



# **Annual General Meeting of Shareholders 2017**

## **29 March 2017**



# **BOARD OF DIRECTORS THAICOM PUBLIC COMPANY LIMITED**

# BOARD OF DIRECTORS



## Mr. Paron Israsena

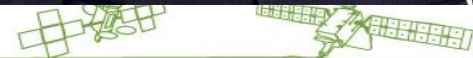
Chairman of the Board of Directors and  
Independent Director



# BOARD OF DIRECTORS

## Professor Hiran Radeesri

- Independent Director
- Chairman of the Audit Committee



# BOARD OF DIRECTORS

## Mrs. Charintorn Vongspootorn

- Independent Director
- Member of the Audit Committee
- Chairman of the Compensation Committee



# BOARD OF DIRECTORS



## **Mrs. Patareeya Benjapolchai**

- Independent Director
- Member of the Audit Committee
- Chairman of the Governance and Nomination Committee



## Professor Samrieng Mekkriengkrai

- Independent Director
- Member of the Audit Committee
- Member of the Compensation Committee
- Member of the Governance and Nomination Committee



# BOARD OF DIRECTORS

## Mr. Prasert Bunsumpun

- Independent Director
- Chairman of the Executive Committee





# BOARD OF DIRECTORS



## Mr. Somprasong Boonyachai

- Director



# BOARD OF DIRECTORS



## Mr. Paiboon Panuwattanawong

- Director
- Member of the Executive Committee
- Chief Executive Officer



# BOARD OF DIRECTORS



## Mr. Philip Chen Chong Tan

- Director
- Member of the Compensation Committee
- Member of the Governance and Nomination Committee
- Member of the Executive Committee



# BOARD OF DIRECTORS



## Mr. Kwek Buck Chye

- Director
- Member of the Executive Committee





# **Annual General Meeting of Shareholders 2017**

## **29 March 2017**

# Item 1

## Matters to be informed



## Item 2

**To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2016, held on 30 March 2016**



The minutes of the Annual General Meeting of Shareholders for the year 2016 were prepared and sent to the Stock Exchange of Thailand within 14 days of the meeting. The details were publicly disclosed on the Company's website, [www.thaicom.net](http://www.thaicom.net) and submitted to the Ministry of Commerce within the period required by Law.

The Company had already distributed the copy of the Minutes of Meeting to Shareholders as details appeared in *Enclosure 1* of the invitation letter for this meeting.





**Voting:** The resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.



# Item 3

**To acknowledge the Company's  
operating results for the fiscal  
year 2016**



# Agenda



**2016 Key Highlights**



**Moving Forward**





# 2016 Key Highlights



## What happened in 2016?



- **GMMB & CTH** cease of operation
- **NBN** ramped down usage
- **Concession** reached the highest rate at 22.5%
- **TC8** Depreciation kicked in
- **IPA** Product warranty expense claims



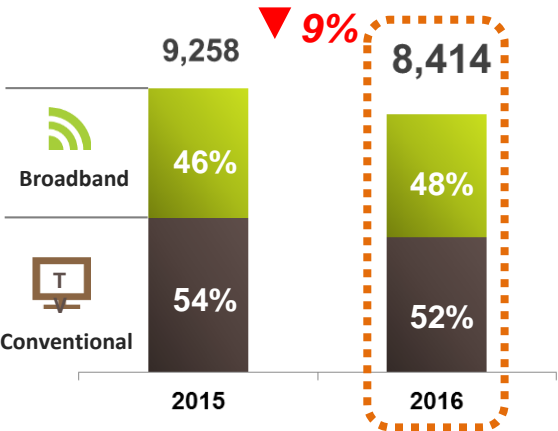
- Additional 5 TPE on TC5 and TC6 (**Forever Group**)
- Additional 4 TPE on TC8 (**IPM, Infosat, and CDN**)
- Additional bandwidth use on TC4 (140 MHz) (**Measat**)
- Resale bandwidth of **NBN LTSS** to ~3,000 subscribers
- Additional mobility services on 4 ferries (**IPSTAR Japan**)
- “Kantana Play” 2nd Screen application (**Kantana**)
- Collaboration with Chinese partner for mobility services



### Satellite Revenue

- Satellite revenue **dropped 9% YoY**, caused by decrease in both Conventional and Broadband business.

