

- Translation -

TC-CP 010/2013

March 28, 2013

Subject: Notification of the Resolutions of the Annual General Meeting of Shareholders for the Year 2013

To: The President
The Stock Exchange of Thailand

As THAICOM Public Company Limited (the “Company”) has convened the Annual General Meeting of Shareholders for the Year 2013 on Thursday, 28 March 2013 at 14.00 o’clock at Vibhavadee Ballroom, Lobby Level, Centara Grand at Central Plaza Ladprao Bangkok, No. 1695 Phaholyothin Road, Chatuchak, Bangkok 10900, the Company wishes to inform you of the resolutions of the Annual General Meeting of Shareholders for the year 2013 as follows:

1. RESOLVED THAT the Minutes of the Annual General Meeting of Shareholders for the Year 2012 held on March 29, 2012 be approved.

The meeting has approved this agenda by simple majority votes of shareholders attending and cast their votes as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 700,541,412 | votes | equivalent to | 99.9939% |
| Disapproved | 42,500 | votes | equivalent to | 0.0060% |
| Abstained | 21,800 | votes | | |

2. RESOLVED THAT the Statement of Financial Position, Profit and Loss Statement and Statement of Comprehensive Income for the year ended 2012 be approved.

The meeting has approved this agenda by simple majority votes of shareholders attending and cast their votes as follows:

| | | | | |
|-------------|-------------|-------|---------------|------|
| Approved | 701,343,670 | votes | equivalent to | 100% |
| Disapproved | 0 | votes | equivalent to | 0% |
| Abstained | 33,500 | votes | | |

3. RESOLVED THAT the appropriation of the net profit for the dividend payment for the year 2012 at Baht 0.40 per share or a total of about Baht 438 million be approved.

The meeting has approved this agenda by simple majority votes of shareholders attending and cast their votes as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 701,345,670 | votes | equivalent to | 99.9991% |
| Disapproved | 6,000 | votes | equivalent to | 0.0008% |
| Abstained | 25,500 | votes | | |



4. RESOLVED THAT the appointment of 3 auditors from KPMG Phoomchai Audit Limited to be the Company's auditors for the fiscal year 2013 be approved as follows:

- 4.1 Mr. Supot Singhasaneh Certified Public Accountant License No.2826
4.2 Ms. Somboon Supasiripinyo Certified Public Accountant License No.3731
4.3 Mr. Charoen Phosamritlert Certified Public Accountant License No.4068

In this regard, any of the aforementioned auditors shall examine and give recommendations to the Company's financial statements and THAT the Audit fee of the Company for the year 2013 be fixed at Baht 2,258,000.

The meeting has approved this agenda by simple majority votes of shareholders attending and cast their votes as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 653,877,797 | votes | equivalent to | 93.2312% |
| Disapproved | 47,472,873 | votes | equivalent to | 6.7687% |
| Abstained | 26,500 | votes | | |

5. RESOLVED THAT the appointment of directors in replacement of those retired by rotation in the year 2013 as per the following details:

5.1 The directors retired by rotation are:

- 5.1.1 Mr. Somprasong Boonyachai Director
5.1.2 Mr. Anek Pana-Apichon Director and Member of the Executive Committee
5.1.3 Mr. Yong Lum Sung Director and Member of the Executive Committee

5.2 The directors elected to replace the directors retired by rotation as recommended by the Governance and Nomination Committee are:

5.2.1 Mr. Somprasong Boonyachai Director

The meeting has approved this agenda by simple majority votes of shareholders attending and cast their votes as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 698,925,570 | votes | equivalent to | 99.6580% |
| Disapproved | 2,398,100 | votes | equivalent to | 0.3419 % |
| Abstained | 53,700 | votes | | |

5.2.2 Mr. Anek Pana-Apichon Director and Member of the Executive Committee

The meeting has approved this agenda by simple majority votes of shareholders attending and cast their votes as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 701,317,270 | votes | equivalent to | 99.9988% |
| Disapproved | 8,200 | votes | equivalent to | 0.0011% |
| Abstained | 51,900 | votes | | |

