

- Translation -

TC-CP 003/2019

8 February 2019

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 2/2019

To: The President
The Stock Exchange of Thailand

Enclosures: 1. Notification Subject "The prohibition of acts that appear to be dominated by Foreigners" B.E. 2556

The Board of Directors' Meeting of Thaicom Public Company Limited (the "Company") No. 2/2019 held on 8 February 2019 at 9.30 a.m. at Galaxy Room on 28th Floor, SJ Infinite One Business Complex, No. 349 Vibhavadi-Rangsit Road, Chatuchak, Bangkok, hereby made the following resolutions:

1. Acknowledgement the entering into a service agreement with I.T. Applications Services Company Limited (ITAS), which is 99.99% owned by Intouch Holdings Public Company Limited. (INTOUCH) The details are as follow:

1.1 Date of Transaction

January 2019

1.2 The parties involved

Employer: Thaicom Public Company Limited and its subsidiaries

Contractor: I.T. Applications Services Company Limited (ITAS)

1.3 Relationship

Both employer and the contractor have the same major shareholders, who are Intouch Holdings Public Company Limited (INTOUCH). INTOUCH holds the shares of the employer via Thaicom Public Company Limited and holds 99.99% of ITAS directly.

1.4 General explanation of the transaction

ITAS will provide service regarding a computer system to the Company and its subsidiaries. The details are as follows:



1. Maintenance services for hardware and software.
2. Helpdesk service for SAP user.
3. Supervise for auto budget system.

1.5 Term of Contract

1 year, starting from January 1, 2019 to December 31, 2019

1.6 Total value and criteria used in determining the transaction's total value

Total value approximately Baht 6.148 million.

1.7 Transaction size

Entering into a service agreement of the Company and its subsidiaries is considered to be a connected transaction of listed company, as prescribed in the Notification of the Stock Exchange of Thailand (SET) regulations regarding rules, procedures and disclosure of connected transactions of listed companies. This transaction is classified as a normal business supporting transaction with general commercial terms; the size of the transaction is over Baht 1 Million but less than Baht 20 Million, but the pricing cannot be calculated from the underlying assets or reference value, thus requiring the Company to report the transaction to SET

2. Approved the Financial Statements for the year ended on 31 December 2018.
3. Approved proposing to the shareholders' meeting for approval the omission of dividend payment from the net profit from the operating results of the period February 1, 2018 to December 31, 2018. Therefore, dividend payment will be paid only the interim period January 1, 2018 to January 31, 2018 of Baht 1.36 per share or a total of about 1,491 million baht which already paid on April 25, 2018.
4. Approved proposing to the shareholders' meeting for approval the appointment of the following auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditors for the fiscal year 2019:
 - (1) Mr. Suphamit Techamontrikul Certified Public Accountant License No. 3356
 - (2) Mr. Chavala Tienpasertkij Certified Public Accountant License No. 4301
 - (3) Mr. Kiatniyom Kuntisook Certified Public Accountant License No. 4800

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements. The audit fee for the year 2019 was fixed at an amount not to exceed 1.86 million Baht.



The appointment of the Company's auditors and their remuneration for the year 2019 had already been considered and agreed upon by the Audit Committee.

5. Approved proposing to the shareholders' meeting for approval the election of directors to replace those retired by rotation in 2019 per the following details:

The directors retired by rotation are:

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|--------------------------------|---|
| 1. Mr. Prasert Bunsumpun | Chairman and Independent Director |
| 2. Mrs. Patareeya Benjapolchai | Chairman of the Audit Committee,
Member of the Governance and Nomination
Committee and Independent Director |
| 3. Mr. Somprasong Boonyachai | Director |

The re-election of directors for another term had already been considered and agreed upon by the Governance and Nomination Committee.