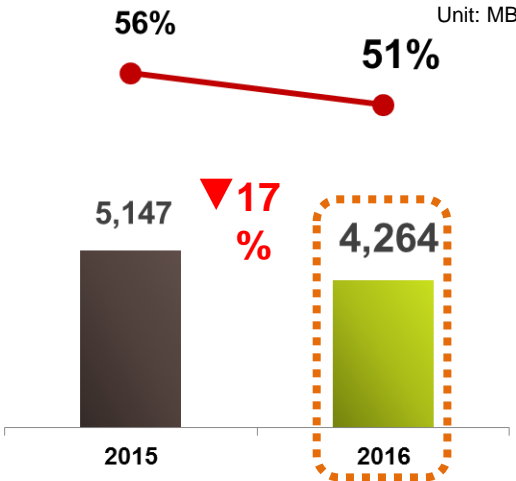
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### Satellite EBITDA

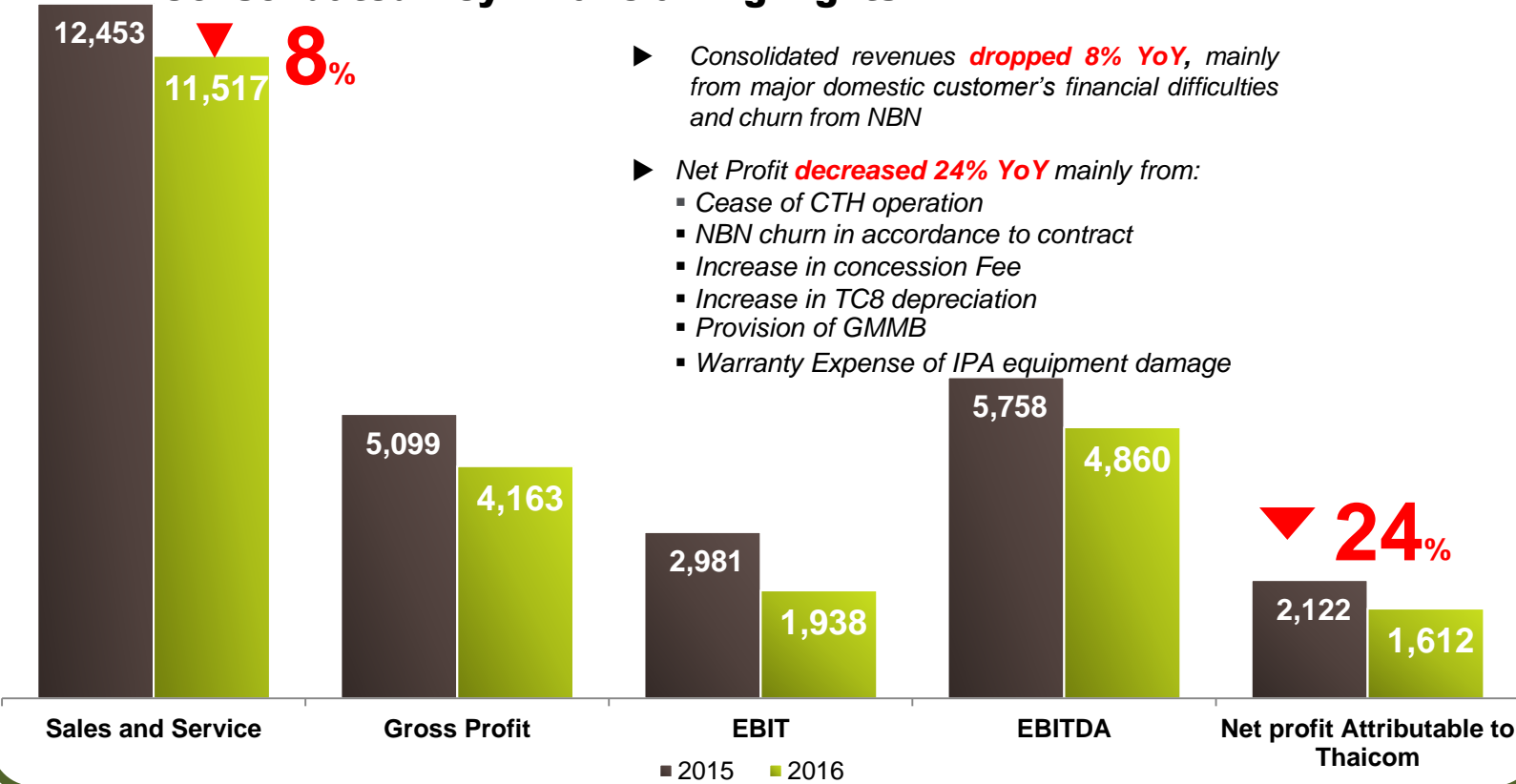
- Satellite EBITDA lower **17% YoY**, resulted in a drop of Satellite EBITDA Margin from 56% to **51%**.

