of stock dividend	32,392	-	-	(32,392)	-	-	-	-																																																																															
Dividend paid	-	-	-	(142,888)	-	-	-	(142,888)																																																																															
Total comprehensive income for the year (restated)	-	-	-	210,786	8,720	104,684	113,404	324,190																																																																															
Transferred retained earnings to legal reserve	-	-	4	(4)	-	-	-	-																																																																															
Transferred surplus on revaluation of assets to retained earning	-	-	-	594	-	(594)	(594)	-																																																																															
<b>Balance as at 31 December 2012 - as restated</b>	356,313	149,421	35,631	191,041	(1,597)	124,184	122,587	854,993																																																																															
Increase in share capital from issuance of stock dividend	35,631	-	-	(35,631)	-	-	-	-																																																																															
Transferred retained earning to legal reserve	-	-	3,563	(3,563)	-	-	-	-																																																																															
Dividend paid	-	-	-	(39,594)	-	-	-	(39,594)																																																																															
Total comprehensive income for the year	-	-	-	73,388	1,598	-	1,598	74,986																																																																															
Transferred surplus on revaluation of assets to retained earning	-	-	-	266	-	(266)	(266)	-																																																																															
<b>Balance as at 31 December 2013</b>	391,944	149,421	39,194	185,907	0	123,918	123,918	890,385																																																																															

The accompanying notes are an integral part of the financial statements.

## SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Cash flow statement

For the year ended 31 December 2013 2012 and 2011

(Unit : Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	2013	2012	2011	2013	2012	2011
		(Restated)	(Restated)		(Restated)	(Restated)
<b>Cash flows from operating activities</b>						
Profit before tax	87,084	255,358	314,575	88,955	257,003	309,391
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:						
Depreciation and amortisation	122,549	117,436	111,151	104,907	104,709	100,330
Allowance for doubtful accounts and estimated goods return (reversal)	2,963	(18,798)	2,228	2,719	(18,320)	1,113
Reversal allowance for impairment loss	-	(17,718)	-	-	(16,013)	-
Adjustment from clearing accounts receivable	(1,204)	(418)	448	(1,204)	(418)	448
Expense from lost of inventories	12,898	15,783	12,496	12,898	15,783	12,496
Allowance for dilapidated slow moving and lost of inventories	51,369	14,951	3,834	51,369	15,028	3,834
Share of profit from investment in associate	(1,714)	(1,750)	(2,007)	-	-	-
Gain on sales of current investments	(4,123)	-	-	(4,123)	-	-
Write-off goods and equipment damaged by flood incident	-	-	19,950	-	-	19,814
Expense from donation of goods and equipment	6,755	17,159	22,556	6,755	17,159	20,362
Expense from stock destruction	8,138	11,495	5,804	8,138	11,495	5,804
Provision for long-term employee benefits	1,506	9,010	7,102	939	8,827	6,675
Loss on sales and written-off equipment	4,108	1,412	(1,387)	4,073	1,068	(920)
Amortisation of leasehold right on land and buildings	11,762	11,794	13,431	11,427	11,459	13,096
Adjustment from clearing accounts payable and coupon payable	(12,612)	(9,042)	(6,156)	(12,612)	(9,042)	(6,156)
Interest expenses	6,400	4,719	4,454	521	18	328
Interest income	(3,846)	(13,386)	(13,229)	(4,295)	(14,863)	(13,154)
Dividend income	(404)	(8,669)	(10,721)	(2,404)	(10,669)	(12,922)
Profit from operating activities before changes in operating assets and liabilities	291,631	389,335	484,529	268,066	373,223	460,542

The accompanying notes are an integral part of the financial statements.

## SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Cash flow statement (continued)

For the year ended 31 December 2013 2012 and 2011

(Unit : Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	2013	2012	2011	2013	2012	2011
		(Restated)	(Restated)		(Restated)	(Restated)
Operating assets (increase) decrease						
Trade and other receivables	(3,229)	27,586	5,704	(3,262)	14,693	15,129
Inventories	(51,508)	(64,638)	(76,834)	(49,379)	(65,191)	(78,514)
Prepaid expenses	28,962	(21,771)	(7,273)	29,029	(21,646)	(7,125)
Compensation receivable from the insurance claim	3,545	19,820	(19,814)	3,545	19,820	(19,814)
Other current assets	(2,333)	(5,956)	(5,376)	(4,731)	(6,316)	(2,009)
Prepaid book copyright and translation fee	(642)	4,669	(4,797)	(642)	4,669	(4,797)
Rental guarantee and deposit	(3,418)	(12,515)	(12,671)	(3,418)	(12,515)	(12,671)
Other non-current assets	5,934	8,766	(12,411)	5,949	8,572	(12,319)
Operating liabilities increase (decrease)						
Trade accounts payable	(129,094)	(39,060)	201,263	(128,865)	(38,988)	208,937
Income received in advance	12,311	2,244	(8,131)	-	-	-
Accrued expenses	(56,938)	(23,756)	19,764	(56,018)	(25,106)	19,214
Notes payables	(21,763)	21,445	3,750	(21,763)	21,445	3,750
Other payables	12,255	5,248	5,325	12,569	5,248	6,412
Other current liabilities	23,301	12,126	6,659	23,293	12,050	271
Cash paid for long-term employee benefits	(4,059)	(6,286)	(634)	(4,059)	(6,286)	(634)
Other non-current liabilities	(425)	556	257	(365)	525	324
Cash flows from operating activities	104,529	317,813	579,311	69,948	284,196	576,696
Cash paid for interest expenses	(6,400)	(4,719)	(4,454)	(521)	(18)	(328)
Cash paid for corporate income tax	(36,875)	(70,158)	(94,596)	(36,875)	(70,158)	(94,596)
<b>Net cash flows from operating activities</b>	<b>61,254</b>	<b>242,936</b>	<b>480,260</b>	<b>32,552</b>	<b>214,021</b>	<b>481,771</b>
<b>Cash flows from investing activities</b>						
Decrease in current investments	152,509	19,094	(6)	152,509	19,094	(6)
Increase in investment in subsidiaries	-	-	-	(1,050)	-	-
Dividend received from associated company	2,000	-	-	-	-	-
Interest income	3,846	13,670	13,230	4,295	15,147	13,155
Dividends income	404	10,669	12,721	2,404	10,669	12,922
Decrease in restricted bank deposit and other investment	(2,004)	(188)	(65)	(2,004)	(188)	(65)
Acquisition of land property and equipment	(484,635)	(368,871)	(427,802)	(478,588)	(307,841)	(398,920)
Proceeds from sales of equipment	520	443	1,719	488	403	1,713
Acquisition of intangible assets	(2,920)	(4,941)	(927)	(2,920)	(4,941)	(907)
Cash receipt from loan to subsidiary	-	-	-	15,044	-	-
Cash paid for short-term loans to subsidiary	-	-	-	-	(20)	(15,000)
<b>Net cash flows used in investing activities</b>	<b>(330,280)</b>	<b>(330,124)</b>	<b>(401,129)</b>	<b>(309,821)</b>	<b>(267,677)</b>	<b>(387,108)</b>

The accompanying notes are an integral part of the financial statements.

## SE-EDUCATION PUBLIC COMPANY LIMITED and its subsidiaries

## Cash flow statement (continued)

For the year ended 31 December 2013 2012 and 2011

(Unit : Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	2013	2012	2011	2013	2012	2011
		(Restated)	(Restated)		(Restated)	(Restated)
<b>Cash flows from financing activities</b>						
Repayment of short-term loans from other person	-	(3,400)	-	-	-	-
Cash receipt from short-term loans from financial institutions	100,000	-	-	100,000	-	-
Cash receipt from short-term loans	-	-	9,000	-	-	-
Cash receipt from long-term loans	21,770	10,110	-	-	-	-
Repayment of long-term loans from related parties	-	-	(1,400)	-	-	-
Increase in non-controlling interests	100	-	-	-	-	-
Dividend paid	(39,594)	(142,888)	(236,462)	(39,594)	(142,888)	(236,462)
<b>Net cash flows used in financing activities</b>	<b>82,276</b>	<b>(136,178)</b>	<b>(228,862)</b>	<b>60,406</b>	<b>(142,888)</b>	<b>(236,462)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(186,749)</b>	<b>(223,366)</b>	<b>(149,731)</b>	<b>(216,863)</b>	<b>(196,544)</b>	<b>(141,799)</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>346,948</b>	<b>570,314</b>	<b>720,045</b>	<b>343,504</b>	<b>540,048</b>	<b>681,847</b>
<b>Cash and cash equivalents at end of year</b>	<b>160,199</b>	<b>346,948</b>	<b>570,314</b>	<b>126,641</b>	<b>343,504</b>	<b>540,048</b>

**Supplemental cash flows information**

## Non-cash transactions

Increase in revaluation surplus on changes in

value of available-for-sale investments

1,996 8,630 (7,633) 1,996 8,630 (7,633)

Purchase of fixed assets for which cash has not been paid

866 5,169 4,281 683 4,805 4,281

Depreciation surplus on revaluation of asset

under shareholder's equity

(654) (743) (989) (333) (743) (989)

Surplus on revaluation of assets

- 136,609 - - 129,876 -

Issuance of stock dividend

35,631 32,392 - 35,631 32,392 -

The accompanying notes are an integral part of the financial statements.

### 13.3 Financial Ratios (calculated from consolidated financial statements)

		2013	2012	2011
<b>LIQUIDITY RATIO</b>				
Current Ratio	times	0.47	0.69	0.82
Quick Ratio	times	0.19	0.40	0.55
Cash Flow Ratio	times	0.04	0.15	0.32
Accounts Receivable Turnover	times	9.15	7.56	8.02
Average Debt Collection Period	days	39	48	45
Inventory Turnover	times	9.70	10.20	10.32
Average Selling Period	days	37	35	35
Payable Turnover	times	2.63	2.60	3.10
Average Payment Period	days	137	139	116
Cash Cycle	days	(57)	(56)	(36)
<b>PROFITABILITY RATIO</b>				
Gross Profit Margin	%	32.55	31.84	31.44
Operating Profit	%	1.76	4.61	5.84
Other Profits	%	0.91	1.47	1.41
Cash to Earnings Ratio	%	65.52	93.41	150.07
Net Profit Margin	%	1.35	3.65	4.05
Rate of Return to Equity	%	8.10	26.72	32.32
<b>EFFICIENCY RATIO</b>				
Return on Assets	%	3.58	10.18	13.61
Return on Fixed Assets	%	13.48	29.17	42.96
Asset Turnover	times	2.05	2.24	2.36
<b>FINANCIAL POLICY RATIO</b>				
Debt to Equity Ratio	times	1.68	1.81	2.37
Interest Capability Ratio	times	13.00	62.28	127.49
Debt Service Coverage Ratio	times	0.09	0.42	0.72
Dividend Payout Rate	%	97.59*	70.06	59.13
<p><b>Remarks</b> * Dividend Payment Rate is proposed by the board of directors, whereby such rate will be decided at the annual general shareholder's meeting on April 24, 2014. And the rate is calculated from separate financial statements at THB 0.18 per share.</p>				

## **14. Management Discussion and Analysis**

### **Publishing Business Situation in 2013**

Overall in 2013 the Company was still affected by the economic and political instability as well as the declining purchasing power of customers. As a result, sales in every region continued to decrease. At the same time, the Company was affected by the increase in operational expenses because of the rise in minimum wage nationwide in 2012 and 2013 and the rise in logistic fee. On the contrary, the Company could not adjust the retail prices according to the increasing cost. Consequently, the Company's profitability continued to suffer.

