

- Translation -

TC-CP 011/2015

26 March 2015

Subject: Notification of the Resolutions of the Annual General Meeting of Shareholders for the Year 2015

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 2015 on Thursday, 26 March 2015 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 2015 as follows:

1. RESOLVED THAT the Minutes of the Annual General Meeting of Shareholders for the Year 2014 held on 27 March 2014 be approved.

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

| | | | | |
|---------------|-------------|-------|---------------|-----------|
| Approved | 726,666,054 | votes | equivalent to | 100.0000% |
| Disapproved | 0 | votes | equivalent to | 0.0000% |
| Abstained | 735,650 | votes | | |
| Voided Ballot | 0 | votes | | |

2. RESOLVED TO acknowledge the Board of Directors’ report on the Company’s operating results for the fiscal year 2014.
3. RESOLVED THAT the Financial Statements of the Company and its Subsidiaries for ended 31 December 2014 be approved.

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 727,584,698 | votes | equivalent to | 99.9999% |
| Disapproved | 400 | votes | equivalent to | 0.0000% |
| Abstained | 164,950 | votes | | |
| Voided Ballot | 0 | votes | | |

4. RESOLVED THAT the appropriation of the net profit after allocated 5% reserve fund for the dividend payment for the year 2014 at Baht of 0.65 per share, there are at the total of about 712 Baht million be approved.



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

| | | | | |
|---------------|-------------|-------|---------------|-----------|
| Approved | 727,700,698 | votes | equivalent to | 100.0000% |
| Disapproved | 0 | votes | equivalent to | 0.0000% |
| Abstained | 50,050 | votes | | |
| Voided Ballot | 0 | votes | | |

5. RESOLVED THAT the appointment of 3 auditors from KPMG Phoomchai Audit Limited to be the Company's auditors for the fiscal year 2015 be approved as follows:

5.1 Mr. Supot Singhasaneh Certified Public Accountant License No.2826
5.2 Mr. Winid Silamongkol Certified Public Accountant License No.3378
5.3 Mr. Charoen Phosamritert Certified Public Accountant License No.4068

In this regard, the Audit fee of the Company for the year 2015 shall be not exceeding than Baht 1,860,000. (One Million Eight Hundred and Sixty Thousand Baht)

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 727,602,698 | votes | equivalent to | 99.9985% |
| Disapproved | 10,500 | votes | equivalent to | 0.0014% |
| Abstained | 133,250 | votes | | |
| Voided Ballot | 4,300 | votes | | |

6. RESOLVED THAT to fix the total number of directors and the election of directors to replace those retiring by rotation in the year 2015 as per the following details:

- 6.1 Approved to fix the total number of directors, the Board of Directors shall be consist of 9 (nine) directors to keep the seat available for the representative directors by MICT

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 727,560,298 | votes | equivalent to | 99.9889% |
| Disapproved | 80,700 | votes | equivalent to | 0.0110% |
| Abstained | 110,750 | votes | | |
| Voided Ballot | 0 | votes | | |

- 6.2 Approved the election of directors to those retiring by rotation in 2015

6.2.1 Mr. Paron Isarasena Chairman of the Board of Directors,
Independence Director

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 714,256,498 | votes | equivalent to | 98.1661% |
| Disapproved | 13,342,800 | votes | equivalent to | 1.8338% |
| Abstained | 142,450 | votes | | |
| Voided Ballot | 10,000 | votes | | |

6.2.1 Professor Hiran Radeesri Independence Director,
Chairman of the Audit Committee

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 714,249,798 | votes | equivalent to | 98.1664% |
| Disapproved | 13,340,800 | votes | equivalent to | 1.8335% |
| Abstained | 151,150 | votes | | |
| Voided Ballot | 10,000 | votes | | |

7. RESOLVED THAT the directors' remuneration for 2015 approved by the Compensation Committee is not exceeding than Baht 15,000,000 million. (Fifteen Million Baht) The remuneration in the form of a monthly retainer, meeting fee, expense allowance annual compensation and other benefits shall be the same as the year 2014.

The Chairman of the Board shall receive the monthly retainer of Baht 150,000 (Fifteen – Thousands Baht) per month, an annual compensation and others benefits (includes office car with driver and health care cost). The outside directors shall receive the monthly retainer of Baht 50,000 (Fifty Thousands Baht) per month. The outside director who is the Chairman of the Audit Committee shall receive the additional monthly retainer of Baht 25,000 (Twenty-five Thousands Baht) per month. The outside director who is the Chairman of others Sub-Committee shall receive the additional monthly retainer of Baht 10,000 (Ten Thousands Baht) per month.

The outside director who is the Chairman Sub-Committee and Member of Sub-Committee of the Company shall be receive the additional Meeting fee of Baht 25,000 (Twenty-five Thousand Baht) per month

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

The Chairman of the Board is not entitled to receive meeting fee for the Meeting of the Board of Directors or any Sub-Committee, and the monthly retainer for the Chairman of any Sub-Committee

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 694,274,898 | votes | equivalent to | 95.3989% |
| Disapproved | 33,291,000 | votes | equivalent to | 4.5744% |
| Abstained | 193,450 | votes | equivalent to | 0.0265% |
| Voided Ballot | 0 | votes | | |

8. RESOLVED THAT the issuance and offering of the warrants to purchase the Company's ordinary shares (the "Warrants") to the employees of the Company and/or its subsidiaries in the amount not exceeding 1,085,300 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 37.626 per share.

