

THAICOM PUBLIC COMPANY LIMITED

Invitation to the Annual General Meeting of Shareholders for the year 2020

22 July 2020 at 09.30 Hrs

at Vibhavadee Ballroom, Lobby Floor,
Centara Grand Central Plaza Ladprao

Registration starts at 07.30 Hrs

- Due to the space constraint from the 1.5-metre-social-distancing rule, only 100 seats will be available in the meeting room.
- Please appoint one of the Company's independent directors as a proxy to attend the AGM on your behalf.
- The Company will not provide any souvenirs, snack boxes or beverages at the AGM.
- To Facilitate the Registration, Please bring along the Registration Form

Thaicom Plc.

Safety measures to prevent the spread of COVID-19 at the Annual General Meeting of Shareholders for 2020

In order to comply with the orders of the Centre for the Administration of the Situation due to the Outbreak of the Communicable Disease Coronavirus 2019 (COVID-19) No. 3/2563 Re: *Guidelines based on Regulations Issued under Section 9 of the Emergency Decree on Public Administration in Emergency Situations, B.E. 2548 (No. 2),* dated May 16, 2020, the Company would like to inform all the shareholders of the measures to be adopted at the Annual General Meeting of Shareholders for 2020 (the AGM).

Due to the space constraint from the 1.5-metre-social-distancing rule, only 100 seats will be available in the meeting room. Therefore, the Company requests that every shareholder attentively follow the measures below.

1. To reduce the risk of spreading COVID-19, please appoint one of the Company's independent directors as a proxy to attend the AGM on your behalf. This can be done by completing *Proxy Form B* and preparing the supporting documents, including a signed copy of your identity document. These documents must be mailed, using the envelope enclosed with this letter, to the Company by July 15, 2020.
2. If you wish to attend the AGM in person, you must pre-register online since July 8, 2020 onwards at: www.intouchcompany.com/Thaicom/AGM2020/Preregister. Shareholders who have not pre-registered will not be allowed to attend the AGM if all the seats have been reserved. However, you can still appoint one of the Company's independent directors as a proxy (Form B) to vote on your behalf and please do not use proxy (Form A).
3. If you do not attend the AGM in person, you can watch a live broadcast at: www.Thaicom.net/AGM2020 by using your ten-digit shareholder's registration number to access this. However, voting on every item must be done by proxy. If you require more information or have any questions, please contact our customer service (helpdesk) Tel: 089-962-6757.
4. If you have any questions, please submit them in advance by the Company's website, Email to: comsec@thaicom.net and Fax to: 02-591-0705.
5. This year, the Company will not provide any souvenirs, snack boxes or beverages at the AGM. As an additional safety measure, the consumption of food and other drinks will not be allowed in the meeting room.

Preventive measures at the screening points

1. The screening points at the hotel entrance. The Company reserves the right to deny entry to the meeting room in the following cases:
    - Anyone with a fever or a body temperature of 37.5 degrees Celsius or higher.
    - Anyone exhibiting symptoms of fever (e.g. persistent coughing, sore throat, runny nose, sneezing or breathing difficulties).
    - Anyone who has returned from a high-risk country less than 14 days before the meeting.
    - Anyone who do not wear a mask.
2. Every attendee must check into and out of the meeting room, by using the government and company application.
3. Every attendee has to wear a facemask at all times.
4. Shareholders whose pre-registration is accepted will receive a specific seat number at the registration desk. Please show the SMS to confirm the seat number and sit on the assigned seat throughout the

meeting for tracking purposes in case any infection is reported later. Please do not change seats during the meeting.

Preventive measures in the meeting room

1. Bring your own facemask and wear it at all times, and frequently clean your hands with the alcohol gel sanitizers provided.
2. Avoid touching your face, eyes, nose and lips with unwashed hands.
3. Refrain from consuming food or other drinks in the meeting room.
4. Leave the meeting room immediately if you develop a fever, runny nose or sore throat, start coughing or sneezing, or experience breathing difficulties.
5. For sanitary reasons, no microphone will be provided for shareholders to use at the AGM. If you have any questions, please write them in a piece of paper and drop them into the question box.
6. The AGM will be as concise as possible to prevent many people staying in the closed area for a long time and to reduce the chance of the spread of the virus and will not last longer than one and a half hours (Average 10 minutes / 1 agenda item).

Other preventive measures

The Company will take the following measures to ensure that the meeting venue and equipment has been arranged to reduce the risk of spreading COVID-19, in accordance with the Department of Disease Control's *Recommendations for Meetings, Seminars or Other Mass Gatherings, May 16, 2020*:

- Provide sufficient hand sanitizers.
- Ensure that the meeting room and all the equipment have been properly cleaned before the AGM begins. Areas that are heavily used will be cleaned frequently during the meeting.
- Provide notices on how to attend the AGM safely.

If you require more information or have any questions about the AGM, please visit the Company's website or contact us at:

The Company Secretary Office
Thaicom Plc.
63/21 Rattanathibet Road, Bang Kra Sor Sub-District, Muang Nonthaburi District,
Nonthaburi Province, 11000, Thailand
Tel: 02-596-5060 ext. 6986, 5056
Fax: 02-591-0705

Should the COVID-19 situation worsen or the government make any announcement with regard to large gatherings, the Company will communicate how this may affect the AGM through its website and the SET website.

