

SE-EDUCATION Public Company Limited  
Notice of the Annual General Meeting of  
Shareholders No.1/2021

On Wednesday, April 21, 2021 at 20:00 p.m.  
At the conference room 11A of the Interlink Towner  
Building 9<sup>th</sup> floor on Debaratna Road, Bangna Tai,  
Bangna, Bangkok

Annual Report 2020



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**Note** : The Notice to shareholder and its attachments are also publicized in SE-ED's Website <http://corporate.se-ed.com> from March 22, 2021. For any questions concerning the agenda items of other company's information please forward your questions through the e-mail: [cs@se-ed.com](mailto:cs@se-ed.com)

For more Information : Mr. Wichian Rungpoonsap / Ms. Naphatsorn Tupati / Ms. Supawadee Bundasuk

INVESTOR RELATION

SE-EDUCATION Public Company Limited

Tel: +66 2826 8000 ext. 8691, 8693, 8694

Fax: +66 2826 8699

e-mail Address: [ir@se-ed.com](mailto:ir@se-ed.com)

## **Measures and Guidelines for attending the Meeting under the outbreak of COVID-19**

The Company is aware of and concerned about the risk of spreading the disease and the safety of shareholders. Therefore, the Company would like to inform the measures and establish the understanding to the shareholders as follows:

1. Encourage the shareholders to appoint independent directors as their proxies instead of attending the Meeting in persons.
2. In case of attending the meeting in person, the company has measures as follows:
  - 2.1. The Company shall conduct the health screening in compliance with the guidance of the Department of Disease Control.
  - 2.2. The company holds seats in the meeting room at a distance of at least 1 meter, which can accommodate 50 attendees.
  - 2.3. The attendee shall wear the mask during the Meeting.



บริษัท ซีเอดยูเคชั่น จำกัด (มหาชน) SE-EDUCATION COMPANY LIMITED

1858/87-90 Interlink Tower Building 19<sup>th</sup> Floor, Debaratna Rd., Bangna Tai, Bangna, Bangkok 10260

Tel : +66 2826 8000 Fax : +66 2826 8999 e-mail : [ir@se-ed.com](mailto:ir@se-ed.com) Website : [www.se-ed.com](http://www.se-ed.com)

-Translation-

March 1, 2021

**Subject:** Notice of the Annual General Shareholders' Meeting No.1/2021

**To:** Shareholders  
SE-EDUCATION PUBLIC COMPANY LIMITED

- Attachments:**
1. Copy of the Minutes of the Annual General Shareholders Meeting No.1/2020 on July 30, 2020
  2. Name list and biography of directors to be elected as Directors to replace those retiring by rotation, and definition of the Independent Directors
  3. Audit's Fee for 2021
  4. Directors' Remuneration for the Company's Performance of 2021
  5. Scope of Duties of Subcommittee
  6. Profiles of Director and Independent Directors for proxy case
  7. Document and evidence to be declared on the Meeting Day
  8. SE-ED Articles of Association concerning the shareholders' meeting
  9. Proxy form (Form A, Form B and Form C)
  10. SE-EDUCATION PUBLIC COMPANY LIMITED - MAP
  11. The Annual Report of 2020 in QR Code

The Board of Directors' Meeting dated February 25, 2021, SE-EDUCATION Public Company Limited, approved the AGM No.1/2021, which is to be held on Wednesday, April 21, 2021 at 2:00 p.m., at the conference room 11A of Interlink Tower Building 9<sup>th</sup> Floor (Formerly Nation Tower), Debaratna Road, Bangna Tai, Bangna, Bangkok. The following are the agendas for the forthcoming AGM:

**Agenda 1** To consider the Minutes of the Annual General Shareholders' Meeting No.1/2020 held on July 30, 2020. (Details of which are shown in Annex 1)

**Objective and Reason:** The Annual General Shareholders' Meeting No.1/2020 was held on July 30, 2020, and the minutes of the meeting were submitted to the Stock Exchange of Thailand and the Ministry of Commerce according to the requirement of the laws and posted on SE-ED's website as detailed in the attachment.

**Board of Directors' Opinion:** agreed to the recommendation the Minutes of Minutes of the Annual General Shareholders' Meeting No.1/2020 was held on on July 30, 2020 that it was correctly recorded, and the Board also agreed to submit this report to shareholders for approval of the minutes.

**Meeting's resolution:** This agenda must be adopted by a majority vote from attending and voting shareholders.

**Agenda 2** To review and approve the Company's performance in 2020 and the Board of Director's report of 2020. (Details of which are shown in Annex 11)

**Objective and Reason:** The Company summarizes operating performance for year 2020, shown in the Annual Report of 2020.

**Board of Directors' Opinion:** has considered and agreed that the acknowledgement of the Company's results on performance and the Board of Director's Report of 2020.

**Meeting's resolution:** No voting is required for this agenda as it is for acknowledgement only.

**Agenda 3** To consider and approve the Company's Statements of Financial Position as of December 31, 2020, the Income Statement and the Cash Flow Statement, which are audited by the auditor of the year 2020. (Details of which are shown in Annex 11)

**Objective and Reason:** According to the Public Companies Act which stipulated that the company shall arrange for preparation of the Statements of Financial Position and the Income Statement annually as of the end of the accounting period of the Company. It shall present the same documents at Shareholders Meeting at the Annual General Meeting to consider approving the Statements of Financial Position and the Income statement for the year ended December 31, 2020, which have been considered by the Audit Committee and audited by the Certified Public Accountant. The documents mentioned can be summarized as follows:

*(Unit : Million baht)*

	Consolidated financial statements	Separate financial statements
Total Assets	2,811.32	2,164.14
Total Liabilities	1,625.51	1,076.20
Total Revenues	2,121.15	1,903.67
Profit (loss) attributable to equity holders of the Company	(33.13)	(43.47)
Earnings per share (baht)	(0.08)	(0.11)

*Details of the above information are as shown in the Company's Annual Report for the year 2020 in QR Code which is delivered to the Shareholders together with this notice as Attachment No.11*

**Board of Directors' Opinion:** agreed to present the Company's audited Statements of Financial Position as of December 31, 2020, the Income statement and the Cash Flow Statement for the year ended December 31, 2020 which have been reviewed by the Audit Committee and audited by the Certified Public Accountant to the Shareholder's meeting.

**Meeting's resolution:** This agenda must be adopted by a majority vote from attending and voting shareholders.

**Agenda 4** To approve no distribution of the annual dividend payment for the Company's performance in 2020

**Objective and Reason:** 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. However, the dividend payment is subject to change depending on operating performance, financial position, liquidity, the need for working capital, investment and business expansion plans, suitability,

and other factors relating to the Company's operations and management. This is contingent upon the condition that it will result in the maximum benefit of the shareholders as the Board of Directors deems appropriate. With respect to annual dividend, after the resolution of the Board of Directors to pay dividend, the Board shall submit to the shareholders for an approval at the Shareholders Annual General Meeting. Except the interim dividend, the Board is able to approve to pay an interim dividend and will report to the shareholders at the next Shareholders Meeting.

In 2020, the Company's net loss from the separate financial statement amounts to THB 43.47 million.

**Board of Directors' Opinion:** The Board of Directors agreed to propose the General Meeting of Shareholders to approve no distribution of the annual dividend payment for the Company's performance in 2020, because the company has an operating result at loss.

Comparative Dividend Payment Rates in the Past Years:

Details of Dividend Payment	2020	2019	2018
1. Net Profit (loss) from the Separate financial Statement (Million Baht)	(43.47)	3.85	13.89
2. Number of Share (Million Share)	391.94	391.94	391.94
3. Cash Dividend payment (Baht per share)	Omit *	Omit	Omit
4. Total Dividend payment Amount (Million Baht)	-	-	-
5. Dividend Payout Ratio (%)	-	-	-

*Remarks \** By waiting for approval from shareholders in the annual general shareholders' meeting No.1/2021, on April 21, 2021.

**Meeting's resolution:** This agenda must be approved by a majority vote from attending and voting shareholders.

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

(Name list and background of Director are shown in Annex 2)

**Objective and Reason:** According to the Listed Companies Act and Article 16 of the Company's Articles of Association, one-third of the directors must retire from office at the Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, the number of directors closest to one-third vacate their offices which this year, The due-to-retire directors in the first and second years after registering the Company will take a raffle to retire. In the next two years, the longest-serving director will retire automatically. Nevertheless, the retired directors may get elected to take the position.

The Company has invited all Shareholders to nominate the qualified person to be elected as the company director as well as to propose the meeting agenda on the Company's website from September 28 to December 31, 2020. However, there was neither proposal of director nominee nor meeting agenda submitted to the company. Therefore, after a careful consideration of the suitability and utmost benefit of the Company, the Recruitment & Remuneration Committee resolved to elect these 4 directors whose term was terminated to return as a director for another term.

- |  |   |
|--|---|
| 1. Mr. Kasemsant Weerakun                    | Chairman of the Board of Directors<br>and Independent Director    |
| 2. Mr. Pravit Tantiwasinchai                 | Director, Chairman of Audit Committee<br>and Independent Director |
| 3. Asst. Prof. Tippawan Pinvanichkul, Ph. D. | Director, Audit Committee and Independent<br>Director             |
| 4. Mr. Thanong Chotisorayuth                 | Director and Non - Executive Director                             |

The definition of the Company Independent Director, which is determined stricter than the minimum requirements of the Securities and Exchange Commission and Stock Exchange of Thailand, is in Attachment 2.

**Board of Directors' Opinion:** The Board of Directors had considered the Recruitment & Remuneration Committee's list of the qualified nominees for maximum benefits of the Company's business, which selected under cautious and strict criteria. As a result, the Company Committee agreed to propose the list of the following four directors as an agenda to the Annual General Shareholder's Meeting 2021 as follows:

- |   |   |
|---|---|
| 1. Mr. Kasemsant Weerakun                   | Chairman of the Board of Directors<br>and Independent Director    |
| 2. Mr. Pravit Tantiwasinchai                | Director, Chairman of Audit Committee<br>and Independent Director |
| 3. Asst. Prof. Tippawan Pinvanichkul, Ph.D. | Director, Audit Committee and Independent<br>Director             |
| 4. Mr. Thanong Chotisorayuth                | Director and Non - Executive Director                             |

**Meeting's resolution:** This agenda must be approved by a majority vote from attending and voting shareholders.

**Agenda 6** To consider and appoint the auditor and to set the audit fee for the year 2021.  
(Details of which are shown in Annex 3)

**Objective and Reason:** The Audit Committee considered selecting auditing company by taking into account of past performance and independency of accounting audit. Thus, it has asked the Board of Directors to consider appointing Ms. Nanaphat Wannasomboon (Auditor Registration No. 7793) and/or Mr. Peradate Pongsathiansak (Auditor Registration No. 4752) and/or Ms. Sulalit Ardsawang (Auditor Registration No. 7517) and/or the other auditors from Dharmniti Auditing Co., Ltd. to be the auditor of the Company.

The auditor fee SE-EDUCATION PUBLIC COMPANY LIMITED in the year 2021 can be shown as follows:

(Unit : Baht)

Audit Free	2021 (propose)	2020	Change	
			(Baht)	(%)
SE-EDUCATION PUBLIC COMPANY LIMITED	1,060,000	1,090,000	(30,000)	2.75
Other services	None	None	-	-
<b>Total compensation package</b>	<b>1,060,000</b>	<b>1,090,000</b>	<b>(30,000)</b>	<b>2.75</b>

**Board of Directors' Opinion:** The Board of Directors has already reviewed the Audit Committee's proposal regarding the recruitment of accounting auditor and the appropriate service fee. With this, the Board found it appropriate to appoint Ms. Nannaphat Wannasomboon (Auditor Registration No. 7793) and/or Mr. Peradate Pongsathiansak (Auditor Registration No. 4752) and/or Ms. Sulalit Ardsawang (Auditor Registration No. 7517) and/or the other auditors from Dharmniti Auditing Co., Ltd. to be the auditor of SE-EDUCATION PUBLIC COMPANY LIMITED in 2021, by which the auditing fee will not exceed 1,060,000 Baht (this compensation did not include travelling expense for work-related task, overnight, accommodation and stock counting observation fee) as proposed by the Audit Committee.

Moreover, the Company's 2 subsidiaries; Plearn Patt Co., Ltd., and BaesLab Co., Ltd., their Board of Directors have also selected Dharmniti Auditing Co., Ltd. to be the accounting auditor.

**Meeting's resolution:** This agenda must be approved by a majority vote from attending and voting shareholders.

**Agenda 7** To consider the Directors' remuneration for the year 2021.

(Details of which are shown in Annex 4, 5)

**Objective and Reason:** The Recruitment and Remuneration Committee considered the remuneration of Directors, and Sub-Committees for 2021 by taking into account the appropriateness of such with type, size, and compliance with similar industry, including the remuneration of Directors that should suit the company's expansion and the Company's profit growth as well as duty and responsibilities of Directors and Sub-committees and remuneration for Directors and Sub-committees for the operation result of 2020.

**Board of Directors' Opinion:** The Recruitment and Remuneration Committee has considered and proposed the appropriate remuneration for Committee and sub-committee after all due circumspection of various reference data such as roles and responsibilities of the Board of Directors and the Sub-committees, and the rate compared with other companies within the same industry of similar size. to propose all Shareholders to decide on the Directors and sub-committees emoluments for 2021, as proposed by the Recruitment and Remuneration Committee, and agreed to propose at the Shareholders' meeting as of 1/2021 to acknowledge the Directors' emoluments for operation result 2020.

**Meeting's resolution:** This agenda must be approved by a majority vote from attending and voting shareholders.

**Agenda 8** To consider other business (If any).

All shareholders are cordially invited to attend the Annual General Shareholders' Meeting No.1/2021 on Wednesday, April 21, 2021 at 2:00 p.m., the conference room 11A of the Interlink Tower Building 9<sup>th</sup> Floor (Formerly Nation Tower), Debaratna Road, Bangna Tai, Bangna, Bangkok. The company will open for shareholders' registration at 12:00 p.m. (noon). The names of shareholders to attend AGM No.1/2021 will be specified on Friday, March 12, 2021.



In connection with the above-mentioned Annual General Meeting of Shareholders, the Company would like to ask the shareholders who cannot attend the meeting to appoint other person or any of the independent directors to be your proxy to present and vote for you. 1) Mr. Kasemsant Weerakun 2) Mr. Pravitt Tantiwasinchai 3) Mr. Kachen Benjakul. 4) Ms. Tippawan Pinvanichkul In addition, Shareholders can appoint Mr. Suparat Tangsriwong, Company Secretary, as your proxy in voting. Please return the executed proxy form to the company within Tuesday, April 20, 2021 so that it can reach the company prior to the meeting date. This is to ensure that the faster preparation for the meeting. In order to speed up and facilitate the registration process at the Annual General Meeting of Shareholders, it is kindly requested that the shareholder and/or the proxy bring the letter having the barcode, as attached hereto, together with the identification documents for meeting attendance, and present them to the registration staff on the date of the meeting.

Should any shareholder has queries in relation to the agenda, please send it to the company in advance via the Investor Relation at Company' secretary at [cs@se-ed.com](mailto:cs@se-ed.com), or Investor Relations at [ir@se-ed.com](mailto:ir@se-ed.com), or Independent Director at [id@se-ed.com](mailto:id@se-ed.com), or fax to +66 2826 8699. However, should investor like to view the invitation letter for shareholder's meeting, proxy form, and annual report, please visit the Company's website for information regarding investor relation at [www.se-ed.com](http://www.se-ed.com) or <http://corporate.se-ed.com> from Monday, March 22, 2021 onward.

In addition, as the Stock Exchange of Thailand has given an additional alternative for listed companies to prepare Annual Report in QR Code format, therefore, the Company has presented its Annual Report 2020 in QR Code. However, in case any shareholder wishes to receive an Annual Report 2020 in publication form, please contact Investor Relation SE-EDUCATION Public Company Limited 1858/87-90 Interlink Tower Building (Formerly Nation Tower), 19<sup>th</sup> floor, Debaratna Road, Bangna Tai, Bangna, Bangkok 10260. Telephone: +66 2826 8000 ext. 8, Fax: +66 2826 8699, e-mail: [ir@se-ed.com](mailto:ir@se-ed.com)



Yours sincerely,  
By order of the Board of Directors

(Mr. Rungkan Paisitpanichtrakul)  
Managing Director



-Translation and Summary -  
Minutes of the Annual General Meeting of Shareholders No.1/2020  
Thursday, July 30, 2020  
at the conference room 11A of Interlink Tower Building, 19<sup>th</sup> Floor  
Debaratna Road, Bangna Tai, Bangna, Bangkok

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**Prior to the meeting:**

The Company arranged a video presentation regarding the Company's background. There was also another video presentation about the promotion of the corporate governance related to shareholder's meetings of listed companies.

**Meeting started at 2:00 p.m.**

There were 8 shareholders attending the meeting in person and 32 shareholders represented by proxies, totaling 40 shareholders, which altogether hold the combined shares of 194,936,881 shares, out of the total outstanding shares and paid-in capital of 391,944,418 shares, accounting for 49.74% of all paid-in registered capital. As there were more than 25 shareholders and proxies attending the meeting and there were more than one-third of said shares, it was considered adequate under the Company's regulation.

Mr. Kasemsant Weerakun, Chairman of the Board Directors of SE-EDUCATION Public Co., Ltd., who acted as the chairperson in the meeting called for the opening of the meeting by welcoming the shareholders and all proxies to the general shareholder's meeting No.1/2020 with the following statement:

SE-ED is the Company that stresses the importance of good corporate governance. We are determined to have an effective, transparent, auditable management system to build confidence and trustworthiness towards our shareholders investors, stakeholders, related parties in value creation and sustainable growth of the Company. Hence, in each annual general shareholder's meeting, the Company seeks to take into account of shareholders and treat all shareholders equally to meet the principle of Good Corporate Governance stipulated by the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission, as well as other related agencies.