5.2.3 Mr. Yong Lum Sung

Director and Member of the Executive Committee

The meeting has approved this agenda by simple majority votes of shareholders attending and cast their votes as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 701,257,270 | votes | equivalent to | 99.9888% |
| Disapproved | 78,200 | votes | equivalent to | 0.0111% |
| Abstained | 41,900 | votes | | |

5.3 The Company's Board of Directors will consist of:

1. Mr. Paron Israsena - Chairman of the Board of Directors
- Independent Director
2. Prof. Hiran Radeesri - Independent Director
- Chairman of the Audit Committee
3. Mrs. Charintorn Vongspootorn - Independent Director,
- Member of the Audit Committee,
- Chairman of The Compensation Committee
- Chairman of the Governance and Nomination Committee
4. Assoc. Prof. Samrieng Mekkiengkrai - Independent Director
- Member of the Audit Committee
- Member of the Governance and Nomination Committee
- Member of the Compensation Committee
5. Mr. Somprasong Boonyachai - Director,
- Member of the Governance and Nomination Committee
- Member of the Compensation Committee
6. Ms. Suphajee Suthumpun - Director,
- Chairman of The Executive Committee and
- Chief Executive Officer
7. Mr. Yong Lum Sung - Director and Member of The Executive Committee
8. Mr. Anek Pana-Apichon - Director and Member of The Executive Committee

5.4 The authorized signatories are as follows:

“Mr. Somprasong Boonyachai and Mrs. Suphajee Suthumpun jointly sign their names together with the Company's seal affixed.”

The meeting has approved this agenda by simple majority votes of shareholders attending and cast their votes as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 701,330,470 | votes | equivalent to | 99.9998% |
| Disapproved | 1,000 | votes | equivalent to | 0.0001% |
| Abstained | 45,900 | votes | | |

6. RESOLVED THAT the directors' remuneration for 2013 approved by the Remuneration Committee is up to Baht 12 million. The remuneration comprises monthly allowance, meeting allowance and annual compensation. The Chairman of the Board shall receive the monthly allowance of Baht 150,000 per month. The outside directors shall receive the monthly allowance of Baht 25,000 per month. The outside director who is the Chairman of the Audit Committee shall receive the additional monthly allowance of Baht 25,000 per month. The outside director who is the Chairman of the Governance and

Nomination Committee, the Chairman of the Compensation Committee or the Chairman of the Executive Committee shall receive the additional monthly allowance of Baht 10,000 per month. The meeting allowance for each outside director shall be Baht 25,000 per each Meeting of The Board of Directors or any committee of the Board.

The directors who are executives or employees of the Company or of the shareholder of the Company are not entitled to receive such remuneration as directors or members of any committee.

The Chairman of the Board is not entitled to receive meeting allowance for the Meeting of the Board of Directors or any committee of the Board, and the monthly allowance for the Chairman of any committee of the Board.

The meeting has approved this agenda by not less than two-thirds of shareholders attending and eligible to vote as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 701,297,870 | votes | equivalent to | 99.9886% |
| Disapproved | 2,200 | votes | equivalent to | 0.0003% |
| Abstained | 77,300 | votes | equivalent to | 0.0110% |

7. RESOLVED THAT the notification “The prohibition of acts that appear to be dominated by Foreigner” (required by law and regulation). Whereas the Company is a licensee under the Notification of NBTC, which is obligated to comply with the terms and conditions of the Notification of NBTC.