In 2013, the Company opened 22 new branches of SE-ED Book Center while 16 branches and 12 points of sales that could not generate profit or reached the end of its rental agreement were shut down. As of December 31, 2013, there was a total of 444 active branches and 11 points of sale.

Moreover, five new branches of SE-ED Learning Center were launched, leading to the total of 14 branches, 3 of which are operated by the Company.

Overall in 2013 the Company's net profit before the contingent expenses for slow-moving stock amounted to THB 123.29 million, a decrease of THB 104.39 million or 45.85%. The Company's net profit according to the consolidated financial statement amounted to THB 72.29 million, a decrease of THB 136.80 million or 65.43%. The causes of profit decrease are as follows:

- Gross profit decreased by THB 68.52 million because the sales fell from the previous year by 5.91%.
- Contingent expenses for slow-moving stock of imported school books for more than 5 years increased by THB 32.41 million.
- Loss on foreign exchange increased by THB 5.12 million because of the fluctuation in the British Pound causing the Company to realize the loss on foreign exchange.
- Interest income and dividend dropped by THB 17.85 million because of the sold investments to invest in the construction of the new warehouse.
- Other incomes dropped by THB 17.50 million because in 2012 there was recognition of other revenues from the reversal allowance for impairment loss of unused property (Soi Watcharapon) in the amount of THB 16.01 million.

### **Business Summary**

#### **Bookstore Business**

In Q4/2013 the Company opened 10 new branches located in Lotus Glang Rayong 2, Lotus Wiangsa Suratthani, Lotus Buayai Nakhonratchasima, HomePro Chaiyapoom, Central Festival Chiang Mai, Lotus Songkhla, Big C Trang, Lotus Onnut 80, Lotus Chalong Phuket, and Central Festival Hat Yai

Songkhla. This led to the total of 491 branches of SBC that have been in operation so far, with 444 branches that are still active, 3 franchises and 11 points of sale. Several active branches were also renovated and modernized to boost the sales and profits.

### **Distribution Business**

The Company has put more emphasis on the distribution business by representing both Thai and foreign publishers such as MIS Publishing Co.,Ltd., Nation International Edutainment Public Company Limited, Nation Egmont Edutainment Co.,Ltd., Petchprakai Co.,Ltd., Ms. Eumporn Wongwiang, Provision Co.,Ltd., Education Mind Line Multimedia Co.,Ltd., Post Publishing Public Company Limited, Thammasat University press, Bear Publishing Co., Ltd. and Oxford University Press (English Language Teaching Division) for which the Company has been the exclusive distributor in Thailand since 2007. The books from various publishers are supplied to SE-ED Book Center and Book Variety branches, other bookshops in the Company's distributing network and educational institutions. Moreover, the Company is developing its distribution system to be more efficient in order to support the future growth of this business.

### **Publish Business**

The Company always plans its book publications to meet the market demand and focuses mainly on steady-selling titles with a sufficient market size in the long term. In 2014, the Company will increase the number of titles published per year and will emphasize on language-learning titles such as English, Chinese, and Korean as well as long-lifespan titles including dictionaries, references and maps. The Company also publishes books needed for the development of Thai people and the country, especially books in health and wellbeing category, test preparations and career development books.

Since the end of 2007 the Company started to publish English extensive reading materials that are fun and easy to read and designed to suit readers' different levels of English skills. The objective of this publication is to help English learners improve their English proficiency by reading. The Company has still continued its extensive reading publications. Up until now the Company has published more than 300 titles for the extensive reading campaign with over 200 titles still available for all readers from primary to university level to improve their English language skills. Towards the end of 2013 the Company starts to publish children's titles to build their writing skill in English, Thai and Chinese so that their overall four skills in languages are constantly improved since primary age.

In 2014, the Company's publishing business will work more closely and intensively with the distribution department, retail and wholesale teams to improve and increase the income. One of the new initiatives is to adjust the proportion of books published by SE-ED in SE-ED Book Center and to make sure that those books are displayed more prominently. SE-ED Book Center started this pilot project in early February. Moreover, the Company sees the importance of developing and installing various types of communication tools to add more PR channels and distribute products to target groups more suitably; giving the Company more chances to be successful.

## Operating Results

### Operating performance for year 2013 over the same period last year.

Table 1: Operating performance for year 2013 over the same period last year.

(Unit : Million Baht)

	Year 2013			
	Consolidated financial statements			
	2013	2012	Change	(%)
<b>Revenues</b>				
Revenues from sales	5,181.37	5,522.18	(340.81)	(6.17)
Income from tuition fees	127.04	119.71	7.33	6.12
Interest and dividend income	4.20	22.06	(17.86)	(80.96)
Other income	44.76	62.26	(17.50)	(28.11)
<b>Total revenues</b>	<b>5,357.37</b>	<b>5,726.21</b>	<b>(368.84)</b>	<b>(6.44)</b>
<b>Expenses</b>				
Cost of sales	3,479.40	3,750.89	(271.49)	(7.24)
Cost of services	101.05	94.52	6.53	6.91
Selling expenses	1,078.40	1,042.07	36.33	3.49
Administrative expenses	606.75	580.40	26.35	4.54
<b>Total expenses</b>	<b>5,265.60</b>	<b>5,467.88</b>	<b>(202.28)</b>	<b>(3.70)</b>
<b>Gross profit</b>	<b>1,727.96</b>	<b>1,796.48</b>	<b>(68.52)</b>	<b>(3.81)</b>
<b>Gross Margin (%)</b>	<b>32.55</b>	<b>31.84</b>		<b>0.71</b>
EBITDA	227.79	389.31	(161.51)	(41.49)
Profit from operation accordance with				
Cash Flow Statement	291.63	389.33	(97.70)	(25.09)
<b>Net profit of shareholders' equity of</b>				
parent company	<b>72.29</b>	<b>209.09</b>	<b>(136.80)</b>	<b>(65.43)</b>
<b>EPS (Baht)</b>	<b>0.18</b>	<b>0.53</b>	<b>(0.35)</b>	<b>(66.04)</b>

**The Company and its subsidiaries' total revenue according to the consolidated financial statement for the year ended December 31, 2013** amounted to THB 5,357.37 million, or a decrease of 6.44% from the previous year. The total revenue according to the separate financial statements amounts to THB 5,225.74 million or a decrease of 6.69% from the previous year. Within this amount THB 5,180.47 million, which in a decrease of 6.13%. The decrease is mainly due to the drop in the same store sales by 12.33%. The main causes of the decrease are the economic and political instability as well the drop of newspaper and magazine sales because of the increasing popularity of online materials.

**The cost of sales and service according to the consolidated financial statement for the year ended December 31, 2013** amounted to THB 3,580.44 million, or a decrease of 6.89%. The cost of sales, according to the separate financial statements amounts THB 3,479.73 million or a decrease of

7.19%. The gross profit margin of the year 2013 accounts for 32.83% or an increase of 0.77%. The increase came from the sales of items with high gross profit such as foreign books and distributed books improved from the previous year.

**The selling and administrative expense according to the consolidated financial statement for the year ended December 31, 2013** according to the consolidated financial statement amounts to THB 1,685.16 million, or an increase of 3.86%. The selling and administrative expense according to the separate financial statement amounts to THB 1,656.54 million, or an increase of 3.92%. Causes of the increase are as follows:

- The contingent expenses for slow-moving stock of more than 5 years.
- Employee wage has increased significantly since 2012 and 2013 because of the government's policy to raise the minimum wage to THB 300 per day.
- Increased operation expenses, including the rental fee, facilities fee, and maintenance service fee because of the raise in the rental fee of several branches of which the rental agreements have expired.
- Loss from the fluctuation of the British Pound causing the Company to realize loss from the exchange rate when paid to account payables and unrealized loss from the exchange rate for the remaining foreign account payables.

**The Company's net profit belonging to shareholders' equity of the parent company according to the consolidated financial statement 2013** amounted to THB 72.29 million, or a decrease of 65.43% from the previous year. The decrease is due to the drop in gross profit by THB 68.52 million as a result of the decline in sales performance and the increase in sales and administrative cost. Moreover, interest income and dividend decreased because of the sold investment to invest in the construction in the new warehouse. In 2012 there was recognition of other revenues from reversal allowance for impairment loss of unused property (Soi Watcharapon).

The net profit according to the separate financial statement amounted to THB 73.39 million or a decrease of 65.31% from the previous year. However, the net profit before the contingent expenses for slow-moving stock amounted to THB 124.39 million or a decrease of THB 104.98 million or 45.77%

## Financial status analysis for year 2013 compare to 2012

### *Asset Component*

(Unit : Million Baht)

Description	Consolidated financial statement					
	Year 2013		Year 2012		Change	
	Amount	% to	Amount	% to	Amount	%
		Total Assets		Total Assets		
<b>Assets</b>						
<b>Current assets</b>						
Cash and cash equivalents	160.20	6.16	346.95	13.20	(186.75)	(53.83)
Current investments	22.00	0.85	168.39	6.41	(146.39)	(86.94)
Trade and other receivables	102.15	3.93	104.22	3.97	(2.07)	(1.99)
Inventories	373.68	14.38	401.34	15.27	(27.66)	(6.89)
Other current assets	40.09	1.54	66.72	2.54	(26.63)	(39.91)
<b>Total current assets</b>	<b>698.12</b>	<b>26.86</b>	<b>1,087.62</b>	<b>41.38</b>	<b>(389.50)</b>	<b>(35.81)</b>
<b>Non-current assets</b>						
Restricted bank deposits and other						
Investments	14.58	0.56	12.58	0.48	2.00	15.90
Investments in associate - net	25.68	0.99	25.97	0.99	(0.29)	(1.12)
Property, plant and equipment - net	1,612.84	62.05	1,251.68	47.62	361.16	28.85
Leasehold right on land - net	6.70	0.26	7.04	0.27	(0.34)	(4.83)
Leasehold right on buildings - net	87.41	3.36	98.84	3.76	(11.43)	(11.56)
Intangible assets	7.98	0.31	7.89	0.30	0.09	1.14
Prepaid book copyright and translation fee	23.15	0.89	22.51	0.86	0.64	2.84
Rental guarantee and deposit	108.18	4.16	104.76	3.99	3.42	3.26
Deferred tax assets	14.49	0.56	3.09	0.12	11.40	368.93
Other non-current assets	0.33	0.01	6.26	0.24	(5.93)	(94.73)
<b>Total non-current assets</b>	<b>1,901.34</b>	<b>73.14</b>	<b>1,540.62</b>	<b>58.62</b>	<b>360.72</b>	<b>23.41</b>
<b>Total assets</b>	<b>2,599.46</b>	<b>100.00</b>	<b>2,628.24</b>	<b>100.00</b>	<b>(28.78)</b>	<b>(1.10)</b>