The Company had opened its website for the shareholders to propose the meeting agendas and the candidates to be selected as a Director in advance from September 31, 2019 to December 31, 2019. In addition, the Company had publicized the meeting invitation letter and meeting handouts on the website of Investor Relations on July 2, 2020. In the meantime, the Company had also sent the meeting invitation letter via post on July 15, 2020 or at least 15 days before the meeting day.

The Chairman introduced the Company's Directors, the Company Audit and the names of other involved persons as follows:

## **The Company's Directors**

**Directors who attended the meeting** : 7 directors out of 10 directors (70.00%)

- |  |   |
|--|---|
| 1. Mr. Kasemsant Weerakun                  | Chairman of the Board of Directors<br>and Independent Director  |
| 2. Mr. Pravit Tantiwasinchai               | Director, Chairman of Audit Committee<br>and Independent Director                                       |
| 3. Asst. Prof. Tippawan Pinvanichkul, Ph.D | Director, Audit Committee and Independent Director  |
| 4. Mr. Kachen Benjakul                     | Director, Chairman of Recruitment & Remuneration<br>Committee, Audit Committee and Independent Director |
| 5. Mr. Wutthiphum Jurangkool               | Director and Recruitment & Remuneration Committee   |
| 6. Mr. Thanong Chotisorayuth               | Director  |
| 7. Mr. Rungkan Paisitpanichtrakul          | Director, Deputy Managing Director and Company<br>Secretary   |

## **Absentee Directors**

- |                                 |          |
|---------------------------------|----------|
| 1. Assoc. Prof. Yuen Poovarawan | Director |
| 2. Mr. Phairat Sittakul         | Director |
| 3. Mr. Vorapote Chutchaikulsiri | Director |

Introduced Director of Accounting Division, Ms. Aree Sae-ung will be answered the question with regard to accounting.

**The Auditor who attended the meeting** : 2 persons

- |                              |                   |
|------------------------------|-------------------|
| 1. Ms. Nanaphat Wannasomboon | Senior Manager    |
| 2. Ms. Suputra Pongpid       | Assistant Auditor |

In addition, the Company has arranged to have examiner, Mr. Somjit Kanokseriwong, who is considered neutral. She is currently the Company's legal advisor from law office of Chuan and Law Associates who will examine the voting process.

The Chairman invited all shareholders to pay attention to the detail of voting procedures from pre-recorded announcement, as follows:

1. In voting of each agenda, the shareholders should cast their votes in each ballot card which each shareholder received during the registration before enter the conference room.
2. For voting, one share is equal to one vote. Each shareholder has the voting right equal to the number of shares each shareholder hold, or number of shares the proxy had. In counting the vote, the Company will deduct the "Disagree" vote and/or "Abstain" from the total vote from shareholders who come to the meeting.
3. The shareholders who participate by themselves and by proxies in type A and type B cannot divide the votes in each agenda. However, the proxies in type C can divide the votes. And, in the voting in proxy letter type A and B, if the vote is over-vote or short-vote, or vote is divided, it will be considered as "Abstain" for all. In the letter of proxy type C, if the vote is over-vote, it will be considered as "Abstain ", but if the vote comes short, the short-vote will be considered as "Abstain".

4. The Chairman will ask those shareholders who vote "Disagree" or "Abstain" to raise their hands and pass the ballot card to the staffs for collection, to allow the vote counting to take place. In case there is no shareholders vote "Disagree" or vote "Abstain", the shareholders are considered as vote "Agree" to the proposal.
5. Staffs will collect and count the vote by using barcode to scan the barcode stripe in the voting card to allow faster vote counting in each agenda and the announcement to the meeting will be made later.
6. In case the shareholder who had voting card and planned not to be in the meeting place during the vote of any agenda and also need to reserve the right to vote in the card in each agenda. The shareholder is required to vote in advance and hand in the voting card to the staff at the entrance door, to allow staff officials to count the vote when time arrives. If the voting cards are not properly handed to the staffs, the Company would assume that shareholder has voted "Agree" for that particular and the remaining agenda.
7. For voting agenda in the issue of the election of Directors in replacement of Directors whose term has expired so that it is in line with the Annual Shareholders' Meeting assessment project hosted by SEC, Thai Investor Association, and Listed Companies Association to ensure that all votes are counted, the company will temporarily suspend the registration for shareholders to the meeting during such agenda, so as to ensure the number of vote. During the vote counting, the Company will collect all the "Agree" voting cards for recheck after the meeting. This voting agenda will be considered an individual vote.
8. Prior to the vote in each agenda, the shareholders can share their views or ask question about the issues related to that particular agenda. Shareholders who would like to query can raise their hands. When the Chairman permits, the shareholders should declare whether he or she is shareholder or proxy. Then, give the name and last name before asking or expressing the views.

However, for the shareholders who vote "Agree" for each agenda, please leave the voting cards, as an evidence of voting, to the staffs before leaving the place.

The Chairman addressed toward the meeting to proceed with agenda in the meeting.

**Agenda 1 To consider the Minutes of the Annual General Shareholders' Meeting No.1/2019 held on April 25, 2019.**

The Chairman ask the shareholders to consider approving the Minutes of the Annual General Shareholders' Meeting No.1/2019 held on April 25, 2019, which the Company has sent the meeting report to all the shareholders along with the invitation letter readily in advance, including the dissemination of information through the Company's website.

The Chairman allowed opportunity for shareholders and proxies to query and express viewpoint. However, there was no shareholder or proxy queried further.

The meeting considered and voted.

The Chairman reported the vote result as follows:

Total number of shareholders who attended the meeting and held the right to vote	VOTE 'AGREE'	VOTE 'DISAGREE'	VOTE 'ABSTAINED'	VOTE 'INVALID'
194,936,881	194,936,881	0	0	0
100%	100%	0%	0%	0%

**The Meeting resolution:** The meeting resolved to unanimous votes approve the report of the Annual General Shareholders' Meeting No.1/2019.

**Agenda 2 To review the Company's performance in 2019 and the Board of Director's report of 2019.**

The Chairman invited Ms. Aree Sae-ung Director of Accounting Division to report on the result of the Company's operation for year 2019 to the shareholders.

Ms. Aree Sae-ung reported the operation result of the Company for year 2019 that the past operation result were as follows:

- Total revenue from the consolidated financial statements was THB 3,027.8 million, a decrease of 10.40%, which was revenue from separate financial statements of THB 2,812.8, a decrease of 11.58%. The sales dropped mainly because of the impact of lessen traffic of people in shopping centers and consumer behavior that spent more time online perception of information. It has a negative impact on the retail business as a whole, including lower sales from closing unprofitable stores.
- Cost of sales of goods and services according to the consolidated financial statements was THB 1,911.01 million, decreased by THB 261.50 million or 12.04%, which was related to the decrease in sales. And was a decrease of 13% in the separate financial statements. which declined greater than the decreasing sales
- Selling and administrative expenses decreased by 7.93% due to improved performance in product management and cost control.
- Financial expenses decreased by THB 2.70 million because a decrease in long-term loans due to repayments in installments due.
- Consolidated net profit of THB 11.99 million, a decrease of THB 1.22 million or 9.24%.
- SE-ED's net profit from the separate financial statements were THB 2.92 million, profit decreased by THB 10.97 million or 78.98% from lower sales in accordance with the shrinking of retail business, which heavily based on the purchasing power of consumers with lower middle income. However, their income are from agricultural products which awaits stimulation from the government. The increasing household debt also was the problem. It significantly affected the purchasing power. With these causes, the economic slowdown in this cycle had a wide impact and would take a long time to recover. As a result, the gross profit decreased by THB 97 million, while expenses decreased by THB 95 million baht, and other income was THB 8 million less than the previous year because the previous year received a dividend from Plearn Pattana Company of THB 7.5 million.

- In addition, the Company also has several special items such as the Company received an insurance claim for compensation from the political riots in 2010 in the amount of THB 18.6 million and the long-term employee benefit reserve increased by THB 14.48 million by adjusting the retirement allowance according to the new labor law.
- EBITDA increased by THB 22.63 million because non-cash expenses greatly increased, for example, the long-term employee benefit reserve increased by THB 14.48 million by adjusting the retirement allowance according to the new labor law and loss from goods destruction increased by the 16.47 million.

#### **Summary of financial status at the end of 2019**

- Total assets remained THB 2,472.8 million, decreased by THB 101.4 million or 4%.
- Current assets decreased by THB 28.68 million, resulting from a decrease in cash and cash equivalents by THB 27.98 million, trade and other receivables decreased THB 5.16 million, goods decreased by THB 7.50 million and temporary investments increased THB 5.10 million.
- Non-current assets decreased by THB 72.69 million, resulting from property, plant, and equipment decreased due to the period depreciation.
- Total liabilities of THB 1,228.8 million, decreased by 112.8 million baht or 8.4%.
- Current liabilities decreased by THB 68.41 million due to a decrease in trade and other payables, increased overdrafts and short-term loans from financial institutions.
- Non-current liabilities decreased by THB 44.41 million due to decreased long-term loans and increased retirement allowance of employees from the adjustment under the new labor law.
- Shareholders' equity increased by THB 11.45 million due to increased net profit.
- The Company's ongoing cost control in all dimensions has been employed, especially the gradual adjustment of the employee structure for maximum efficiency. In addition, the closure of 41 unprofitable branches could make the Company control the cost better. The Company had active 315 branches as of December 31, 2019, with its 100 branches in Bangkok and its vicinity and 215 branches in other provinces.
- Penetrate the new markets, for example, the educational institution market that had improved significantly. This includes a strong promotion on products related to improving English language proficiency of students and educational personnel. With this point, the Company's services meet the needs of educational institutions on the spot and go in line with the country's educational policy. The mentioned products are English language learning textbooks from Oxford Publishing, English Teacher Development courses, a tool to measure four skills of English language proficiency (Cambridge Assessment) which is in accordance with the CEFR (Common European Framework of Reference for Languages), and digital media to learn and improve your English by yourself anywhere and anytime.
- Adjustment of product mix within the store to better correspond to the target customers of each branch. And launch of new imprints of the Publisher: Fukuro, Wisdom World, Change Plus, Gemini, Fuurin, and Unicorn which improve the company's profitability.

- A creative promotional marketing arrangement in line with the government's Shopping for the Nation policy. One of the measures that helped stimulating the book business to be more energetic.

The Chairman invited Mr. Pravit Tantiwasinchai, the Chairman of Audit Committee, to state the result of operation of Audit Committee before the shareholders' meeting.

Mr. Pravit Tantiwasinchai reported, in 2019, the issues of discussion are as follows:

- The Audit committee held 5 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.
- Review annual financial report for the Year 2019.
- Review of internal audit control assessment and internal audit.
- Review of risk management.
- Supervision of Good Corporate Governance.
- Review and provide opinions toward related items and items that may post a possible conflict of interest which includes the afore-mentioned information disclosure.
- 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.
- Select and submit for the appointment of auditor.

SE-EDUCATION Public Company Limited has intention to operate its business transparently and legally in order to be one of the exemplar companies in Thailand. To align with corporate governance (CG), the Company pledged not to participate or support any kinds of corruption. Further, the Company not only supports every employee to live and behave legally as a good citizen of Thailand, but also supports its business partners to operate their businesses transparently and legally. By this, the Company created the network of cooperation in industrial level to develop business procedures transparently and legally. Since the Company is truly aware that corruption is the great obstacle in developing the country and national security, its anti-corruption policy in writing is launched to be guidance in its operating businesses. And the Company was certified to be a member of the Private Sector Collective Action Coalition against Corruption Council.

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.

The Chairman invited Mr. Kachen Benjakul, Chairman of Recruitment & Remuneration Committee, to report to the shareholders.

Mr. Kachen Benjakul, reported on performances of the Recruitment & Remuneration Committee in 2019 are as follows:

- Stating that this group of Committees will have its scope, duty, and responsibility in determining the method to recruit Directors, managing directors, as well as preparing the management inheriting plan, determining the policy compensation for Directors, managements, and staffs. In 2019, the Recruitment and remuneration committee had 5 meetings due to the meeting agenda.
- Considered and proposed the term of all Directors and Audit committees for the Board of Directors, an independent female director was appointed to comply with the principles of good corporate governance.
- Allowed chance for minority shareholders to nominate names of qualified person in advance through the Company's contact channel for the committees to consider.
- Considered for the compensation consideration of the Board of Directors, management, and staff which were revealed in the annual report on the topic of Board of Directors and management compensation to commensurate with the duty, environment, and economic situation, as well as its relation to the business within the same industry.

The Chairman allowed chance for shareholders and proxies to inquire and express viewpoints.

Mr. Ratchapol Pitisoockdanont, the shareholder, suggested the Audit Committee to examine the management policies of the Management beside the Company's fairness and transparency.

Mr. Pravit explained that the Audit Committee has reviewed the accuracy of the financial report and the internal control system, and the management strategies of the Company were considered together among the Board of Directors which consisted of qualified Directors in various fields.

The Chairman explained that the Board of Directors is responsible for setting policies and strategies and follow up to operate the business according to the guidelines set by the Board of Directors. In the Committee Meeting, the Committee has asked and advised the management every time.

Mr. Ratchapol Pitisoockdanont, the shareholder, requested the Nomination and Remuneration Committee to consider finding the key man in the Company in order to obtain efficient employees.

Mr. Kachen explained that according to the law of the Nomination and Remuneration Committee, Deputy Director and CFO of the Company at the Managing Director level were nominated.

The Chairman clarified that during the pandemic of COVID-19, employees of the Company willingly cooperated to work through the crisis. Both the employees in the Head office and branches joined the Leave without Pay measure, yet they deliver the quality work. The Publisher established new imprints with the existing team. There were ongoing trainings to skill up the new teams, for example, e-Commerce team. However, the Chairman asked the management took suggestions from shareholders on selecting talented personnel to work for the Company.

The Chairman allowed chance for shareholders and proxies to query and comment. There was no shareholder and proxies ask any additional question.

**The Meeting resolution:** The meeting to acknowledged the company's Performance and the Board of Director's Meeting Report of 2019.



**Agenda 3** To consider and approve the Company's Statements of Financial Position as of December 31, 2019, the Income Statement and the Cash Flow Statement, which are audited by the auditor of the year 2019.

The Chairman invited Ms. Aree Sae-ung, Director of Accounting Division, to report on the amount of money in the Statements of Financial Position of the year 2019.

Ms. Aree Sae-ung reported were as follows:

- **Summary of financial status at the end of 2019**
  - Total Asset, a total asset of THB 2,472.78 million.
  - Total Liabilities, a total liability of THB 1,228.81 million.
  - Shareholders' equity, a total liability of THB 1,243.97 million.
- **Performance summary** for the year 2019
  - Revenues from sales, a total revenues from sales of THB 2,946 million.
  - Gross Margin, gross margin 35.1%
  - Net profit of THB 11.99 million.
- **Cash flow**

Unit : THB million

	Consolidated financial statements	
	2019	2018
Cash flow received (used) from operation activities	12.62	45.07
Cash flow received (used) from investing activities	(43.02)	26.82
Cash flow received (used) from financing activities	2.42	(78.29)
<b>Net cash flow increase (decrease)</b>	<b>(27.98)</b>	<b>(6.40)</b>

The Chairman allowed chance for shareholders and proxies to inquire and express viewpoints.

Mr. Ratchapol Pitsookdanont, the shareholder, asked about the Company's performance. It was no different from last year, so what is the problem to tackle? Increasing sales or reduce expenses?

Ms. Aree explained that the Company has tackled both problems, whether it is increasing sales and reduce costs. Moreover, the Company focused on digital sales to increase the Company's income and closing unprofitable.

Mr. Ratchapol Pitsookdanont, the shareholder, suggested the Company should promote education to improve the quality of branch employees, which is a salesperson, and to improve their sales potential.

The Chairman acknowledged and thanked the shareholders' suggestions.

The Chairman allowed chance for shareholders and proxies to query and comment. There was no shareholder and proxies ask any additional question.

The meeting considered and voted.

The Chairman announced the vote result as follows:

Total number of shareholders who attended the meeting and held the right to vote	VOTE 'AGREE'	VOTE 'DISAGREE'	VOTE 'ABSTAINED'	INVALID
194,936,881	194,936,881	0	0	0
100%	100%	0%	0%	0%

**The Meeting resolution** : The meeting resolved to unanimous votes approve the Company's Statements of Financial Position as of December 31, 2019, the Income Statement and Cash Flow Statement which are audited by the auditor of the year 2019.

**Agenda 4** To approve no distribution of annual dividend payment for the Company's performance in 2019.

The Chairman announced that 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. However, the dividend payment is subject to change depending on operating performance, financial position, liquidity, the need for working capital, investment and business expansion plans, suitability, and other factors relating to the Company's operations and management. This is contingent upon the condition that it will result in the maximum benefit of the shareholders as the Board of Directors deems appropriate. With respect to annual dividend, after the resolution of the Board of Directors to pay dividend, the Board shall submit to the shareholders for an approval at the Shareholders Annual General Meeting. Except the interim dividend, the Board is able to approve to pay an interim dividend and will report to the shareholders at the next Shareholders Meeting.

In 2019, the Company's net profit from the separate financial statement amounts to THB 2.92 million. The Board of Directors agreed to propose the General Meeting of Shareholders to approve no distribution of the annual dividend payment for the Company's performance in 2019, because the company There is a need to use as working capital in the business.

In addition, we would like to inform the shareholders about the resolution on Directors' bonus allocation for performance of the year 2019, at the Nomination and Remuneration Committee Meeting No.1/2020 held on February 21, 2020, it was agreed to "omit" the Directors' Bonus of the 2019 to be consistent with the Company's decision to pay no dividend payment.

The Chairman allowed chance for shareholders and proxies to inquire and express viewpoints.

Mr. Ratchapol Pitsookdanont, the shareholder, asked the Company had a forecast when will it be profitable or not?