The meeting has approved this agenda by simple majority votes of shareholders attending and cast their votes as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 701,322,970 | votes | equivalent to | 99.9982% |
| Disapproved | 12,000 | votes | equivalent to | 0.0017% |
| Abstained | 42,400 | votes | | |

8. RESOLVED THAT amendment to Article 10 of the Company’s Articles of Association in relation to the Treasury Stock as follows:

“Article 10. The Company may not own its shares or take them in pledge except for the following circumstance:

- (1) The Company may buy-back its shares from shareholders who vote against a shareholders’ resolution approving amendments to the Articles of Association concerning voting rights and dividend entitlement since they consider that they are unfairly treated.
- (2) The Company may buy-back its shares for the purpose of financial management of the Company when the Company has retained earning and surplus liquidity and the share buy-back will not lead the Company into financial difficulties.

Provided that the shares bought back and held by the Company will not be counted to form a quorum for shareholders' meetings and will not have any voting rights nor any rights to receive dividends.

Shares bought back by the Company must be disposed of within a period of time specified by the Company in the share buy-back program. If the Company fails to dispose of the shares bought back within the specified time, the Company will reduce its paid-up capital by way of registered share cutting for the undisposed portion.

The share buy-back, the disposition of shares and registered share cutting shall be in accordance with the principles and procedures specified in the ministerial regulations.

The repurchasing of the said shares shall be approved by the Shareholders' Meeting unless the total amount of those repurchased shares do not exceeding 10 per cent of the paid-up capital, the Company's Board of Directors shall be authorized to approve such repurchasing."

The meeting has approved this agenda by not less than three-fourths of shareholders attending and eligible to vote as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 701,319,270 | votes | equivalent to | 99.9917% |
| Disapproved | 24,500 | votes | equivalent to | 0.0034% |
| Abstained | 33,600 | votes | equivalent to | 0.0047% |

9. RESOLVED THAT the issuance and offering of the warrants to purchase the Company's ordinary shares (the "Warrants") to the directors and employees of the Company and its subsidiaries in the amount not exceeding 682,000 units at the rate of Baht 0 per unit and the exercise ratio is 1 unit of warrant per 1 common share at the exercise price of Baht 23.266 per share.

The meeting has approved this agenda by not less than three-fourths of shareholders attending and eligible to vote as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 699,930,370 | votes | equivalent to | 99.7955% |
| Disapproved | 1,363,500 | votes | equivalent to | 0.1944% |
| Abstained | 70,700 | votes | equivalent to | 0.0100% |

10. RESOLVED THAT the allocation of the Warrants to the directors and employee of the Company and its subsidiaries each of whom is entitled to the allocation of the Warrants in exceeding 5 per cent of the total warrants under this scheme which had been considered and recommended by the Compensation Committee be approved. Name of those directors and employees are as follows:

| <u>Directors/Employees</u> | <u>No. of the Warrants allocated (Units)</u> | <u>% of the Warrants</u> |
|----------------------------|--|--------------------------|
| 1. Ms. Suphaje Suthumpun | Not exceeding 111,600 units | Not exceeding 16.36% |

The meeting has approved this agenda by not less than three-quarters of all the votes cast by shareholders attending the meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding 5 percent of all eligible to vote as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 697,481,970 | votes | equivalent to | 99.4446% |
| Disapproved | 3,866,900 | votes | equivalent to | 0.5513% |
| Abstained | 28,500 | votes | equivalent to | 0.0040% |

| | | |
|--------------------------------|----------------------------|----------------------|
| 2. Mr. Paiboon Panuwattanawong | Not exceeding 93,100 units | Not exceeding 13.65% |
|--------------------------------|----------------------------|----------------------|

The meeting has approved this agenda by not less than three-quarters of all the votes cast by shareholders attending the meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding 5 percent of all eligible to vote as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 697,473,470 | votes | equivalent to | 99.4433% |
| Disapproved | 3,874,900 | votes | equivalent to | 0.5524% |
| Abstained | 29,000 | votes | equivalent to | 0.0041% |

| | | |
|--------------------------------|----------------------------|----------------------|
| 3. Dr. Nongluck Phinainitisart | Not exceeding 93,100 units | Not exceeding 13.65% |
|--------------------------------|----------------------------|----------------------|