Your understanding and cooperation will be greatly appreciated.

In keeping with the guidelines for good corporate governance promoted by the supervising authorities discouraging the distribution of souvenirs at the annual general meeting of shareholders, the Company will no longer distribute souvenirs to shareholders.

Registration No. 0107536000897

18 June 2020

Subject **Invitation to the 2020 Annual General Meeting of Shareholders**

Dear **All Shareholders of Thaicom Public Company Limited**

Enclosures:

1. The Annual Report for the year 2019 and the Company's financial statements for the year ended 31 December 2019 in the QR Code (Supporting consideration of Items 2, 3 and 6)
2. Profiles of auditors for the year 2020 (Supporting consideration of Item 5)
3. Profiles of nominated candidates for election as Directors (Supporting consideration of Item 7)
4. The Notification of the National Broadcasting and Telecommunications Commission Re: "The prohibition of acts that appear to be dominated by Foreigners" B.E. 2555 and Copy of the Notification of Thaicom Public Company Limited Re: "The prohibition of acts that appear to be dominated by Foreigners" B.E. 2556 (Supporting consideration of Item 8)
5. Explanation of documents and evidence to identify shareholders or their proxies who are eligible to attend the meeting and have the right to vote
6. The Definition of Independent Director including profiles of Independent Directors acting as shareholder proxies
7. The Company's Articles of Association relating to shareholder meetings
8. Map of Venue for the Annual General Meeting of Shareholders at Vibhavadee Ballroom, Lobby Level, Centara Grand at Central Plaza Ladprao Bangkok.
9. Proxy Form
10. Registration Form

The Board of Directors' Meeting (the "**Board**') of Thaicom Public Company Limited (the "**Company**") has resolved to convene the 2020 Annual General Meeting of Shareholders (the "**Meeting**") on Wednesday, 22 July 2020 at 9.30 a.m. (registration begins from 7.30 a.m.) at the Grand Ballroom, at Vibhavadee Ballroom, Lobby Level, Centara Grand at Central Plaza Ladprao Bangkok, No. 1695 Phaholyothin Road, Chatuchak, Bangkok 10900 to consider the following agenda items:

Item 1 Matters to be informed

Item 2 To acknowledge the Company's operating results for the fiscal year 2019

Objective and Reason: The Company has summarized the Company's operating results and the significant changes for the year 2019 ended on 31 December 2019 as presented in *Enclosure 1 Annual Report for the year 2019* which has been sent to the shareholders (in the QR Code) along with this Invitation Letter.

The Board's Opinion: Agreed to propose the Company's operation results for the year 2019 ended 31 December 2019 to the Annual General Meeting of Shareholders for acknowledgement, as shown in *Enclosure 1 Annual Report for the year 2019.* As for the Company's future business direction, it will be presenting in the meeting accordingly.

Voting: This agenda item is for acknowledgement and there will be no casting of votes.

Item 3 To consider and approve the Financial Statements of the Company and its subsidiaries for the year ended on 31 December 2019

Objective and Reason: According to the Public Limited Companies Act, B.E. 2535 and the Company's Articles of Association, the Company must prepare a statement of financial position and statements of comprehensive income at the end of the fiscal year, have them audited by an external auditor, and submit them to the shareholder meeting for approval.

The Company has prepared the Financial Statements of the Company and its subsidiaries for the year ended on 31 December 2019 as shown in *Enclosure 1 Annual Report for the year 2019* which has been sent to the shareholders (in the QR Code) along with this Invitation Letter.

A summary of the significant financial statements of the Company and its subsidiaries for the year ended on 31 December 2019 is shown below:

(Unit: million Baht)

List of items	Consolidated Financial Statements		The Company's Financial Statements	
	2019	2018	2019	2018
Total assets	17,010.78	22,202.08	18,006.188	22,718.97
Total liabilities	6,015.82	9,065.02	7,011.15	9,581.92
Total revenue	5,000.35	8,173.52	4,563.45	5,700.70
Net Profit (loss) (equity holders of the Company)	(2,249.95)	229.55	(2,249.95)	229.55
Earnings (loss) per share (Baht/share)	(2.05)	0.21	(2.05)	0.21

The Audit Committee's Opinion: The Audit Committee has reviewed the Company's financial statements for the year ended on 31 December 2019, which have been audited and certified by Mr. Chavala Tienpasertkij a certified public accountant (registration No. 4301) of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and recommended that the Board propose the Company's financial statements for the year ended on 31 December 2019 to the shareholder meeting for approval.

The Board's Opinion: The Board has considered and deemed said financial statements correct, complete and sufficient pursuant to the generally accepted accounting standards. The financial statements were considered by the Audit Committee and audited by a certified auditor, and the Board hereby proposes that the 2020 Annual General Meeting of Shareholders approves the financial statements of the Company and its subsidiaries for the year ended on 31 December 2019 as shown in *Enclosure 1 Annual Report for the year 2019*.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Item 4 To acknowledge the interim dividend payment and no proposal for additional dividend payment for the year 2019

Objective and Reason:

The Company has a policy to pay dividends and no more than the accumulation of profit as shown in the financial statement. Therefore, the dividend payment shall not significantly affect the Company's investment plan and daily business operations, including cash flow and others matters such as the future financial condition of the Company and its subsidiaries.