The Chairman explained as the economic conditions in the second half of the year dropped significantly. Especially in other provinces Management therefore has to think of new ways to sell. To help increase sales, substituting books for sales in the original format

The Chairman allowed chance for shareholders and proxies to query and comment. There was no shareholder and proxies ask any additional question.

The Meeting considered and voted.

The Chairman declared the vote result as follows:

Total number of shareholders who attended the meeting and held the right to vote	VOTE 'AGREE'	VOTE 'DISAGREE'	VOTE 'ABSTAINED'	INVALID
194,936,881	194,936,881	0	0	0
100%	100%	0%	0%	0%

**The Meeting resolution:** The meeting resolved to unanimous votes approved no distribution of the annual dividend payment for the Company's performance in 2019.

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

According to the Listed Companies Act and Article 16 of the Company's Articles of Association, one-third of the directors must retire from office at the Annual General Meeting of Shareholders. If the number of directors is not a multiple of three, the number of directors closest to one-third vacate their offices which this year, there are four (4) directors who will have to retire by rotation :

- 1) Mr. Kachen Benjakul
- 2) Assoc. Prof. Yuen Poovarawan
- 3) Mr. Worapote Chutchaikulsiri
- 4) Mr. Rungkan Paisitpanichtrakul

The Company has invited all Shareholders to nominate the qualified person to be elected as the company director as well as to propose the meeting agenda on the Company's website from September 30 to December 31, 2019. However, there was neither proposal of director nominee nor meeting agenda submitted to the company. Therefore, after a careful consideration of the suitability and utmost benefit of the Company.

The Company does not set any policy limits on the number of years of holding positions for Independent Directors because the core business model of the Company was the retail business which needs expertise and specialized expertise specifically for books. These requirements are essential and crucial to the formulation of policies, strategies, visions, and guidance the direction of the Company's operations.

The Recruitment & Remuneration Committee resolved to elect these 4 directors whose term was terminated to return as a director for another term.

**No.1 Mr. Kachen Benjakul**

The Meeting considered and voted.

Declared the vote result as follows:

Total number of shareholders who attended the meeting and held the right to vote	VOTE 'AGREE'	VOTE 'DISAGREE'	VOTE 'ABSTAINED'	INVALID
194,936,881	194,936,155	0	726	0
100%	99.9996%	0.0000%	0.0004%	0.0000%

**The Meeting resolution:** The meeting resolved to majority votes approve the appointment of Mr. Kachen Benjakul as the Company's Director for another term.

**No.2 Assoc. Prof. Yuen Poovarawan**

The Meeting considered and voted.

Declared the vote result as follows:

Total number of shareholders who attended the meeting and held the right to vote	VOTE 'AGREE'	VOTE 'DISAGREE'	VOTE 'ABSTAINED'	VOTE INVALID
194,936,881	194,936,881	0	0	0
100%	100%	0.0000%	0.0000%	0.0000%

**The Meeting resolution:** The meeting resolved to unanimous votes approve the appointment of Assoc. Prof. Yuen Poovarawan as the Company's Director for another term.

**No.3 Mr. Worapote Chutchaikulsiri**

The Meeting considered and voted.

Declared the vote result as follows:

Total number of shareholders who attended the meeting and held the right to vote	VOTE 'AGREE'	VOTE 'DISAGREE'	VOTE 'ABSTAINED'	INVALID
194,936,881	194,936,155	0	726	0
100%	99.9996%	0.0000%	0.0004%	0.0000%

**The Meeting resolution :** The meeting resolved to majority votes approve the appointment of Mr. Worapote Chutchaikulsiri as the Company's Director for another term.

**No.4 Mr. Rungkan Paisitpanichtrakul**

The Meeting considered and voted.

Declared the vote result as follows:

Total number of shareholders who attended the meeting and held the right to vote	VOTE 'AGREE'	VOTE 'DISAGREE'	VOTE 'ABSTAINED'	INVALID
194,936,881	194,936,155	0	726	0
100%	99.9996%	0.0000%	0.0004%	0.0000%

**The Meeting resolution** : The meeting resolved to majority votes approve the appointment of Mr. Rungkan Paisitpanichtrakul as the Company's Director for another term.

**Agenda 6** To consider and appoint the auditor and to set the audit fee for the year 2020.

The Audit Committee considered selecting auditing company to appointment of the auditors from Dharmniti Auditing Co., Ltd. to be the auditor of the Company for the year 2020 for rotation. By taking into consideration the performance, independence of auditors and the fee for auditors.

To appoint the following auditors of Dharmniti Auditing Co., Ltd.

<b><u>Names</u></b>	<b><u>Auditors Registration No.</u></b>
1) Ms. Nanaphat Wannasomboon	7793 and/or
2) Mr. Peradate Pongsathiansak	4752 and/or
3) Miss Sulalit Ardsawang	7517 and/or

Any one of them shall be empowered to audit and sign on the Financial Statement.

**Fee for Accounting Audit for the Year 2020 as following:**

The auditing fee of the company must not exceed THB 1,090,000 (excluding traveling/accommodation expenses and the stock checking expenses).

Moreover, Dharmniti Auditing Co., Ltd. is also the auditor of two other subsidiaries of the Company as following:

- Plearn Patt Co., Ltd.
- BaesLab Co., Ltd

Dharmniti Auditing Co., Ltd. was not the auditor of other associated companies. The Company is not given rights to control and manage the associated companies as well as to order them to select the Dharmniti Auditing Co., Ltd. to their auditor.

However, the Auditor and the Dharmniti Auditing Co., Ltd. who were appointed have no relationship or interest with the company or subsidiary company, management, and any major shareholders to the extent that will affect the function of independent task.

The Chairman allowed chance for shareholders and proxies to query and comment. There was no shareholder and proxies ask any additional question.

The meeting considered and voted.

The Chairman declared the vote result as follows:

Total number of shareholders who attended the meeting and held the right to vote	VOTE 'AGREE'	VOTE 'DISAGREE'	VOTE 'ABSTAINED'	INVALID
194,936,881	194,936,881	0	0	0
100%	100%	0.0000%	0.0000%	0.0000%

**The Meeting resolution** : The meeting resolved to unanimous votes approve Ms. Nanaphat Wannasomboon (Auditor Registration No. 7793) and/or Mr. Peradate Pongsathiansak (Auditor Registration No. 4752) and/or Ms. Sulalit Ardsawang (Auditor Registration No. 7517) and/or the other auditors from Dharmniti Auditing Co., Ltd. to be the auditor of the Company in 2020 by which the auditing fee of SE-EDUCATION PUBLIC CO., LTD. will not exceed 1,090,000 Baht (this compensation did not include travelling expense for work-related task, overnight, accommodation and stock counting observation fee).

**Agenda 7** To consider the Directors' remuneration for the year 2020.

In meeting that the Recruitment & Remuneration Committee considered the remuneration of Directors, and Sub-Committees for 2020 by taking into account the appropriateness of such with type, size, and compliance with similar industry, including the remuneration of Directors that should suit the company's expansion and the Company's profit growth as well as duty and responsibilities of Directors and Sub-committees and remuneration for Directors and Sub-committees for the operation result of 2020 in order to inform the shareholders as follows:

**Remuneration for 2020**

The Recruitment and Remuneration Committee agreed to proposed shareholders to decision the issue of emolument for the Directors in 2020, with the budget of no more than THB 5,000,000 which is equal to the approved amount of the previous year and appointed the Recruitment and Remuneration Committee to allocate accordingly, and sought to announce to all shareholders about allocation in the shareholders' meeting of the following year.

**The Position Allowance** (per person and full month pay)

(Unit : Baht)

Position	Emoluments
Chairman of Board Directors	25,000
Director	15,000

**Remark** : Position allowance for the year 2020 which is approved by the shareholders' meeting is given to the Directors from May 2020 to April 2021.

**The Meeting Allowance** (person / in case of self-attending)

(Unit : Baht)

Position	The Board of Directors	The Audit Committees	The Recruitment & Remuneration Committee
Chairman of Board Directors	20,000	-	-
Director	10,000	-	-
Chairman of Subcommittee	-	10,000	10,000
Subcommittee	-	7,000	7,000

**Remark :** The Meeting Allowance of the Board of Directors and The subcommittee meeting allowance for the year 2020, which is approved by the shareholders' meeting, is given to the Directors presented in the meeting from May 2020 to April 2021.

Due to the epidemic situation of Covid-19 in 2020, the Company was affected by the closure of shopping centers and department stores nationwide, resulting in sales and the operating performance had decreased significantly. The Board of Directors therefore decided to reduce the remuneration of directors, position money, and the meeting allowance of the directors by half since April 2020, in order to reduce the operating expenses of the Company.

The Chairman allowed chance for shareholders and proxies to inquire and express viewpoints.

Mr. Ratchapol Pitisookdanont, the shareholder, suggested that the Company should establish a marketing strategy advisory subcommittee to help increasing sales.

The Chairman acknowledged and thanked the shareholders' suggestions.

The Chairman allowed chance for shareholders and proxies to query and comment. There was no shareholder and proxies ask any additional question.

The meeting considered and voted.

The Chairman announced the vote result as follows:

Total number of shareholders who attended the meeting and held the right to vote	VOTE 'AGREE'	VOTE 'DISAGREE'	VOTE 'ABSTAINED'	INVALID
194,936,881	194,936,881	0	0	0
100%	100%	0.0000%	0.0000%	0.0000%

**The Meeting resolution** : The meeting resolved to unanimous votes approve the Directors' remuneration for the year 2020.

## **Agenda 8 Other business.**

The Chairman announced that for the purpose of transparency in the meeting and to allow equal right to all parties involved, the Company will not add any more agenda in addition to what stated in the meeting booklet, as it may be unfair for those shareholders who did not attend the meeting to exercise their voting right.

If there was any shareholders wishing to propose any matters other than those indicated in the agenda items to be discussed in the meeting, such proposed matter shall be supported by the votes of not less than one-third of all the shares sold. The shares were not to be counted if it was a normal inquiry.

The Chairman invited Mr. Rungkan Paisitpanichtrakul Deputy Managing Director to clarify the 2020 direction of the Company to the shareholders.

Mr. Rungkan clarified the direction and the adaptation of the Company in 2020 as follows:

- The Company has focused on a new group of books, including the literature category. The Publisher has selected world-class literature to translate and printed under the new imprints of the Company.
- Building a Digital Content team to produce e-book, audio book, and video book products and collaborating with publishing partners to develop Digital Content together.
- Developing new platforms to respond to many customer groups, including e-commerce, e-library, online testing, online seminars, etc.
- Entering into the education market and the B2 C (Business-to-Consumer) market, especially schools with bilingual courses, by offering digital products, English language proficiency examinations, and English language curriculum development for international schools.
- Planning to reduce the number of unprofitable branches and to reduce the area of large branches for more efficiency.

The Chairman introduced a new director, Asst. Prof. Tippawan Pinvanichkul, Ph.D, who gave advice on the direction and strategy of the Company.

Asst. Prof. Tippawan, Ph.D. explained that the book business was not the only business that was disrupted. The business' customer reach has changed, so the book business must be adjusted not to only sell physical books or a traditional way, but sell them as a chapter or page by page. This will help to be able to sell continuously.

Mr. Thanong suggested that from his experience in the book industry, he still sees opportunities in many areas, especially schools in rural areas which want to improve the quality of education. This will be one of other opportunities for the Company.

The Chairman allowed chance for shareholders and proxies to query and comment. There was no shareholder and proxies ask any additional question.

The Chairman thanked the shareholders and proxies who took time to attend this shareholder's meeting and called for ending of the meeting.

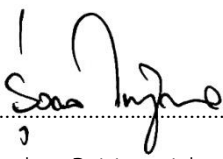


Meeting Ended at 3:50 p.m.


After the meeting started at 2:00 p.m. There were 8 shareholders attending the meeting in person and 32 shareholders represented by proxies, totaling 40 shareholders representing the total 194,936,881 registered shares or 49.74% of the total 391,944,418 registered paid-in-capital shares. As there were more than 25 shareholders and proxies attending the meeting and there were more than one-third of said shares, it was considered adequate under the Company's regulation.



Signed.......... Chairman of the Board Directors  
(Mr. Kasemsant Weerakun)

Signed.......... Deputy Managing Director and Company Secretary  
(Mr. Rungkan Paisitpanichtrakul)


## Biography of Nominee to take a position of Director to replace those who complete the term of office

Name - surname	Mr. Kasemsant Weerakun		
Age	57 Years		
Address	366/193 Soi Sukhumvit 18, City Smart Condo P2 Floor, Sukhumvit Road, Klong Toei, Bangkok, Thailand. Zip code 10110		
Position held in SE-ED	Chairman of the Board of Directors and Authorized Signing Director		
Type of Director	Independent Director		
Staring date of Directorship	November 9, 2018		
Term of Service / Years	2 Times / 2 Years		
Educational Background	<ul style="list-style-type: none"><li>▪ Researcher, Osaka University (Japanese Government Scholarship) Osaka University</li><li>▪ Master of Economics, Thammasat University (English Program)</li><li>▪ Bachelor of Economics, Thammasat University</li></ul>		
Director Training Certified	<ul style="list-style-type: none"><li>▪ Thai Institute of Director (IOD)</li><li>- Director Accreditation Program (DAP)</li></ul>		
Working Experience	<ul style="list-style-type: none"><li>▪ 16 Aug 2019 - present      Authorized Signing Director, SE-EDUCATION Plc.</li><li>▪ 9 Nov 2018 - present      Chairman of the Board of Directors and Independent Director, SE-EDUCATION Plc.</li><li>▪ 16 Jul 2020 - present      Director and Authorized Signing Director, Nok Airlines Plc.</li><li>▪ 27 May 2020 - present      Performance Appraisal Committee for Dean of the Faculty of Business Administration, Rajamangala, University of Technology Rattanakosin.</li><li>▪ 27 Apr 2020 - present      The Senior Expert Committee of RMUTR Academic Council, Rajamangala University of Technology Rattanakosin.</li><li>▪ 29 Jan 2015 - present      Director, Advance Life Assurance Plc.</li><li>▪ 4 Nov 2014 - 19 Dec 2019      Chairman of Audit Committee, Siam City insurance Plc.</li><li>▪ 29 Sep 2014 - 19 Dec 2019      Independent Director, Siam City insurance Plc.</li></ul>		
Number of SE-ED share held (As of December 31, 2020)	- None -		
Relation among family within The Director and Executives	- None -		
The relationship of Independent Director	<ul style="list-style-type: none"><li>▪ Relationship among family within the executive or Major Shareholder of Company or Subsidiary Company.</li><li>- None -</li><li>▪ Relationship with Company/ Subsidiaries/Associated or any business registrations that may cause conflict of interests in the past 2 years.</li><li>- None -</li></ul>		

	<ul style="list-style-type: none"> <li>▪ Being an executive director, an employee, an advisor, an attorney, or an auditor on the payroll(s). - No -</li> <li>▪ Being and specialist (i.e. Auditor or Legal Consultant). - No -</li> <li>▪ Significant business relationship that may restrain one from performing his or her job independently. Please specify the size of such transaction (if any). - None -</li> </ul>
Forbidden Qualification	<ul style="list-style-type: none"> <li>▪ No record of committing criminal offenses against property committed by fraud.</li> <li>▪ No transaction which may cause conflict of interest with the Company during the past year.</li> </ul>
Criterion and Selection Method	The Company has invited all Shareholders to nominate the qualified person to be elected as the company director as well as to propose the meeting agenda on the Company's website. However, there was neither proposal on director nominee nor the meeting agenda submitted to the company. The Nominating Committee has considered for maximum benefit of the company's business. The Nominating Committee proposed director nominees is Mr. Kasemsant Weerakun because he is knowledgeable and competent persons who can contribute to the Company's success. According to the Public Company Act B.E. 2535.
Type of Director to be nominated	<p>Independent Director</p> <ul style="list-style-type: none"> <li>▪ The Board of Directors had considered that the persons who nominated as an Independent Director will be freely expresses their opinions under the related regulations.</li> <li>▪ The Independent Director had taken the position for 2 years from 2018 to present. If they were to be selected again, they will complete the term to be 5 years in total.</li> <li>▪ Since the core business of the Company is a book retail required special expertise, the Board of Directors had agreed not to limit the term for the Independent Directors to complete. The special expertise and experience in the book business is essential to drawing up the policies, planning strategies, and directing the business operation of the Company.</li> </ul>
Positions held in other listed companies	<p>1 company</p> <ul style="list-style-type: none"> <li>▪ Director and Authorized Director, NOK AIRLINES Plc.</li> </ul>
Positions held in non-listed companies	<p>1 company</p> <ul style="list-style-type: none"> <li>▪ Director, Advance Life Assurance Plc.</li> </ul>
Other business may conflict with SE-EDUCATION PUBLIC COMPANY LIMITED	- None -
Number of Meeting in 2020	<ul style="list-style-type: none"> <li>▪ Annual General Meeting of Shareholders No.1/2020 1/1 time</li> <li>▪ Board's Meeting 6/6 times</li> </ul>

