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TC-CP 008/2016

30 March 2016

**Subject:** Notification of the Resolutions of the Annual General Meeting of Shareholders for the year 2016

**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 2016 on Wednesday, 30 March 2016 at 14.00 o’clock at Vibhavadee Ballroom, Lobby Level, Centara Grand at Central Plaza Ladprao Bangkok, No. 1695 Phaholyothin Road, Chatuchak, Bangkok 10900. Once the meeting convened, there were 1,223 shareholders attending the meeting in person and by proxy, holding 695,045,464 shares equivalent to 63.4202 percent of the Company’s issued and paid-up share. The meeting passed the resolutions as follows:

1. RESOLVED TO adopt the Minutes of the Annual General Meeting of Shareholders for the year 2015 held on 26 March 2015.

The meeting has adopt this matter by a majority of the shareholders who attend the meeting and cast their votes as follows:

Approved	699,234,209	votes	equivalent to	100.0000%
Disapproved	0	votes	equivalent to	0.0000%
Abstained	37,000	votes	-	
Voided Ballot	0	votes	-	

2. RESOLVED TO acknowledge the Company’s operating results for the fiscal year 2015.
3. RESOLVED TO approve the Financial Statements of the Company and its Subsidiaries for ended 31 December 2015.

The meeting has approved this matter by a majority of the shareholders who attend the meeting and cast their votes as follows:

Approved	700,842,876	votes	equivalent to	99.9999%
Disapproved	100	votes	equivalent to	0.0000%
Abstained	31,200	votes	-	
Voided Ballot	0	votes	-	

4. RESOLVED TO approve the appropriation of the net profit as legal reserve and the dividend payment for the year 2015 at Baht 0.65 per share, there are at the total amount of Baht 712 million. The Company will pay the dividend on 26 April 2016 to the entitled



shareholders whose names appear in the share register book on 7 April 2016, which is the share register book closing date.

The meeting has approved this matter by a majority of the shareholders who attend the meeting and cast their votes as follows:

Approved	700,853,276	votes	equivalent to	99.9999%
Disapproved	100	votes	equivalent to	0.0000%
Abstained	23,900	votes	-	
Voided Ballot	0	votes	-	

5. RESOLVED TO approve the appointment of the Company's auditors from Deloitte Touch Tohmatsu Jaiyos Co., Ltd for the fiscal year 2016 as follows:

1 Mr. Chavala Tienpasertkij	Certified Public Accountant License No.4301
2 Mr. Suphamit Techamontrikul	Certified Public Accountant License No.3356
3 Mr. Permsak Wongpatcharakorn	Certified Public Accountant License No.3427

In this regard, the meeting has fix the audit fee of the Company for the year 2016 in the amount not exceeding Baht 1,860,000 (One Million Eight Hundred and Sixty Thousand Baht).

The meeting has approved this matter by a majority of the shareholders who attend the meeting and cast their votes as follows:

Approved	700,701,976	votes	equivalent to	99.9999%
Disapproved	100	votes	equivalent to	0.0000%
Abstained	175,900	votes	-	
Voided Ballot	0	votes	-	

6. RESOLVED TO approve the election of 3 directors who retired by rotation in 2016 as the Company's directors for another term as per the following details:

6.1 Mr. Somprasong Boonyachai - Director

The meeting has approved this matter by a majority of the shareholders who attend the meeting and cast their votes as follows:

Approved	741,270,378	votes	equivalent to	99.9987%
Disapproved	9,400	votes	equivalent to	0.0012%
Abstained	99,300	votes	-	
Voided Ballot	0	votes	-	

6.2 Mr. Prasert Bunsumpun - Independent Director

The meeting has approved this matter by a majority of the shareholders who attend the meeting and cast their votes as follows:



Approved	741,281,878	votes	equivalent to	99.9994%
Disapproved	4,100	votes	equivalent to	0.0005%
Abstained	93,100	votes	-	
Voided Ballot	0	votes	-	

### 6.3 Mr. Kwek Buck Chye - Director

The meeting has approved this matter by a majority of the shareholders who attend the meeting and cast their votes as follows:

Approved	741,250,678	votes	equivalent to	99.9967%
Disapproved	24,300	votes	equivalent to	0.0032%
Abstained	104,100	votes	-	
Voided Ballot	0	votes	-	