Unit: MB



Unit: MB

Consolidated Key Financial Highlights



- ▶ Consolidated revenues **dropped 8% YoY**, mainly from major domestic customer's financial difficulties and churn from NBN
- ▶ Net Profit **decreased 24% YoY** mainly from:
  - Cease of CTH operation
  - NBN churn in accordance to contract
  - Increase in concession Fee
  - Increase in TC8 depreciation
  - Provision of GMMB
  - Warranty Expense of IPA equipment damage







# Moving Forward

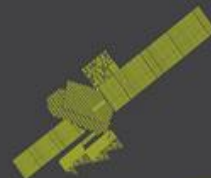




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2017.. **KEEP AHEAD**  
**OF THE CURVE**



## 2017 Key Challenges & Action Plans: Broadcast Platform



Thailand

### GMMB & CTH Cease of operation

- Diversification to AEC market
- Strengthening Thai broadcast platform



Africa

### THAICOM 6 Africa sales

- Strategic partnership to increase utilization

## 2017 Key Challenges & Action Plans: Broadband Platform



Australia

### NBN contract ending

- Focus on retail market to provide service through subsidiaries



Thailand

### TOT contract ending

- Secure Telco projects to replace TOT contract



Regulation

### Delay in Government policy on satellite

- Thaicom proposes partnership with government agencies

## KEEP AHEAD OF THE CURVE



### Exceling

#### Bandwidth utilization

- ✓ Indonesia and Philippines

#### Market diversification

- ✓ AEC market

### Strengthening

#### Mobility platforms

- ✓ Leverage market access and partnership

#### Over-The-Top platform

- ✓ Value-added to strengthen existing Broadcast platform.

### Growing

#### New satellite

- ✓ Fleet expansion

#### Adjacent business

- ✓ Integrate into the value chain

#### New business

- ✓ Diversify and M&A into high growth segments



Revolves Around You

สร้างโอกาส สร้างอนาคต

# Item 4

**To consider and approve the Financial Statements  
of the Company and its subsidiaries for the year  
ended 31 December 2016**



## Independent Auditor's Report

- Unqualified report have been issued on 1 February 2017.
- Based on Deloitte review, financial statements is prepared, in all material respects, in accordance with Thai Financial Reporting Standards.





# Consolidated financial statements

Profit and loss (Million Baht)	Y2016	Y2015	Increase (Decrease)
Revenue from sales and services	11,517	12,453	(8%)
Cost of sales and services	7,354	7,354	(0%)
Selling and administrative expenses	2,226	2,118	5%
<b>Profit for the year (Owner of the Company)</b>	<b>1,612</b>	<b>2,122</b>	<b>(24%)</b>
<b>Earnings per share (Baht)</b>	<b>1.47</b>	<b>1.94</b>	<b>(24%)</b>

Balance sheet (Million Baht)	Y2016	Y2015	Increase (Decrease)
Cash and cash equivalent	2,684	3,401	(21%)
Intangible assets under concession	9,205	11,227	(18%)
<b>Total Assets</b>	<b>32,840</b>	<b>33,592</b>	<b>(2%)</b>
<b>Total Liabilities</b>	<b>13,919</b>	<b>15,481</b>	<b>(10%)</b>
<b>Total Equity</b>	<b>18,921</b>	<b>18,111</b>	<b>4%</b>

## Management's Discussion and Analysis

1. Revenue was Baht 11,517 million, decreased by Baht 936 million or 8% from Baht 12,453 million for 2015 mainly contributed by revenue drop from both satellite business and Internet and media businesses
2. Cost and expenses increased due to Thaicom 8 Satellite commercialized since the beginning of Q3/2016
3. The Company reported a consolidated net profit of Baht 1,612 million or Baht 1.47 per share, a decrease of Baht 510 million or 24% from Baht 2,122 million or Baht 1.94 per share for 2015

Cash flow (Million Baht)	Y2016	Y2015	Increase (Decrease)
Net cash from operating activities	4,711	4,729	(0%)
Net cash used in investing activities	(2,694)	(3,378)	(20%)
Net cash used in financing activities	(2,734)	(716)	282%
<b>Ending Cash and cash equivalent</b>	<b>2,684</b>	<b>3,401</b>	<b>(21%)</b>

