

- Translation -

TC-CP 004/2014

13 February 2014

Subject: Notification of the Resolutions of the Board of Directors' Meeting No.3/2014

To: The President
The Stock Exchange of Thailand

Enclosures: 1. Details and conditions of the Warrants to purchase the ordinary shares of the Company and its reserved shares to employees of the Company and/or its subsidiaries
2. Capital Increase Report Form (F 53-4)
3. Opinion of the Compensation Committee
4. The Prohibition of Business Domination by Foreigner

The Board of Directors of THAICOM Public Company Limited (the "Company") at its Meeting No.3/2014 held on 13 February 2013 at 14.00 p.m.at the Meeting Room, 20th Floor, Intouch Tower 1, No.414 Phahonyothin Road, Samsen Nai, Phayathai, Bangkok, adopted the following resolutions:

1. RESOLVED THAT the financial statements for the year 2013 ended on 31 December 2013 be approved.
2. RESOLVED THAT the allocation of the net profit as the dividend payment for the year 2013 at Baht 0.45 per share or a total of about Baht 493 million be approved.

The close of shareholders register book for the rights to receive the dividend of the shareholder shall be recorded on 4 April 2014 and the date of the dividend disbursement will be on 23 April 2014 and the matter be proposed to the Annual General Meeting of Shareholders for the year 2014 for their consideration and approval.

3. RESOLVED THAT the appointment of the following auditors from KPMG Phoomchai Audit Limited as the Company's external auditors for the fiscal year 2014:

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

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements. The audit fee was fixed at not exceeding than Baht 1.860 million. The appointment of the Company's auditors and their remuneration for the year 2014 had been considered and approved by the Audit Committee.



The appointment of the Company's external auditors shall be proposed to the Annual General Meeting of Shareholders for the year 2014 for their consideration and approval.

4. RESOLVED THAT the appointment of directors in replacement of those who retired by rotation be approved as per the following details:

4.1 The directors retired by rotation are:

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| 4.1.1 Mrs. Suphajee Suthumpun | Director and Member of the Executive Committee |
| 4.1.2 Mrs. Charintorn Vongsbootorn | Independent Director |
| 4.1.3 Mr.Samrieng Mekkriengkrai | Independent Director |

4.2 The retired directors were re-elected for another term:

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|------------------------------------|--|
| 4.2.1 Mrs. Suphajee Suthumpun | Director and Member of the Executive Committee |
| 4.2.2 Mrs. Charintorn Vongsbootorn | Independent Director |
| 4.2.3 Mr.Samrieng Mekkriengkrai | Independent Director |

4.3 To resolved that the change of number of directors by increasing one additional director be approved. The Meeting of the Board of Directors assigned Governance and Nomination Committee to conduct the selection process to find the candidate who has proper qualification. The details of the selected candidate shall be disclosed prior to the date of the notice of Annual General Meeting of Shareholders be published.

This matter shall be proposed to the Annual General Meeting of Shareholders for the year 2014 for their consideration and approval.

5. RESOLVED THAT the directors' remuneration for the year 2014 be in the amount not exceeding Baht 15 million which had been considered and recommended by the Compensation Committee be approved and the matter shall be proposed the Annual General Meeting of Shareholders for the year 2014 for their consideration and approval
6. 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 1,197,700 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 38.265 per share be approved.

The matter shall be proposed to the Annual General Meeting of Shareholders for the year 2014 for their consideration and approval. (The details appeared in the documents attached item 1)

7. RESOLVED THAT the allocation of new ordinary shares in the amount not exceeding 1,197,700 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 be approved.