The Board's Opinion: It was appropriate to propose to the shareholders' meeting for acknowledgement of the interim dividend payment from the Company's retained earnings as of 31 December 2019 to reduce the impact of shareholders' meeting cancellation at the rate of Baht 0.20 per share or a total of about 219,220,390.80 million baht, which was paid to shareholders on 21 April 2020, by the Board of Directors' Meeting No. 6/2020 held on 24 March

2020. As a result, the Board of Directors will not propose any other dividend payment for the year 2019.

Details of dividend payment for the performance year 2019 compared with the year 2018 are as follows:

Details of Dividend Payment	2019	2018[(1)]
Earnings per share (Baht)	(2.05)	0.21
Dividend Per Share (Baht)	-	1.36
Dividend payout ratio based on Company's net profit (%)	-	649%

Remark:

[(1)] The 2018 Annual General Meeting of Shareholders on 28 March 2018 has passed the resolution to approve no appropriation of the net profit and no dividend payment for to year 2017 due to the Company's net loss and approve the interim dividend payment for performance during the period of 1-31 January 2018 of 1.36 Baht per share, which was appropriated from the net profit from selling of CS Loxinfo Public Company Limited.

Voting: This agenda item is for acknowledgement and there will be no casting of votes.

Item 5 To consider and approve the appointment of the Company's auditors and fix their remuneration for the year 2020

Objective and Reason: According to the Public Limited Companies Act, B.E. 2535, the appointment of the Company's external auditors and the audit fees must be approved at the annual general meeting of shareholders. In addition, the Notification of Capital Market Supervisory Board has stipulated that the appointment of individual external auditors (but not the audit firm) of listed companies be no more than five consecutive one-year terms. After five years, the auditors must be rotated, although they can be reappointed after a two-year break.

The Audit Committee's Opinion: The Audit Committee has considered and selected Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., ("Deloitte") to be the audit firm for the Company, its subsidiaries, and its associated companies for the year 2020. This is the fifth consecutive fiscal year for which Deloitte has been appointed, continuing from the 2016 – 2020 fiscal year. Deloitte is a leading international audit firm, offering independence, considerable expertise, and reasonable audit fees. Moreover, Deloitte's performance over the past year was satisfactory. The Audit Committee then recommended that the Board propose this matter to the shareholder meeting for approval. The appointment of the auditors is as follows:

Name of Auditor	CPA Registration No.	Number of years certified the Company's financial statements.
1. Dr. Suphamit Techamontrikul	3356	-
2. Mr. Chavala Tienpasertkij	4301	4 years (2016 -2019)
3. Dr. Kiatniyom Kuntisook	4800	-

Any of the above auditors can conduct the audit and express and opinions on the Company's financial statement. Each auditor's profile is shown in *Enclosure 2 Profiles of auditors for the year 2020* which has been sent to the shareholders along with this Invitation Letter.

The firm has agreed to charge fees of 1,860,000 Baht (One Million Eight Hundred and Sixty Thousand Baht) for the year 2020. Comparative information on the payment of auditor remuneration in the previous year is shown in the following table.

(Unit: Baht)

Type of Fee	2020 (the proposed year)	2019
Audit Fee	1,860,000	1,860,000

Remark: The above audit fee excludes non-audit fees paid by the Company and audit fees for the Company's subsidiaries.

In 2019, the Company paid other compensation for special audit and non-audit consultant services (non-audit fees) to Deloitte in the amount of 180,000 Baht (One Hundred and Eighty thousand Baht).

Deloitte and the proposed auditors are independent and have no conflicts of interest with the Company, its subsidiaries, executives, the major shareholders, or related parties of such persons.

The Board's Opinion: The Board has agreed with the Audit Committee and proposed that the 2020 Annual General Meeting of Shareholders approve the appointment of the auditors from Deloitte as the external auditors of the Company for the year 2020, and fix the audit fees at 1,860,000 Baht (One Million Eight Hundred and Sixty Thousand Baht), the same amount as the previous year.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Item 6 To consider and approve the appointment of directors to replace those who retire by rotation in 2019

Objective and Reason: According to the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, at every annual ordinary meeting, one-third of the directors shall vacate office. If the number of directors

cannot be divided exactly into three parts, directors in a number closest to one-third shall vacate office. Directors vacating office may be re-elected.

At the present, the Company's Board of Directors comprises of 9 members. The 3 directors listed below are one-third of all directors who retired by rotation in the 2020 Annual General Meeting of Shareholders.

Name of Director	Positions
1. Mr. Winid Silamongkol	Independent Director, Chairman of the Audit Committee and Member of the Governance and Nomination Committee
2. Mr. Teeranun Srihong	Independent Director, Member of the Audit Committee, Member of the Compensation Committee and Chairman of the New Business Development Committee
3. Mr. Anant Kaewruamvongs	Director and Chief Executive Officer

The Company provided an opportunity for shareholders to propose names of qualified candidates for election as Directors during the period of 25 September 2019 to 31 December 2019 and disclosed the criteria and procedures via the Company's website. However, no minority shareholders nominated a candidate for election as Director.