**Liabilities and shareholders' equity Component**

(Unit : Million Baht)

Description	Consolidated financial statements					
	Year 2013		Year 2012		Change	
	Amount	% to	Amount	% to	Amount	%
		Total		Total		
Assets		Assets				
<b>Liabilities and shareholders' equity</b>						
<b>Current liabilities</b>						
Short-term loans from financial institutions	100.00	3.85	-	-	100.00	100
Trade and other payables	1,264.43	48.64	1,459.10	55.52	(194.67)	(13.34)
Current portion of long-term loans	20.70	0.80	-	-	20.70	100
Income received in advance recognizable within one year	39.73	1.53	33.80	1.29	5.93	17.54
Income tax payable	7.09	0.27	16.61	0.63	(9.52)	(57.31)
Current portion of provision for long-term employee						
Benefits	9.20	0.35	8.77	0.33	0.43	4.90
Other current liabilities	57.60	2.22	46.91	1.78	10.69	22.79
<b>Total current liabilities</b>	<b>1,498.75</b>	<b>57.66</b>	<b>1,565.19</b>	<b>59.55</b>	<b>(66.44)</b>	<b>(4.24)</b>
<b>Non-current liabilities</b>						
Income received in advance	9.08	0.35	2.70	0.10	6.38	236.30
Long-term loans from director	0.50	0.02	-	-	0.50	100
Long-term loans, net of current portion	75.28	2.90	74.71	2.84	0.57	0.76
Provision for long-term employee benefits,	36.71	1.41	39.69	1.51	(2.98)	(7.51)
Other non-current liabilities	8.64	0.33	9.07	0.35	(0.43)	(4.74)
<b>Total non-current liabilities</b>	<b>130.21</b>	<b>5.01</b>	<b>126.17</b>	<b>4.80</b>	<b>4.04</b>	<b>3.20</b>
<b>Total liabilities</b>	<b>1,628.96</b>	<b>62.67</b>	<b>1,691.36</b>	<b>64.35</b>	<b>(62.40)</b>	<b>(3.69)</b>

(Unit : Million Baht)

Description	Consolidated financial statements					
	Year 2013		Year 2012		Change	
	Amount	% to	Amount	% to	Amount	%
		Total		Total		
Assets		Assets				
<b>Shareholders' equity</b>						
Share capital						
Registered						
391,944,529 ordinary shares of Baht 1 each (31 December 2012:356,313,243 ordinary shares of Baht 1 each)	<b>391.94</b>	<b>15.51</b>	<b>356.31</b>	<b>13.56</b>	<b>35.63</b>	<b>10.00</b>
Issued and paid-up						
391,944,418 ordinary shares of Baht 1 each (31 December 2012:356,313,209 ordinary shares of Baht 1 each)	391.94	15.51	356.31	13.56	35.63	10.00
Share premium	149.42	5.91	149.42	5.69	0.00	0.00
Retained earnings						
Appropriated-statutory reserve	39.20	1.55	35.63	1.36	3.57	10.02
Unappropriated	198.97	7.87	204.88	7.80	(5.91)	(2.88)
Other components of shareholders' equity	130.33	5.16	129.32	4.92	1.01	0.78
<b>Equity attributable to owners of the Company</b>	<b>909.86</b>	<b>36.01</b>	<b>875.56</b>	<b>33.31</b>	<b>34.30</b>	<b>3.92</b>
Non-controlling interests of the subsidiaries	60.64	2.40	61.31	2.33	(0.67)	(1.09)
<b>Total shareholders' equity</b>	<b>970.50</b>	<b>38.41</b>	<b>936.88</b>	<b>35.65</b>	<b>33.62</b>	<b>3.59</b>
<b>Total liabilities and shareholders' equity</b>	<b>2,599.46</b>	<b>101.07</b>	<b>2,628.24</b>	<b>100.00</b>	<b>(28.78)</b>	<b>(1.10)</b>

**Total Asset** As of December 31, 2013 the company and its subsidiaries had a total asset of THB 2,599.46 million, a decrease of THB 28.78 million or 1.10% from the end of last year. Causes of changing of total assets:

- Cash and cash equivalents as of December 31, 2013 totals THB 160.20 million, a decrease of THB 186.75 million or 53.83% because of the construction of the new warehouse.
- Current investments total THB 22.00 million or a decrease of THB 146.39 million or 86.94% due to the sale of current investment fund to support the construction of the new warehouse.
- Inventories-net totals THB 373.68 million or a decrease of THB 27.66 million or 6.89% because
  - The decrease by THB 12.32 million because in 2013 there were fewer purchasing orders and more emphasis on on-hand Oxford stock by sales promotions.
  - Allowance for lost of goods and stock obsolescence was increased, causing the imported products that have not been selling for more than five years to drop by THB 52.50 million.
  - Products ordered by SE-ED Book Center increased by THB 7.23 million of the firmed sales for textbooks, stationery and SE-ED bags.
  - SE-ED branded products have increased by THB 19.77 million because the Company has published textbooks to use in SE-ED Learning Center and iKids program.
  - Distributed books increased by THB 16.57 million because of the group bought text book, reference and management books.
  - Cost of purchased paper dropped by THB 5.37 million because there was still stock from 2012, while the raw materials withdrawal dropped this year as the production did not increase from the previous year.
- Other current assets total THB 40.09 million or a decrease of THB 26.63 million or 39.91% because of the advanced cheque payment to pay for the rental fee of the warehouse in 2013.
- Leasehold right on buildings totals THB 87.41 million or a decrease of THB 11.43 million or 11.56% from a land leasehold amortization.
- Other non-current assets total THB 0.33 million or a decrease of THB 5.93 million or 94.73% mainly because of the cut in the prepaid expenses that are due in more than 1 years.
- Property, plant and equipment total THB 1,612.84 million or an increase of THB 361.16 million or 28.85% which is due to the construction of the new warehouse on Bang Na – Trad Road (21 k.m.), the purchase of electric stackers, new bookshelves, decorations and computers, and electrical appliances for new branches and the new warehouse.

- Deferred tax assets total THB 14.49 million or an increase of THB 11.40 million because it is the tax that can be used in the future from the reserved expenses for the slow-moving products.
- Rental deposit and general deposit payments total THB 108.18 million or an increase of THB 3.42 million or 3.26% from the opening of new 10 branches.

**Total liabilities** As of December 31, 2013 the Company and its subsidiaries had a total liability of THB 1,628.96 million decreased of THB 62.40 million or 3.69%. Causes of changing of total liabilities:

- Trade and other payables total THB 1,264.43 million, a decrease by THB 194.67 million or 13.34%, which comes from the decrease in trade payables of SBC, distribution and production units from the decline in sales performance.
- Long-term loans due in one year amounted to THB 20.70 million, an increase by THB 20.70 million or 100%. The long-term loan is to be used for the construction of the new school building for secondary students.
- Income received in advance recognizable within one year totals THB 39.73 million, a decrease of THB 5.93 million or 17.54%.
- Income tax payable total THB 7.09 million, a decrease by THB 9.52 million or 57.31%. This is because the tax rate decreases from 23% to 20% and the net profit that have decreased more than 60%.
- Short-term loans from two financial institutions total THB 100 million to pay for the construction of the warehouse.

**Shareholders' equity** As of December 31, 2013 the Company and its subsidiaries had a total shareholders' equity of THB 970.50 million, which the shareholders' equity of parent company worth THB 909.86 million increased of THB 34.30 million. Causes of changing of Shareholders' equity:

- Net profit of shareholders' equity of parent company from operation result for the year of 2013 amount THB 72.29 million.
- Retained earnings decreased due to the dividend payment as THB 60.64 million.
  - Operation result of Q4/2012 dividends paid by cash at THB 0.11112 per share as THB 39.59 million.
  - Operation result of Q4/2012 dividends paid by ordinary shares in the ratio of 10 original shares per 1 new share totaling THB 35.63 million.
- Increasing capital from paying dividend for 4/2012 quarter in the rate of 10 original shares:1 new share, totaling THB 35.63 million.

## Cash flow

Table: Cash flow for year 2013 over the same period last year

(Unit : Million Baht)

	Consolidated financial statements			
	2013	2012	Change	%
Cash flow received (used) from operation activities	61.25	242.94	(181.69)	(74.79)
Cash flow received (used) from investing activities	(330.28)	(330.12)	(0.16)	0.05
Cash flow received (used) from financing activities	82.28	(136.18)	218.46	(160.42)
<b>Cash flow increase (decrease)</b>	<b>(186.75)</b>	<b>(223.37)</b>	<b>(36.62)</b>	<b>(16.39)</b>

**Cash Flow Received from Operation Activities for year 2013 was THB 61.25 million as listed below:**

- Income from operation increased in the amount of THB 291.63 million:
  - The Net profit before corporate income tax for year 2013 in the amount of THB 87.08 million.
  - Adjustments to reconcile profit before tax in the amount of THB 204.55 million (Depreciation and amortization as THB 122.55 million, Allowance for dilapidated slow moving and lost of inventories as THB 51.37 million, Expense from lost of inventories as THB 12.90 million, Amortization of leasehold right on land and buildings as THB 11.76 million, Expense from stock destruction as THB 8.14 million, Expense from donation of goods and equipment as THB 6.76 million, Interest expenses an THB 6.40 million, Loss on sales and written-off equipment an THB 4.11 million, Allowance for doubtful accounts and estimated goods return (reversal) as THB 2.96 million, Adjustment from clearing accounts payable and coupon payable as THB (12.61) million, Gain on sales of current investments as THB (4.12) and Interest income as THB (3.85) million).
- Cash flow increased from inventories decreased in the amount of THB 51.51 million, because the inventory of imported foreign books from Oxford dropped from the increasing sales to school.
- Cash flow increased from prepaid expenses decreased amount THB 28.96 million. Most of the expenses come from the advance payment of office rental fee and insurance premium from extending insurances for branches, head office and warehouse as well as the advance payment for the construction of the new warehouse on k.m.21.

- Cash flow decreased from rental guarantee and deposit increased by THB 3.42 million from the opening of new 10 stores.
- Cash flow decreased from trade accounts payable decreased by THB 116.84 million, which came from the credit adjustment as the benefits from the higher discounts and the returns of goods for the move to the new warehouse at k.m.21.
- Cash flow decreased from accrued expenses decreased by the amount THB 56.94 million, because of the annual bonuses and benefit payments.
- Cash flow decreased from notes payables decreased amount THB 21.76 million, because of the one-year advance rental fee of the warehouse.
- Cash flow increased from other current liabilities increased amount THB 23.30 million, because there are new accounts payable from the construction of the new warehouse on k.m.21 and from the increasing sales of the coupons.
- Cash flow decreased from income tax payment in the amount of THB 36.88 million because of the drop in tax profit.