# Separate financial statements

Profit and loss (Million Baht)	Y2016	Y2015	Increase (Decrease)
Revenue from sales and services	7,077	7,654	(8%)
Cost of sales and services	4,925	4,882	1%
Selling and administrative expenses	1,132	1,492	(24%)
<b>Profit for the year (Owner of the Company)</b>	<b>3,028</b>	<b>794</b>	<b>281%</b>
<b>Earnings per share (Baht)</b>	<b>2.76</b>	<b>0.72</b>	<b>281%</b>

Balance sheet (Million Baht)	Y2016	Y2015	Increase (Decrease)
Cash and cash equivalent	478	1,254	(62%)
Intangible assets under concession	9,205	11,227	(18%)
<b>Total Assets</b>	<b>28,466</b>	<b>29,283</b>	<b>(3%)</b>
<b>Total Liabilities</b>	<b>12,029</b>	<b>15,168</b>	<b>(21%)</b>
<b>Total Equity</b>	<b>16,438</b>	<b>14,115</b>	<b>16%</b>

## Management's Discussion and Analysis

1. Revenue was Baht 7,077 million, decreased by Baht 577 million or 8% from Baht 7,654 million for 2015 mainly contributed by revenue drop from conventional revenue
2. The Company had a net profit of Baht 3,028 million or Baht 2.76 per share, up by Baht 2,234 million or 281%, compared to Baht 794 million or Baht 0.72 per share in 2015. This was a result of the dividend received from subsidiaries total of Baht 2,144 million, indicating the efficiency in cash management within the group. Such dividend was managed partly for the repayment of the loan and also was planned for the future investments.

Cash flow (Million Baht)	Y2016	Y2015	Increase (Decrease)
Net cash from operating activities	3,127	3,467	(10%)
Net cash used in investing activities	(260)	(3,281)	(92%)
Net cash from (used in) financing activities	(3,643)	627	(681%)
<b>Ending Cash and cash equivalent</b>	<b>478</b>	<b>1,254</b>	<b>(62%)</b>

**Voting:** To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.



# Item 5

**To consider and approve  
the appropriation of the net profit from  
the year 2016 for dividend payments**



Details of the Dividend Payment year 2016	Unit: Million Baht
Net Profit on separate financial statements	3,028
<u>Less</u> Legal reserve*	0.5
Net Profit after legal reserve	3,027
Total dividend payment approximately	767
Dividend Payout Ratio on separate financial statements (%)	25%
Number of shares (Million Shares)	1,096
Total Dividend per share (Baht/share)	0.70

▪The Company has a policy to pay dividend of not less than 40% of stand-alone net profits, and shall not exceed the retained earnings as shown in the Company's Financial Statement. However, the dividend payment shall not materially affect our investment plans and operations, and depends on cash flows as well as any other future obligations of the Company and subsidiaries and any obligations with the financial institutions.

▪The payment of dividends mentioned is from net profit after the deduction of income tax. Therefore, individual shareholders who receive the dividend will be entitled to a tax credit as stipulated in Article 47 bis of The Revenue Code. The details of the tax credits are shown in the table below;

Operating period covering each dividend payment	Dividend (Baht per share)	Deductive tax rate	Tax credit
1 January 2016 – 31 December 2016	0.70	20%	20/80

Remark \* Pursuant to The Public Limited Companies Act, Section 116.



## Board's Opinion

- Additional Legal reserve of 537,150 Baht from 2016 net profit from separate financial statement was recorded, resulted in total reserve equal to 10 percent of the registered capital.
- Dividend payment from net profit after deduction of legal reserve at Baht 0.70 per share, totaling approximately 767 Million Baht.
- The Board has proposed dividend payment to shareholders' meeting for consideration and approval.
- The dividend payment schedule for the year 2016 in April 2017



To consider and approve the appropriation of the net profit

- Dividend payment for 2016 on separate financial statements after legal reserve deduction is Baht 0.70 per share, totaling approximately 767 Million Baht.



# Item 6

**To consider and approve the appointment of  
the Company's auditors and fix their  
remuneration for the year 2017**





- According to the Section 120 of the Public Limited Companies Act, B.E. 2535, the appointment of the Company's external auditors and the audit fees must be approved at the Annual General Meeting of Shareholders.
- In addition, according to the notification of the Market Supervisory Board limits the appointment of an individual external auditors (but not the audit firm) of listed companies to no more than five consecutive one-year terms.