6. Approved proposing to the shareholders' meeting for approval that directors' remuneration for the year 2019 be in an amount not to exceed 22 million Baht which had already been considered and agreed upon by the Compensation Committee.
7. Approved proposing to the shareholders' meeting for approval a letter to confirm the prohibition of acts appearing to be dominated by foreigners in compliance with the Notification of the National Broadcasting and Telecommunications Commission (NBTC). The Company is required to propose such a letter to the shareholders' meeting for their consideration and approval before submitting it to the NBTC. The details appear in Enclosure 1.
8. Approved calling the 2019 Annual General Meeting of Shareholders on Tuesday, 2 April 2019 at 14.00 hours at the Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel, no. 494 Rajdamri Road, Phatumwan District, Bangkok 10330. The meeting agenda is as follows:

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| Agenda Item 1 | Matters to be informed; |
| Agenda Item 2 | To consider and adopt the Minutes of the 2018 Annual General Meeting of Shareholders held on 28 March 2018; |
| Agenda Item 3 | To acknowledge the Company's operating results for the fiscal year 2018; |
| Agenda Item 4 | To consider and approve the Financial Statements of the Company and its subsidiaries for the year ended on 31 December 2018; |
| Agenda Item 5 | To consider and approve no appropriation of the net profit and no dividend payment for the year 2018; |
| Agenda Item 6 | To consider and approve the appointment of the Company's auditors and fix their remuneration for the year 2019; |



- Agenda Item 7 To consider and approve the appointment of directors to replace those who retire by rotation in 2019;
- Agenda Item 8 To consider and approve the remuneration of the Company's directors for the year 2019;
- Agenda Item 9 To consider and approve the prohibition of business domination by foreigners; and
- Agenda Item 10 Other matters, (if any).

The Record Date for specifying the list of shareholders who are entitled to attend the 2019 Annual General Meeting of Shareholders shall be on Friday 22 February 2019.

Yours sincerely,

-Signed-

(Ms. Yupapan Panclurbthong)
Head of Company Secretary and Compliance Section
Thaicom Public Company Limited



- Translation -**Notification****Thaicom Public company Limited****Subject “The prohibition of acts that appear to be dominated by Foreigner”
B.E. 2556**

The National Broadcasting and Telecommunications Commission (NBTC) established the Notification Subject: The prohibition of acts that appear to be dominated by Foreigner B.E. 2555 (the Notification) applies for Telecom licensee who operates a telecommunications network with its own and for Telecom licensee that shall be prohibited by the rules, criteria and procedures set forth in this notification with the approval of Shareholders Meeting.

With the approval of the 2013 Annual General Meeting of Shareholders on 28 March 2013, Thaicom Public company Limited defined “The prohibition of acts that appear to be dominated by Foreigner” to ensure that no business takeover by foreigners which listed the prohibitions as below:

1. Do not dominate by Foreigner or agent by holding shares, whether direct or indirect for avoidable to this Notification; or
2. Do not dominate by holding shares by own Foreigner or agent provided that the said shares have the privilege more than actual shares held in voting in shareholders meeting or shares held by Thai shareholders; or
3. Do not dominate by Foreigner who has authority, control or influence, whether direct or indirect to regulate the policy, the management, operation, and appointment of directors or top executive Top executive means Chairman of the Board of Directors, Managing Director, director, Chief Finance Officer, Head of purchasing function or any other person who has authority of influence on the management or operation of telecommunication of THAICOM Public Limited Company; or
4. Do not dominate by legal binding with source of fund or loan from Foreigner or affiliate such as loan guarantee, offering interest rate that lower that market rat, business risk insurance or granting credit in discriminatory manner; or
5. Do not dominate by the Intellectual Property Contract or the Franchise Contract or the exclusive rights contract made with Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or
6. Do not dominate by purchasing contract or employment contract in management made with Foreigner or affiliate or employee or staff of Foreigner or affiliate on consequence of transfer of expense and benefit to Foreigner; or
7. Do not dominate by Joint Venture with Foreigner or affiliate by sharing the operating costs on consequence of transfer of expense and benefit to Foreigner; or



8. Do not dominate by transaction of pricing transfer or pricing collusion with Foreigner or affiliate.

This Notification is effective from 28 March 2013

