

- Translation -

TC-CP 005/2014

21 February 2014

**Subject:** Resolution of the Board of Directors to change the agendas of 2014 Annual General Meeting of Shareholders

**To:** The President  
The Stock Exchange of Thailand

Refer to the notification of the resolution of the board of directors of THAICOM Public Company Limited (the “Company”) No. 3/2014 to the Stock Exchange of Thailand regarding the change of number of directors by increasing one additional director. According to the mentioned resolution, the Board of Directors assigned Governance and Nomination Committee to conduct the selection process to find the candidate who has proper qualification. Recently, however,, no qualified candidate has yet been identified to the board. Hence, the Board of Directors Meeting No. 4/2014 had considered and approved as addressed below;

1. Unanimously resolved to remove “Agenda No. 8 To consider and approve the change of number of director by increasing one additional director”
2. Unanimously resolved the amendment the agenda of the Annual General Meeting of Shareholders the year 2014 as following;

**Previous**

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 the 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 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 1,197,700 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 1,197,700 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 and approve 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).



**Amended to**

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| 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 auditors and fix their remuneration for the year 2014  |
| Agenda No. 7  | To consider and approve the election of Directors to replace those retiring rotation in 2014  |
| Agenda No.8   | To consider and approve the remuneration of the Company's Directors for the year 2014   |
| Agenda No.9   | 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 1,197,700 units             |
| Agenda No. 10 | 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.11  | 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.12  | To consider and approve the amendment of the Memorandum of Association, Clause No. 4 relating to the increase in the Company's registered capital   |



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| Agenda No.13 | To approve the allocation of new ordinary shares in the amount not exceeding 1,197,700 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.14 | To consider and approve the issue and offer of debenture in the total amount not exceeding than Baht 7,000 MB  |
| Agenda No.15 | To approve on determination of the business domination by foreigner  |
| Agenda No.16 | Other matters, (if any).   |

Please be informed accordingly.

Yours faithfully,

- Signed –

(Mr. Salil Charuchinda)  
Vice President of Legal Department  
THAICOM Public Company Limited