Remark : Defining of Independent Director are shown at the end of Annex 2


## Biography of Nominee to take a position of Director to replace those who complete the term of office

Name - surname	Mr. Pravitt Tantiwasinchai		
Age	64 Years old		
Address	333/42 Mailomruen Village, Chalermprakiat Roh 9, Nongbon, Pravet, Bangkok, Thailand. Zip code 10250		
Position held in SE-ED	Director and Chairman of Audit Committee		
Type of Director	Independent Director		
Staring date of Directorship	April 22, 1999		
Term of Service / Years	8 Times / 21 Years		
Educational Background	<ul style="list-style-type: none"><li>■ Bachelor Certificate (Audit), Chulalongkorn University</li><li>■ Bachelor Degree (Audit), Chulalongkorn University</li></ul>		
Director Training Certified	<ul style="list-style-type: none"><li>■ Thai Institute of Director (IOD) - Director Accreditation Program (DAP)</li></ul>		
Working Experience	<ul style="list-style-type: none"><li>■ 23 Dec 2017 - present      Chairman of Audit Committee, SE-EDUCATION Plc.</li><li>■ 22 Dec 1999 - persent      Audit Committee, SE-EDUCATION Plc.</li><li>■ 22 Apr 1999 - present      Director and Independent Director, SE-EDUCATION Plc.</li><li>■ 2012 - present      Director, MK Restaurant Group Plc.</li><li>■ 2012 - 2016      Deputy Managing Director of Accounting and Finance Group, MK Restaurant Group Plc.</li><li>■ 2006 - 2012      Deputy Managing Director of Accounting and Finance Group, MK Restaurant Co., Ltd.</li><li>■ 1994 - 2006      Accounting &amp; Financial Executive Manager, MK Restaurant Co., Ltd.</li></ul>		
Number of SE-ED share held (As of December 31, 2020)	- None -		
Relation among family within The Director and Executives	- None -		
The relationship of Independent Director	<ul style="list-style-type: none"><li>■ Relationship among family within the executive or Major Shareholder of Company or Subsidiary Company. - None -</li><li>■ Relationship with Company/ Subsidiaries/Associated or any business registrations that may cause conflict of interests in the past 2 years. - None -</li><li>■ Being an executive director, an employee, an advisor, an attorney, or an auditor on the payroll(s). - No –</li><li>■ Being and specialist (i.e. Auditor or Legal Consultant). - No –</li></ul>		

	<ul style="list-style-type: none"> <li>Significant business relationship that may restrain one from performing his or her job independently. Please specify the size of such transaction (if any). - None -</li> </ul>
Forbidden Qualification	<ul style="list-style-type: none"> <li>No record of committing criminal offenses against property committed by fraud.</li> <li>No transaction which may cause conflict of interest with the Company during the past year.</li> </ul>
Criterion and Selection Method	The Company has invited all Shareholders to nominate the qualified person to be elected as the company director as well as to propose the meeting agenda on the Company's website. However, there was neither proposal on director nominee nor the meeting agenda submitted to the company. The Nominating Committee has considered for maximum benefit of the company's business. The Nominating Committee proposed director nominees is Mr. Pravit Tantiwasinchai because he is knowledgeable and competent persons who can contribute to the Company's success. According to the Public Company Act B.E. 2535.
Type of Director to be nominated	<p>Independent Director</p> <ul style="list-style-type: none"> <li>The Board of Directors had considered that the persons who nominated as an Independent Director will be freely expresses their opinions under the related regulations.</li> <li>The Independent Director had taken the position for 21 years from 1999 to present. If they were to be selected again, they will complete the term to be 24 years in total.</li> <li>Since the core business of the Company is a book retail required special expertise, the Board of Directors had agreed not to limit the term for the Independent Directors to complete. The special expertise and experience in the book business is essential to drawing up the policies, planning strategies, and directing the business operation of the Company.</li> </ul>
Positions held in other listed companies	<p>1 company</p> <ul style="list-style-type: none"> <li>Director, MK Restaurant Group Plc.</li> </ul>
Positions held in non-listed companies	- None -
Other business may conflict with SE-EDUCATION PUBLIC COMPANY LIMITED	- None -
Number of Meeting in 2020	<ul style="list-style-type: none"> <li>Annual General Meeting of Shareholders No.1/2020 1/1 time</li> <li>Board's Meeting 5/6 times</li> <li>Audit Committee Meeting 5/5 times</li> </ul>

Remark : Defining of Independent Director are shown at the end of Annex 2

## Biography of Nominee to take a position of Director to replace those who complete the term of office

Name - surname	Asst. Prof. Tippawan Pinvanichkul, Ph.D.		
Age	54 Years old		
Address	123 Rajapreuk 28 alley, Rajapreuk Road, Talingchan, Bangkok, Thailand. Zip code 10170		
Position held in SE-ED	Director and Audit Committee		
Type of Director	Independent Director		
Staring date of Directorship	August 16, 2019		
Term of Service / Years	1 Time / 1 Year		
Educational Background	<ul style="list-style-type: none"><li>■ Ph.D. in Management of Technology, Asian Institute of Technology (AIT)</li><li>■ M.B.A. in Management of Technology, Asian Institute of Technology (AIT)</li><li>■ B.A. in Accounting, Thammasat University</li></ul>		
Director Training Certified	<ul style="list-style-type: none"><li>■ Thai Institute of Director (IOD)<ul style="list-style-type: none"><li>- Advanced Audit Committee Program (AACP)</li><li>- Company Reporting Program (CRP)</li></ul></li></ul>		
Working Experience	<ul style="list-style-type: none"><li>■ 16 Aug 2019 - present      Director, SE-EDUCATION Plc.</li><li>■ 16 Aug 2019 - present      Audit Committee and Independent Director, SE-EDUCATION Plc.</li><li>■ 2015 - present      Committee member and Treasurer of Thai Business Incubators and Science Park Association.</li><li>■ 24 Jul 2014 - present      Director, Nawawiwat Co., Ltd.</li><li>■ 2013 - present      Audit committee and Independent Director, Mudman Plc.</li><li>■ 2009 - present      Advisor of Baker Tilly (Thailand) Co., Ltd.</li><li>■ 1 Oct 2010 - present      Vice President for Property and Finance, King Mongkut’s University of Technology Thonburi.</li><li>■ 8 Feb 2018 – 29 Nov 2018      Independent director, SMEs Bank.</li></ul>		
Number of SE-ED share held (As of December 31, 2020)	- None -		
Relation among family within The Director and Executives	- None -		
The relationship of Independent Director	<ul style="list-style-type: none"><li>■ Relationship among family within the executive or Major Shareholder of Company or Subsidiary Company.<ul style="list-style-type: none"><li>- None -</li></ul></li><li>■ Relationship with Company/ Subsidiaries/Associated or any business registrations that may cause conflict of interests in the past 2 years.<ul style="list-style-type: none"><li>- None –</li></ul></li><li>■ Being an executive director, an employee, an advisor, an attorney, or an auditor on the payroll(s).<ul style="list-style-type: none"><li>- No -</li></ul></li></ul>		

	<ul style="list-style-type: none"> <li>Being and specialist (i.e. Auditor or Legal Consultant).</li> <li>- No -</li> <li>Significant business relationship that may restrain one from performing his or her job independently. Please specify the size of such transaction (if any).</li> <li>- None -</li> </ul>
Forbidden Qualification	<ul style="list-style-type: none"> <li>No record of committing criminal offenses against property committed by fraud.</li> <li>No transaction which may cause conflict of interest with the Company during the past year.</li> </ul>
Criterion and Selection Method	The Company has invited all Shareholders to nominate the qualified person to be elected as the company director as well as to propose the meeting agenda on the Company's website. However, there was neither proposal on director nominee nor the meeting agenda submitted to the company. The Nominating Committee has considered for maximum benefit of the company's business. The Nominating Committee proposed director nominees is Asst. Prof. Tippawan Pinvanichkul, Ph.D. because he is knowledgeable and competent persons who can contribute to the Company's success. According to the Public Company Act B.E. 2535.
Type of Director to be nominated	<p>Independent Director</p> <ul style="list-style-type: none"> <li>The Board of Directors had considered that the persons who nominated as an Independent Director will be freely expresses their opinions under the related regulations.</li> <li>The Independent Director had taken the position for 1 year from 2019 to present. If they were to be selected again, they will complete the term to be 4 years in total.</li> <li>Since the core business of the Company is a book retail required special expertise, the Board of Directors had agreed not to limit the term for the Independent Directors to complete. The special expertise and experience in the book business is essential to drawing up the policies, planning strategies, and directing the business operation of the Company.</li> </ul>
Positions held in other listed companies	<p>1 company</p> <ul style="list-style-type: none"> <li>Audit committee, Mudman Plc.</li> </ul>
Positions held in non-listed companies	<p>1 company</p> <ul style="list-style-type: none"> <li>Director, Nawawiwat Co., Ltd.</li> </ul>
Other business may conflict with SE-EDUCATION PUBLIC COMPANY LIMITED	- None -
Number of Meeting in 2020	<ul style="list-style-type: none"> <li>Annual General Meeting of Shareholders No.1/2020 1/1 time</li> <li>Board's Meeting 4/6 times</li> <li>Audit Committee Meeting 4/5 times</li> </ul>

Remark : Defining of Independent Director are shown at the end of Annex 2

## Biography of Nominee to take a position of Director to replace those who complete the term of office

Name - surname	Mr. Thanong Chotisorayuth		
Age	67 Years old		
Address	59/158 Home Place Village, Soi Ramkamhaeng 140 Saphan sung, Ratpattana, Bangkok, Thailand. Zip code 10240		
Position held in SE-ED	Director		
Type of Director	Non - Executive Director		
Staring date of Directorship	October 10, 1974		
Term of Service / Years	16 Times / 46 Years		
Educational Background	<ul style="list-style-type: none"><li>▪ Honorary Doctorate in Business Administration, National Institute of Development Administration.</li><li>▪ Master of Education in Educational Administration, Chulalongkorn University.</li><li>▪ Bachelor Degree in Engineering (Electrical), Chulalongkorn University.</li></ul>		
Director Training Certified	<ul style="list-style-type: none"><li>▪ Thai Institute of Director (IOD)<ul style="list-style-type: none"><li>- Director Certification Program (DCP)</li></ul></li><li>▪ Capital Marketing Academy (CMA)<ul style="list-style-type: none"><li>- Executive MBA Class 3</li></ul></li></ul>		
Working Experience	<ul style="list-style-type: none"><li>▪ 1993 - present                      Director, SE-EDUCATION Plc.</li><li>▪ 1987 - 30 Nov 2018              Managing Director, SE-EDUCATION Plc.</li><li>▪ 1974 - 1992                        Director, SE-EDUCATION Co., Ltd.</li><li>▪ 1985 - 1987                        Director and Deputy Managing Director Marketing, SE-EDUCATION Co.,Ltd.</li><li>▪ 2010 - present                    School Director of Plearnpattana School, Plearn Patt Co., Ltd.</li><li>▪ 2006 - present                    Chairman of Executive Directors of Plearnpattana School, Plearn Patt Co., Ltd.</li><li>▪ 2003 - present                    Director, Plearnpattana School, Plearn Patt Co., Ltd</li><li>▪ 2003 - 2006                        Executive Director, Plearnpattana School, Plearn Patt Co., Ltd.</li><li>▪ 2013 - present                    Chairman of the Board of Directors, BaesLab Co., Ltd.</li><li>▪ 1984 - present                    Director, M&amp;E Co., Ltd.</li><li>▪ 2012 - present                    Director, MK Restaurant Group Plc.</li><li>▪ 2001 – 2018                        Director, SE-ED Book Center Co., Ltd</li></ul>		
Number of SE-ED share held (As of December 31, 2020)	12,142,247 shares, equaling to 3.098% of total shares with voting rights (SE-ED shareholding includes shares of spouse and minor children.)		
Relation among family within The Director and Executives	- None -		



Forbidden Qualification	<ul style="list-style-type: none"> <li>▪ No record of committing criminal offenses against property committed by fraud.</li> <li>▪ No transaction which may cause conflict of interest with the Company during the past year.</li> </ul>
Criterion and Selection Method	The Company has invited all Shareholders to nominate the qualified person to be elected as the company director as well as to propose the meeting agenda on the Company's website. However, there was neither proposal on director nominee nor the meeting agenda submitted to the company. The Nominating Committee has considered for maximum benefit of the company's business. The Nominating Committee proposed director nominees is Mr. Thanong Chotisorayuth because he is knowledgeable and competent persons who can contribute to the Company's success. According to the Public Company Act B.E. 2535.
Type of Director to be nominated	Non - Executive Director
Positions held in other listed companies	1 company <ul style="list-style-type: none"> <li>▪ Director, MK Restaurant Group Plc.</li> </ul>
Positions held in non-listed companies	3 companys <ul style="list-style-type: none"> <li>▪ Director, Chairman of Executive Directors and Director of Plearnpattana School, Plearn Patt Co., Ltd.</li> <li>▪ Chairman of the Boad of Directors, BaesLab Co., Ltd.</li> <li>▪ Director, M&amp;E Co., Ltd.</li> </ul>
Other business may conflict with SE-EDUCATION PUBLIC COMPANY LIMITED	- None -
Number of Meeting in 2020	<ul style="list-style-type: none"> <li>▪ Annual General Meeting of Shareholders No.1/2020 1/1 time</li> <li>▪ Board's Meeting 5/6 times</li> </ul>

## Defining of Independent Director

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The Board of Directors has reviewed the definition of “independent Director” which is stricter than the minimum criteria of the Independent Director’s definition promulgated by the Securities and Exchange Commission and The Stock Exchange of Thailand, 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 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, brothers and sisters, and 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 no or never had business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant in respect of holding the power which may cause the 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 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 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 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 with received the service fee more than THB 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 at least 2 years.
7. Is not the director who is nominated to be the representative of directors of the applicant, major shareholders, or any other shareholder related to the major shareholders.

8. Does not operate a similar business which can significantly compete with the Company and its subsidiary's businesses. Does not have a significant amount of shares of a partnership or take a position of a director with an active managing responsibility. Is not an employee or a consultant who receives regular salaries or holds more than one percent of the voting stocks of other companies who operate a similar business and can significantly compete with the Company and its subsidiary's businesses.
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.

## To consider and appoint the auditor and to set the audit fee for 2021

### Audit Committees' Opinion

In the year 2021, the Audit Committee selected Dharmniti Auditing Co., Ltd. to be the auditor company due to its high standard, expertise and good working record. The Audit Committee agreed to propose Ms. Nannaphat Wannasomboon (Auditor Registration No. 7793) and/or Mr. Peradate Pongsathiansak (Auditor Registration No. 4752) and/or Ms. Sulalit Ardsawang (Auditor Registration No. 7517) and/or the other auditors from Dharmniti Auditing Co., Ltd. to be the auditor of SE-EDUCATION PUBLIC COMPANY LIMITED, and also asked for the approval of the year 2021's auditing compensation fee of no more than 1,060,000 Baht (this compensation did not include travelling expense for work-related task, overnight, accommodation and stock counting observation fee).

### Board of Directors' Opinion

The Board of Directors regard that the Audit Committee considered Auditor and set audit fee, recommend to the Annual General Shareholders' Meeting consider.

1. To appoint the following auditors of Dharmniti Auditing Co., Ltd. situated at 178 Soi Permsap (Prachachuen 20) Prachachuen Road, Bang Sue District, Bangkok, Thailand. Zip code 10800

Names	Auditor Registration No.	Years of auditing for the Company	
1) Ms. Nannaphat Wannasomboon	7793	2 Years (2019-2020)	and/or
2) Mr. Peradate Pongsathiansak	4752	-	and/or
3) Ms. Sulalit Ardsawang	7517	-	and/or

Anyone of them shall be empowered to audit and sign on the Financial Statement.

2. To consider the 2021's auditing compensation fee for the Company, as in the following:

Audit Free	2021 (propose)	2020	Change	
			(Baht)	(%)
SE-EDUCATION PUBLIC COMPANY LIMITED	1,060,000	1,090,000	(30,000)	2.75
Other services	None	None	-	-
<b>Total compensation package</b>	<b>1,060,000</b>	<b>1,090,000</b>	<b>(30,000)</b>	<b>2.75</b>

Unit : Baht

Moreover, the Company's 2 subsidiaries; Plearn Patt Co., Ltd., and BaesLab Co., Ltd., their Board of Directors have also selected Dharmniti Auditing Co., Ltd. to be the accounting auditor.

The joint company, the Company does not hire Dharmniti Auditing Co., Ltd. to be the accounting auditor as the Company does not have the full control and management of these joint company, thus, the Company cannot order them to use the same auditor.

For other Non-Audit Services Fee in the past year, the Company and subsidiary did not have any other service from accounting Audit Company, the person, or business related to the accounting auditor.

However, the Auditor and Dharmniti Auditing Co., Ltd. who were appointed have no relationship or interest with the company or subsidiary company, management, and any major shareholders to the extent that will affect the function of independent task.

### **Profile of the Auditors**

<b>Name</b>	<b>Ms. Nanaphat Wannasomboon</b>
Auditor Registration No.	7793
Audit Firm	Dharmniti Auditing Co., Ltd.
Years of auditing for the Company	Signed Company's financial statements on year 2019-2020, totaling for 2 years.
Education	1994 Bachelor of Business Administration (BBA) in Accounting, Ramkhamhaeng University
Experiences	Experience in external auditing more than 20 years

<b>Name</b>	<b>Mr. Peradate Pongsathiansak</b>
Auditor Registration No.	4752
Audit Firm	Dharmniti Auditing Co., Ltd.
Years of auditing for the Company	Never signed on the Company's financial statements.
Education	<ul style="list-style-type: none"> <li>- 2005 Mini MBA, Thammasat University</li> <li>- 1990 Bachelor of Business Administration (BBA) in Accounting, Ramkhamhaeng University</li> </ul>
Experiences	<ul style="list-style-type: none"> <li>- Experience in external auditing more than 20 years</li> <li>- Experience in Due Diligence more than 20 years</li> <li>- Experience in accounting system 13th Asian Games and 7<sup>th</sup> FESPIC Games</li> </ul>

<b>Name</b>	<b>Ms. Sulalit Ardsawang</b>
Auditor Registration No.	7517
Audit Firm	Dharmniti Auditing Co., Ltd.
Years of auditing for the Company	Never signed on the Company's financial statements.
Education	<ul style="list-style-type: none"> <li>- 2008 Master of Business Administration (MBA) in Management, Srinakharinwirot University</li> <li>- 1993 Bachelor of Business Administration (BBA) in Accounting, Ramkhamhaeng University</li> </ul>
Experiences	<ul style="list-style-type: none"> <li>- Experience in external auditing more than 20 years</li> <li>- Experience in Due Diligence</li> </ul>

The three Auditors above, are have no relationship or interest of transaction with the Company that may create a conflict of interest with the Company, the Company's subsidiaries, executives, major shareholders or any persons related thereto.