**Cash Flow Used from Investment Activities for year 2013 was THB (330.28) million as listed below:**

- Cash flow decreased from asset purchases amounts to THB 484.64 million for the installation of RACK, BUFFER and CONVEYOR, building decoration, building system (electrical system and machine installation), other equipments in the warehouse, shelves, computers for new branches.
- Cash flow increased from current investments decreased amount THB 152.51 million which came from the sales of the whole fund in the mutual fund to pay for the warehouse construction.

**Cash Flow Used from Financial Activities for year 2013 was THB 82.28 million mainly arising from the dividend payments for:**

- Cash received from the short-termed loans from 2 commercial banks in the amount of THB 100 million in order to pay for the construction of the new warehouse.
- Dividends from Q4/2012 profit paid in May 2013 in the amount of THB 39.59 million.

## Information Certification

“The Company has reviewed this annual Information Disclosure document with caution and certify that the information disclosed herewith is complete, accurate and truthful. I believe that it will not cause any misunderstanding and does not omit any important information that needs to be disclosed.

Moreover, the company also hereby certify that:

1. The Financial Statement and other financial details that are summarized in this annual disclosure form represent complete and accurate information regarding the performance and the cash flow of the Company and its subsidiaries.
2. The Company maintains an effective disclosure system that will assure the Company discloses all true and important information of the Company and its subsidiaries and for ensuring compliance.
3. The Company also maintains an effective internal control system and for ensuring compliance. The Company has have communicated our internal control assessment as of December 31, 2013 to the external auditor and company's audit committee; this assessment included any default, change and misconduct which may affect the reports of the Company and its subsidiaries' financial statements.

Therefore, as evidence that these documents constitute the entire set, The company has authorized Mr. Thanong Chotisorayuth to initial all pages. If it appears that document page(s) do/does not contain Mr. Thanong Chotisorayuth's initials, The Company would regard that such document(s) has/have not been certified that the document is accurate.”

Name	Position	Signature
1. Mr. Thanong Chotisorayuth	Managing Director	_____
2. Mr. Viboolsak Udomvanich	Deputy Managing Director and Company Secretary	_____

Authorized Person	Position	Signature
Mr. Thanong Chotisorayuth	Managing Director	_____

However, the Section 89/20 \*\*\* of the Securities and Exchange Act B.E. 2535 which has been amended resulting in the Securities and Exchange Act (No.4) B.E.2551. It is stipulated that the directors and the executives shall be jointly liable to a person who traded securities of the company for any damages arising from disclosure of information of shareholders or public which contains a false statement or concealing material facts which should have been stated in the financial statement and reports concerning the financial condition and the business operation of the company or any other reports required to be disclosed under Section 56, or Section 199, whereby the liability is not limited specifically to the directors and executives whose signatures validated the correctness of information in the documents. However, if the directors or the executives can prove that, by his position, he could not have been aware of the truthfulness of the information or the lack of information which should have been stated, such person(s) may not be liable to the damages as stated in Section 89/20.

Remark: \*\*\* This is enforced only toward companies under regulation division 3/1 of the Securities and Exchange Act B.E. 2535, which was later amended in the Securities and Exchange Act (No.4) B.E.2551.

Attachment 1: Detail of Directors, Executive, Controller who work as the executive of the company and Company Secretary

**The List of Company's 27 directors and executives  
as of January 1<sup>st</sup>, 2014 are follows:**

**1. Somboon Chinsawananon**

Chairman of Director and Chairman of Recruitment and Remuneration Committee.

Independent Director

Age 64 Years

**Date of Appoint**

- 25 Apr. 2013                      AGM's Resolution 1/2013, re-appoint to be a Director.
- 7 Nov. 2012                      Board's Resolution 5/2012, re-appoint to be a Recruitment and Remuneration Committee (renewal 2 more years).

**Highest Qualification**

- Master of Management (Finance), Kellogg School of Management, Northwestern University, USA.
- B. Eng. In Engineering (Electrical), Chulalongkorn University.

**Training Certified (Director Program) IOD**

- - None -

**Number of shares (Proportion)**

- Total<sup>(1)</sup>                              188,568 Shares (0.0481%)
- Via Director                        188,568 Shares (0.0481%)
- Via Spouse                         - None -
- Via Children Underage           - None -
- Via other authority control      - None -

**Relation among family within The Director and Executives**

- - None -

**Working Background**

- 2005 - present                      Chairman of Director and Independent Director, SE-EDUCATION Plc.
- 2006 - present                      Chairman of Recruitment and Remuneration Committee, SE-EDUCATION Plc.
- 1995 - 2005                         Director and Independent Director, SE-EDUCATION Plc.
- Dec. 2009 - present                Chairman of Director, VijiitThai Garment Industry Co., Ltd.
- 1980 - present                      Director, VijiitThai Garment Industry Co., Ltd.
- 2004 - 2011                         Qualified Director of Policies Committee of Financial Institutions Bank of Thailand.
- 1995 - 1999                         Deputy Managing Director, Kasikorn Bank Plc.

### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - 1 company
    - Chairman of Director, VijitThai Garment Industry Co., Ltd.

## 2. Mr. Saroch Lamlertprasertkul

Chairman of Audit Committee and Vice-Chairman of the Board of Directors.

Independent Director

Age 51 Years

### Date of Appoint

- 8 Nov. 2013 Board's Resolution 5/2013, re-appoint to be a Chairman of Audit Committee (renewal 2 more years).
- 25 Apr. 2013 AGM's Resolution 1/2013, re-appoint to be a Director.

### Highest Qualification

- MBA (Accounting), Thammasat University.
- BBA (Accounting), Thammasat University.

### Training Certified (Director Program) IOD

- Director Certification Program (DCP)
- Audit Committee Program (ACP)

### Number of shares (Proportion)

- Total<sup>(1)</sup> - None -
- Via Director - None -
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

### Relation among family within The Director and Executives

- - None -

### Working Background

- Feb. 2009 - present Vice - Chairman of the Board of Directors, SE-EDUCATION Plc.
- 1999 - present Chairman of Audit Committee and Independent Director, SE-EDUCATION Plc.
- Jan. 2012 - present Managing Director, C3 BKK Co., Ltd.
- Mar. 2012 - present Director, Ark Holding Co., Ltd.
- Apr. 2011 - present Director, Ark Enterprise Co., Ltd.

- 2006 - present                      Managing Director, ACT Management Co., Ltd.
- 2000 - present                      Managing Director, CAS Management Co., Ltd.

#### **Director Positions in the Present**

- In listed Companies
  - None -
- In non - listed Companies
  - 5 companies
    - Managing Director, ACT Management Co., Ltd.
    - Managing Director, CAS Management Co., Ltd.
    - Managing Director, C3 BKK Co., Ltd.
    - Director, Ark Holding Co., Ltd.
    - Director, Ark Enterprise Co., Ltd.

### **3. Mr. Pravit Tantiwasinchai**

Director and Audit Committee

Independent Director

Age 57 Years

#### **Date of Appoint**

- 8 Nov. 2013                      Board's Resolution 5/2013, re-appoint to be an Audit Committee (renewal 2 more years).
- 25 Apr. 2013                      AGM's Resolution 1/2013, re-appoint to be a Director.

#### **Highest Qualification**

- Bachelor Certificate (Audit), Chulalongkorn University.
- Bachelor Degree (Audit), Chulalongkorn University.

#### **Training Certified (Director Program) IOD**

- Director Accreditation Program (DAP)

#### **Number of shares (Proportion)**

- Total<sup>(1)</sup>                                      - None -
- Via Director                                      - None -
- Via Spouse                                      - None -
- Via Children Underage                      - None -
- Via other authority control                      - None -

#### **Relation among family within The Director and Executives**

- - None -

#### **Working Background**

- 1999 - present                      Audit Committee and Independent Director, SE-EDUCATION Plc.

- 2012 - present Director, MK Restaurant Group Plc.
- 2012 - present Deputy Managing Director of Accounting and Finance Group, MK Restaurant Group Plc.
- 2006 - 2012 Deputy Managing Director of Accounting and Finance Group, MK Restaurant Co., Ltd.
- 1994 - 2006 Accounting & Financial Executive Manager, MK Restaurant Co., Ltd.

#### Director Positions in the Present

- In listed Companies
  - 1 company
    - Director, MK Restaurant Group Plc.
    - Deputy Managing Director of Accounting and Finance Group, MK Restaurant Plc.
- In non - listed Companies
  - None -

#### 4. Mr. Kachen Benjakul

Director and Audit Committee

Independent Director

Age 36 Years

#### Date of Appoint

- 28 Apr. 2011 AGM's Resolution 1/2011, re-appoint to be a Director.
- 8 Nov. 2013 Board's Resolution 5/2013, re-appoint to be an Audit Committee (renewal 2 more years).

#### Highest Qualification

- Master of Arts in International Economic and Finance, Chulalongkorn University.
- Bachelor of Industrial Engineering (I.E.), Chulalongkorn University.

#### Training Certified (Director Program) IOD

- Director Accreditation Program (DAP)

#### Number of shares (Proportion)

- Total<sup>(1)</sup> 473,231 shares (0.1207%)
- Via Director 464,640 shares (0.1185%)
- Via Spouse 8,591 shares (0.0022%)
- Via Children Underage - None -
- Via other authority control - None -

#### Relation among family within The Director and Executives

- - None -

### Working Background

- Nov. 2009 - present      Audit Committee, SE-EDUCATION Plc.
- 2005- present            Director and Independent Director, SE-EDUCATION Plc.
- 2008 - present            Consultant for Human Resources, Plearn Patt Co., Ltd.
- 2006 - 2008                Executive Director, Plearn Patt Co., Ltd.
- May 2012 - present        Audit Committee, Project Planning Service Plc.
- 2001 - 2004                Senior Equity Analyst, Government Pension Found (GPF)
- 2000 - 2001                Analyst, Government Pension Found (GPF)

### Director Positions in the Present

- In listed Companies
  - 1 company
    - Audit Committee, Project Planning Service Plc.
- In non - listed Companies
  - 1 company
    - Consultant for Human Resources, Plearn Patt Co., Ltd.

## 5. Mr. Vorasit Pokachaiyapat

Director and Recruitment and Remuneration Committee.

Independent Director

Age 50 Years

### Date of Appoint

- 7 Nov. 2012                Board's Resolution 5/2012, re-appoint to be a Recruitment and Remuneration Committee (renewal 2 more years).
- 28 Apr. 2011              AGM's Resolution 1/2011, re-appoint to be a Director.