The Governance and Nomination Committee's Opinion: The Governance and Nomination Committee, with the exception of the members with conflicts of interest, has endorsed the recommendation and considered the appropriate ratio diversity and structure of the Board members, including skills, knowledge, competency, experience, and specific expertise needed and alignment with the Company's strategic directions. Board members should be prepared to dedicate their time to fully performing their role on the Board, have appropriate qualifications, and not possess any disqualifying characteristics as specified by law and good corporate governance of listed companies. The Governance and Nomination Committee recommended that the Board propose to the shareholder meeting for approval the re-appointment of 3 retiring directors Mr. Winid Silamongkol, Mr. Teeranun Srihong and Mr. Anant Kaewruamvongs as Director for another term.

The Board's Opinion: The Board, with the exception of the directors who have conflicts of interest, has endorsed the recommendation agreed with the Governance and Nomination Committee and proposed that the 2020 Annual General Meeting of Shareholders approves the following retiring directors be re-appointed as Director with the following details:

Name of Director	Positions
1. Mr. Winid Silamongkol	Independent Director, Chairman of the Audit Committee and Member of the Governance and Nomination Committee

2. Mr. Teeranun Srihong	Independent Director, Member of the Audit Committee, Member of the Compensation Committee and Chairman of the New Business Development Committee
3. Mr. Anant Kaewruamvongs	Director and Chief Executive Officer

All 3 directors have the appropriate qualifications and do not possess disqualifying characteristics as specified by law on public limited companies, and do not possess characteristics indicating a lack of appropriateness in respect to trustworthiness in managing business with shares held by public shareholders as specified by law on securities and exchange. In addition, the board has agreed the persons nominated as Independent directors, namely Mr. Winid Silamongkol and Mr. Teeranun Srihong are capable of expression their opinions independently and meet all the qualifications stipulated in the relevant regulations.

Profiles of each nominated candidates for the appointment as directors appear in *Enclosure 3 Profiles of nominated candidates for election as Directors* which has been sent to the shareholders along with this Invitation Letter.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Item 7 To consider and approve the remuneration of the Company's directors for the year 2020

Objective and Reason: According to Clause 16 of the Company's Articles of Association, the directors of the Company shall be entitled to receive remuneration, such as salary, meeting allowances, allowances for food and other expenses, and annual compensation (bonus).

The Compensation Committee's Opinion: The Compensation Committee has carefully considered director remuneration to ensure that it is commensurate with the number of directors, Company performance, business size, each member's responsibility and performance, and other companies listed on the Stock Exchange of Thailand in similar industries. Also, director remuneration must be sufficient to attract and retain quality directors. The committee recommended that the Board propose to the shareholder meeting for approval that the remuneration budget for the Board and its sub-committees in 2020 be set at no more than 20,000,000 Baht (Twenty million Baht), which is less than the last year. The remuneration policy and the rate of monthly retainer, meeting fee and annual compensation including other benefits is as follows:

Only the Chairman of the Board, independent directors, and non-executive directors are eligible to receive a monthly retainer, meeting fee, annual compensation (bonus) and other benefits.

- The Chairman of the Board shall receive a monthly retainer of 250,000 Baht (Two Hundred Fifty Thousand Baht), an annual compensation and other benefits (office car with driver) 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 50,000 Baht (Fifty Thousand Baht), an annual compensation and a meeting fee of 25,000 Baht (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 25,000 Baht (Twenty Five Thousand Baht).
- The chairmen of other Board committees shall receive an additional monthly retainer of 10,000 Baht (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 annual health insurance.

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

The roles, duties, and responsibilities of the Board and its sub-committees are shown in *Enclosure 1 Annual Report for the year 2019* which has been sent to the shareholders (in the QR Code) along with this Invitation Letter.

Summary of Director's Remuneration Policy for 2020

The Board and Committee	Remuneration (Baht) For the year 2020 (as proposed)		
	Monthly	Meeting	Annual Compensation (bonus)
The Board of Directors			
Chairman	250,000	×	✓
Member	50,000	25,000	✓
The Audit Committee			
Chairman	25,000	25,000	✓
Member	×	25,000	✓
The Executive Committee			
Chairman	25,000	25,000	✓
Member	×	25,000	✓
Other Sub-Committee			
Chairman	10,000	25,000	✓
Member	×	25,000	✓

During 2019, total remuneration for the Board and its sub-committees was 14,208,167 Baht (Fourteen Million Two Hundred Eight Thousand and One Hundred Sixty Seven Baht) which does not exceed the budget amount approved in the 2019 Annual General Meeting of Shareholders. A comparison is provided in the following table:

Remuneration	2019	2018
Budget	22,000,000	22,000,000
Actual	14,208,167	15,753,299

The details of Directors' remuneration for the year 2019 are shown in *Enclosure 1 Annual Report for the year 2019* which has been sent to the shareholders (in the QR Code) along with this Invitation Letter.

The Board's Opinion: The Board has agreed with the Compensation Committee's recommendations and proposed that the 2020 Annual General Meeting of Shareholders approve Directors' remuneration for the year 2020 as proposed.

Voting: To approve this matter, a resolution must be passed by no less than two-thirds of the shareholders who attend the meeting.