## Directors' Remuneration for the Company's Performance of 2021

The Recruitment & Remuneration Committee considered the remuneration for Directors and Sub-committees for the operation result of 2021, by thoroughly analyzing the details and took into account of suitability with regards to business category, size which conforms those in similar industry, as well as making sure the remuneration is in line with the Company's business expansion and profit growth, duty and responsibility of Directors and Sub-committees, and propose to the Meeting of Shareholders for approval. The proposal can be itemized as follows:

### *Remuneration for 2021*

#### Directors' Bonus Budget

**Background and rationale:** The Recruitment & Remuneration Committee agreed to proposedhareholders to decide on the issue of Bonus for the Directors in 2021, with the budget of no more than THB 5,000,000 and appointed the Recruitment & Remuneration Committee to allocate accordingly, and sought to announce to all shareholders about the allocation in the following year of shareholders' meeting.

(Unit: Baht)

Directors' Bonus Budget	2021 (propose)	2020	2019	2018	2017
amount is not over (Baht)	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000

**The Board of Directors' opinion:** The Board of Directors agreed that the decision of the Recruitment & Remuneration Committee towards the determination of the 2021 emolument was appropriate. Thus, the Board agreed to propose the shareholders in the annual general meeting to consider the bonus for the Board of Directors in 2021, with the budget of no more than THB 5,000,000, which is equal to the approved budget of the previous year, and appointed the Recruitment & Remuneration Committee to allocate accordingly, and sought to announce to all shareholders about the allocation in the shareholders' meeting of the following year.

#### Monthly Remuneration (Baht/person)

(Unit: Baht)

Position	2021 (propose)	20220	2019	2018	2017
Chairman of Board Directors	25,000	25,000	25,000	25,000	25,000
Director	15,000	15,000	15,000	15,000	15,000

**Remark :** The Monthly Remuneration for 2021 will be considered for approval by this shareholders' meeting to be paid to all Directors from May 2021 to April 2022.

**Meeting Allowance** (Baht/person/time)

(Unit: Baht)

Position	2021 (propose)	20220	2019	2018	2017
Chairman of Board Directors	20,000	20,000	20,000	20,000	20,000
Director	10,000	10,000	10,000	10,000	10,000

**Remark :** The Meeting Allowance of the Board of Directors for 2021 will be considered for approval by this shareholders' meeting to be paid to directors from May 2021 to April 2022.

**Meeting Allowance of Sub-committee\*** (Baht/person/time)

(Unit: Baht)

Position	2021 (propose)	20220	2019	2018	2017
Chairman of Subcommittee	10,000	10,000	10,000	10,000	10,000
Subcommittee	7,000	7,000	7,000	7,000	7,000

**Remark :** The Meeting Allowance of Sub-committee for 2021 will be considered for approval by this shareholders' meeting to be paid to directors (The Management those attended the Subcommittee Meeting did not receive any meeting allowance of the Subcommittee Meeting.) from May 2021 to April 2022.

\* Sub-committee consist of 2 sub-committee as (1) Audit Committee (2) The Recruitment & Remuneration Committee

**Other Remunerations**

The expenses of seminars, trainings in IOD Curriculum and other related institutes.

**To acknowledgement – Directors' Bonus for 2020**

In the Annual General Meeting No.1/2020, the Directors' Bonus Budget of the 2020 was approved at the amount of THB 5 million, and the Recruitment & Remuneration Committee was appointed to properly allocate and notify the shareholders about the allocation in the Shareholder Meeting next year. For the Meeting of the Recruitment & Remuneration Committee No.1/2021 on February 25, 2021, it was agreed to "omit" the Directors' Bonus of the 2020.

(Unit: Baht)

Position	Directors' Bonus of Operation Year				
	2020	2019	2018	2017	2016
Chairman of Board Directors	- Omitted -	- Omitted -	- Omitted -	- Omitted -	- Omitted -
Chairman of Audit Committee	- Omitted -	- Omitted -	- Omitted -	- Omitted -	- Omitted -
Audit Committee	- Omitted -	- Omitted -	- Omitted -	- Omitted -	- Omitted -
Director	- Omitted -	- Omitted -	- Omitted -	- Omitted -	- Omitted -
<b>Directors' Bonus [Allocated]</b>	<b>- Omitted -</b>	<b>- Omitted -</b>	<b>- Omitted -</b>	<b>- Omitted -</b>	<b>- Omitted -</b>
Approved Budget from AGM	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000

## Scope of Duties of Subcommittee

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### The Audit Committee

The Audit Committee consists of three members and one audit committee secretary, including three independent directors whom are knowledgeable and have experience in accounting or finance fields. The list is as follows:

### Scope of Duties of the Audit Committee

1. To review that disclosure of information in the Company's financial reports are correct and adequate.
2. To review that the Company has established appropriate and effective internal control system and internal audit system and observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.
3. To review that the Company has a suffice, effective risk evaluation system.
4. To review that the Company abides by the law and regulations of the Securities and Exchange and the regulations of the Stock Exchange of Thailand, or any relevant laws governing the Company's business.
5. To select and propose for appointment of the Company's auditor and audit fee and to attend a meeting with the auditor without the presence of the management as least once a year.
6. To consider the connected transactions or transactions that may involve conflict of interest in accordance with the laws and regulations of the Stock Exchange of Thailand to ensure that such transactions are appropriate and most beneficial to the Company.
7. To prepare the Report of the Audit Committee and disclose the report in the Company's Annual Report. The Report of the Audit Committee must be signed by the Chairman of the Audit Committee and must at least contain the following information.
  - Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company.
  - Opinions concerning with the adequacy of the Company's internal control system.
  - Opinions concerning with the Company's risk management system.
  - Opinions concerning with the Company's compliance with the law and regulations of the Securities and Exchange and regulations of the Stock Exchange of Thailand or any law governing the Company's business.
  - Opinions concerning with the appropriateness of the auditor.
  - Opinions concerning with the transactions that may involve conflict of interest.
  - The number of the Audit Committee's Meetings and attendance record for each of the Audit Committee Members.
  - Opinions or overall observation that the Audit Committee has received by performing according to the Charter of the Audit Committee.
  - Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.



8. To perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee.


### **The Recruitment & Remuneration Committee**

The Committee consists of 2 Directors (one of whom is an Independent Director).


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

1. Short-listing and selecting the candidates to be appointed in the position of directors, managing director, deputy managing director, chief financial officer. Follow up on succession plan to recruit the suitable individuals for the position of high executive when the term is expired.
2. To determine method and criteria in recruiting the Directors, managing director, deputy managing director and chief financial officer 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 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.
5. To consider the annual remuneration of the Directors, Managing Director, and Senior Executives, Advisors to the Board of Directors, and the Committees appointed by the Board of Directors.
6. Review the scope of authority of the Company to be practically reasonable and submit it to the Committees for their approval.
7. To have legitimate power in calling for document or individual related to the case in point for consideration.
8. To perform the scope of duties as assigned by the Board of Directors.


## Information Director and Independent Director

Name - surname	Mr. Kachen Benjakul		
Age	57 Years		
Address	366/193 Soi Sukhumvit 18, City Smart Condo P2 Floor, Sukhumvit Road, Klong Toei, Bangkok, Thailand. Zip code 10110		
Position in SE-ED	Chairman of the Board of Directors and Authorized Signing Director		
Director type	Independent Director		
Staring Year of Directorship	November 9, 2018		
Term of Service / Years	2 Times / 2 Years		
Education	<ul style="list-style-type: none"><li>▪ Researcher, Osaka University (Japanese Government Scholarship) Osaka University</li><li>▪ Master of Economics, Thammasat University (English Program)</li><li>▪ Bachelor of Economics, Thammasat University</li></ul>		
Director Training Program	<ul style="list-style-type: none"><li>▪ Thai Institute of Director (IOD)</li><li>- Director Accreditation Program (DAP)</li></ul>		
Working Experiences	<ul style="list-style-type: none"><li>▪ 16 Aug 2019 - present Authorized Signing Director, SE-EDUCATION Plc.</li><li>▪ 9 Nov 2018 - present Chairman of the Board of Directors and Independent Director, SE-EDUCATION Plc.</li><li>▪ 16 Jul 2020 - present Director and Authorized Signing Director, Nok Airlines Plc.</li><li>▪ 27 May 2020 - present Performance Appraisal Committee for Dean of the Faculty of Business Administration, Rajamangala, University of Technology Rattanakosin.</li><li>▪ 27 Apr 2020 - present The Senior Expert Committee of RMUTR Academic Council, Rajamangala University of Technology Rattanakosin.</li><li>▪ 29 Jan 2015 - present Director, Advance Life Assurance Plc.</li><li>▪ 4 Nov 2014 - 19 Dec 2019 Chairman of Audit Committee, Siam City insurance Plc.</li><li>▪ 29 Sep 2014 - 19 Dec 2019 Independent Director, Siam City insurance Plc.</li></ul>		
Number of SE-ED share held (As of December 31, 2020)	- None -		
Forbidden Qualification	<ul style="list-style-type: none"><li>▪ No record of committing criminal offenses against property committed by fraud.</li><li>▪ No transaction which may cause conflict of interest with the Company during the past year.</li></ul>		
Conflict of interest in this meeting	Agenda 5 To consider the appointment of new directors in replacement of those who are due to retire by rotation.		


## Information Director and Independent Director

Name - surname	Mr. Pravit Tantiwasinchai		
Age	64 Years		
Address	333/42 Mailomruen Village, Chalermprakiat Roh 9, Nongbon, Pravet, Bangkok, Thailand. Zip code 10250		
Position in SE-ED	Directors and Chairman of Audit Committee		
Director type	Independent Director		
Staring Year of Directorship	April 22, 1999		
Term of Service / Years	8 Times / 21 Years		
Education	<ul style="list-style-type: none"><li>■ Bachelor Certificate (Audit), Chulalongkorn University</li><li>■ Bachelor Degree (Audit), Chulalongkorn University</li></ul>		
Director Training Certified	<ul style="list-style-type: none"><li>■ Thai Institute of Director (IOD) - Director Accreditation Program (DAP)</li></ul>		
Working Experiences	<ul style="list-style-type: none"><li>■ 23 Dec 2017 - present      Chairman of Audit Committee, SE-EDUCATION Plc.</li><li>■ 22 Dec 1999 - persent      Audit Committee, SE-EDUCATION Plc.</li><li>■ 22 Apr 1999 - present      Director and Independent Director, SE-EDUCATION Plc.</li><li>■ 2012 - present      Director, MK Restaurant Group Plc.</li><li>■ 2012 - 2016      Deputy Managing Director of Accounting and Finance Group, MK Restaurant Group Plc.</li><li>■ 2006 - 2012      Deputy Managing Director of Accounting and Finance Group, MK Restaurant Co., Ltd.</li><li>■ 1994 - 2006      Accounting &amp; Financial Executive Manager, MK Restaurant Co., Ltd.</li></ul>		
Number of SE-ED share held (As of December 31, 2020)	- None -		
Forbidden Qualification	<ul style="list-style-type: none"><li>■ No record of committing criminal offenses against property committed by fraud.</li><li>■ No transaction which may cause conflict of interest with the Company during the past year.</li></ul>		
Conflict of interest in this meeting	Agenda 5 To consider the appointment of new directors in replacement of those who are due to retire by rotation.		


## Information Director and Independent Director

Name – surname	Mr. Kachen Benjakul		
Age	43 Years		
Address	224/35 Laddarom Elegance Village Soi Ramintra 14, Ramintra Road, Taraeng, Bangkhen, Bangkok, Thailand. Zip code 10230		
Position in SE-ED	Director, Audit Committee and Chairman of Recruitment & Remuneration Committees		
Director type	Independent Director		
Staring Year of Directorship	June 28, 2005		
Term of Service / Years	7 Times / 15 Years		
Education	<ul style="list-style-type: none"><li>▪ Master of Arts in International Economic and Finance, Chulalongkorn University.</li><li>▪ Bachelor of Industrial Engineering (I.E.), Chulalongkorn University.</li></ul>		
Director Training Certified	<ul style="list-style-type: none"><li>▪ Thai Institute of Director (IOD) - Director Accreditation Program (DAP)</li></ul>		
Working Experiences	<ul style="list-style-type: none"><li>▪ 9 Nov 2018 - present      The Chairman of the Recruitment &amp; Remuneration Committees, SE-EDUCATION Plc.</li><li>▪ 27 Feb 2018 - present      Recruitment &amp; Remuneration Committee, SE-EDUCATION Plc.</li><li>▪ 12 Nov 2009 - present      Audit Committee, SE-EDUCATION Plc.</li><li>▪ 28 Jun 2005 - present      Director and Independent Director, SE-EDUCATION Plc.</li><li>▪ 2008 - present      Consultant for Human Resources, Plearnpattana School, Plearn Patt Co., Ltd.</li><li>▪ 2006 - 2008      Executive Director, Plearnpattana School, Plearn Patt Co., Ltd.</li><li>▪ May 2012 - present      Audit Committee, Project Planning Service Plc.</li><li>▪ 2001 - 2004      Senior Equity Analyst, Government Pension Fund (GPF)</li><li>▪ 2000 – 2001      Analyst, Government Pension Fund (GPF)</li></ul>		
Number of SE-ED share held (As of December 31, 2020)	473,231 shares, equaling to 0.1207% of total shares with voting rights (SE-ED shareholding includes shares of spouse and minor children.)		
Forbidden Qualification	<ul style="list-style-type: none"><li>▪ No record of committing criminal offenses against property committed by fraud.</li><li>▪ No transaction which may cause conflict of interest with the Company during the past year.</li></ul>		
Conflict of interest in this meeting	- None -		

## Information Director and Independent Director

Name – surname	Ms. Tippawan Pinvanichkul		
Age	54 Years		
Address	123 Rajapreuk 28 alley, Rajapreuk Road, Talingchan, Bangkok, Thailand. Zip code 10170		
Position in SE-ED	Directors and Audit Committee		
Director type	Independent Director		
Staring Year of Directorship	August 16, 2019		
Term of Service / Months	1 Time / 1 Year		
Education	<ul style="list-style-type: none"><li>■ Ph.D. in Management of Technology, Asian Institute of Technology (AIT)</li><li>■ M.B.A. in Management of Technology, Asian Institute of Technology (AIT)</li><li>■ B.A. in Accounting, Thammasat University</li></ul>		
Director Training Certified	<ul style="list-style-type: none"><li>■ Thai Institute of Director (IOD)<ul style="list-style-type: none"><li>- Advanced Audit Committee Program (AACP)</li><li>- Company Reporting Program (CRP)</li></ul></li></ul>		
Working Experiences	<ul style="list-style-type: none"><li>■ 16 Aug 2019 - present      Director, SE-EDUCATION Plc.</li><li>■ 16 Aug 2019 - present      Audit Committee and Independent Director, SE-EDUCATION Plc.</li><li>■ 2015 - present      Committee member and Treasurer of Thai Business Incubators and Science Park Association.</li><li>■ 24 Jul 2014 - present      Director, Nawawiwat Co., Ltd.</li><li>■ 2013 - present      Audit committee and Independent Director, Mudman Plc.</li><li>■ 2009 - present      Advisor of Baker Tilly (Thailand) Co., Ltd.</li><li>■ 1 Oct 2010 - present      Vice President for Property and Finance, King MomgKut’s University of Technology Thonburi.</li><li>■ 8 Feb 2018 – 29 Nov 2018      Independent director, SMEs Bank.</li></ul>		
Number of SE-ED share held (As of December 31, 2020)	- None -		
Forbidden Qualification	<ul style="list-style-type: none"><li>■ No record of committing criminal offenses against property committed by fraud.</li><li>■ No transaction which may cause conflict of interest with the Company during the past year.</li></ul>		
Conflict of interest in this meeting	Agenda 5 To consider the appointment of new directors in replacement of those who are due to retire by rotation.		

## Information Company Secretary

Name – surname	Mr. Suparat Tangsriwong		
Age	49 Years		
Address	1858/87-90 Interlink Tower Building 19 <sup>th</sup> Floor, Dabaratna Road Bangna Tai, Bangna, Bangkok, Thailand. Zip code 10260		
Position held in SE-ED	Director of Corporate Planning & Business Expansion and Company Secretary		
Staring date of Company’s Secretary	February 25, 2021		
Educational Background	■ Bachelor of Science Program in Computer Science, Chiang Mai University		
Working Experience	<div><div>■ 25 Feb 2021 - present</div><div>Company Secretary, SE-EDUCATION Plc.</div></div> <div><div>■ 22 Nov 2019 - present</div><div>Director of Corporate Planning &amp; Business Expansion, SE-EDUCATION Plc.</div></div> <div><div>■ 1 Oct 2018 - 21 Nov 2019</div><div>Assistant Director in Marketing &amp; Non Book, SE-ED Book Center, SE-EDUCATION Plc.</div></div> <div><div>■ 1 Apr 2016 - 30 Sep 2018</div><div>Assistant Director of Business Development, Rattana Jarutat Co., Ltd.</div></div> <div><div>■ 1 May 2014 - 28 Feb 2016</div><div>Assistant Director of Sales, Summit Windmill Golf Club Co., Ltd.</div></div>		
Number of SE-ED share held (As of December 31, 2020)	- None -		
Forbidden Qualification	<div><div>■ No record of committing criminal offenses against property committed by fraud.</div><div>■ No transaction which may cause conflict of interest with the Company during the past year.</div></div>		

Document and evidence to be declared prior to the meeting, and the proxy method,  
registration, the performance of voting

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**Document and evidence to be declared on the Meeting day**

For Individual Shareholders

**In case of attendance in person:**

- Covering letter which bears a barcode attached to the Notice of the Meeting.
- A document issued by a government agency, which has not yet expired, such as National ID card, Government Official ID, or passport.

**In case of appointment of a proxy:**

- The Proxy Form, having the barcode, attached to the Notice of her Meeting completely filled in and signed by the grantor and the proxy.
- Certified true and correct copies of the identification document issued by a government agency, which has not yet expired, National ID card, Government Official ID, or passport of the Shareholder.
- Certified true and correct copies of the identification document issued by a government agency, which has not yet expired, National ID card, Government Official ID, or passport of the Proxy.