## 7. RESOLVED TO approve the increase in number of directors on the Board and the appointment of new directors as per the following details:

### 7.1 Approved the increase of 2 new directors on the Board for effective management.

The meeting has approved this matter by a majority of the shareholders who attend the meeting and cast their votes as follows

Approved	740,388,378	votes	equivalent to	99.9186%
Disapproved	602,700	votes	equivalent to	0.0813%
Abstained	388,000	votes	-	
Voided Ballot	0	votes	-	

### 7.2 Approved the appointment of 2 new directors as per the following details;

#### 7.2.1 Mr. Philip Chen Chong Tan as a director

The meeting has approved this matter by a majority of the shareholders who attend the meeting and cast their votes as follows:

Approved	740,400,979	votes	equivalent to	99.9235%
Disapproved	566,400	votes	equivalent to	0.0764%
Abstained	411,900	votes	-	
Voided Ballot	0	votes	-	

#### 7.2.2 Ms. Pattareeya Benjapolchai as an independent director

The meeting has approved this matter by a majority of the shareholders who attend the meeting and cast their votes as follows:

Approved	740,443,479	votes	equivalent to	99.9263%
Disapproved	546,100	votes	equivalent to	0.0736%



Abstained	389,700	votes	-
Voided Ballot	0	votes	-

8. RESOLVED TO approve the directors' remuneration for the year 2016 in the amount not exceeding Baht 25,000,000 (Twenty-Five Million Baht). The remuneration in the form of a monthly retainer, meeting fee, expense allowance, annual compensation and other benefits as per the following details;

- The Chairman of the Board shall receive the monthly retainer of Baht 200,000 (Twenty Thousands Baht) per month, an annual compensation and others benefits (includes office car with driver and health care cost) but shall not receive a meeting fee or any other remuneration for the position of chairman or member of a board committee.
- Directors shall receive a monthly retainer of Baht 50,000 (Fifty Thousand Baht), an annual compensation and a meeting fee of Baht 25,000 (Twenty Five Thousand Baht) for each Board or Board committee meeting.
- The Chairman of the Audit Committee and the Chairman of the Executive Committee shall each receive an additional monthly retainer of Baht 25,000 (Twenty Five Thousand Baht).
- The chairman of other Board committees shall receive an additional monthly retainer of Baht 10,000 (Ten Thousand Baht).
- Directors who are Company executives shall not receive any remuneration as members of the Board.
- Each member of the Board is eligible for per diem while traveling for the Company's business, at the rate determined by the Company
- Directors shall receive life insurance and an annual health insurance except the Chairman of the Board.
- Director who are Company executives shall receive the allocation of the Warrants to employees

The Board is authorized to determine the necessary conditions and set out the details as appropriate

The meeting has approved this matter by a vote of no less than two-thirds of the shareholders who attend the meeting as follows:

Approved	740,258,479	votes	equivalent to	99.8488%
Disapproved	837,900	votes	equivalent to	0.1130%
Abstained	282,900	votes	equivalent to	0.0381%
Voided Ballot	0	votes	-	

9. RESOLVED TO approve 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 1,074,300 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 25.918 per share.



The Board or other persons delegated by the Board shall have the authority to determine the other provisions pertaining to the issuance of the Warrants, including obtaining approval from the relevant authorities and performing any other related actions considered necessary.

The meeting has approved this matter by a vote of no less than three-quarters of all the votes of the shareholders attending the meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding 10 percent of all votes of the shareholders attending the meeting as follows:

Approved	740,283,479	votes	equivalent to	99.8543%
Disapproved	596,800	votes	equivalent to	0.0805%
Abstained	483,200	votes	equivalent to	0.0651%
Voided Ballot	0	votes	-	

10. RESOLVED TO approve 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 percent of the total warrants under this scheme which had been considered and recommended by the Compensation Committee. Name of those directors and employees are as follows:

1. Mr. Paiboon Panuwattanawong

No. of the Warrants allocated in the amount not exceeding 185,400 units, equivalent to not exceeding 17.26% of the scheme.