The meeting has approved this agenda by not less than three-quarters of all the votes cast by shareholders attending the meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding 5 percent of all eligible to vote as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 697,477,970 | votes | equivalent to | 99.4440% |
| Disapproved | 3,874,900 | votes | equivalent to | 0.5524% |
| Abstained | 24,500 | votes | equivalent to | 0.0034% |

| | | |
|------------------------------|----------------------------|----------------------|
| 4. Mr. Vuthi Asvasermcharoen | Not exceeding 84,600 units | Not exceeding 12.40% |
|------------------------------|----------------------------|----------------------|

The meeting has approved this agenda by not less than three-quarters of all the votes cast by shareholders attending the meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding 5 percent of all eligible to vote as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 697,472,970 | votes | equivalent to | 99.4433% |
| Disapproved | 3,874,900 | votes | equivalent to | 0.5524% |
| Abstained | 29,500 | votes | equivalent to | 0.0042% |

12. RESOLVED THAT the amendment to Clause 4 of the Company's Memorandum of Association in order for it to be in line with the decrease of the Company's capital be approved, which would be amended to read as follows:

| | | |
|--|---------------|-----------------|
| Clause 4. The Registered Capital: Baht | 5,479,687,700 | Baht |
| Divided into | 1,095,937,540 | ordinary shares |
| Preference Shares: | - none - | |
| Valuing Baht | five (5) each | |

The meeting has approved this agenda by not less than three-fourths of shareholders attending and eligible to vote as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 701,286,270 | votes | equivalent to | 99.9870% |
| Disapproved | 23,700 | votes | equivalent to | 0.0033% |
| Abstained | 67,400 | votes | equivalent to | 0.0096% |

13. RESOLVED THAT the increase in the Company's registered capital from Baht 5,479,687,700 (1,095,937,540 shares, at the par value of Baht 5 each) to Baht 5,483,097,700 (1,096,619,540 shares, at par value of Baht 5 each) of which the new 682,000 shares are issued in order to reserve for the exercise of the Warrants issuing to directors and employees of the Company and its subsidiaries.

The meeting has approved this agenda by not less than three-fourths of shareholders attending and eligible to vote as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 701,305,270 | votes | equivalent to | 99.9897% |
| Disapproved | 1,100 | votes | equivalent to | 0.0001% |
| Abstained | 71,000 | votes | equivalent to | 0.0101% |

14. RESOLVED THAT the amendment to Clause 4 of the Company's Memorandum of Association in order for it to be in line with the increase of the Company's capital be approved, which would be amended to read as follows:

| | | |
|--|---------------|-----------------|
| Clause 4. The Registered Capital: Baht | 5,483,097,700 | Baht |
| Divided into | 1,096,619,540 | ordinary shares |
| Preference Shares: | - none - | |
| Valuing Baht | five (5) each | |

The meeting has approved this agenda by not less than three-fourths of shareholders attending and eligible to vote as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 701,304,270 | votes | equivalent to | 99.9895% |
| Disapproved | 100 | votes | equivalent to | 0.0000% |
| Abstained | 73,000 | votes | equivalent to | 0.0104% |

15. RESOLVED THAT the allocation of new ordinary shares in the amount not exceeding 682,000 shares, at the par value of Baht 5 each, in order to reserve for the exercise of the warrants to be issued to directors and employees of the Company and its subsidiaries.

The meeting has approved this agenda by simple majority votes of shareholders attending and cast their votes as follows:

| | | | | |
|-------------|-------------|-------|---------------|----------|
| Approved | 701,189,770 | votes | equivalent to | 99.9780% |
| Disapproved | 154,000 | votes | equivalent to | 0.0219% |
| Abstained | 33,600 | votes | | |

Please be informed accordingly.

Yours faithfully,

- *Signed* -

(Ms. Suphajee Suthumpun)
Director
THAICOM Public Company Limited