For Juristic Shareholders, registered in Thailand

**In case of attendance in person by the authorized representative**

- Covering letter which bears a barcode attached to the Notice of the Meeting.
- Certified true and correct copies of the identification document issued by a government agency, which has not yet expired, National ID card, Government Official ID, or passport of the Juristic Shareholder.
- Certified true and correct copy of Affidavit or Certificate of Incorporation of the juristic shareholder signed by the juristic person's representative, which shows that the representative attending the Meeting is authorized to act on behalf of the juristic person shareholder.

**In case of appointment of proxy**

- The Proxy Form, having the barcode, attached to the Notice of the Meeting completely filled in and signed by the juristic person's representative according to specify in the certification which issued by the former Ministry of Commerce and affix of seal of juristic person (if any).

- Certified true and correct copy of Affidavit or Certificate of Incorporation of the juristic shareholder signed by the juristic person's representative, which shows that the representative attending the Meeting is authorized to act on behalf of the juristic person shareholder.
- Certified true and correct copies of the identification document issued by a government agency, which has not yet expired, National ID card, Government Official ID, or passport of the Juristic Shareholder.
- Certified true and correct copies of the identification document issued by a government agency, which has not yet expired, National ID card, Government Official ID, or passport of the grantor.

**For Non-Thai Shareholders and Juristic Persons Incorporated under Foreign Law**

Please prepare documents similar to the cases of a natural person or juristic person, but the identification documents must be as below:

- Certified true and correct copy of passport of the shareholder or representative of a juristic person or proxy.
- Certified true and correct copy of Affidavit or Certificate of Incorporation of such juristic person, issued by either the government authority of the country where such juristic person situated, signed by a representative of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, authorized signatory, conditions or limitations of authorized signatories, and the location of the head office.
- Any documents without a master copy in the English language must be attached with an English translation, to be certified true by the shareholder or representative of the juristic person.

**For Foreign Shareholders Appointing a Custodian in Thailand**

- Document similar to the case of juristic person.
- Power of Attorney granted by the shareholder to authorize the custodian to sign the proxy Form on his/her behalf.
- Certification Letter of the custodian who signs the Proxy Form, which shows that the custodian is permitted to engage in the business of custodian.



### **Appointment of Proxy**

The Company has dispatched Proxy Form B, as specified by the Department of Business Development, Ministry of Commerce, with clear details to any shareholders unable to attend the Meeting themselves, in order to appoint other person

- 1) Shareholders are unable to attend the Meeting themselves, in order to appoint other persons or any of the Independent Director, as proposed, to act as their proxy. There are some details on directors proposed by the Company to be appointed as proxies by shareholders as show in the attachment. Shareholders may specify more than one proxy for greater flexibility, in case any of the appointed proxies are themselves unable to attend the Meeting in person, so other proxies can attend the Meeting for them.
- 2) Closing stamp duty 20 Baht and mark to the date to correction and effecting as laws so that the Company provide stamp duty for the grantor who register on the meeting day.
- 3) Send proxy at Investor Relation within April 20, 2021 in order to officer audit document.

Shareholders are unable to split their vote among different proxies in the Meeting. In the voting procedure in each motion, shareholders can vote only for approval, disapproval or abstention.

The Company has also dispatched Proxy Form A (a general and simple proxy form) and Proxy Form C for foreign shareholders appointing custodians in Thailand. Interested shareholders can obtain information from the Company's website at <http://corporate.se-ed.com>

### **Registration to Attend the Meeting**

Registration for participating in the Annual General Meeting will begin not less than 2 hour or since 12.00 p.m. (noon), at the Conference Room 11A of the Interlink Tower Building 9<sup>th</sup> Floor (Formerly Nation Tower), Debaratna Road, Bangna Tai, Bangna, Bangkok. per the attached map.

### **Vote Regulation for the Shareholders' Meeting**

Voting Procedure: Each agenda vote will be made by casting the vote on the ballot paper shareholder received during the meeting registration. For voting, it is considered one share one vote. Each shareholder has votes according to the number of shares, or as authorized by proxies. In the vote tally, the Company will use the Vote 'Disagree' or 'Abstain' to deduct from the total vote from the shareholders who attended the meeting.

1. The shareholders who participate by themselves and by proxies in type A and type B cannot divide the votes in each agenda. However, the proxies in type C can divide the votes. And, in the voting in proxy letter type A and B, if the vote is over-vote or short-vote, or vote is divided, it will be considered as "Abstain" for all. In the letter of proxy type C, if the vote is over-vote, it will be considered as "Abstain ", but if the vote comes short, the short-vote will be considered as "Abstain ".

2. The Chairman will ask those shareholders who vote "Disagree" or "Abstain" to raise hand and pass the ballot card to the staffs for collection to allow the counting of vote to take place. In case, there is no shareholders vote "Disagree" or vote "Abstain", the shareholders are considered as vote "Agree" to the proposal.
3. Staffs will collect and count the vote by using barcode to scan the barcode stripe in the voting card to allow faster vote counting in each agenda and the announcement to the meeting will be made later.
4. In case the shareholder who has voting card and plan not to be in the meeting place during the vote of any agenda and also need to reserve the right to vote in the card in each agenda. The shareholder is required to vote in advance and hand in the voting card to the staff at the entrance door. If the voting cards are not properly handed to the staffs, the Company considers that shareholder vote "Agree" for that particular and the remaining agenda.
5. For voting the agenda in the issue of the election of Directors in replacement of Directors whose the term has expired, the company will temporarily suspend the registration for shareholders to the meeting during such agenda, so as to ensure the number of vote. This is to ensure that all voting are counted so as to abide by the rule governed by SEC, Thai Investor Association, Listed Companies Association, as well as to meet the desirable practice stated in the evaluation of Annual General Shareholder's Meeting. During the vote counting, the Company will collect all the "Agree" voting cards for recheck after the meeting. This voting agenda will be considered an individual vote.
6. Prior to the vote in each agenda, the shareholders can share their views or ask question about the issues related to that particular agenda. Shareholders who would like to query can raise their hands. When the Chairman permits, the shareholders should declare whether he or she is shareholder or proxy. Then, give the name and last name before asking or expressing the views.

However, for the shareholders who vote "Agree" for each agenda, please leave the voting cards, as an evidence of voting, to the staffs before leaving the place.

## Articles of Association of the Company relation

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**Article 31** The Ordinary general meeting shall be held once in a year within 4 months from the date of closing account of Company.

Other meetings, apart from the above mentioned meeting, are called Extraordinary Meeting whenever they think fit or shareholders holding not less than one-fifth of the total number of share sold or not less than twenty-five shareholders holding not less than one-tenth of the total number of share sold, may request the Board of Directors in writing the summon an Extra ordination Meeting of shareholders at any time, provided the written request shall specify the reasons for the request. The Board of Directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholders.

**Article 32** The Board of directors shall summon a shareholders meeting by sending a notice to the shareholders not less than seven days before the date of the meeting. The notice shall specify the place, date, time and agenda of the meeting and the subject matter to be submitted to the meet together with appropriate details. Such notice shall be published in a newspaper not less than three consecutive before the date of the meeting.

**Article 33** The quorum of shareholders meeting shall be either not less than twenty-five shareholders present and proxies (if any) or not less than half of the total number of shareholders, and the total number of shares altogether should not less than one third of the total number of share sold.

If after one hour from the time fixed for any general meeting of shareholders, the number of shareholders present does not constitute a quorum as specified, such meeting shall be cancelled if such general meeting was requested by the shareholders. However, in some other case, the meeting shall be called again and notice for a new meeting shall be sent to shareholders not less than seven days prior to the meeting. In the new meeting, no quorum shall be required.

**Article 34** In casting votes, each shareholder shall have votes equal to the number of share held. The resolution of the shareholders meeting shall comprise the following votes:

- (1) All general case: Resolutions shall require a majority of the total of vote votes cast by shareholders present and vote at the meeting. In case the votes are tied, the Chairman of the meeting shall have a casting vote.
- (2) Continued case: The resolutions of the shareholders' meeting in the following cases requires no less than three quarters of the total number of votes of shareholder who attend the meeting with the right to vote:
  - (A) Sale or transfer of the whole or important part of the business of the Company;
  - (B) Purchase or acceptance of transfer of the business of other companies or private companies by the Company.
  - (C) Entering into, amending, or terminating contracts with respect to the granting of lease of the whole or important parts of the business of the Company, with other persons with the purpose of profit and loss sharing.

**Article 35** The business to be transacted at the ordinary meeting is as follow:

- (1) The directors present to the meeting the report showing how the business of the Company was conducted during the year under review.
- (2) Consideration and approval Balance Sheet
- (3) Consideration and allocate profit
- (4) Election of new directors in place of those retired by rotation
- (5) Appointment of the auditor
- (6) Other business.



อากรแสตมป์  
20 บาท  
Revenue  
Stamp  
20 Baht

เอกสารแนบ 9  
Enclosure No.9

หนังสือมอบฉันทะ (แบบ ก.)  
Proxy (Form A.)

เลขทะเบียนผู้ถือหุ้น  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Written at \_\_\_\_\_  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

สัญชาติ

Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท ซีอีดูเคชั่น จำกัด (มหาชน) (“บริษัทฯ”)

am/are (a) shareholder(s) of SE-EDUCATION Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total number of shares and having the right to vote equal to votes as follows.

☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares and having the right to vote equal to votes

☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้ / Hereby appoint

(ผู้ถือหุ้นสามารถแต่งตั้งบุคคลเป็นผู้รับมอบฉันทะได้ 5 คน โดยผู้รับมอบฉันทะคนใดคนหนึ่งเพียงคนเดียวเท่านั้นที่จะเป็นผู้แทนของผู้ถือหุ้นในการมาเข้าร่วมประชุมผู้ถือหุ้น ทั้งนี้ ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ หรือเลขานุการของบริษัทฯ ก็ได้ โดยกาเครื่องหมาย ✓ หน้าชื่อกรรมการอิสระ หรือเลขานุการบริษัท ที่ปรากฏข้างท้ายนี้ / Shareholder may appoint 5 proxies and only one of them shall represent him/her to attend the Meeting. Shareholder may appoint Independent Directors or Company Secretary of the Company by indicating ✓ in the boxes in front of their names listed below.)

☐ นายเกษมสันต์ วีระกุล / Mr. Kasemsant Weerakun กรรมการอิสระ / Independent Director อายุ / Age 57 ปี / Years  
อยู่บ้านเลขที่ 366/193 ซอยสุขุมวิท 18 ซิตีสมาร์ทคอนโด ชั้น P2 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110  
Residing at 366/193 Soi Sukhumvit 18, City Smart Condo P2 Floor, Sukhumvit Road, Khlong Toei, Bangkok, Thailand.  
Zip code 10110

หรือ/or ☐ นายประวิทย์ ตันติวสินชัย / Mr. Pravitt Tantiwasinchai กรรมการอิสระ / Independent Director อายุ / Age 64 ปี / Years  
อยู่บ้านเลขที่ 333/42 หมู่บ้านไม้ล้อมเรือน ถนนเฉลิมพระเกียรติ ร.9 แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250 /  
Residing at 333/42 Mai Lom Ruen Village, Chaloem Prakit Rama 9 Road, Nongbon, Prawet, Bangkok, Thailand.  
Zip code 10250

หรือ/or ☐ นายคเชนทร์ เบญจกุล / Mr. Kachen Benjakul กรรมการอิสระ / Independent Director อายุ / Age 43 ปี / Years  
อยู่บ้านเลขที่ 342/26 หมู่บ้านพฤษภิรมย์ ซอยรามอินทรา 14 ถนนรามอินทรา แขวงท่าแร้ง เขตบางเขน กรุงเทพมหานคร 10230 /  
Residing at 342/26 Pruek pirom Village, Soi Ramintra 14, Ramintra Road, Thareang, Bangkok, Thailand.  
Zip code 10230

หรือ/or ☐ นางสาวทิพวรรณ ปิ่นวนิชย์กุล / Ms. Tippawan Pinvanichkul กรรมการอิสระ / Independent Director อายุ / Age 54 ปี / Years  
บ้านเลขที่ 123 ซอยราชพฤกษ์ 28 ถนนราชพฤกษ์ ดลิ่งชัน กรุงเทพฯ 10170 / Residing at 123 Rajapreuk 28 alley, Rajapreuk Road, Talingchan, Bangkok, Thailand. Zip code 10170

หรือ/or ☐ นายสุภรัตน์ ตั้งศรีวงศ์ / Mr. Suparat Tangsriwong เลขานุการบริษัท / Company Secretary อายุ / Age 49 ปี / Years  
อยู่บ้านเลขที่ 1858/87-90 อาคารอินเทอร์ลิงค์ทาวเวอร์ ชั้น 19 ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 / Residing  
at 1858/87-90 Interlink Tower Building 19<sup>th</sup> Floor, Debaratna Rd., Bangna Tai, Bangna, Bangkok, Thailand. Zip code 10260

หรือ/or ☐ ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี / year อยู่บ้านเลขที่ /  
residing at \_\_\_\_\_ ถนน / Road \_\_\_\_\_ ตำบล/แขวง / Sub-district  
\_\_\_\_\_ อำเภอ/เขต / District \_\_\_\_\_ จังหวัด / Province \_\_\_\_\_ รหัสไปรษณีย์ /  
Postal Code \_\_\_\_\_

หรือ/or ☐ ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี / year อยู่บ้านเลขที่ /  
residing at \_\_\_\_\_ ถนน / Road \_\_\_\_\_ ตำบล/แขวง / Sub-district  
\_\_\_\_\_ อำเภอ/เขต / District \_\_\_\_\_ จังหวัด / Province \_\_\_\_\_ รหัสไปรษณีย์ /  
Postal Code \_\_\_\_\_

หรือ/or ☐ ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี / year อยู่บ้านเลขที่ /  
residing at \_\_\_\_\_ ถนน / Road \_\_\_\_\_ ตำบล/แขวง / Sub-district  
\_\_\_\_\_ อำเภอ/เขต / District \_\_\_\_\_ จังหวัด / Province \_\_\_\_\_ รหัสไปรษณีย์ /  
Postal Code \_\_\_\_\_

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี ครั้งที่ 1/2564 ในวันพุธที่ 21 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุม 11A อาคารอินเทอร์ลิงค์ ทาวเวอร์ ชั้น 9 ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / Only one of them to represent myself/ourselves for attending and voting on my/our behalf at the Shareholder's Annual General Meeting No.1/2021 (B.E.) to be held on Wednesday April 21, 2021 at 02.00 p.m. at the conference room 11A of the Interlink Tower Building 9<sup>th</sup> Floor on Debaratna Road, Bangna -Tai, Bangna, Bangkok, or such other date, time and place as the Meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุมนี้ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ / Any act(s) performed by the Proxy in this Meeting shall be deemed to be the action(s) performed by myself/ourselves in all respects.

ลงนาม / Signed \_\_\_\_\_ ผู้มอบฉันทะ / Grantor  
( \_\_\_\_\_ )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( \_\_\_\_\_ )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( \_\_\_\_\_ )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( \_\_\_\_\_ )

เพื่อความรวดเร็วในการลงทะเบียน  
โปรดนำแบบฟอร์มลงทะเบียนเข้าร่วมการประชุมซึ่งพิมพ์บาร์โค้ด มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุม  
Please convenience in the registration,  
Please bring your barcode already printed on the Registration Form to show at the meeting.

**หมายเหตุ / Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ / The shareholder appointing the Proxy must authorize only one proxy to attend and vote at the Meeting and cannot split the number of shares to many proxies for splitting votes.
2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้ / The shareholder must authorize the votes to the Proxy equal to the total numbers of shares specified in Clause (2) and cannot divide those specified shares in partial to the proxy.
3. หนังสือมอบฉันทะ แบบ ค. ซึ่งเป็นแบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คิสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น ซึ่งบริษัทฯ ได้เผยแพร่ไว้บนเว็บไซต์ของบริษัทฯ <http://corporate.se-ed.com> เพื่อให้ผู้ถือหุ้นสามารถดึงข้อมูลมาใช้ได้ตามความเหมาะสม / Proxy Form C for foreign shareholders appointing custodians in Thailand. Interested shareholders can obtain information from the company' website at <http://corporate.se-ed.com>





หนังสือมอบฉันทะ (แบบ ข.)  
Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Written at \_\_\_\_\_  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

สัญชาติ

Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท ซีอีดูเคชั่น จำกัด (มหาชน) (“บริษัทฯ”)

am/are (a) shareholder(s) of SE-EDUCATION Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total number of shares and having the right to vote equal to votes as follows.

☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares and having the right to vote equal to votes

☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้ / Hereby appoint

(ผู้ถือหุ้นสามารถแต่งตั้งบุคคลเป็นผู้รับมอบฉันทะได้ 5 คน โดยผู้รับมอบฉันทะคนใดคนหนึ่งเพียงคนเดียวเท่านั้นที่จะเป็นผู้แทนของผู้ถือหุ้นในการมาเข้าร่วมประชุมผู้ถือหุ้น ทั้งนี้ ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ หรือเลขานุการของบริษัทฯ ก็ได้ โดยกาเครื่องหมาย ✓ หน้าชื่อกรรมการอิสระ หรือเลขานุการบริษัท ที่ปรากฏข้างท้ายนี้ / Shareholder may appoint 5 proxies and only one of them shall represent him/her to attend the Meeting. Shareholder may appoint Independent Directors or Company Secretary of the Company by indicating ✓ in the boxes in front of their names listed below.)