The meeting has approved this matter by a vote of no less than three-quarters of all the votes of 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 votes of shareholders attending the meeting as follows:

Approved	738,521,779	votes	equivalent to	99.6145%
Disapproved	2,447,600	votes	equivalent to	0.3301%
Abstained	409,900	votes	equivalent to	0.0552%
Voided Ballot	0	votes	-	

2. Mr. Vuthi Asvasermcharoen

No. of the Warrants allocated in the amount not exceeding 145,000 units, equivalent to not exceeding 13.50% of the scheme.

The meeting has approved this matter by a vote of no less than three-quarters of all the votes of 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 votes of shareholders attending the meeting as follows:

Approved	738,521,879	votes	equivalent to	99.6145%
Disapproved	2,448,800	votes	equivalent to	0.3303%



Abstained	408,600	votes	equivalent to	0.551%
Voided Ballot	0	votes	-	

### 3. Mr. Teerayuth Boonchote

No. of the Warrants allocated in the amount not exceeding 145,000 units, equivalent to not exceeding 13.50% of the scheme.

The meeting has approved this matter by a vote of no less than three-quarters of all the votes of 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 votes of shareholders attending the meeting as follows;

Approved	738,550,579	votes	equivalent to	99.6184%
Disapproved	2,438,500	votes	equivalent to	0.3289%
Abstained	390,200	votes	equivalent to	0.0526%
Voided Ballot	0	votes	-	

### 4. Mr. Patompob Suwansiri

No. of the Warrants allocated in the amount not exceeding 145,000 units, equivalent to not exceeding 13.50% of the scheme.

The meeting has approved this matter by a vote of no less than three-quarters of all the votes of 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 votes of shareholders attending the meeting as follows;

Approved	738,546,379	votes	equivalent to	99.6178%
Disapproved	2,438,500	votes	equivalent to	0.3289%
Abstained	394,400	votes	equivalent to	0.0531%
Voided Ballot	0	votes	-	

11. RESOLVED TO approve the increase in the Company's registered capital from Baht 5,494,512,700 (1,098,902,540 shares, at the par value of Baht 5 each) to Baht 5,499,884,200 (1,099,976,840 shares, at par value of Baht 5 each) of which the new 1,074,300 register shares at the par value of 5 Baht each which are equal to 5,371,500 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 matter by a vote of no less than three-fourths of the shareholders who attend the meeting and are entitled to vote as follows:

Approved	740,804,979	votes	equivalent to	99.9225%
Disapproved	515,800	votes	equivalent to	0.0695%
Abstained	58,500	votes	equivalent to	0.0078%
Voided Ballot	0	votes	-	





12. RESOLVED TO approve 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 5,499,884,200 (Five Thousand Four Hundred and Ninety Nine Million, Eight Hundred Eighty Four Thousand and Two Hundred Baht)

Divided into: 1,099,976,840 shares (One Thousand and Ninety Nine Million, Nine Hundred Seventy Six Thousand and Eight Hundred Forty shares)

At par value of: Baht 5 (Five Baht)

Divided into  
Common Shares: 1,099,976,840 shares (One Thousand and Ninety Nine Million, Nine Hundred Seventy Six Thousand and Eight Hundred Forty shares)

Preference Shares: -None-

The meeting has approved this matter by a vote of no less than three-fourths of the shareholders who attend the meeting and are entitled to vote as follows:

Approved	740,723,779	votes	equivalent to	99.9115%
Disapproved	518,300	votes	equivalent to	0.0699%
Abstained	137,200	votes	equivalent to	0.0185%
Voided Ballot	0	votes	-	

13. RESOLVED TO approve the allocation of new ordinary shares in the amount not exceeding 1,074,300 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 Board or other persons delegated by the Board shall have the authority to determine the related terms and conditions and take any necessary action in connection with the issuance and allocation of the new shares and their listing on the Stock Exchange of Thailand.

The meeting has approved this matter by a majority of the shareholders who attend the meeting and cast their votes as follows:

Approved	740,673,079	votes	equivalent to	99.9222%
Disapproved	576,000	votes	equivalent to	0.0777%
Abstained	130,200	votes	-	
Voided Ballot	0	votes	-	

14. 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 matter by a majority of the shareholders who attend the meeting and cast their votes as follows:

Approved	741,275,279	votes	equivalent to	99.9998%
Disapproved	1,400	votes	equivalent to	0.0001%
Abstained	40,000	votes	-	
Voided Ballot	62,600	votes	-	

Yours faithfully,

- Signed -

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