- The name list of auditors from Deloitte Touche Tohmatsu Jaiyos is as follows:

#	Name of Auditor	CPA Registration No.	Number of years appointed as the Company's auditor	Number of years certified the Company's F/S
1	Mr.Chavala Tienpasertkij	4301	1 (Y2016)	1 (Y2016)
2	Mr.Suphamit Techamontrikul	3356	1 (Y2016)	-
3	Mr.Perm Sak Wongpatcharapakorn	3427	1 (Y2016)	-

- Anyone of the above auditors can conduct the audit and express an opinion as to the financial statements of the Company.
- Audit fee of the Company for the year 2017 is Baht 1,860,000 which same as Y2016.



<b>Name-Surname</b>	Chavala Tienpasertkij
<b>Age (years)</b>	48
<b>Education</b>	<ul style="list-style-type: none"> <li>• Master of Management, Mahidol University</li> <li>• Master of Accountancy, Chulalongkorn University</li> <li>• Bachelor of Accountancy (Honors), Bangkok University</li> </ul>
<b>Certified Public Accountant (Thailand) Registration Number</b>	4301
<b>Office</b>	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. AIA Sathorn Tower, 23 <sup>rd</sup> – 27 <sup>th</sup> Floor 11/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 034 0000 Fax: 02 034 0100
<b>Work experience in the last 5 years</b>	
<ul style="list-style-type: none"> <li>• 2008 – Present</li> </ul>	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<b>Professional experience</b>	
<ul style="list-style-type: none"> <li>• Present</li> </ul>	<ul style="list-style-type: none"> <li>• Certified Public Accountant, Thailand</li> <li>• Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand</li> <li>• Member, Federation of Accounting Professions (FAP), Thailand</li> <li>• Audit Development leader</li> <li>• Guest speaker of the Federal Accounting Professions at Thai government institutions</li> </ul>
<ul style="list-style-type: none"> <li>• 2012-2013</li> </ul>	Subsidiary Committee of the Accounting Standard Setting Body, Federation of Accounting Professions (FAP), Thailand

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<b>Name-Surname</b>	Dr. Suphamit Techamontrikul
<b>Age (years)</b>	56
<b>Education/Professional affiliations</b>	<ul style="list-style-type: none"> <li>• D.B.A., The Joint Doctoral Program in Business Administration, Chulalongkorn University, Thailand</li> <li>• M.B.A.; Middle Tennessee State University, U.S.A.</li> <li>• M.S. (Accounting); Middle Tennessee State University, U.S.A.</li> <li>• B.Acc., Chulalongkorn University, Thailand</li> <li>• Certified Public Accountant (CPA), Thailand</li> <li>• Certified Internal Auditor (CIA)</li> <li>• Certified Risk Management Assurance (CRMA)</li> </ul>
<b>Certified Public Accountant (Thailand) Registration Number</b>	3356
<b>Office</b>	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. AIA Sathorn Tower, 23 <sup>rd</sup> – 27 <sup>th</sup> Floor 11/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 034 0000 Fax: 02 034 0100
<b>Work experience in the last 5 years</b>	
<ul style="list-style-type: none"> <li>• 1998 – Present</li> </ul>	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<b>Professional experience</b>	
Present	<ul style="list-style-type: none"> <li>• Certified Public Accountant, Thailand</li> <li>• Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand</li> <li>• Committee of Accounting Standard Setting Body, the Federation of Accounting Professions</li> <li>• Committee of Accounting Standard Setting in Comptroller General's Department, the Ministry of Finance</li> <li>• Committee of Internal Audit System Development in Comptroller General's Department, the Ministry of Finance</li> <li>• Sub-Committee of the Ethics Code Setting, the Federation of Accounting Professions</li> </ul>

