

Audit Committee's Report

The Board of Directors of **SE-EDUCATION Public Company Limited** resolved in the appointment of the Company's Audit Committee which consists of three individuals - Mr. Saroch Lamlertrprasertkul as the Committee Chairman; Mr. Pravitt Tantiwasinchai, and Mr. Kachen Benjakul as the Committee members and Mr. Wichian Rungpoonsap as the secretary to the Audit Committee. Each member in the Committee possesses the qualifications required by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand.

In 2013, the Audit committee held 6 meetings. Moreover, The Audit committee also held 1 internal meeting among committee members, independent members, and higher executives involving in accounting, finance, internal audit, in absence of management directors, but, they were well-informed and acknowledged the issues discussed in the meeting.

Audit Committee has performed the duty independently, within a certain authority and capacity limit, required by the Charter of Audit Committees, and assigned by the Board of Directors with the cooperation of all parties involved. The Audit committee understands the significance of internal audit, risk management, good corporate governance to ensure sufficient internal control, adequate and acceptable level of risk management, proper supervision, as well as proper and trustworthy financial report. The Audit Committee had a discussion with the board of management, top executives, internal auditors and auditors every quarter. The works of the Committee in the year 2013 can be summarized as follow:

1. Review annual financial report for year 2013: The Audit committee has reviewed financial statements on a quarterly basis and annual financial reports for the year 2013 of the Company and its subsidiary prior to submitting the document. This includes a proper, timely release of financial information, through cooperative meeting among accounting audit, management, accounting department, and internal audit department in considering the consolidated financial statement on quarterly basis and annual financial report to enquire upon complete, correct practice of generally accepted accounting principle, the selection of accounting policy, and proper openness, including the utilizing the observation suggestions from accounting auditor to improve and correct the preparation of the Company's financial statement. The audit committee agreed with accounting auditors that the Company's financial statement is in accordance with General Accepted Accounting Principles and has disclosed the information accurately and adequately.

2. Supervision of Good Corporate Governance: The Audit Committee realized the importance of good governance and reviewed the good governance policy of the Company annually. The Committee also encouraged executives and employees to adopt the principle of good governance until it became

the culture of the organization. The business is operated on the moral value, transparency and social responsibility. As a result the Company was evaluated excellent in Corporate Good Governance for five consecutive years (2008 - 2013) by Institution of Directors (IOD). The Company also received SET Award of Honor in Corporate Governance Report for the third time from SET Awards 2013 organized by Stock Exchange of Thailand in corporation with Money and Banking Journal. This award was granted to the Company for having received the good corporate governance award for five consecutive years.

3. Review of risk management: In overseeing the risk management, the Committee continued to ensure that the Company and its subsidiary's risk was at an acceptable level. The Committee reviewed the Company's risk management plan and acknowledged the report of the risk management practices, periodically. The audit committees agreed that the Company has risk management at an acceptable level.

4. Review of abiding of Security and Exchange laws, as well as the regulations stipulated by Stock Exchange of Thailand, and also other related laws related to the Company such as Revenue Code, and Public Company Act: The Audit Committee had reviewed to ensure that law and related regulations of stock exchange of Thailand and other concerned business units are properly abided. Based on the audit committees' opinion, there was no essential issue related to the issue of violation of laws and regulations stipulated by Stock Exchange of Thailand and other related Government supervision agencies.

5. Review and provide opinions toward related items and items that may post a possible conflict of interest which includes the afore-mentioned information disclosure: The audit committees agreed that the Company has disclosed information completely and correctly as said in the regulations of The Securities Exchange of Thailand, and the items are ordinary items that are appropriate and beneficial to the Company.

6. Review of internal audit control assessment and internal audit: The Committee had reviewed the Company's internal audit control to ensure that it is properly conducted and sufficiently effective for the usage of resources and business operation. The Audit Committee was reported the operation of the internal audit department in every quarter and gave advice for improvement as well as following up on the areas that need to be developed. The Audit Committee reviewed the audit plan of 2014 and realized there could be risks affected the operation and financial status of the Company. The Committee also emphasized the internal audit as a mean to enhance the business performance, increase revenues and decrease operation cost.

The Audit Committee has the authority to appoint, move, terminate employment of the head of the internal audit department or other departments responsible for the auditing process. With careful selection and consideration of qualifications, the Audit Committee appointed Mr. Wichian Rungpoonsap the head of Internal Audit and Investors Relation Department, effective in August 2013. The Audit Committee agrees that Mr. Wichian Rungpoonsap is knowledgeable, capable and experienced for the position of the head of Internal Audit and Investors Relation Department of the Company. The Audit

Committee also assessed the performance of Mr. Wichian Rungpoonsap with the Managing Director during the Company's annual performance assessment.

7. Select and submit for appointment of auditor: The Audit Committee performed the selection of the auditor. The Committee took into consideration the auditor's state of independence, knowledge, ability, auditing experience, auditing staff and appropriate compensation rate to be presented to the Board of Directors for the request of final approval during the Shareholders' meeting - number 1/2014, dated 24 February 2014 - by which date the decision was made with regard to the appointment of the Accounting auditor. The Accounting Audit was granted to SAM NAK-KGAN Ernst & Young Co., Ltd. for the year 2014.