### Highest Qualification

- M.S. (Computer and Database Management), Bentley College, Massachusetts, USA.
- BBA. Carnegie - Mellon University, Pennsylvania, USA.

### Training Certified (Director Program) IOD

- Director Certification Program (DCP)

### Number of shares (Proportion)

- Total<sup>(1)</sup>                      - None -
- Via Director                - None -
- Via Spouse                 - None -
- Via Children Underage    - None -
- Via other authority control - None -

### Relation among family within The Director and Executives

- - None -

### Working Background

- 2006 - present Recruitment and Remuneration Committee, SE-EDUCATION Plc.
- 2005 - present Independent Director, SE-EDUCATION Plc.
- 1998 - 2005 Director, SE-EDUCATION Plc.
- 1991 - present Managing Director, Finansa Plc.
- 2008 - present Director, Palanamai Co., Ltd.
- 1990 - 1991 Assistant Manager Director, Chase Manhattan Bank Thailand.

### Director Positions in the Present

- In listed Companies
  - 1 company
    - Managing Director, Finansa Plc.
- In non - listed Companies
  - 1 company
    - Director, Palanamai Co., Ltd.

## 6. Mr. Phairat Sittakul

Director

Non - executive Director.

Age 64 Years

### Date of Appoint

- 28 Apr. 2011 AGM's Resolution 1/2011 re-appoint to be a Director.

### Highest Qualification

- B. ENG. In Engineering (Electrical), Chulalongkorn University.

### Training Certified (Director Program) IOD

- Director Accreditation Program (DAP)

### Number of shares (Proportion)

- Total<sup>(1)</sup> 4,236,650 shares (1.0809%)
- Via Director 2,273,150 Shares (0.5800%)
- Via Spouse 1,963,500 Shares (0.5009%)
- Via Children Underage - None -
- Via other authority control - None -

### Relation among family within The Director and Executives

- - None -

### Working Background

- 2011 - present Director, SE-EDUCATION Plc.
- 2005 - 2011 Independent Director, SE-EDUCATION Plc.
- 2005 - Nov. 2009 Audit Committee, SE-EDUCATION Plc.
- 1974 - 2005 Director, SE-EDUCATION Plc.
- 2008 - Sep. 2010 Assistant Director of operation and maintenance of electricity generator project, electricity generating Rajburi Co., Ltd.
- 2002 - 2008 Level 11 Engineer, EGAT.
- 1999 - 2002 Maintenance Service Bureau - Manager, EGAT.
- 1997 - 1999 Engineer - Maintenance Service Bureau - Manager, EGAT.

### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - None -

## 7. Mr. Wattana Chiengkul

Director Recruitment and Remuneration Committee

Non - executive Director and Authorized Director.

Age 62 Years

### Date of Appoint

- 25 Apr. 2013 AGM's Resolution 1/2013, re-appoint to be a Director.
- 7 Nov. 2012 Board's Resolution 5/2012, re-appoint to be a Recruitment and Remuneration Committee (renewal 2 more years).

### Highest Qualification

- B. Eng. In Engineering (Electrical), Chulalongkorn University.

### Training Certified (Director Program) IOD

- Director Accreditation Program (DAP)

### Number of shares (Proportion)

- Total<sup>(1)</sup> 4,983,133 shares (1.2714%)
- Via Director 4,983,133 shares (1.2714%)
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

### Relation among family within The Director and Executives

- - None -

### Working Background

- Nov. 2010 - present Recruitment and Remuneration Committee, SE-EDUCATION Plc.
- Apr. 2010 - present Director, SE-EDUCATION Plc.
- 2005 - Apr. 2010 Independent Director, SE-EDUCATION Plc.
- 1993 - 2005 Director, SE-EDUCATION Plc.
- 1974 - 1993 Director, SE-EDUCATION Co., Ltd.
- 2002 - present Principal Consultant Physical Asset Management Consulting, Productivity Associates Co., Ltd.
- 1997 - 2002 Maintenance Business Development and Maintenance Engineering Manager, ABB Co., Ltd.

### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - 1 company
    - Principal Consultant Physical Asset Management, Productivity Associates Co., Ltd.

## 8. Assoc. Prof. Yuen Poovarawan

Director

Non - executive Director.

Age 63 Years

### Date of Appoint

- 26 Apr. 2012 AGM's Resolution 1/2012, re-appoint to be a Director.

### Highest Qualification

- M. Eng. in Industrial Engineering and Management, Asian Institute of Technology (AIT).
- M. Eng. in Engineering (Electrical), Chulalongkorn University.
- B. Eng. In Engineering (Electrical), Chulalongkorn University.

### Training Certified (Director Program) IOD

- - None -

### Number of shares (Proportion)

- Total<sup>(1)</sup> 6,958,809 shares (1.7755%)
- Via Director 3,860,111 shares (0.9849%)
- Via Spouse 3,098,698 shares (0.7906%)
- Via Children Underage - None -
- Via other authority control - None -

### Relation among family within The Director and Executives

- - None -

### Working Background

- 1993 - present Director, SE-EDUCATION Plc.
- 1974 - 1993 Director, SE-EDUCATION Co., Ltd.
- 2003 - present Consultant, Plearnpattana School, Plearnpatt Co., Ltd.
- 2011 - present Special Expert, Kasetsart University.
- 2002 - 2011 Vice - President for Information Technology, Kasetsart University.
- 1991 - 2000 Director, Office of University Computer Services, Kasetsart University.

### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - None -

## 9. Mr. Thanong Chotisorayuth

Director and Managing Director

Executive Director and Authorized Director

Age 60 Years

### Date of Appoint

- 26 Apr. 2012 AGM's Resolution 1/2012, re-appoint to be a Director.

### Highest Qualification

- Honorary Doctorate in Business Administration, National Institute of Development Administration.
- Master of Education in Educational Administration, Chulalongkorn University.
- B.Eng (Electrical), Chulalongkorn University.

### Training Certified (Director Program) IOD

- Director Certification Program (DCP)

### Training Certified (Other institutions)

- Capital Market Academy (CMA) : Executive MBA Class 3

### Number of shares (Proportion)

- Total<sup>(1)</sup> 12,132,247 shares (3.0954%)
- Via Director 9,818,122 shares (2.5050%)
- Via Spouse 2,314,125 shares (0.5904%)
- Via Children Underage - None -
- Via other authority control - None -

### Relation among family within The Director and Executives

- Mrs. Montalee Chotisorayuth's Husband.

### Working Background

- 1993 - present Director and Managing Director, SE-EDUCATION Plc.
- 1985 - 1987 Director and Deputy Managing Director Marketing-Science, SE-EDUCATION Plc.
- 2013 - present Director, Baeslab Co., Ltd.
- 2001 - present Director, SE-ED Book Center Co., Ltd.
- 2010 - present Director of Plearnpattana School, Plearn Patt Co., Ltd.
- 2006 - present Chairman of Executive Directors of Plearnpattana School, Plearn Patt Co., Ltd.
- 2003 - 2006 Director and Executive Director, Plearn Patt Co., Ltd.
- 1984 - present Director, M&E Co., Ltd.
- 2012 - present Director, MK Restaurant Group Plc.
- 2009 - 2012 Consultant to the Institute of Business for Society, Stock Exchange of Thailand.

### Director Positions in the Present

- In listed Companies
  - 1 company
    - Director, MK Restaurant Group Plc.
- In non - listed Companies
  - 4 companies
    - Director, SE-ED Book Center Co., Ltd.
    - Chairman of Executive Directors of Plearnpattana School, Plearn Patt Co., Ltd.
    - Director, M&E Co., Ltd.
    - Director, Baeslab Co., Ltd.

### 10. Mr. Viboolsak Udomvanich

Director, Deputy Managing Director and Company Secretary.

Executive Director and Authorized Director.

Age 59 Years

#### Date of Appoint

- 26 Apr. 2012 AGM's Resolution 1/2012, re-appoint to be a Director.

#### Highest Qualification

- B.Eng. in Engineering (Electrical), Chulalongkorn University.

#### Training Certified (Director Program) IOD

- Director Accreditation Program (DAP)

### Training Certified (Other institutions)

- Listed Company Association (TLCA) : Corporate Secretary Development Program

### Number of shares (Proportion)

- Total<sup>(1)</sup> 5,189,812 shares (1.3241%)
- Via Director - None -
- Via Spouse 5,189,812 shares (1.3241%)
- Via Children Underage - None -
- Via other authority control - None -

### Relation among family within The Director and Executives

- - None -

### Working Background

- 2007 - present Company Secretary, SE-EDUCATION Plc.
- 1993 - present Director, Deputy Managing Director, SE-EDUCATION Plc.
- 2003 - 2012 Acting Assistant Managing Director of Publishing Division, SE-EDUCATION Plc.
- 1985 - 1987 Director and Deputy Managing Director - Production, SE-EDUCATION Co., Ltd.
- 2013 - present Director, Baeslab Co., Ltd.
- 2003 - present Executive Director, Plearn Patt Co., Ltd.
- 2001 - present Director, SE-ED Book Center Co., Ltd.
- 1992- present Director, Unity Binding Center Co., Ltd.
- 1990 - present Director, Unity Graphics Co., Ltd.

### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - 5 companies
    - Director, SE-ED Book Center Co., Ltd.
    - Executive Director, Plearn Patt Co., Ltd.
    - Director, Unity Binding Center Co., Ltd.
    - Director, Unity Graphics Co., Ltd.
    - Director, BaesLab Co., Ltd.

### 11. Mrs. Montalee Chotisorayuth

Assistant Managing Director SE-ED Book Center

Age 55 Years

**Highest Qualification**

- B.S. (Education), Srinakarinwirot University

**Training Certified (Director Program) IOD**

- - None -

**Number of shares (Proportion)**

- Total<sup>(1)</sup> 12,132,247 shares (3.0954%)
- Via Executive 2,314,125 shares (0.5904%)
- Via Spouse 9,818,122 shares (2.5050%)
- Via Children Underage - None -
- Via other authority control - None -

**Relation among family within The Director and Executives**

- Mr. Thanong Chotisorayuth's wife

**Working Background**

- 2013 - present Director, BaesLab Co., Ltd.
- 1996 - present Assistant Managing Director SE-ED Book Center, SE-EDUCATION Plc.
- 1993 - present Director of SE-ED Book Center, SE-EDUCATION Plc.
- 1990 - 1993 Director of SE-ED Book Center, SE-EDUCATION Co., Ltd.
- 1984 - 1998 Executive Editor - Editor Book, SE-EDUCATION Plc.
- 1981 - 1984 Assistant Executive Editor - Education book, SE-EDUCATION Plc.

**Director Positions in the Present**

- In listed Companies
  - None -
- In non - listed Companies
  - 1 company
    - Director, BaesLab Co., Ltd.