Item 8 To consider and approve the prohibition of business domination by foreigners

Objective and Reason: To update Company's Articles of Association, the amendments to article 28 and 31 of Company's Articles of Association in order to be consistent with the Emergency Decree on Electric Meeting B.E. 2563 (2020) as detail specified below:

EXISTING	PROPOSE
Article 28 The meeting of the board of directors shall be hold at least every three months at the head office of the Company or provinces or foreign country as required by the board chairman. The board chairman shall convene the meeting or in case of necessity at least two directors may request the board chairman to convene the meeting in which the board chairman shall fix the date of the meeting within 14 days from the date which he receives such request.	**Article 28** The meeting of the board of directors shall be held at least every three months at the venue as required by the chairman of the board or the board of directors. The board chairman shall convene the meeting or in case of necessity at least two directors may request the board chairman to convene the meeting in which the board chairman shall fix the date of the meeting within 14 days from the date which he receives such request. The meeting of the board of directors may be held by the electronic meeting which shall comply with the provisions and methods as required by notifications, regulations and

	related laws. The quorum and voting of the meeting of board of directors shall be subject to the company's articles of association. All provisions and methods provided by laws, law notifications, and regulations relating to the electronic meeting shall be applied to the other articles of company's articles of association as related.
Article 31 In summoning for a meeting of shareholders, the board of directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be submitted to the meeting together with reasonable details and shall deliver the same to the shareholders and the Registrar for reference not less than 7 days prior to the meeting. Besides, the notice of the meeting shall also be announced in a newspaper for not less than consecutive three days before the meeting.	**Article 31** In summoning for a meeting of shareholders, the board of directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be submitted to the meeting together with reasonable details and shall deliver the same to the shareholders and the Registrar for reference not less than 7 days prior to the meeting. Besides, the notice of the meeting shall also be announced in a newspaper for not less than consecutive three days before the meeting. The meeting of shareholder can be held through electronic media. The process of meeting through electronic media shall be proceeded in accordance with the criteria and method as provided by laws and run through a meeting control system which has information technology security standard as specified by announcement or regulation of the relevant authorities or by laws. In case of proxy for joining and voting in the electronic shareholders' meeting, such shareholder and proxy shall comply with the procedure and conditions set forth by the company which shall be in accordance with the related rules and regulations and applicable laws.

The Board's Opinion: The Board has agreed and proposed the amendments to article 28 and 31 of Company's Articles of Association in order to be consistent with the Emergency Decree on Electric Meeting B.E. 2563 (2020) as proposed.

Voting: To approve this matter, a resolution must be passed by no less than third-fourths of the shareholders who attend the meeting.

Item 9 To consider and approve the prohibition of business domination by foreigners

Objective and Reason: In accordance with the Notification of the National Broadcasting and Telecommunications Commission ("NBTC") Re: The Prohibition of acts that appear to be dominated by Foreigners B.E. 2555 (2012), which became effective on 24 July 2012, the Company has established

a prohibition of acts that appear to be dominated by foreigners per the attachment to the Notification of NBTC, as shown in *Enclosure 4 The Notification of the National Broadcasting and Telecommunications Commission and Copy of the Notification of Thaicom Public Company Limited* which has been sent to the shareholders along with this Invitation Letter. The said notification was considered and approved at the 2013 Annual General Meeting of Shareholder and filed with NBTC on 19 April 2013.

According to the Notification of NBTC, the Company must review its prohibition every year. This year, the Company has no amendments to the prohibition and is in compliance with the terms and conditions of the Notification of NBTC.

Board's Opinion: The Board sees fit to propose that the 2020 Annual General Meeting of Shareholders consider and approve the said prohibition which is the same as the previous version approved by the 2014 - 2019 shareholder meetings and shown in *Enclosure 4 The Notification of the National Broadcasting and Telecommunications Commission and Copy of the Notification of Thaicom Public Company Limited*.

Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Item 10 Other matters, (if any)

The Record Date for specifying the list of shareholders who are entitled to attend the 2020 Annual General Meeting of Shareholders shall be on 18 June 2020.

All shareholders are invited to attend the 2020 Annual General Meeting of Shareholders on Wednesday, 22 July 2020 at 9.30 a.m. at Vibhavadee Ballroom, Lobby Level, Centara Grand at Central Plaza Ladprao Bangkok, No. 1695 Phaholyothin Road, Chatuchak, Bangkok 10900. Registration will open at 7. 30 a.m. Therefore, the Company requests that every shareholder attentively follow the measures.

Any shareholder who wishes to appoint a proxy to attend the shareholder meeting and vote on his or her behalf must complete either Proxy Form, which can be found in *Enclosure 9* which has been sent to the shareholders along with this Invitation Letter or downloaded from the Company's website at www.thaicom.net (Proxy Form C is only for foreigner investors who have authorized a custodian in Thailand to look after and safeguard their shares).

Any shareholder who is unable to attend the shareholder meeting can authorize one of the Company's independent directors to attend and vote on his or her behalf. Profiles of Independent Directors acting as shareholder proxies can be found in Enclosure 6 which has been sent to the shareholders along with this Invitation Letter. The Company must receive the

shareholder's power of attorney by 15 July 2020 by mailed, using the envelope enclosed with this letter, to the Company.