The Audit Committee had performed the required duties in accordance with regulations stipulated by authority. Their performance was careful and sufficiently independent. They received good corporations from the management team, employees and all related parties. The Audit Committee agreed that the Company's directors, managing directors and all employees emphasized on operating effectively, productively, transparently, and reliably under the principle of good corporate governance to provide confidence for shareholders, investors and all related parties.

On behalf of Audit Committee

(Mr. Saroch Lamlertprasertkul)
Chairman of the Audit Committee
March 18, 2014

Recruitment and Remuneration Committee's Report

The board of directors of **SE-EDUCATION Public Company Limited** has appointed the recruitment and remuneration committee members consisting of 3 individuals : Mr. Somboon Chinsawananon, an independent board member, who is the Chairman of the committee, Mr. Vorasit Pokachaiyapat, an independent board member, and Mr. Wattana Chiengkul a non-executive board member. In 2013, the recruitment and remuneration committee members held 3 meetings.

The recruitment and remuneration committee has within its authority and capacity, duty and responsibility, as delegated by the board of directors which constitutes the task of setting procedures for recruitment of directors, managing director and also arrange a succession plan, as well as decisions on remuneration policy for management and employees.

On the recruitment of directors and executives, the recruitment and remuneration committee has proceeded to search and recruit suitable candidates in accordance with the criteria set by the board of directors and does not violate the regulations stipulated by supervisory authority. In 2013, the recruitment and remuneration committee presented the re-appointment of The Audit Committee retiring to the consideration of the board of directors. Moreover, the committee provided a channel for minority shareholders to submit names of qualified persons for directorship to considered by the committee.

In setting the remuneration for the board of directors, the executives, and employees, details of which have been declared in the annual report, the committee has considered the remuneration that is commensurate with their responsibility, skills, performance and taken into account the economic conditions and peer factors.

The recruitment and remuneration committee reported the details of the meeting after every meeting to the Board of Directors. In 2013, the committee acted with circumspection, prudence, and independence for the maximum benefit of the stakeholders.

(Mr. Somboon Chinsawananon)

Chairman of recruitment and remuneration committee

March 18, 2014



ที่ สจ.2000898

กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์

หนังสือรับรอง

ขอรับรองว่าบริษัทนี้ ได้จดทะเบียน เป็นนิติบุคคลตามกฎหมายว่าด้วยบริษัทมหาชนจำกัด เมื่อวันที่ 29 เมษายน 2536 ทะเบียนเลขที่ 0107536000285 (เดิมเลขที่ บมจ.102)

ปรากฏข้อความในรายการตามเอกสารทะเบียน ณ วันออกหนังสือนี้ ดังนี้

1. ชื่อบริษัท บริษัท ซีเอ็ดดูเคชั่น จำกัด (มหาชน)
2. กรรมการของบริษัทมี 10 คน ตามรายชื่อดังต่อไปนี้

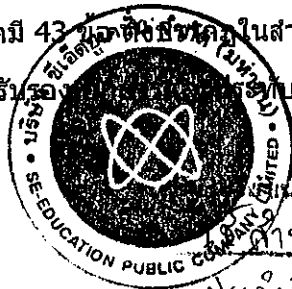
- | | |
|-------------------------------|----------------------------|
| 1.นายทนง โชติสรยุทธ์ | 2.นายวิมลย์ศักดิ์ อุดมวนิช |
| 3.นายสมบูรณ์ ชินสวนานนท์ | 4.นายยีน ภูววรรณ |
| 5.นายวัฒนา เชียงกุล | 6.นายไพรัช สิงสุกุล |
| 7.นายประวิทย์ ดันตวิเศษชัย | 8.นายวรสิทธิ์ โภคาชัยพัฒน์ |
| 9.นายสาโรช ล้ำเลิศประเสริฐกุล | 10.นายคเชนทร์ เบญจกุล |

3. ชื่อและจำนวนกรรมการซึ่งมีอำนาจลงลายมือชื่อแทนบริษัทคือ นายทนง โชติสรยุทธ์ นายวิมลย์ศักดิ์ อุดมวนิช นายยีน ภูววรรณ กรรมการสองในสามคนนี้ลงลายมือชื่อรวมกันและประทับตราสำคัญของบริษัท ข้อจำกัดอำนาจของกรรมการ ไม่มี/

- 4.ทุน ทุนจดทะเบียน 391,944,529.00 บาท /
(สามร้อยเก้าสิบเอ็ดล้านเก้าแสนสี่หมื่นสี่พันห้าร้อยยี่สิบเก้าบาทถ้วน)
ทุนชำระแล้วเป็นเงิน 391,944,418.00 บาท /
(สามร้อยเก้าสิบเอ็ดล้านเก้าแสนสี่หมื่นสี่พันสี่ร้อยสิบแปดบาทถ้วน)

5. สำนักงานใหญ่ ตั้งอยู่เลขที่ 1858/87-90 อาคารทีซีไอเอฟ ทาวเวอร์ ชั้น 19 ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร/

6. วัตถุประสงค์ของบริษัทมหาชน จำกัดมี 43 ข้อตามที่ปรากฏในสำเนาเอกสารแนบท้ายหนังสือรับรองนี้ จำนวน 4 แผ่น โดยมีลายมือชื่อนายทะเบียนซึ่งรับรอง



ได้ถูกต้องเพื่อนำไปใช้
ข้าพเจ้า นาย ก. น. นาย ก. น. นาย ก. น.
ประจำปี 2556 (แบบ บบ-1)



กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์
Department of Business Development
Ministry of Commerce

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