**12. Mrs. Karnchana Charoenwong**

Assistant Managing Director Sales And Distribution

Age 56 Years

**Highest Qualification**

- B.S. (Accounting), Kasetsart University

**Training Certified (Director Program) IOD**

- - None -

**Number of shares (Proportion)**

- Total<sup>(1)</sup> - None -
- Via Executive - None -

- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

#### Relation among family within The Director and Executives

- - None -

#### Working Background

- 1998 - present Assistant Managing Director Sale and Distribution, SE-EDUCATION Plc.
- 1991 - 1995 Assistant Managing Director, SE-EDUCATION Plc.
- 1981 - 1991 Accounting and Financing Manager, SE-EDUCATION Plc.
- 2001 - present Director and Authorized Director, Chakaj Co., Ltd.

#### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - 1 company
    - Director, Chakaj Co., Ltd.

### 13. Mrs. Nuchanart Kongvisaisuk

Assisting Managing Director Magazine

Age 59 Years

#### Highest Qualification

- BBA. (Marketing), Ramkhamhaeng University

#### Training Certified (Director Program) IOD

- - None -

#### Number of shares (Proportion)

- Total<sup>(1)</sup> 1,683,688 shares (0.4296%)
- Via Executive 1,683,688 shares (0.4296%)
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

#### Relation among family within The Director and Executives

- - None -

#### Working Background

- 2013 - present Director, BaesLab Co., Ltd.
- 2001 - present Assistant Managing Director - Magazines Group, SE-EDUCATION Plc.
- 1999 - 2000 Director of Electronics and Industrial Magazine Group, SE-EDUCATION Plc.
- 1979 - 1999 Advertising Manager of Electronics Magazine Group, SE-EDUCATION Plc.

**Director Positions in the Present**

- In listed Companies
  - None -
- In non - listed Companies
  - 1 company
    - Director, BaesLab Co., ltd.

**14. Ms. Sajipat Pumpuengput**

Director of Finance Division

Age 50 Years

**Highest Qualification**

- BBA. (Management), Sukhothai Tammatirat University

**Training Certified (Director Program) IOD**

- - None -

**Number of shares (Proportion)**

- Total<sup>(1)</sup> - None -
- Via Executive - None -
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

**Relation among family within The Director and Executives**

- - None -

**Working Background**

- 2004 - present Director of Financial Division, SE-EDUCATION Plc.
- 1991 - 2003 Financial Manager, SE-EDUCATION Plc.

**Director Positions in the Present**

- In listed Companies
  - None -
- In non - listed Companies
  - None -

**15. Ms. Aree Sae-ung**

Director of Accounting Division

Age 42 Years

**Highest Qualification**

- Certified Accounting Auditor, No. 5386

- MBA, Burapha University
- Bachelor Certificate (Audit), Thammasat University
- BBA (Accounting), Rajamangala Institute of Technology

#### Training Certified (Director Program) IOD

- - None -

#### Number of shares (Proportion)

- Total<sup>(1)</sup> - None -
- Via Executive - None -
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

#### Relation among family within The Director and Executives

- - None -

#### Working Background

- 2004 - present Director of Accounting Division, SE-EDUCATION Plc.
- 2001 - 2003 Accounting Manager, SE-EDUCATION Plc.
- 2000 - 2001 Audit Manager, SE-EDUCATION Plc.
- 1994 - 2000 In - charge, AMC Co., Ltd.

#### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - None -

#### 16. Mr. Wiroj Lackanaadisorn<sup>(2)</sup>

Director of HR & Organization Development Division

Age 36 Years

#### Highest Qualification

- MBA (Finance), Chulalongkorn University
- B.Eng. (Automotive - engineering), Chulalongkorn University

#### Training Certified (Director Program) IOD

- - None -

#### Number of shares (Proportion)

- Total<sup>(1)</sup> 726 shares (0.0002%)
- Via Executive 726 shares (0.0002%)
- Via Spouse - None -

- Via Children Underage - None -
- Via other authority control - None -

#### Relation among family within The Director and Executives

- - None -

#### Working Background

- 2013 - present Director, BaesLab Co., Ltd.
- 2013 - present Director of SE-ED Learning Center, SE-EDUCATION Plc.
- 2003 - present Director of HR & Organization Development Division.
- 2000 - 2003 Consultant, Novo Quality services (Thailand) Co., Ltd.
- 1998 - 2000 QA. Engineering, Isuzu motor (Thailand) Co., Ltd.

#### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - 1 company
    - Director, BaesLab Co., Ltd.

#### 17. Mr. Apichit Suananuntapoom<sup>(2)</sup>

Director of Logistic Division

Age 34 Years

#### Highest Qualification

- MBA (Finance), Ramkhamhaeng University
- B.Eng. (Automotive - engineering), Chulalongkorn University

#### Training Certified (Director Program) IOD

- - None -

#### Number of shares (Proportion)

- Total<sup>(1)</sup> 47,555 shares (0.0121%)
- Via Executive 47,555 shares (0.0121%)
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

#### Relation among family within The Director and Executives

- - None -

#### Working Background

- 2004 - present Director of Logistic Division, SE-EDUCATION Plc.
- 2003 - 2004 Executive Officer - Marketing and Supply Chain Management,

Toyota Motor Asia Pacific Pte., Ltd.

- 2002 - 2003 Senior Engineer - Procurement Department, Isuzu (Thailand) Co., Ltd.
- 1999 - 2002 Engineer - Purchasing Department, Isuzu (Thailand) Co., Ltd.

#### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - None -

#### 18. Mr. Ekasit Wiwattanaprasit<sup>(2)</sup>

Director of Strategic Information Administration Division

Age 42 Years

#### Highest Qualification

- M.S. Assumption University
- B.S. (Business Computer), Rajabhat Bansomdej Chopraya University

#### Training Certified (Director Program) IOD

- - None -

#### Number of shares (Proportion)

- Total<sup>(1)</sup> - None -
- Via Executive - None -
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

#### Relation among family within The Director and Executives

- - None -

#### Working Background

- 2005 - present Director of Strategic Information Administration Division, SE-EDUCATION Plc.
- 2005 - 2005 Senior Manager - IT Management, Compass East Industry Plc.
- 2003 - 2005 Senior Consultant, Deloitte Touche Tomatsu Co., Ltd.
- 2001 - 2003 Strategic System Analyst, Banpu Public Co., Ltd.

#### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - None -

**19. Mr. Meechoke Thongsawai**<sup>(2)</sup>

Director of Academic Consulting and International Business

Age 43 Years

**Highest Qualification**

- MBA, Assumption University
- BBA, Assumption University

**Training Certified (Director Program) IOD**

- - None -

**Number of shares (Proportion)**

- Total<sup>(1)</sup> 121,000 shares (0.0309%)
- Via Executive 121,000 shares (0.0309%)
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

**Relation among family within The Director and Executives**

- - None -

**Working Background**

- 2011 - present Director of Academic Consulting and International Business, SE-EDUCATION Plc.
- 2001 - 2011 Foreign Books Division Manager, SE-ED Book Center, SE-EDUCATION Plc.

**Director Positions in the Present**

- In listed Companies
  - None -
- In non - listed Companies
  - None -

**20. Ms. Daungjai Jeenanurugk**<sup>(2)</sup>

Director of Sales and Distribution Division

Age 45 Years

**Highest Qualification**

- BBA (Accounting), Ramkhamhaeng University

**Training Certified (Director Program) IOD**

- - None -

**Number of shares (Proportion)**

- Total<sup>(1)</sup> 432 sharers (0.0001%)

- Via Executive 432 shares (0.0001%)
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

#### Relation among family within The Director and Executives

- - None -

#### Working Background

- 2011 - present Director of Sales and Distribution Division, SE-EDUCATION Plc.
- 1999 - 2011 Distribution Division Manager, SE-EDUCATION Plc.
- 1996 - 1998 Sales and Distribution Manager, Nation Multimedia Group Plc.
- 1993 - 1996 Shop Manager, McThai Co., Ltd.
- 1991 - 1993 Accountant, Loxley Aluminum and Engineering Co., Ltd

#### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - None -

#### 21. Mr. Kriwoot Rojprasertsoot<sup>(2)</sup>

Director of Magazine Publishing Division

Age 40 Years

#### Highest Qualification

- Bachelor of Engineering, Telecommunications Engineering, King Mongkut's Institute of Technology Ladkrabang

#### Training Certified (Director Program) IOD

- - None -

#### Number of shares (Proportion)

- Total<sup>(1)</sup> 14,818 shares (0.0038%)
- Via Executive 14,762 shares (0.0038%)
- Via Spouse 56 shares (0.0000%)
- Via Children Underage - None -
- Via other authority control - None -

#### Relation among family within The Director and Executives

- - None -

### Working Background

- 2013 - present Director of Publishing Division, Project Director, STEM Education, SE-EDUCATION Plc.
- 2011 - 2012 Director of FAN Math Curriculum, SE-EDUCATION Plc.
- 2002 - 2010 Executive Director, Electronics Magazines, SE-EDUCATION Plc.

### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - None -

## 22. Ms. Sarida Sarajan <sup>(2)</sup>

Executive Editor, Text Books Division

Age 53 Years

### Highest Qualification

- Master of Business Administration, Ramkhamhang University
- Bachelor of Arts (Political Science), Ramkhamhaeng University

### Training Certified (Director Program) IOD

- - None -

### Number of shares (Proportion)

- Total<sup>(1)</sup> 22,493 shares (0.0057%)
- Via Executive 22,493 shares (0.0057%)
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

### Relation among family within The Director and Executives

- - None -

### Working Background

- 2005 - present Executive Editor, Text Books Division, SE-EDUCATION Plc.
- 1999 - 2005 Managing Editor, Text Books Division, SE-EDUCATION Plc.
- 1992 - 1999 Deputy Managing Editor, Text Books Division, SE-EDUCATION Plc.
- 1983 - 1992 Assistant Managing Editor, Text Books Division, SE-EDUCATION Plc.

### Director Positions in the Present

- In listed Companies
  - None -

- In non - listed Companies
- None -

### 23. Mrs. Kanit Promsen<sup>(2)</sup>

Executive Editor, General Book Division

Age 46 Years

#### Highest Qualification

- Master of Business Administration, Ramkhamhaeng University
- Bachelor of Science, Plant Pathology, Chiang Mai University

#### Training Certified (Director Program) IOD

- - None -

#### Number of shares (Proportion)

- Total<sup>(1)</sup> 270,866 shares (0.0691%)
- Via Executive 270,866 shares (0.0691%)
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

#### Relation among family within The Director and Executives

- - None -

#### Working Background

- 2005 - present Executive Editor, General Books Division, SE-EDUCATION Plc.
- 1992 - 2005 Assistant Managing Editor, General Books Division, SE-EDUCATION Plc.
- 1991 - 1992 Office Administrator, PAC RIM GROUP
- 1990 - 1991 Cultural Orientation Teacher, The American Consortium

#### Director Positions in the Present

- In listed Companies
- None -
- In non - listed Companies
- None -

### 24. Ms. Phitsamai Chairat<sup>(2)</sup>

Assistant Director in Management and Operations, SE-ED Book Center

Age 45 Years

#### Highest Qualification

- Bachelor of Arts, Chiang Mai University

**Training Certified (Director Program) IOD**

- - None -

**Number of shares (Proportion)**

- Total<sup>(1)</sup> 304,304 shares (0.0776%)
- Via Executive 304,304 shares (0.0776%)
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

**Relation among family within The Director and Executives**

- - None -

**Working Background**

- 2011 - present Assistant Director in Management and Operations, SE-ED Book Center  
SE-EDUCATION Plc.
- 1996 - 2011 Operations Manager of SE-ED Book Center, SE-EDUCATION Plc.
- 1992 - 1995 Store Assistant Manager SE-ED Book Center, SE-EDUCATION Plc.