<b>Name-Surname</b>	Permsak Wongpatcharapakorn
<b>Age (years)</b>	57
<b>Education</b>	<ul style="list-style-type: none"> <li>Post-Graduate Diploma in Auditing, Chulalongkorn University</li> <li>Bachelor Degree in Accountancy, Chulalongkorn University</li> </ul>
<b>Certified Public Accountant (Thailand) Registration Number</b>	3427
<b>Office</b>	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. AIA Sathorn Tower, 23 <sup>rd</sup> – 27 <sup>th</sup> Floor 11/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 034 0000 Fax: 02 034 0100
<b>Work experience in the last 5 years</b>	
<ul style="list-style-type: none"> <li>2006 – Present</li> </ul>	Audit Leader and Company's Director Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<ul style="list-style-type: none"> <li>1998 – Present</li> </ul>	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
<b>Professional experience</b>	
<ul style="list-style-type: none"> <li>2005-Present</li> </ul>	<ul style="list-style-type: none"> <li>Certified Public Accountant, Thailand</li> <li>Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand</li> <li>Member, Federation of Accounting Professions (FAP), Thailand</li> </ul>
<ul style="list-style-type: none"> <li>1997-2005</li> </ul>	Member of the Auditing Standard Committee, Institute of Certified Accountants and Auditors of Thailand

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# Item 7

**To consider and approve the appointment of directors to replace those who retired by rotation in 2017**



	<b>Name of Director</b>	<b>Positions</b>
1.	Mrs. Charintorn Vongspootorn	Independent Director
2.	Prof. Samrieng Mekkriengkrai	Independent Director
3.	Mr. Paiboon Panuwattanawong	Director



The Board has agreed and recommended that the following retiring directors be re-elected for another term





# 1. Mrs. Charintorn Vongspootorn

## Mrs. Charintorn Vongspootorn



## Curriculum Vitae of Director

<b>Name-Surname</b>	Mrs. Charintorn Vongspootorn
<b>Nationality</b>	Thai
<b>Age</b>	70
<b>Current Position</b>	Independent Director
<b>Shareholding</b>	-None-
<b>Highest Education</b>	Master of Business Administration, Creighton University, USA
<b>IOD course</b>	<ul style="list-style-type: none"><li>• BMD: Boards that Make a Difference Class 3/2016</li><li>• SFE: Successful Formulation &amp; Execution of Strategy Class 21/2014</li><li>• MFM: Monitoring Fraud Risk Management Class 2/2010</li><li>• AACP: Advance Audit Committee Program Class 2010</li><li>• RCC: Role of the Compensation Committee Class 6/2008</li><li>• MIA: Monitoring the Internal Audit Function Class 2/2008</li><li>• MIR: Monitoring the System of Internal Control and Risk Management Class 2/2008</li><li>• MFR: Monitoring the Quality of Financial Reporting Class 5/2007</li><li>• DCP: Refresher Course 1/2005</li><li>• ACP: Audit Committee Program Class 1/2004</li><li>• DCP: Directors Certification Program Class 8/2001</li></ul>
<b>Year of Directorship</b>	17 years and 3 months counting until the date of AGM 2017
<b>Type of the director to be appointed</b>	Independent Director

# 1. Mrs. Charintorn Vongspootorn (Con't)



Mrs. Charintorn Vongspootorn

## Curriculum Vitae of Director



### Experiences

- 2012 – Present Chairman of Compensation Committee Thaicom Plc.
- 1999 – Present Independent Director and Member of the Audit Committee, Thaicom Plc.

### Position in other listed companies

- 2013 - Present Advisor of Chief Executive Officer, SEAMICO Securities Plc.

### Position in other non-listed companies

- 2015 – Present Advisor of the Board of Directors , Solaris Asset Management Co., Ltd.
- 2010 - Present Independent Director and Chairman of the Audit Committee, Ini3 Digital Plc.

### Past Experiences

- 2008 - 2014 Advisor of Chief Executive Officer, KT ZIMICO Securities Co., Ltd.
- 2008 - 2012 Advisor of the Board of Director, SEAMICO Asset Management Co., Ltd.



## 2. Prof. Samrieng Mekkriengkrai

### Prof. Samrieng Mekkriengkrai



### Curriculum Vitae of Director

Name-Surname	Prof. Samrieng Mekkriengkrai
Nationality	Thai
Age	63
Current Position	Independent Director
Shareholding	-None-
Highest Education	Master of Laws, University of Miami, USA
IOD course	<ul style="list-style-type: none"><li>• BMD: Boards that Make a Difference Class 3/2016</li><li>• SFE: Successful Formulation &amp; Execution of Strategy Class 19/2013</li><li>• HMS: How to Measure the Success of Corporate Strategy Class 2/2013</li><li>• FSD: Financial Statement for Directors Class 9/2010</li><li>• MFM: Monitoring Fraud Risk Management Class 2/2010</li><li>• ACP: Audit Committee Program Class 20/2007</li><li>• DCP: Directors Certification Program Class 96/2007</li><li>• Top Executive Program in Commerce and Trade (TEPCoT 8)</li></ul>
Year of Directorship	9 years and 7 months counting until the date of AGM 2017
Type of the director to be appointed	Independent Director

# 2. Prof. Samrieng Mekkriengkrai (Con't)

## Prof. Samrieng Mekkriengkrai

## Curriculum Vitae of Director



### Experiences

- 2012 – Present Member of Compensation Committee and Member of Governance and Nomination Committee, Thaicom Plc.
- 2007 - Present Independent Director and Member of Audit Committee, Thaicom Plc.