Yours faithfully,

(Mr. Anant Kaewruamvongs)
Director
Authorized by the Board of Directors
Thaicom Public Company Limited

Any shareholder can access the Invitation Letter of the 2020 Annual General Meeting of the Shareholders and all related documents at the Company's website at www.thaicom.net under the section "Investor Relations" > "Shareholders' Meeting" from 22 June 2020. If any shareholder has a query about the agenda, he or she can contact the Company through the Company Secretary, Thaicom Public Company Limited at 63/21 Rattanathibet Road, Bang Kra Sor Sub-District, Muang Nonthaburi District, Nonthaburi Province, 1 1 0 0 0 or e-mail address at comsec@thaicom.net

Invitation Letter to the 2020 Annual General Meeting of Shareholders

Annual Report for the year 2019

Enclosure 2

Profiles of auditors for the year 2020

Enclosure 2

Profiles of auditors for the year 2020



Name-Surname	**:**	Dr. Suphamit Techamontrikul
Age	**:**	60 years
Education/Professional affiliations	**:**	• D.B.A., The Joint Doctoral Program in Business Administration, Chulalongkorn University, Thailand • M.B.A., Middle Tennessee State University, U.S.A. • M.S. (Accounting), Middle Tennessee State University, U.S.A. • B.Acc.,Chulalongkorn University, Thailand • Certified Public Accountant (CPA), Thailand • Certified Internal Auditor (CIA) • Certified Risk Management Assurance (CRMA)
Certified Public Accountant (Thailand) Registration Number	**:**	3356
Office	**:**	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. AIA Sathorn Tower, 23rd-27th floor 11/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 034 0136 Fax: 02 034 0100
Work experience in the last 5 years		
1998 – Present	**:**	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Professional experience		
Present	**:**	• Certified Public Accountant (CPA), Thailand • Auditor approved by the Office of the Securities and Exchange Commission • Committee of Accounting Standard Setting Body, the Federation of Accounting Professions • Committee of Accounting Standard Setting in Comptroller General's Department, the Ministry of Finance • Committee of Internal Audit System Development in Comptroller General's Department, the Ministry of Finance • Sub-Committee of the Ethics Code Setting, the Federation of Accounting Professions

Other interests, not included in the Company's external auditor's service of the Company/parent company/subsidiaries/affiliates/any legal entities that are in conflict, may affect the ability of the external auditors to perform independently

-None-

Profiles of auditors for the year 2020



Name-Surname	**:**	Mr. Chavala Tienpasertkij
Age	**:**	52 years
Education	**:**	• Master of Management, Mahidol University • Master of Accountancy, Chulalongkorn University • Bachelor of Accountancy (Honors), Bangkok University
Certified Public Accountant (Thailand) Registration Number	**:**	4301
Office	**:**	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. AIA Sathorn Tower, 23rd-27th floor 11/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 034 0113 Fax: 02 034 0100

Work experience in the last 5 years

2008 – Present	**:**	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

Professional experience

Present	**:**	• Certified Public Accountant (CPA), Thailand • Auditor approved by the Office of the Securities and Exchange Commission • Member, Federation of Accounting Professions under the Royal Patronage of His Majesty the King • Audit Development Leader, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. • Guest speaker of the Federal Accounting Professions under the Royal Patronage of His Majesty the King at Thai government institutions
2012 - 2013	**:**	• Sub-Committee of the International Financial Reporting Standards Setting Body, Federation of Accounting Professions under the Royal Patronage of His Majesty the King

Other interests, not included in the Company's external auditor's service of the Company/parent company/subsidiaries/affiliates/any legal entities that are in conflict, may affect the ability of the external auditors to perform independently

-None-

Enclosure 2

Profiles of auditors for the year 2020



Name-Surname	**:**	Dr. Kiatniyom Kuntisook
Age	**:**	50 years
Education	**:**	• Doctor of Philosophy Program in, Accountancy Chulalongkorn University • Master of Accountancy (M. Acc.), Chulalongkorn University • Advanced Certificate Course: Public Administration and Law for Executives, King Prajadhipok's Institute • Bachelor of Science (B.S.) (Accounting), Bangkok University
Certified Public Accountant (Thailand) Registration Number	**:**	4800
Office	**:**	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. AIA Sathorn Tower, 23rd-27th floor 11/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 034 0121 Fax: 02 034 0100

Work experience in the last 5 years

2012 – Present	**:**	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

Professional experience

2012 – Present	**:**	• Auditor approved by The Securities and Exchange Commission • Member, Federation of Accounting Professions in Thailand (FAP) • Guest lecturer for Federation of Accounting Professions in Thailand (FAP) • Member of Standard Setter for Accounting Standards, Federation of Accounting Professions in Thailand. • Chairman of the Working Group for TFRS 1 First-time Adoption of International Financial Reporting Standards, Federation of Accounting Professions in Thailand.