**Director Positions in the Present**

- In listed Companies
  - None -
- In non - listed Companies
  - None -

**25. Mrs. Srinuan Konsila<sup>(2)</sup>**

Assistant Director in Marketing and Products, SE-ED Book Center

Age 44 Years

**Highest Qualification**

- Bachelor of Arts, Chiang Mai University

**Training Certified (Director Program) IOD**

- - None -

**Number of shares (Proportion)**

- Total<sup>(1)</sup> 237,329 shares (0.0606%)
- Via Executive 237,329 shares (0.0606%)
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

**Relation among family within The Director and Executives**

- - None -

### Working Background

- 2012 - present Assistant Director in Marketing and Products SE-ED Book Center, SE-EDUCATION Plc.
- 1996 - present Manager of Marketing Department, SE-ED Book Center, SE-EDUCATION Plc.
- 1994 - 1995 Store Manager, SE-ED Book Center, SE-EDUCATION Plc.

### Director Positions in the Present

- In listed Companies
  - None -
- In non - listed Companies
  - None -

### 26. Ms. Sodsaros Hongron<sup>(2)</sup>

Assistant Director in Purchasing and E-Commerce, SE-ED Book Center

Age 41 Years

### Highest Qualification

- Master of Business Administration, National Institute of Development Administration
- Bachelor of Arts, Chiang Mai University

### Training Certified (Director Program) IOD

- - None -

### Number of shares (Proportion)

- Total<sup>(1)</sup> 57,112 shares (0.0146%)
- Via Executive 57,112 shares (0.0146%)
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

### Relation among family within The Director and Executives

- - None -

### Working Background

- 2012 - present Assistant Director in Purchasing and E-Commerce, SE-ED Book Center, SE-EDUCATION Plc.
- 2006 - 2011 Manager of Purchasing and E-Commerce Department, SE-ED Book Center, SE-EDUCATION Plc.
- 1997 - 2006 Manager of Purchasing Department, SE-ED Book Center, SE-EDUCATION Plc.
- 1994 - 1997 Store Manager, SE-ED Book Center, SE-EDUCATION Plc.

**Director Positions in the Present**

- In listed Companies
  - None -
- In non - listed Companies
  - None -

**27. Mr. Chonlavit lamraksakiat <sup>(2)</sup>**

Assistant Director in Strategy Analysis and Business Improvement, SE-ED Book Center

Age 36 Years

**Highest Qualification**

- Master of Science, Applied Statistics, National Institute of Development Administration
- Bachelor of Engineering, Mechanical Engineering, Chulalongkorn University

**Training Certified (Director Program) IOD**

- - None -

**Number of shares (Proportion)**

- Total<sup>(1)</sup> - None -
- Via Executive - None -
- Via Spouse - None -
- Via Children Underage - None -
- Via other authority control - None -

**Relation among family within The Director and Executives**

- - None -

**Working Background**

- 2012 - present Assistant Director in Strategy Analysis and Business Improvement, SE-ED Book Center, SE-EDUCATION Plc.
- 2012 - 2013 Manager of Internal Audit and Investor Relations Department, SE-EDUCATION Plc.
- 2010 - 2012 Manager of Internal Audit and Business Efficiency Development, SE-EDUCATION Plc.
- 2007 - 2010 Project Manager, Business Productivity Development, SE-ED Book Center, SE-EDUCATION Plc.

**Director Positions in the Present**

- In listed Companies
  - None -
- In non - listed Companies
  - None -

**Remarks**

- (1) Number of Shares of directors and executive managers include shareholding of spouse and children who have not attained of majority as well as related legal person in section 258.
- (2) Not the executive managers defined by SEC's announcement.

Attachment 1: Detail of Directors, Executive, Controller who work as the executive of the company and Company Secretary

**The list of the Company's 27 directors and executives as of January 1<sup>st</sup>, 2014 as follows:**

Name	SE-ED	SE-ED Book Center	Plearn Patt	BaesLab	M&E
1. Mr. Somboon Chinsawananon	A J				
2. Mr. Saroch Lamlerprasertkul	B C K				
3. Mr. Pravit Tantiwasinchai	C D				
4. Mr. Kachen Benjakul	C D		M		
5. Mr. Vorasit Pokachaiyapat	C H				
6. Mr. Phairat Sittakul	C				
7. Mr. Wattana Chiengkul	C H				
8. Assoc. Prof. Yuen Poovarawan	C		M		
9. Mr. Thanong Chotisorayuth	C F G	A	C F L	A	C
10. Mr. Viboolsak Udomvanich	C F G I	C	F	C	
11. Mrs. Montalee Chotisorayuth	G			C	
12. Mrs. Karnchana Charoenwong	G				
13. Mrs. Nuchanart Kongvisaisuk	G			C	
14. Ms. Sajipat Pumpuengput	G				
15. Ms. Aree Sae-Ung	G				
16. Mr. Wiroj Lackanaadisorn	E			C	
17. Mr. Apichit Suananuntapoom	E				
18. Mr. Ekasit Wiwattanaprasit	E				
19. Mr. Meechoke Thongsawai	E				
20. Ms. Daungjai Jeenanurugk	E				
21. Mr. Kriwoot Rojprasertsoot	E				
22. Ms. Sarida Sarajan	E				
23. Mrs. Kanit Promsen	E				
24. Ms. Phitsamai Chairat	E				
25. Mrs. Srinuan Konsila	E				
26. Ms. Sodsaros Hongron	E				
27. Mr. Chonlavit lamraksakiat	E				

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Remarks    **A** = Chairman of the Board    **B** = Chairman of Audit Committee  
**C** = Director    **D** = Audit Committee    **E** = Executive  
**F** = Management director    **G** = The executives as in the definition of SEC announcement  
**H** = The Recruitment and Remuneration Committee    **I** = Company Secretary  
**J** = Chairman of recruitment and remuneration committees  
**K** = Vice-Chairman of the Board of Directors  
**L** = Chairman of the Board of Director, Plearn Patt Co., Ltd.    **M** = Consultant

## Attachment 2: Detail of Sub-company's Directors

**Detail of Sub-company's Directors**

Name	Related with SE-ED	SE-ED Book Center	Plearn Patt	BaesLab
1. Mr. Thanong Chotisorayut	Managing Director Authorized signing Director	B	B C	B
2. Mr. Viboolsak Udomvanich	Director, Deputy Managing Director and Company Secretary Authorized Director	B	C	B
3. Mr. Pongsak Sivapatrakumpol		B		
4. Mrs. Nuchanart Kongvisaisuk	Executive			B
5. Mrs. Montalee Chotisorayuth	Executive			B
6. Mr. ViLoon Sriborirak				B
7. Mr. Wiroj Lackanaadisorn	Executive			B
8. Mr. Suthipong Phanitpojamarn				B
9. Mrs. Jitra Jantrakul				B
10. Mrs. Supavadee Hammetee			A	
11. Ms. Krongthong Boonprakong			B	
12. Mr. Silawat Susilvorn			B C	
13. Mrs. Veena Wongwaivit			B C	

**Remarks:**    **A** = Chairman of Board        **B** = Director        **C** = Executive Director

## Audit Committee's Report

The Board of Directors of **SE-EDUCATION Public Company Limited** resolved in the appointment of the Company's Audit Committee which consists of three individuals - Mr. Saroch Lamlerprasertkul as the Committee Chairman; Mr. Pravitt Tantiwasinchai, and Mr. Kachen Benjakul as the Committee members and Mr. Wichian Rungpoonsap as the secretary to the Audit Committee. Each member in the Committee possesses the qualifications required by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand.

In 2013, the Audit committee held 6 meetings. Moreover, The Audit committee also held 1 internal meeting among committee members, independent members, and higher executives involving in accounting, finance, internal audit, in absence of management directors, but, they were well-informed and acknowledged the issues discussed in the meeting.

Audit Committee has performed the duty independently, within a certain authority and capacity limit, required by the Charter of Audit Committees, and assigned by the Board of Directors with the cooperation of all parties involved. The Audit committee understands the significance of internal audit, risk management, good corporate governance to ensure sufficient internal control, adequate and acceptable level of risk management, proper supervision, as well as proper and trustworthy financial report. The Audit Committee had a discussion with the board of management, top executives, internal auditors and auditors every quarter. The works of the Committee in the year 2013 can be summarized as follow:

**1. Review annual financial report for year 2013:** The Audit committee has reviewed financial statements on a quarterly basis and annual financial reports for the year 2013 of the Company and its subsidiary prior to submitting the document This includes a proper, timely release of financial information, through cooperative meeting among accounting audit, management, accounting department, and internal audit department in considering the consolidated financial statement on quarterly basis and annual financial report to enquire upon complete, correct practice of generally accepted accounting principle, the selection of accounting policy, and proper openness, including the utilizing the observation suggestions from accounting auditor to improve and correct the preparation of the Company's financial statement. The audit committee agreed with accounting auditors that the Company's financial statement is in accordance with General Accepted Accounting Principles and has disclosed the information accurately and adequately.

**2. Supervision of Good Corporate Governance:** The Audit Committee realized the importance of good governance and reviewed the good governance policy of the Company annually. The Committee also encouraged executives and employees to adopt the principle of good governance until it became

the culture of the organization. The business is operated on the moral value, transparency and social responsibility. As a result the Company was evaluated excellent in Corporate Good Governance for five consecutive years (2008 - 2013) by Institution of Directors (IOD). The Company also received SET Award of Honor in Corporate Governance Report for the third time from SET Awards 2013 organized by Stock Exchange of Thailand in corporation with Money and Banking Journal. This award was granted to the Company for having received the good corporate governance award for five consecutive years.

**3. Review of risk management:** In overseeing the risk management, the Committee continued to ensure that the Company and its subsidiary's risk was at an acceptable level. The Committee reviewed the Company's risk management plan and acknowledged the report of the risk management practices, periodically. The audit committees agreed that the Company has risk management at an acceptable level.