The matter shall be proposed to the Annual General Meeting of Shareholders for the year 2014 for their consideration and approval. (The details appeared in the documents attached item 2)

8. 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:

1. Ms. Suphajee Suthumpun
2. Mr. Paiboon Panuwattanawong
3. Dr. Nongluck Phinainitisart
4. Mr. Vuthi Asvasermcharoen
5. Mr. Pradeep Unni
6. Mr. Patompob Suwansiri
7. Mr. Pramook Chaiwongwutthikul

The matter shall be proposed to the Annual General Meeting of Shareholders for the year 2014 for their consideration and approval 1. (The details appeared in the documents attached item 3)

9. RESOLVED THAT the increase in the Company's registered capital from Baht 5, 483,097,700 (1,096,619,540 shares, at the par value of Baht 5 each) to Baht 5,489,086,200 (1,097,817,240 shares, at par value of Baht 5 each) of which the new 1,197,700 shares (5,988,500 Baht) are issued in order to reserve for the exercise of the Warrants issuing to directors and employees of the Company and its subsidiaries be approved. The matter shall be proposed to the Annual General Meeting of Shareholders for the year 2014 for their consideration and approval

10. 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, this would be amended to read as follows:

Clause 4. The Registered Capital: Baht	5,489,086,200
Divided into	1,097,817,240 ordinary shares
Preference Shares:	-
Valuing Baht	five (5) each



11. RESOLVED THAT to issuance and offering of debenture of Thaicom Public Company Limited, detail as following;

Type of debenture:	Senior unsecured debenture whether in a name registered form or issued to bearer with or without the representative of debenture holders
Tenor:	Up to 10 years
Offering size:	Total amount not exceeding 7,000 MB
Currency:	THB or USD
Offering :	Retail investors and /or local institutional investors and /or foreign institutional investors and/or directors and management of the Company which could be single or multiple offers.
Objective	For CAPEX investment and / or refinancing and / or for general working capital

To empower the Board of Directors to consider and approve matters related to the issuing and offering of debentures. However, the matter shall be proposed to the Annual General Meeting of Shareholders for the year 2014 for their consideration and approval

12. RESOLVED THAT the Annual General Meeting of Shareholders for fiscal year 2013 held on 27 March 2014 at 14.00 hours at Vibhavadee Ballroom, Lobby Level, Centara Grand at Central Plaza Ladprao Bangkok, No.1695 Phaholyothin Road, Chatuchak, Bangkok be approved. The meeting agenda are as follows:

Agenda No.1	Matters to be informed
Agenda No. 2	To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2013 held on March 28, 2013
Agenda No. 3	To acknowledge the Board of Directors' report on the Company's operating results for the fiscal year 2013
Agenda No. 4	To consider and approve the Financial Statements of the Company and its subsidiaries for ended 31 December 2013
Agenda No. 5	To consider and approve the appropriation of the net profit for the year 2013 and approved the dividend payments
Agenda No. 6	To consider and approve the appointment of the Company's external auditors and fix their remuneration for the year 2014
Agenda No. 7	To consider and approve the election of Directors to replace those retiring by retired by rotation in 2014
Agenda No. 8	To consider and approve the change of number of director by increasing one additional director.



- Agenda No.9 To consider and approve the remuneration of the Company's Directors for the year 2014
- Agenda No.10 To consider and approve the issuance and offering of 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 1,197,000 units
- Agenda No. 11 To consider and approve 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
- Agenda No.12 To consider and approve the increase in the Company's registered capital from Baht 5,483,097,700 to Baht 5,489,086,200
- Agenda No.13 To consider and approve the amendment of the Memorandum of Association, Clause No. 4 relating to the increase in the Company's registered capital
- Agenda No.14 To approve the allocation of new ordinary shares in the amount not exceeding 1,197,000 shares, at the par value of 5 baht each in order to reserve for the exercise of the Warrants to be issued to directors and employees of the Company and its subsidiaries.
- Agenda No.15 To consider the issue and offer of debenture in the total amount not exceeding than Baht 7,000 MB
- Agenda No.16 To approve on determination of the business domination by foreigner
- Agenda No.17 Other matters, (if any).

The Record date on which the shareholders having the right to attend the Annual General Meeting of Shareholders for the year 2014 shall be compiled on 27 February 2014 as required by section 225 of the Securities and Exchange Act, and the Company's share register be closed on [28 February 2014](#).

Please be informed accordingly.

Yours faithfully,

- Signed -

(Mr. Vuthi Asvasermcharoen)
Chief Financial Officer
THAICOM Public Company Limited