☐ นายเกษมสันต์ วีระกุล / Mr. Kasemsant Weerakun กรรมการอิสระ / Independent Director อายุ / Age 57 ปี / Years  
อยู่บ้านเลขที่ 366/193 ซอยสุขุมวิท 18 ซิตีสมาร์ทคอนโด ชั้น P2 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110  
Residing at 366/193 Soi Sukhumvit 18, City Smart Condo P2 Floor, Sukhumvit Road, Khlong Toei, Bangkok, Thailand.  
Zip code 10110

หรือ/or ☐ นายประวิทย์ ตันติวสินชัย / Mr. Pravitt Tantiwasinchai กรรมการอิสระ / Independent Director อายุ / Age 64 ปี / Years  
อยู่บ้านเลขที่ 333/42 หมู่บ้านไม้ล้อมเรือน ถนนเฉลิมพระเกียรติ ร.9 แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250 /  
Residing at 333/42 Mai Lom Ruen Village, Chaloem Prakit Rama 9 Road, Nongbon, Prawet, Bangkok, Thailand.  
Zip code 10250

หรือ/or ☐ นายคเชนทร์ เบญจกุล / Mr. Kachen Benjakul กรรมการอิสระ / Independent Director อายุ / Age 43 ปี / Years  
อยู่บ้านเลขที่ 342/26 หมู่บ้านพฤษภิรมย์ ซอยรามอินทรา 14 ถนนรามอินทรา แขวงท่าแร้ง เขตบางเขน กรุงเทพมหานคร 10230 /  
Residing at 342/26 Pruek pirom Village, Soi Ramintra 14, Ramintra Road, Thareang, Bangkok, Thailand.  
Zip code 10230

หรือ/or ☐ นางสาวทิพวรรณ ปิ่นวนิชย์กุล / Ms. Tippawan Pinvanichkul กรรมการอิสระ / Independent Director อายุ / Age 54 ปี / Years  
บ้านเลขที่ 123 ซอยราชพฤกษ์ 28 ถนนราชพฤกษ์ ดลิ่งชัน กรุงเทพฯ 10170 / Residing at 123 Rajapreuk 28 alley, Rajapreuk Road,  
Talingchan, Bangkok, Thailand. Zip code 10170

หรือ/or ☐ นายสุรรัตน์ ตั้งศรีวงศ์ / Mr. Suparat Tangsriwong เลขานุการบริษัท / Company Secretary อายุ / Age 49 ปี / Years  
อยู่บ้านเลขที่ 1858/87-90 อาคารอินเตอร์ลิงค์ทาวเวอร์ ชั้น 19 ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 / Residing  
at 1858/87-90 Interlink Tower Building 19<sup>th</sup> Floor, Debaratna Rd., Bangna Tai, Bangna, Bangkok, Thailand. Zip code 10260

หรือ/or ☐ ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี / year อยู่บ้านเลขที่ /  
residing at \_\_\_\_\_ ถนน / Road \_\_\_\_\_ ตำบล/แขวง / Sub-district  
\_\_\_\_\_ อำเภอ/เขต / District \_\_\_\_\_ จังหวัด / Province \_\_\_\_\_ รหัสไปรษณีย์ /  
Postal Code \_\_\_\_\_

หรือ/or ☐ ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี / year อยู่บ้านเลขที่ /  
residing at \_\_\_\_\_ ถนน / Road \_\_\_\_\_ ตำบล/แขวง / Sub-district  
\_\_\_\_\_ อำเภอ/เขต / District \_\_\_\_\_ จังหวัด / Province \_\_\_\_\_ รหัสไปรษณีย์ /  
Postal Code \_\_\_\_\_

หรือ/or ☐ ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี / year อยู่บ้านเลขที่ /  
residing at \_\_\_\_\_ ถนน / Road \_\_\_\_\_ ตำบล/แขวง / Sub-district  
\_\_\_\_\_ อำเภอ/เขต / District \_\_\_\_\_ จังหวัด / Province \_\_\_\_\_ รหัสไปรษณีย์ /  
Postal Code \_\_\_\_\_

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี ครั้งที่ 1/2564 ในวันพุธที่ 21 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุม 11A อาคารอินเตอร์ลิงค์ ทาวเวอร์ ชั้น 9 ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / Only one of them to represent myself/ourselves for attending and voting on my/our behalf at the Shareholder's Annual General Meeting No.1/2021 (B.E.) to be held on Wednesday April 21, 2021 at 02.00 p.m. at the conference room 11A of the Interlink Tower Building 9<sup>th</sup> Floor on Debaratna Road, Bangna -Tai, Bangna, Bangkok, or such other date, time and place as the Meeting may be adjourned.

(1) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we authorize the Proxy to vote on my/our behalf as follows.

วาระที่ 1 พิจารณารับรองรายงานการประชุมใหญ่สามัญผู้ถือหุ้น ครั้งที่ 1/2563 เมื่อวันที่ 30 กรกฎาคม 2563

Agenda No. 1 To consider the Minutes of the Annual General Shareholders' Meeting No.1/2020 held on July 30, 2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.

☐ เห็นด้วย / Agree

☐ ไม่เห็นด้วย / Disagree

☐ จดออกเสียง / Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทฯ และรายงานของคณะกรรมการบริษัทฯ ประจำปี 2563

Agenda No. 2 To acknowledge the Company's Performance and the Board of Director's Meeting Report of 2020.

วาระที่ 3 พิจารณานุมัติ และรับรองงบแสดงฐานะทางการเงิน ณ วันที่ 31 ธันวาคม 2563 งบกำไรขาดทุนของบริษัทฯ และงบกระแสเงินสด สิ้นสุดวันเดียวกัน ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีประจำปี 2563

Agenda No. 3 To consider and approve the Company's Statements of Financial Position as of December 31, 2020, the Income Statement and the Cash Flow Statement, which are audited by the auditor of the year 2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.

☐ เห็นด้วย / Agree

☐ ไม่เห็นด้วย / Disagree

☐ จดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติงดจ่ายปันผล สำหรับผลการดำเนินงานประจำปี 2563

Agenda No. 4 To approve no distribution of the annual dividend payment for the Company's Performance in 2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.

☐ เห็นด้วย / Agree

☐ ไม่เห็นด้วย / Disagree

☐ จดออกเสียง / Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda No. 5 To consider the appointment of new directors in replacement of those who are due to retire by rotation.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- ☐ การเลือกตั้งกรรมการทั้งชุด / Election of all directors
- ☐ เห็นด้วย / Agree ☐ ไม่เห็นด้วย / Disagree ☐ จดออกเสียง / Abstain
- ☐ การเลือกตั้งกรรมการเป็นรายบุคคล ดังนี้ / Election of each individual director as follows:
1. นายเกษมสันต์ วีระกุล / Mr. Kasemsant Weerakun
- ☐ เห็นด้วย / Agree ☐ ไม่เห็นด้วย / Disagree ☐ จดออกเสียง / Abstain
2. นายประวิทย์ ตันติวสินชัย / Mr. Pravit Tantiwasinchai
- ☐ เห็นด้วย / Agree ☐ ไม่เห็นด้วย / Disagree ☐ จดออกเสียง / Abstain
3. ผศ.ดร. ทิพวรรณ ปิ่นวนิชย์กุล / Asst. Prof. Tippawan Pinvanichkul, Ph.D.
- ☐ เห็นด้วย / Agree ☐ ไม่เห็นด้วย / Disagree ☐ จดออกเสียง / Abstain
4. นายทอง โชติสรยุทธ์ / Mr. Thanong Chotisorayuth
- ☐ เห็นด้วย / Agree ☐ ไม่เห็นด้วย / Disagree ☐ จดออกเสียง / Abstain

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทน ประจำปี 2564

Agenda No. 6 To consider and appoint the auditor and to set the audit fee for the year 2021.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- ☐ เห็นด้วย / Agree ☐ ไม่เห็นด้วย / Disagree ☐ จดออกเสียง / Abstain

วาระที่ 7 พิจารณานุมัติค่าตอบแทนกรรมการ สำหรับปี 2564

Agenda No. 7 To consider the Directors' remuneration for the year 2021.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- ☐ เห็นด้วย / Agree ☐ ไม่เห็นด้วย / Disagree ☐ จดออกเสียง / Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 8 To consider other businesses (if any).

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- ☐ เห็นด้วย / Agree ☐ ไม่เห็นด้วย / Disagree ☐ จดออกเสียง / Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็น การลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น / Voting by the Proxy in any agenda that is not in accordance to that specified on this proxy form is deemed invalid and not mine/ours as a shareholder.
- (6) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ / Other statements or evidences (if any) of the Proxy

- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ / Any act(s) performed by the Proxy in this Meeting, except such vote(s) that is(are) not in accordance to my/ our intentions specified on this proxy form, shall be deemed to be the action(s) performed by myself/ourselves in all respects.

ลงนาม / Signed \_\_\_\_\_ ผู้มอบฉันทะ / Grantor  
( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( )

เพื่อความรวดเร็วในการลงทะเบียน  
โปรดนำแบบฟอร์มลงทะเบียนเข้าร่วมการประชุมซึ่งพิมพ์บาร์โค้ด มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุม  
Please convenience in the registration,  
Please bring your barcode already printed on the Registration Form to show at the meeting.

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ / The shareholder appointing the Proxy must authorize only one proxy to attend and vote at the Meeting and cannot split the number of shares to many proxies for splitting votes.
2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้ / The shareholder must authorize the votes to the Proxy equal to the total numbers of shares specified in Clause (2) and cannot divide those specified shares in partial to the proxy.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ / In case there is more agenda than those specified above, the shareholder may display such additional agenda in the attached supplemental proxy form B.
4. กรณีหากมีข้อกำหนด หรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลง หรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้ส่วนเสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุม และออกเสียงลงคะแนนก็สามารถแถลง หรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (6) / If there is any rule or regulation requiring the Proxy to make any statement or provide any evidence, such as the case that the Proxy has interest in any matter which he/she attends and votes at the Meeting, he/she may declare or provide relevant evidence by specifying in Clause (6).
5. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล / In the agenda of the election of directors, Shareholder or the Proxy may vote for either all directors or each individual director.
6. หนังสือมอบฉันทะ แบบ ก. ซึ่งเป็นหนังสือมอบฉันทะทั่วไปที่ง่ายไม่ซับซ้อน และ แบบ ค. ซึ่งเป็นแบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝาก และดูแลหุ้น ซึ่งบริษัทฯ ได้เผยแพร่ไว้บนเว็บไซต์ของบริษัทฯ <http://corporate.se-ed.com> / Proxy Form A, a general and simple proxy form and Proxy Form C for foreign shareholders appointing custodians in Thailand. Interested shareholders can obtain information from the company' website at <http://corporate.se-ed.com>



**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
Supplemental Proxy Form B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ซีเ็ดยูเคชั่น จำกัด (มหาชน)

As the Proxy to act on behalf of the shareholder of SE-EDUCATION Public Company Limited

ในการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี ครั้งที่ 1/2564 ในวันพุธที่ 21 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุม 11A อาคารอินเตอร์ลิงค์ ทาวเวอร์ ชั้น 9 ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่แจ้งเปลี่ยนแปลงวัน เวลา และ สถานที่อื่นด้วย / in the Shareholder's Annual General Meeting No.1/2021 (B.E.) to be held on Wednesday April 21, 2021 at 02.00 p.m. at the conference room 11A of the Interlink Tower Building 9<sup>th</sup> Floor on Debaratna Road, Bangna-Tai, Bangna, Bangkok, or such other date, time and place as the Meeting may be adjourned.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Subject  
☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.  
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.  
☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Subject  
☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.  
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.  
☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes

วาระที่ \_\_\_\_\_ เรื่อง เลือกตั้งกรรมการ (ต่อ) \_\_\_\_\_  
Agenda Subject Election of Directors (Continues)  
ชื่อกรรมการ \_\_\_\_\_  
Ditector's name.  
☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes  
ชื่อกรรมการ \_\_\_\_\_  
Ditector's name.  
☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes  
ชื่อกรรมการ \_\_\_\_\_  
Ditector's name.  
☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes  
ชื่อกรรมการ \_\_\_\_\_  
Ditector's name.  
☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์ และเป็นความจริงทุกประการ

I/We hereby certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม / Signed \_\_\_\_\_ ผู้มอบฉันทะ / Grantor      ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( ) ( )

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy      ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( ) ( )





อากรแสตมป์  
20 บาท  
Revenue  
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เอกสารแนบ 9  
Enclosure No.9

หนังสือมอบฉันทะ (แบบ ค.)  
Proxy (Form C.)

เลขทะเบียนผู้ถือหุ้น  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Written at \_\_\_\_\_  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

สัญชาติ

Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท ซีอีดูเคชั่น จำกัด (มหาชน) (“บริษัทฯ”)

am/are (a) shareholder(s) of SE-EDUCATION Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total number of shares and having the right to vote equal to votes as follows.

☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares and having the right to vote equal to votes

☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share shares and having the right to vote equal to votes

(3) ขอมอบฉันทะให้ / Hereby appoint

(ผู้ถือหุ้นสามารถแต่งตั้งบุคคลเป็นผู้รับมอบฉันทะได้ 5 คน โดยผู้รับมอบฉันทะคนใดคนหนึ่งเพียงคนเดียวเท่านั้นที่จะเป็นผู้แทนของผู้ถือหุ้นในการมาเข้าร่วมประชุมผู้ถือหุ้น ทั้งนี้ ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ หรือเลขานุการของบริษัทฯ ก็ได้ โดยกาเครื่องหมาย ✓ หน้าชื่อกรรมการอิสระ หรือเลขานุการบริษัท ที่ปรากฏข้างท้ายนี้ / Shareholder may appoint 5 proxies and only one of them shall represent him/her to attend the Meeting. Shareholder may appoint Independent Directors or Company Secretary of the Company by indicating ✓ in the boxes in front of their names listed below.)

☐ นายเกษมสันต์ วีระกุล / Mr. Kasemsant Weerakun กรรมการอิสระ / Independent Director อายุ / Age 57 ปี / Years  
อยู่บ้านเลขที่ 366/193 ซอยสุขุมวิท 18 ซิตีสมาร์ทคอนโด ชั้น P2 ถนนสุขุมวิท แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร 10110  
Residing at 366/193 Soi Sukhumvit 18, City Smart Condo P2 Floor, Sukhumvit Road, Khlong Toei, Bangkok, Thailand.  
Zip code 10110

หรือ/or ☐ นายประวิทย์ ตันติวสินชัย / Mr. Pravitt Tantiwasinchai กรรมการอิสระ / Independent Director อายุ / Age 64 ปี / Years  
อยู่บ้านเลขที่ 333/42 หมู่บ้านไม้ล้อมเรือน ถนนเฉลิมพระเกียรติ ร.9 แขวงหนองบอน เขตประเวศ กรุงเทพมหานคร 10250 /  
Residing at 333/42 Mai Lom Ruen Village, Chaloem Prakit Rama 9 Road, Nongbon, Prawet, Bangkok, Thailand.  
Zip code 10250

หรือ/or ☐ นายคเชนทร์ เบญจกุล / Mr. Kachen Benjakul กรรมการอิสระ / Independent Director อายุ / Age 43 ปี / Years  
อยู่บ้านเลขที่ 342/26 หมู่บ้านพฤษภิรมย์ ซอยรามอินทรา 14 ถนนรามอินทรา แขวงท่าแร้ง เขตบางเขน กรุงเทพมหานคร 10230 /  
Residing at 342/26 Pruek pirom Village, Soi Ramintra 14, Ramintra Road, Thareang, Bangkok, Thailand.  
Zip code 10230

หรือ/or ☐ นางสาวทิพวรรณ ปิ่นวนิชย์กุล / Ms. Tippawan Pinvanichkul กรรมการอิสระ / Independent Director อายุ / Age 54 ปี / Years  
บ้านเลขที่ 123 ซอยราชพฤกษ์ 28 ถนนราชพฤกษ์ ดลิ่งชัน กรุงเทพฯ 10170 / Residing at 123 Rajapreuk 28 alley, Rajapreuk Road,  
Talingchan, Bangkok, Thailand. Zip code 10170

หรือ/or ☐ นายสุภรัตน์ ตั้งศรีวงศ์ / Mr. Suparat Tangsriwong เลขานุการบริษัท / Company Secretary อายุ / Age 49 ปี / Years  
อยู่บ้านเลขที่ 1858/87-90 อาคารอินเทอร์ลิงค์ทาวเวอร์ ชั้น 19 ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260 / Residing  
at 1858/87-90 Interlink Tower Building 19<sup>th</sup> Floor, Debaratna Rd., Bangna Tai, Bangna, Bangkok, Thailand. Zip code 10260

หรือ/or ☐ ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี / year อยู่บ้านเลขที่ /  
residing at \_\_\_\_\_ ถนน / Road \_\_\_\_\_ ตำบล/แขวง / Sub-district  
\_\_\_\_\_ อำเภอ/เขต / District \_\_\_\_\_ จังหวัด / Province \_\_\_\_\_ รหัสไปรษณีย์ /  
Postal Code \_\_\_\_\_

หรือ/or ☐ ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี / year อยู่บ้านเลขที่ /  
residing at \_\_\_\_\_ ถนน / Road \_\_\_\_\_ ตำบล/แขวง / Sub-district  
\_\_\_\_\_ อำเภอ/เขต / District \_\_\_\_\_ จังหวัด / Province \_\_\_\_\_ รหัสไปรษณีย์ /  
Postal Code \_\_\_\_\_

หรือ/or ☐ ชื่อ / Name \_\_\_\_\_ อายุ / Age \_\_\_\_\_ ปี / year อยู่บ้านเลขที่ /  
residing at \_\_\_\_\_ ถนน / Road \_\_\_\_\_ ตำบล/แขวง / Sub-district  
\_\_\_\_\_ อำเภอ/เขต / District \_\_\_\_\_ จังหวัด / Province \_\_\_\_\_ รหัสไปรษณีย์ /  
Postal Code \_\_\_\_\_

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี ครั้งที่ 1/2564 ในวันพุธที่ 21 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุม 11A อาคารอินเทอร์ลิงค์ ทาวเวอร์ ชั้น 9 ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย / Only one of them to represent myself/ourselves for attending and voting on my/our behalf at the Shareholder's Annual General Meeting No.1/2021 (B.E.) to be held on Wednesday April 21, 2021 at 02.00 p.m. at the conference room 11A of the Interlink Tower Building 9<sup>th</sup> Floor on Debaratna Road, Bangna-Tai, Bangna, Bangkok, or such other date, time and place as the Meeting may be adjourned.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี้ ดังนี้

We authorize the Proxy to attend and vote in this Meeting as follows.