### Position in other listed companies

- 2011 – Present Independent Director, Unique Engineering and Construction Plc.

### Position in other non-listed companies

- 2016 – Present Independent Director, Sernsang Power Corporation Plc.
- 2014 – Present Expert Lecturer, Faculty of Law, Chulalongkorn University
- 1990 - Present Researcher of Law and Organization, Chulalongkorn University.

### Past Experiences

- 2014 – 2016 Independent Director, Eternal Energy Plc.
- 1975 – 2014 Lecturer, Faculty of Law, Chulalongkorn University



# 3. Mr. Paiboon Panuwattanawong

## Mr. Paiboon Panuwattanawong

## Curriculum Vitae of Director



<b>Name-Surname</b>	Mr. Paiboon Panuwattanawong
<b>Nationality</b>	Thai
<b>Age</b>	56
<b>Current Position</b>	Director
<b>Shareholding</b>	-None-
<b>Highest Education</b>	Master of Science in Electrical Engineering, Carnegie Mellon University, Pittsburgh, USA
<b>IOD course</b>	<ul style="list-style-type: none"><li>• DCP: Director Certification Program class 119/2009</li><li>• The National Defense College Program (TNDC) Class NDC/2014, Thailand National Defense College</li></ul>
<b>Year of Directorship</b>	1 years and 5 months counting until the date of AGM 2017
<b>Type of the director to be appointed</b>	Director



# 3. Mr. Paiboon Panuwattanawong (Con't)



## Mr. Paiboon Panuwattanawong



## Curriculum Vitae of Director

### Experiences

- Oct. 2015 - Present Director and Chief Executive Officer, Thaicom Plc.
- Nov. 2011 - Present Member of the Executive Committee, Thaicom Plc.

### Position in other listed companies

- Feb 2016 - Present Member of Executive Committee, Advance Info Service Plc.
- Oct. 2015 - Present Director and Chairman of the Executive Committee, CS Loxinfo Plc.

### Position in other non-listed companies

- Oct. 2015 - Present Director, TC Broadcasting Co., Ltd.
- Oct. 2015 - Present Director and Chairman of the Executive Committee, Sherington Investment Pte. Ltd.
- Oct. 2015 - Present Director, International Satellite Co., Ltd.
- Oct. 2015 - Present Director, Lao Telecommunications Co., Ltd.
- 2007 – Present Director, IPSTAR Co., Ltd.
- 2007 – Present Director, Star Nucleus Co., Ltd.
- 2007 – Present Director, Spacecode LLC
- 2007 – Present Director, IPSTAR International Pte. Ltd.
- 2007 – Present Director, IPSTAR Global Services Ltd.
- 2007 - Present Director, IPSTAR Australia Pty Ltd.
- 2007 - Present Director, IPSTAR New Zealand Ltd.
- Present Director, IPSTAR Japan Ltd.

### Past Experiences

- 2009 - 2015 Chief Technical Officer, Thaicom Plc.

**Voting:** The resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.



# Item 8

**To consider and approve the appointment of  
new director**





- According to Clause 14 of the Domestic Communications Satellite Operating Agreement between the Ministry of Transport (currently the matter is under the supervision of the Ministry of Digital Economy and Society) and Shinawatra Computer and Communications Co., Ltd. (currently Intouch Holdings Public Company Limited), stipulates that once a new company has been established to operate under the agreement (this refers to the company now named Thaicom Public Company Limited), said company agrees to reserve a directorship for a representative from the Ministry. In accordance with the terms of the aforementioned agreement, the Ministry of Digital Economy and Society has nominated Mr. Virasak Kittivat to fill the directorship reserved for the Ministry's representative on the Company's Board of Directors.
- The Board of Director has considered Mr. Virasak Kittivat's record and has found him to hold qualifications and no record of illegal actions according to the Public Limited Companies Act B.E. 2535 and shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders pursuant to the laws on securities and exchange. Therefore, after the consideration, it is appropriated for the shareholder to elect Mr. Virasak Kittivat to be a Director of the Company.