The meeting has approved this agenda with the vote of not less than three-quarters of all the votes of the shareholders attending the meeting and having the rights to vote and was not opposed by shareholders with an aggregate member of shares exceeding 10 percent of all votes of shareholders' attending the meeting as follows:

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 727,409,598 | votes | equivalent to | 99.9519% |
| Disapproved | 249,900 | votes | equivalent to | 0.0343% |
| Abstained | 99,850 | votes | equivalent to | 0.0137% |
| Voided Ballot | 0 | votes | | |

9. RESOLVED THAT the allocation of the Warrants to the employee of the Company and/or 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>Employees</u> | <u>No. of the Warrants allocated (Units)</u> | <u>% of the Warrants</u> |
|---------------------------|--|--------------------------|
| 1. Mrs. Suphaje Suthumpun | Not exceeding 180,000 units | Not exceeding 16.59% |

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 726,204,198 | votes | equivalent to | 99.7863% |
| Disapproved | 1,399,100 | votes | equivalent to | 0.1922% |
| Abstained | 155,550 | votes | equivalent to | 0.0213% |
| Voided Ballot | 500 | votes | | |

2. Mr. Paiboon Panuwattanawong Not exceeding 120,000 units Not exceeding 11.06%

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 726,044,198 | votes | equivalent to | 99.7643% |
| Disapproved | 1,545,200 | votes | equivalent to | 0.2123% |
| Abstained | 169,450 | votes | equivalent to | 0.0232% |
| Voided Ballot | 500 | votes | | |

3. Mr. Vuthi Asvasermcharoen Not exceeding 120,000 units Not exceeding 11.06%

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 726,037,398 | votes | equivalent to | 99.7634% |
| Disapproved | 1,545,200 | votes | equivalent to | 0.2123% |
| Abstained | 176,250 | votes | equivalent to | 0.0242% |
| Voided Ballot | 500 | votes | | |

4. Mr. Pradeep Unni Not exceeding 120,000 units Not exceeding 11.06%

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 726,010,198 | votes | equivalent to | 99.7597% |
| Disapproved | 1,539,200 | votes | equivalent to | 0.2114% |
| Abstained | 209,450 | votes | equivalent to | 0.0287% |
| Voided Ballot | 500 | votes | | |

5. Mr. Patompob Suwansiri Not exceeding 120,000 units Not exceeding 11.06%

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 726,049,698 | votes | equivalent to | 99.7651% |
| Disapproved | 1,545,200 | votes | equivalent to | 0.2123% |
| Abstained | 163,950 | votes | equivalent to | 0.0225% |
| Voided Ballot | 500 | votes | | |

10. RESOLVED THAT the increase in the Company's registered capital from Baht 5,489,086,200 (1,097,817,240 shares, at the par value of Baht 5 each) to Baht 5,494,512,700 (1,098,902,540 shares, at par value of Baht 5 each) of which the new 1,085,300 register shares at the par value of 5 Baht each which are equal to 5,426,500 Baht of an registered capital. There are issued in order to reserve for the exercise of the warrants issuing to employees of the Company and /or its subsidiaries.

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 727,540,998 | votes | equivalent to | 99.9699% |
| Disapproved | 116,600 | votes | equivalent to | 0.0160% |
| Abstained | 101,750 | votes | equivalent to | 0.0139% |
| Voided Ballot | 0 | votes | | |

11. 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 registered capital be approved, this would be amended to read as follows:

| | | |
|-----------|------------------------------|-------------------------------|
| Clause 4. | The Registered Capital: Baht | 5,494,512,700 |
| | Divided into | 1,098,902,540 ordinary shares |
| | Preference Shares: | - |
| | Valuing Baht | five (5) each |

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 727,636,498 | votes | equivalent to | 99.9831% |
| Disapproved | 22,300 | votes | equivalent to | 0.0030% |
| Abstained | 100,550 | votes | equivalent to | 0.0138% |
| Voided Ballot | 0 | votes | | |

12. RESOLVED THAT the allocation of new ordinary shares in the amount not exceeding 1,085,300 shares, at the par value of Baht 5 each, in order to reserve for the exercise of the warrants to be issued to employees of the Company and/or its subsidiaries.

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

| | | | | |
|---------------|-------------|-------|---------------|----------|
| Approved | 727,582,198 | votes | equivalent to | 99.9886% |
| Disapproved | 82,300 | votes | equivalent to | 0.0113% |
| Abstained | 94,850 | votes | | |
| Voided Ballot | 0 | votes | | |

13. 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 | 727,725,498 | votes | equivalent to | 100.0000% |
| Disapproved | 0 | votes | equivalent to | 0.0000% |
| Abstained | 33,850 | votes | | |
| Voided Ballot | 0 | votes | | |

Yours faithfully,

- Signed -

(Mrs. Yupapan Chatsirinoppakun)
Vice President of Executive Office
and Company Secretary
THAICOM Public Company Limited