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้ / authorize the Proxy to vote equal to the total number of the shares held

☐ มอบฉันทะบางส่วน คือ / authorize in partial as follows.

☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares and having the right to vote equal to votes

☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share shares and having the right to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด / Total voting right \_\_\_\_\_ เสียง / votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้ In this Meeting, we authorize the Proxy to vote on our behalf as follows.

วาระที่ 1 พิจารณารับรองรายงานการประชุมใหญ่สามัญผู้ถือหุ้น ครั้งที่ 1/2563 เมื่อวันที่ 30 กรกฎาคม 2563

Agenda No. 1 To consider the Minutes of the Annual General Shareholders' Meeting No.1/2020 held on July 30, 2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.

☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทฯ และรายงานของคณะกรรมการบริษัทฯ ประจำปี 2563

Agenda No. 2 To acknowledge the Company's Performance and the Board of Director's Meeting Report of 2020.

วาระที่ 3 พิจารณานุมัติ และรับรองงบแสดงฐานะทางการเงิน ณ วันที่ 31 ธันวาคม 2563 งบกำไรขาดทุนของบริษัทฯ และงบกระแสเงินสด สิ้นสุดวันเดียวกัน ซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีประจำปี 2563

Agenda No. 3 To consider and approve the Company's Statements of Financial Position as of December 31, 2020, the Income Statement and the Cash Flow Statement, which are audited by the auditor of the year 2020.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- ☐ เห็นด้วย/Agree \_\_\_\_เสียง/votes    ☐ ไม่เห็นด้วย/Disagree \_\_\_\_เสียง/votes    ☐ งดออกเสียง/Abstain \_\_\_\_เสียง/votes

วาระที่ 4 พิจารณานุมัติจ่ายปันผล สำหรับผลการดำเนินงานประจำปี 2563

Agenda No. 4 To approve no distribution of the annual dividend payment for the Company's Performance in 2020.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- ☐ เห็นด้วย/Agree \_\_\_\_เสียง/votes    ☐ ไม่เห็นด้วย/Disagree \_\_\_\_เสียง/votes    ☐ งดออกเสียง/Abstain \_\_\_\_เสียง/votes

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda No. 5 To consider the appointment of new directors in replacement of those who are due to retire by rotation.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- ☐ การเลือกตั้งกรรมการทั้งหมด / Election of all directors
- ☐ เห็นด้วย/Agree \_\_\_\_เสียง/votes    ☐ ไม่เห็นด้วย/Disagree \_\_\_\_เสียง/votes    ☐ งดออกเสียง/Abstain \_\_\_\_เสียง/votes
- ☐ การเลือกตั้งกรรมการเป็นรายบุคคล ดังนี้ / Election of each individual director as follows:

1. นายเกษมสันต์ วีระกุล / Mr. Kasemsant Weerakun

☐ เห็นด้วย / Agree    ☐ ไม่เห็นด้วย / Disagree    ☐ งดออกเสียง / Abstain

2. นายประวิทย์ ดันตวิสินชัย / Mr. Pravitt Tantiwasinchai

☐ เห็นด้วย / Agree    ☐ ไม่เห็นด้วย / Disagree    ☐ งดออกเสียง / Abstain

3. ผศ.ดร. ทิพวรรณ ปิ่นวนิชย์กุล / Asst. Prof. Tippawan Pinvanichkul, Ph.D.

☐ เห็นด้วย / Agree    ☐ ไม่เห็นด้วย / Disagree    ☐ งดออกเสียง / Abstain

4. นายทงง โชติสรยุทธ์ / Mr. Thanong Chotisorayuth

☐ เห็นด้วย / Agree    ☐ ไม่เห็นด้วย / Disagree    ☐ งดออกเสียง / Abstain

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทน ประจำปี 2564

Agenda No. 6 To consider and appoint the auditor and to set the audit fee for the year 2021.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.
- ☐ เห็นด้วย/Agree \_\_\_\_เสียง/votes    ☐ ไม่เห็นด้วย/Disagree \_\_\_\_เสียง/votes    ☐ งดออกเสียง/Abstain \_\_\_\_เสียง/votes

Agenda No. 7 To consider the Directors' remuneration for the year 2021.

- วาระที่ 8      พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 8 To consider other businesses (if any).

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น / Voting by the Proxy in any agenda that is not in accordance to that specified on this proxy form is deemed invalid and not mine/ours as a shareholder.

(6) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ / Other statements or evidences (if any) of the Proxy

- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณา หรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the Proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ / Any act(s) performed by the Proxy in this Meeting, except such vote(s) that is(are) not in accordance to my/our intentions specified on this proxy form, shall be deemed to be the action(s) performed by myself/ourselves in all respects.

[illegible]

ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
 ( ) ( )

เพื่อความรวดเร็วในการลงทะเบียน  
โปรดนำแบบฟอร์มลงทะเบียนเข้าร่วมการประชุมซึ่งพิมพ์บาร์โค้ด มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุม  
Please convenience in the registration,  
Please bring your barcode already printed on the Registration Form to show at the meeting.

#### หมายเหตุ / Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝาก และดูแลหุ้นให้เท่านั้น / Proxy Form C. is used only in case the shareholder's name appeared on the registration book is a foreign shareholder who appoints the Custodian in Thailand to be in charge of his/her shares.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ / Documents required are
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียนเป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน / Evidence stating authorization from the shareholder to the Custodian to sign the Proxy Form on behalf of him/her
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน / Evidence confirming that the person who signed on the Proxy Form is a licensed Custodian.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุม และออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ / The shareholder appointing the Proxy must authorize only one proxy to attend and vote at the Meeting and cannot split the number of shares to many proxies for splitting votes.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล / In the agenda of the election of directors, Shareholder or the Proxy may vote for either all directors or each individual director.
5. ในกรณีที่มียวาระที่จะพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ / In case there is more agenda than those specified above, the shareholder may display such additional agenda in the attached supplemental proxy form C.
6. กรณีหากมีข้อกำหนด หรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลง หรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้ส่วนเสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุม และออกเสียงลงคะแนนก็สามารถแถลง หรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (6) / If there is any rule or regulation requiring the Proxy to make any statement or provide any evidence, such as the case that the Proxy has interest in any matter which he/she attends and votes at the Meeting, he/she may declare or provide relevant evidence by specifying in Clause (6).



**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.**  
**Supplemental Proxy Form C.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ซีเ็ดยูเคชั่น จำกัด (มหาชน)

As the Proxy to act on behalf of the shareholder of SE-EDUCATION Public Company Limited

ในการประชุมใหญ่สามัญผู้ถือหุ้นประจำปี ครั้งที่ 1/2564 ในวันพุธที่ 21 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุม 11A อาคารอินเตอร์ลิงค์ ทาวเวอร์ ชั้น 9 ถนนเทพรัตน แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร หรือที่แจ้งเปลี่ยนแปลงในวัน เวลา และ สถานที่อื่นด้วย / in the Shareholder's Annual General Meeting No.1/2021 (B.E.) to be held on Wednesday April 21, 2021 at 02.00 p.m. at the conference room 11A of the Interlink Tower Building 9<sup>th</sup> Floor on Debaratna Road, Bangna-Tai, Bangna, Bangkok, or such other date, time and place as the Meeting may be adjourned.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Subject  
☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.  
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.  
☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Subject  
☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณา และลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร / (a) The Proxy has the right to consider and vote on my/our behalf in all agendas as he/she may deem as appropriate in all respects.  
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ / (b) The Proxy shall vote in accordance to my/our intentions as follows.  
☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes

วาระที่ \_\_\_\_\_ เรื่อง เลือกตั้งกรรมการ (ต่อ) \_\_\_\_\_  
Agenda Subject Election of Directors (Continues)  
ชื่อกรรมการ \_\_\_\_\_  
Ditector's name.  
☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes  
ชื่อกรรมการ \_\_\_\_\_  
Ditector's name.  
☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes  
ชื่อกรรมการ \_\_\_\_\_  
Ditector's name.  
☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes  
ชื่อกรรมการ \_\_\_\_\_  
Ditector's name.  
☐ เห็นด้วย/Agree \_\_\_\_\_ เสียง/votes ☐ ไม่เห็นด้วย/Disagree \_\_\_\_\_ เสียง/votes ☐ งดออกเสียง/Abstain \_\_\_\_\_ เสียง/votes

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์ และเป็นความจริงทุกประการ

I/We hereby certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงนาม / Signed \_\_\_\_\_ ผู้มอบฉันทะ / Grantor      ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( ) ( )

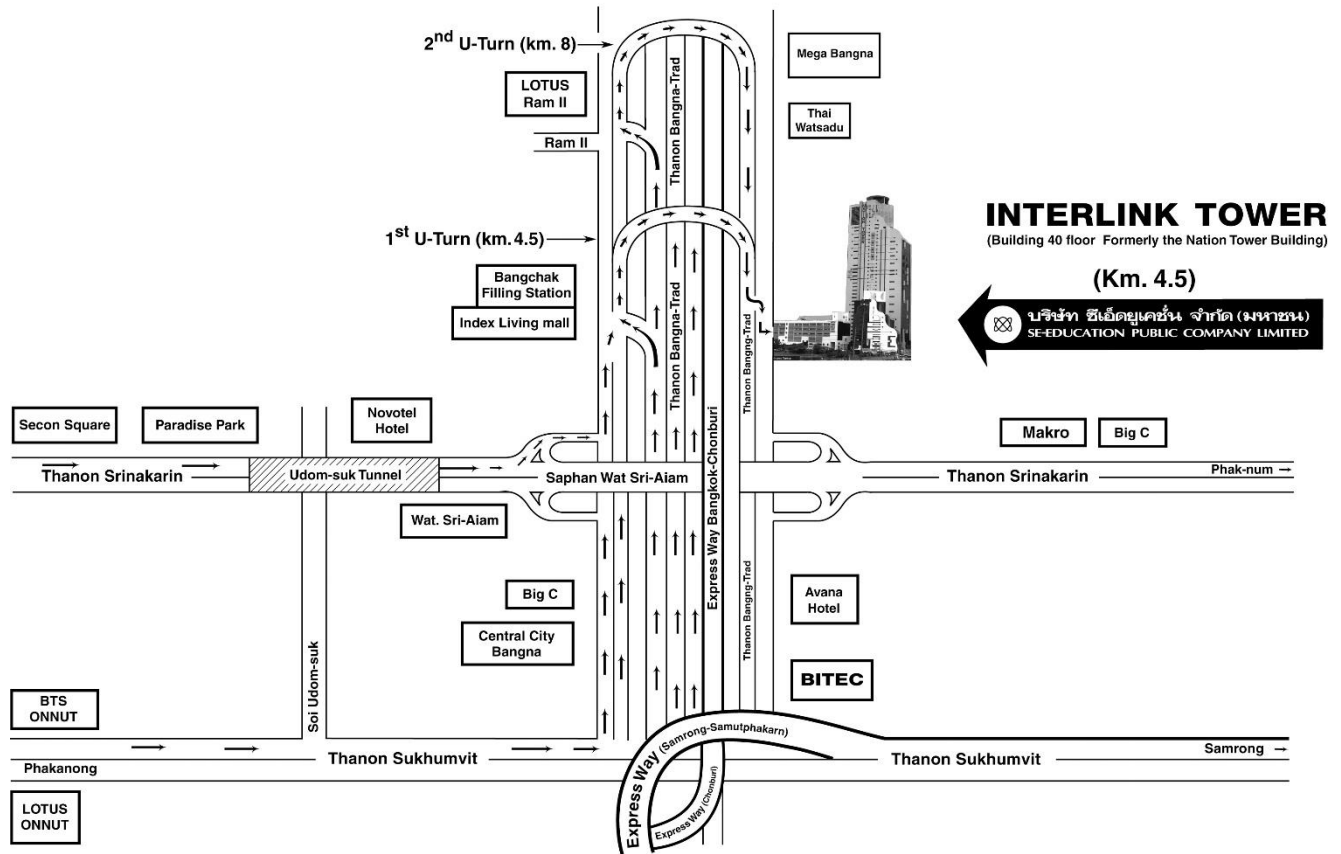
ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy      ลงนาม / Signed \_\_\_\_\_ ผู้รับมอบฉันทะ / Proxy  
( ) ( )





## Map location of Annual General Meeting of Shareholders No.1/2021

At the Conference room 11A floor of the Interlink Tower Building 9<sup>th</sup> Floor (Formerly Nation Tower),  
Debaratna Road, Bangna Tai, Bangna, Bangkok.



## Travel Directions:

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To facilitate shareholder and proxies in making a journey to the meeting place; for those who travel by:

1. **By Car:** To park in the parking area of the building (free of charge).

After parking, you can:

- Choose 11<sup>th</sup> floor in the elevator of the parking area to enter the actual building to go to the meeting room 11A floor of Interlink Tower Building (Formerly Nation Tower).
- Choose 9<sup>th</sup> floor in the elevator of the actual building to go to the meeting room 11A floor of Interlink Tower Building (Formerly Nation Tower).

2. **By Bus:** Regular Bus Number: 38, 46, 48, 98, 132, 133, 139, 180, 365, 32-1  
Air-conditioned Bus Number: 46, 48, 139, 558, R26E

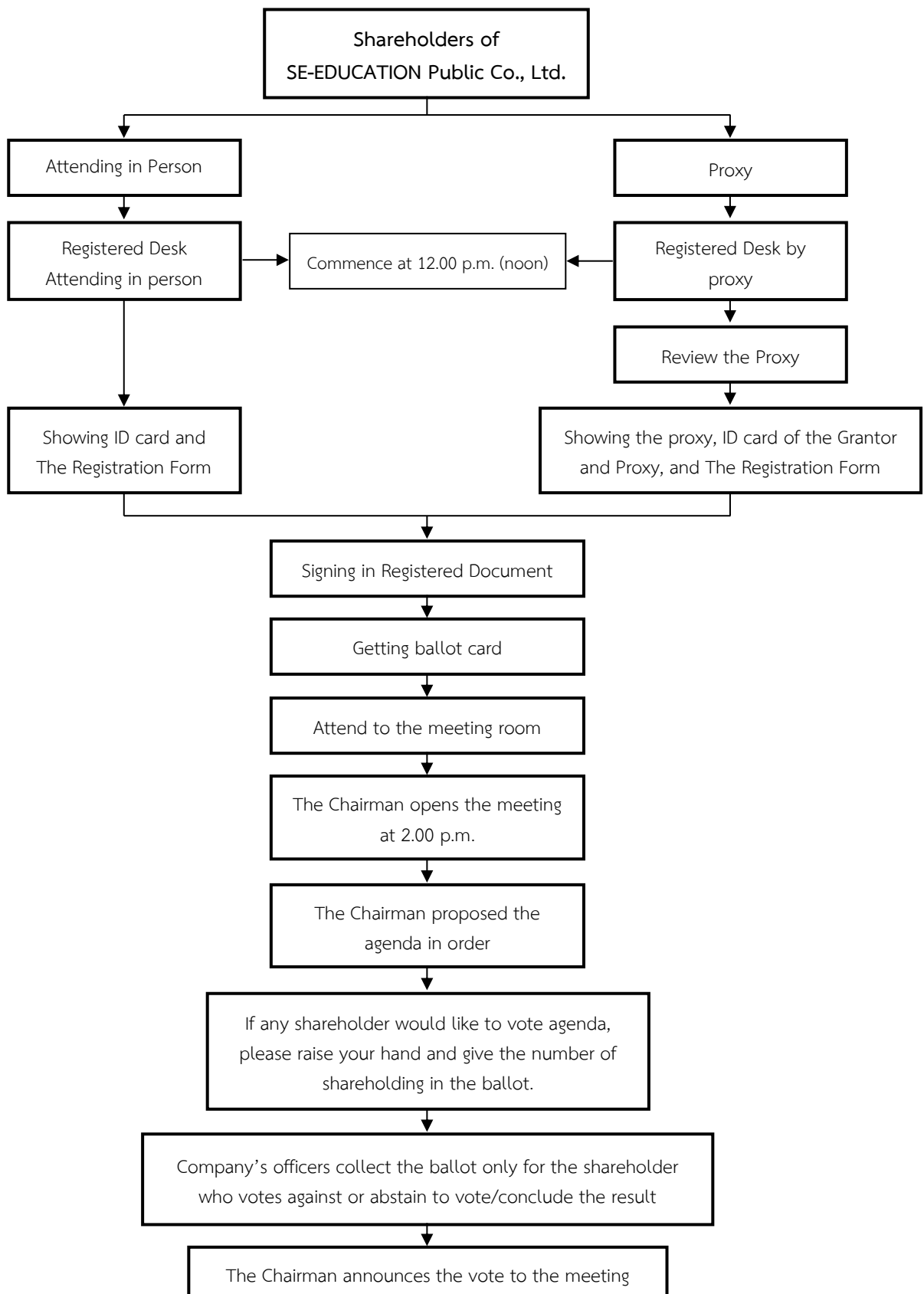
For more travel info, please contact Call Center: +66 2826 8000 ext. 0

## SE-EDUCATION PUBLIC COMPANY LIMITED

Procedures for attending of Annual General Meeting of Shareholders No.1/2021

On Wednesday, April 21, 2021 at 2:00 p.m.

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## SE-EDUCATION PUBLIC COMPANY LIMITED

1858/87-90 Interlink Tower Building, 19<sup>th</sup> Floor, Debaratna Road,  
Bangna Tai, Bangna, Bangkok, Thailand. Zip code 10260 Tel : +66 2826 8000 Fax : +66 2826 8999

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