Other interests, not included in the Company's external auditor's service of the Company/parent company/subsidiaries/affiliates/any legal entities that are in conflict, may affect the ability of the external auditors to perform independently

-None-

Enclosure 3

Profiles of nominated candidates for election as Directors

Profiles of nominated candidates for election as Directors



Name	:	Mr. Winid Silamongkol
Nationality	:	Thai
Age	:	61 years
Type of the director to be appointed	:	Independent Director
Shareholding	:	None
Highest Education	:	Master's Degree in Accounting, Thammasat University
Thai Institute if Directors Association (IOD) Training Programs and Other Institute	:	None
Working Experiences	:	Position in other listed companies None Position in other non-listed companies Present — Board Member, Thammasat University's Transformation Steering Committee Present — Board Member, Faculty of Commerce and Accountancy, Thammasat University Past Experience 2015 - 2019 — CEO, KPMG in Thailand
Date of Appointment as director	:	27 March 2020
Duration of being a Director of the Company	:	3 months (Counting until the date of the 2020 Annual General Meeting of Shareholders)
Positions in the Company	:	Independent Director, Chairman of the Audit Committee and Member of the Governance and Nomination Committee
Being another director or executive in other Company	:	Listed Company: None Non-Listed Company: Yes Other organizations that compete with/related to the Company: None
Illegal Record in the past 10 years	:	None

Relationship with executives or major shareholders of the company or subsidiaries : None

Relationship with the other company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	No
2. Being a professional service provider (i.e., auditor, lawyer)	No
3. Having the significant business relations that may affect the ability to perform independently	None

Directors Nomination Process

The Board of director has concurred with the recommendation of the Governance and Nomination Committee that Mr. Winid Silamongkol has hold the appropriate qualifications and do not possess disqualifying characteristics as specified by law on public limited companies, and do not possess characteristics indicating a lack of appropriateness in respect to trustworthiness in managing business with shares held by public shareholders as specified by law on securities and exchange, and is knowledgeable in the business related to the Company, which is beneficial to the Company. Therefore, he should be nominated and appointed as a director of the Company

Forbidden Qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the Company during the year.

Attend of meeting in 2019

None

Profiles of nominated candidates for election as Directors



Name	:	Mr. Teeranun Srihong
Nationality	:	Thai
Age	:	54 years
Type of the director to be appointed	:	Independent Director
Shareholding	:	None
Highest Education	:	MBA University of Michigan, Ann Arbor, USA
Thai Institute if Directors Association (IOD) Training Programs and Other Institute	:	• Director Certification Program (DCP) • Director Accreditation Program (DAP)
Working Experiences	:	<u>Position in other listed companies</u>

2020 - Present	Independent Director, Thanachart Capital Public Company Limited
2019 - Present	Director (Start up Investment), Bangchak Corporation Public Company Limited
2019 - Present	Independent Director, TMB Bank Public Company Limited
2019 - Present	Independent Director, S & P Syndicate Public Company Limited

<u>Position in other non-listed companies</u>

2017 - Present	Chairman of the Board of Commission, Digital Economy Promotion Agency, Thailand
Present	Managing Director, Celar Consulting Co., Ltd
Present	Advisor, Securities and Exchange Commission (SEC)
Present	Chairman, Thailand Management Association (TMA)
Present	Director, Government Pension Fund
Present	Director, The Mall Group

Date of Appointment as director	**:**	27 March 2020
Duration of being a Director of the Company	**:**	3 months (Counting until the date of the 2020 Annual General Meeting of Shareholders)
Positions in the Company	**:**	Independent Director, Member of the Audit Committee, Chairman of the Compensation Committee and Chairman of the New Business Development Committee
Being another director or executive in other Company	**:**	Listed Company: Yes Non-Listed Company: Yes Other organizations that compete with/related to the Company: None
Illegal Record in the past 10 years	**:**	None
Relationship with executives or major shareholders of the company or subsidiaries	**:**	None

Relationship with the other company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	No
2. Being a professional service provider (i.e., auditor, lawyer)	No
3. Having the significant business relations that may affect the ability to perform independently	None

Directors Nomination Process

The Board of director has concurred with the recommendation of the Governance and Nomination Committee that Mr. Teeranun Srihong has hold the appropriate qualifications and do not possess disqualifying characteristics as specified by law on public limited companies, and do not possess characteristics indicating a lack of appropriateness in respect to trustworthiness in managing business with shares held by public shareholders as specified by law on securities and exchange, and is knowledgeable in the business related to the Company, which is beneficial to the Company. Therefore, he should be nominated and appointed as a director of the Company

Forbidden Qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the Company during the year.

Attend of meeting in 2019

None

Profiles of nominated candidates for election as Directors



Name	:	Mr. Anant Kaewruamvongs
Nationality	:	Thai
Age	:	58 years
Type of the director to be appointed	:	Director
Shareholding	:	None
Highest Education	:	Master's Degree in Management, SASIN Graduate Institute of Business Administration of Chulalongkorn University
Thai Institute if Directors Association (IOD) Training Programs and Other Institute	:	• Director Certification Program (DCP) class 66/2548 • Director Accreditation Program (DAP) class 45/2548 • Executive Development Program (EDP) class 2/2551 • Successful Formulation and Executive of Strategy (SFE) class 6/2553 • How to Develop a Risk Management Plan class 9/2559
Working Experiences	:	May 2018 - Present: Director and Chief Executive Officer, Thaicom Pcl. Mar 2018 - Present: Member of the Executive Committee, Thaicom Pcl. <u>Position in other listed companies</u> None <u>Position in other non-listed companies</u> May 2018 - Present: Director, Shenington Investment Pte. Ltd. May 2018 - Present: Director, International Satellite Co. Ltd. May 2018 - Present: Director, Lao Telecommunications Co. Ltd. May 2018 - Present: Director, IPSTAR Co. Ltd. May 2018 - Present: Director, Star Nucleus Co. Ltd. May 2018 - Present: Director, IPSTAR International Pte. Ltd. May 2018 - Present: Director, IPSTAR Global Services Ltd. May 2018 - Present: Director, IPSTAR Australia Pty Ltd.