## Mr. Virasak Kittivat



## Curriculum Vitae of Director

<b>Name-Surname</b>	Mr. Virasak Kittivat
<b>Nationality</b>	Thai
<b>Age</b>	60
<b>Shareholding</b>	-None-
<b>Highest Education</b>	Master degree : M.P.A. (Personnel) University Of Hartford (U.S.A.)
<b>IOD course</b>	-None-
<b>Year of Directorship</b>	-None-
<b>Type of the director to be appointed</b>	Director
<b>Experiences</b>	<p><u>Position in other listed companies</u></p> <p>-None-</p> <p><u>Position in other non-listed companies</u></p> <ul style="list-style-type: none"> <li>• 2015- Present : Principal Advisor for Foreign Affairs , Ministry of Digital Economy and Society</li> </ul> <p><u>Past Experiences</u></p> <ul style="list-style-type: none"> <li>• 2014-2015 : Director of International Affairs Bureau , Ministry of Information and Communication Technology</li> <li>• 2012-2014 : Director of ICT Industry Promotion Bureau , Ministry of Information and Communication Technology</li> </ul>

**Voting:** The resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.



# Item 9

**To consider and approve the remuneration  
of the Company's Directors for the year 2017**



Year	2016	2017 (Proposing)
Total amount of remuneration (Baht)	25,000,000	25,000,000

During 2016, the total directors' remuneration was Baht 17,962,600  
The Company had held the meeting of each committee as follow:

Committee	Number of Meetings
Board of Directors	11
Audit Committee	13
Compensation Committee	6
Governance and Nomination Committee	13
Executive Committee	19



Summary of Director's Remuneration Policy (Baht)						
Committee	2016			2017 (Proposing)		
	Monthly Retainer	Meeting Allowance	Annual Compensation	Monthly Retainer	Meeting Allowance	Annual Compensation
<b>Board of Directors</b>						
- Chairman*	200,000	-	✓	200,000	-	✓
- Member	50,000	25,000	✓	50,000	25,000	✓
<b>Audit Committee</b>						
- Chairman	25,000	25,000	✓	25,000	25,000	✓
- Member	-	25,000	✓	-	25,000	✓
<b>Executives Committee</b>						
- Chairman	25,000	25,000	✓	25,000	25,000	✓
- Member	-	25,000	✓	-	25,000	✓
<b>Sub-Committees</b>						
- Chairman	10,000	25,000	✓	10,000	25,000	✓
- Member	-	25,000	✓	-	25,000	✓

\* Chairman of the Board of Directors will receive other benefits, including of office car with driver and health care with cost not over than 1 million baht .

**Voting:** The resolution must be passed by not less than two-third of the shareholders who attend the meeting.



# Item 10

**To consider and approve the amendment of the  
Company objectives and the amendment of  
Article 3 of the Memorandum of Association**





- ❖ Due to the fact that the Company obtained the license to function as a Treasury Center from the Ministry of Finance in August 2016
- ❖ The Notification of the Ministry of Finance Re: Directions of the Ministry to Treasury Centers (No.2) provided that the objectives of the Company need to be amend.
- ❖ Therefore, Clause 3 of the Memorandum of Association of the Company shall be amend.



The amendment to Clause 3 of the Memorandum of Association contains the following particulars:

“Clause 3. The Company has 28 objectives (Bor Mor Jor 002 attached)”

Detail of the additional of the Company’s Objectives No. 28 are as under

“28. To operate as a Treasury Center in order to manage foreign currency of the Group of companies”



**Voting:** The resolution must be passed by a vote of no less than three-fourths of the shareholders who attend the meeting and entitled to vote.



# Item 11

**To approve prohibition of business domination  
by foreigners**



- ❖ The Company had been determining the prohibition of acts that appear to be dominated by Foreigner as the attachment to the Notification of NBTC as appeared in Enclosure 6. The said prohibition had already been consider and approve by AGM 2013, AGM 2014, AGM 2015 and AGM 2016. The prohibition were submitted to NBTC according to the Notification.
- ❖ Referred to the Notification of NBTC determined that the Company have to review and approve the Company prohibition every years. This year, the Company shall have no amendment of the prohibition and shall still comply with the existing terms and conditions of the Prohibition.



**Voting:** The resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.



# Q & A