**4. Review of abiding of Security and Exchange laws, as well as the regulations stipulated by Stock Exchange of Thailand, and also other related laws related to the Company such as Revenue Code, and Public Company Act:** The Audit Committee had reviewed to ensure that law and related regulations of stock exchange of Thailand and other concerned business units are properly abided. Based on the audit committees' opinion, there was no essential issue related to the issue of violation of laws and regulations stipulated by Stock Exchange of Thailand and other related Government supervision agencies.

**5. Review and provide opinions toward related items and items that may post a possible conflict of interest which includes the afore-mentioned information disclosure:** The audit committees agreed that the Company has disclosed information completely and correctly as said in the regulations of The Securities Exchange of Thailand, and the items are ordinary items that are appropriate and beneficial to the Company.

**6. Review of internal audit control assessment and internal audit:** The Committee had reviewed the Company's internal audit control to ensure that it is properly conducted and sufficiently effective for the usage of resources and business operation. The Audit Committee was reported the operation of the internal audit department in every quarter and gave advice for improvement as well as following up on the areas that need to be developed. The Audit Committee reviewed the audit plan of 2014 and realized there could be risks affected the operation and financial status of the Company. The Committee also emphasized the internal audit as a mean to enhance the business performance, increase revenues and decrease operation cost.

The Audit Committee has the authority to appoint, move, terminate employment of the head of the internal audit department or other departments responsible for the auditing process. With careful selection and consideration of qualifications, the Audit Committee appointed Mr. Wichian Rungpoonsap the head of Internal Audit and Investors Relation Department, effective in August 2013. The Audit Committee agrees that Mr. Wichian Rungpoonsap is knowledgeable, capable and experienced for the position of the head of Internal Audit and Investors Relation Department of the Company. The Audit

Committee also assessed the performance of Mr. Wichian Rungpoonsap with the Managing Director during the Company's annual performance assessment.

**7. Select and submit for appointment of auditor:** The Audit Committee performed the selection of the auditor. The Committee took into consideration the auditor's state of independence, knowledge, ability, auditing experience, auditing staff and appropriate compensation rate to be presented to the Board of Directors for the request of final approval during the Shareholders' meeting - number 1/2014, dated 24 February 2014 - by which date the decision was made with regard to the appointment of the Accounting auditor. The Accounting Audit was granted to SAM NAK-KGAN Ernst & Young Co., Ltd. for the year 2014.

The Audit Committee had performed the required duties in accordance with regulations stipulated by authority. Their performance was careful and sufficiently independent. They received good corporations from the management team, employees and all related parties. The Audit Committee agreed that the Company's directors, managing directors and all employees emphasized on operating effectively, productively, transparently, and reliably under the principle of good corporate governance to provide confidence for shareholders, investors and all related parties.

On behalf of Audit Committee

(Mr. Saroch Lamlertprasertkul)  
Chairman of the Audit Committee  
March 18, 2014

## Recruitment and Remuneration Committee's Report

The board of directors of **SE-EDUCATION Public Company Limited** has appointed the recruitment and remuneration committee members consisting of 3 individuals : Mr. Somboon Chinsawananon, an independent board member, who is the Chairman of the committee, Mr. Vorasit Pokachaiyapat, an independent board member, and Mr. Wattana Chiengkul a non-executive board member. In 2013, the recruitment and remuneration committee members held 3 meetings.

The recruitment and remuneration committee has within its authority and capacity, duty and responsibility, as delegated by the board of directors which constitutes the task of setting procedures for recruitment of directors, managing director and also arrange a succession plan, as well as decisions on remuneration policy for management and employees.

On the recruitment of directors and executives, the recruitment and remuneration committee has proceeded to search and recruit suitable candidates in accordance with the criteria set by the board of directors and does not violate the regulations stipulated by supervisory authority. In 2013, the recruitment and remuneration committee presented the re-appointment of The Audit Committee retiring to the consideration of the board of directors. Moreover, the committee provided a channel for minority shareholders to submit names of qualified persons for directorship to considered by the committee.

In setting the remuneration for the board of directors, the executives, and employees, details of which have been declared in the annual report, the committee has considered the remuneration that is commensurate with their responsibility, skills, performance and taken into account the economic conditions and peer factors.

The recruitment and remuneration committee reported the details of the meeting after every meeting to the Board of Directors. In 2013, the committee acted with circumspection, prudence, and independence for the maximum benefit of the stakeholders.

(Mr. Somboon Chinsawananon)

Chairman of recruitment and remuneration committee

March 18, 2014

## Attachment 5 : Details of head of the internal audit department

Name - Surname	Age (Years)	Highest Qualification	Relation among family within the Director and Executive	Working Background		
				Period	Position	Name of Organization / Business Name
Mr. Wichian Rungpoonsap	40	BBA (Finance), Ramkhamhaeng University	-	Aug. 2013 - present	Manager of Internal Audit and Investor Relations Department	SE-EDUCATION Plc.
				Dec. 2013 - present	Audit Committee Secretary	SE-EDUCATION Plc.
				Dec. 2546 - Aug. 2013	Area Manager, SE-ED Book Center	SE-EDUCATION Plc.
				Apr. 2000 - Dec. 2003	Assistant Store Manager, SE- ED Book Center	SE-EDUCATION Plc.



ที่ สจ.2000898

กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์

## หนังสือรับรอง

ขอรับรองว่าบริษัทนี้ ได้จดทะเบียน เป็นนิติบุคคลตามกฎหมายว่าด้วยบริษัทมหาชนจำกัด เมื่อวันที่ 29 เมษายน 2536 ทะเบียนเลขที่ 0107536000285 (เดิมเลขที่ บมจ.102) ปรากฏข้อความในรายการตามเอกสารทะเบียน ณ วันออกหนังสือนี้ ดังนี้

1. ชื่อบริษัท บริษัท ซีเอ็ดดูเคชั่น จำกัด (มหาชน)
2. กรรมการของบริษัทมี 10 คน ตามรายชื่อต่อไปนี้

- |                               |                            |
|-------------------------------|----------------------------|
| 1.นายทนง โชติสรยุทธ์          | 2.นายวิมลย์ศักดิ์ อุดมานิช |
| 3.นายสมบูรณ์ ชินสวนานนท์      | 4.นายยีน กุวรรณธรณ         |
| 5.นายวัฒนา เชียงกุล           | 6.นายไพรัช สิทธิกุล        |
| 7.นายประวิทย์ ดันติวศิณชัย    | 8.นายวรสิทธิ์ โภคาชัยพัฒน์ |
| 9.นายสาโรช ล้ำเลิศประเสริฐกุล | 10.นายคเชนทร์ เภสัชกุล     |

3. ชื่อและจำนวนกรรมการซึ่งมีอำนาจลงลายมือชื่อแทนบริษัทคือ นายทนง โชติสรยุทธ์ นายวิมลย์ศักดิ์ อุดมานิช นายยีน กุวรรณธรณ กรรมการสองในสามคนนี้ลงลายมือชื่อรวมกันและประทับตราสำคัญของบริษัท ข้อจำกัดอำนาจของกรรมการ ไม่มี/

4. ทุน ทุนจดทะเบียน 391,944,529.00 บาท /  
(สามร้อยเก้าสิบเอ็ดล้านเก้าแสนสี่หมื่นสี่พันห้าร้อยยี่สิบเก้าบาทถ้วน)  
ทุนชำระแล้วเป็นเงิน 391,944,418.00 บาท /  
(สามร้อยเก้าสิบเอ็ดล้านเก้าแสนสี่หมื่นสี่พันสี่ร้อยสิบแปดบาทถ้วน)

5. สำนักงานใหญ่ ตั้งอยู่เลขที่ 1858/87-90 อาคารทีซีไอเอฟ ทาวเวอร์ ชั้น 19 ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร/

6. วัตถุประสงค์ของบริษัทมหาชน จำกัดมี 43 ข้อตามที่ปรากฏในสำเนาเอกสารแนบท้ายหนังสือรับรองนี้ จำนวน 4 แผ่น โดยมีลายมือชื่อนายทะเบียนซึ่งรับรอง



นางอุบลรัตน์ นามวงศ์  
ตำแหน่ง ผู้อำนวยการ  
"จับจ่าย ไม่ถึงมือ ไม่ใจบริการ"  
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กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์  
Department of Business Development  
Ministry of Commerce



ที่ สจ.2000898

กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์

### หนังสือรับรอง

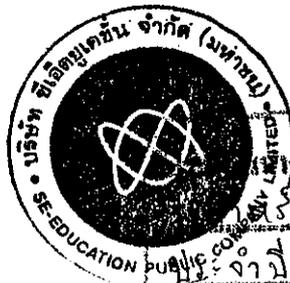
ออกให้ ณ วันที่ 6 เดือน มีนาคม พ.ศ. 2557



รายการข้อควรทราบของนิติบุคคลมีดังนี้

#### ข้อควรทราบ

1. กรณีที่เป็นบริษัทจดทะเบียนในตลาดหลักทรัพย์แห่งประเทศไทย กรรมการและผู้บริหารจะต้องมีคุณสมบัติ และไม่มีลักษณะต้องห้ามตามพระราชบัญญัติหลักทรัพย์และตลาดหลักทรัพย์ พ.ศ.2535 โปรดตรวจสอบ รายละเอียดที่สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์
2. บริษัทนี้เดิมชื่อ บริษัท ซีเอ็ดยูเคชั่น จำกัดจดทะเบียนเลขที่ 0105517011526 ได้จดทะเบียนแปรสภาพเป็นบริษัทมหาชนจำกัด เมื่อวันที่ 29 เมษายน 2536/
3. นิติบุคคลนี้ได้ส่งงบการเงินปี 2555
4. หนังสือรับรองเฉพาะข้อความที่ห้าง/บริษัทได้นำมาจดทะเบียนไว้เพื่อผลทางกฎหมายเท่านั้น ข้อเท็จจริงเป็นสิ่งที่ควรหาไว้พิจารณาฐานะ
5. นายทะเบียนอาจเพิกถอนการจดทะเบียน ถ้าปรากฏว่าข้อความอันเป็นสาระสำคัญที่จดทะเบียน ไม่ถูกต้อง หรือเป็นเท็จ

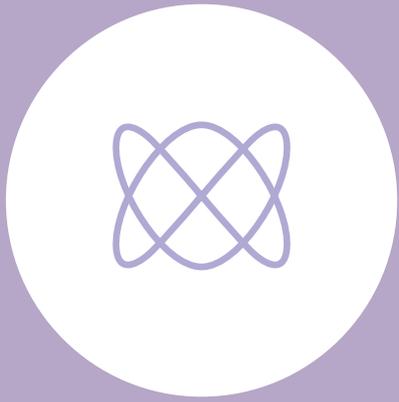


ออกให้เพื่อส่งเพื่อนำไปให้.....  
 รับนำส่งแบบแสดงข้อมูล  
 จ.จ. 2556 (แบบ 56-1)  
 ลงนามผู้อำนวยการ.....



กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์  
 Department of Business Development  
 Ministry of Commerce

"จับจ่าย ไม่เสียใจในบริการ"  
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**SE-ED**