May 2018 - Present	Director, IPSTAR New Zealand Ltd.
May 2018 - Present	Director, IPSTAR Japan Ltd.
May 2018 - Present	Director, TC Broadcasting Company Limited
2007 - Present	Director and Member of the Executive Committee, CS Loxinfo Plc.
Past Experience	
Feb 2016 - 2019	Member of the Executive Committee, Advance Info Service Plc.
Mar 2010 - 2018	Director and Member of the Executive Committee, Teleinfo Media Plc.
Aug 2009 - 2018	Director, AD Ventures Plc.
Apr 2013 – Apr 2018	Chief Executive Officer, CS Loxinfo Plc.
Jun 2005 – Apr 2018	Managing Director, CS Loxinfo Plc.

Date of Appointment as director : 1 May 2018

Duration of being a Director of the Company : 2 years 1 month (Counting until the date of the 2020 Annual General Meeting of Shareholders)

Positions in the Company : Director, Chief Executive Officer, Member of the Executive Committee and Member of the New Business Development Committee

Being another director or executive in other Company :

Listed Company: None

Non-Listed Company: Yes

Other organizations that compete with/related to the Company: None

Illegal Record in the past 10 years : None

Relationship with executives or major shareholders of the company or subsidiaries : None

Relationship with the other company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee	No
2. Being a professional service provider (i.e., auditor, lawyer)	No
3. Having the significant business relations that may affect the ability to perform independently	None

Directors Nomination Process

The Board of director has concurred with the recommendation of the Governance and Nomination Committee that Mr. Anant Kaewruamvongs has hold the appropriate qualifications and do not possess disqualifying characteristics as specified by law on public limited companies, and do not possess characteristics indicating a lack of appropriateness in respect to trustworthiness in managing business with shares held by public shareholders as specified by law on securities and exchange, and is knowledgeable in the business related to the Company, which is beneficial to the Company. Therefore, he should be nominated and appointed as a director of the Company

Forbidden Qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the Company during the year.

Attend of meeting in 2019

- Annual General Meeting of Shareholders for 2019 was 1 time out of the total of 1 time.
- The Board of Directors Meeting was 9 times out of the total of 9 times.

Enclosure 4

The Notification of the National Broadcasting and Telecommunications Commission Re: "The prohibition of acts that appear to be dominated by Foreigners" B.E. 2555 and Copy of the Notification of Thaicom Public Company Limited Re: "The prohibition of acts that appear to be dominated by Foreigners" B.E. 2556

Enclosure 4 part 1

[Some Quote]

The Notification of the National Broadcasting

and Telecommunications Commission

Re: "The prohibition of acts that appear to be dominated by Foreigner"

B.E. 2555

Published in the Government Gazette on 23 July 2012 Book 129 Special Section 117 D

"Prohibition" means prohibition of acts that appear to be dominates by foreigner according to guideline in attachment to the notification.

"Domination" means control or influence, whether direct or indirect, by Foreigner to regulate the policy, the management, operation, appointment of directors or top executive on consequence of telecommunication business operation of Licensee by holding shares half or more than half of all voting right or controlling majority votes in Shareholder Meeting or being able to appoint and remove more than half of the board of directors.

No.7 Within 30 days after Annual Shareholder Meeting day, licensee shall determine and review the prohibition and submit to the NBTC with certification signed by authorized person that the Company will not violate the prohibition in the Notification.

The prohibition according to paragraph 1 shall be approved by the Shareholder Meeting of licensee.

[Attachment to the notification]

List of the Prohibitions of Business Domination by Foreigner

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(1) Dominated by Foreigner or agent by holding shares, whether direct or indirect for avoidable to this Notification; or

(2) Dominated 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) Dominated 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) Dominated 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) Dominated 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) Dominated 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) Dominated by Joint Venture with Foreigner or affiliate by sharing the operating costs on consequence of transfer of expense and benefit to Foreigner; or

(8) Dominated by transaction of pricing transfer or pricing collusion with Foreigner or affiliate.

- 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

Enclosure 5

Explanation of documents and evidence to identify shareholders or their proxies who are eligible to attend the meeting and have the right to vote

Explanation of documents and evidence to identify shareholders or their proxies who are eligible to attend the meeting and vote

The Company shall convene the 2020 Annual General Meeting of Shareholders will be held on Wednesday, 22 July 2020 at 9.30 a.m. (registration opens at 7.30 a.m.) at Vibhavadee Ballroom, Lobby Level, Centara Grand at Central Plaza Ladprao Bangkok, No. 1695 Phaholyothin Road, Chatuchak, Bangkok 10900, Thailand. In this connection, the Company shall proceed registration with a Barcode system so as to promote transparency, fairness and benefits for shareholders. The Company considers to impose procedures on review of documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting as follows:

1. Proxy Form

The Department of Business Development, the Ministry of Commerce issued an announcement re: Prescription of a Proxy Form (No. 5) B.E. 2550; the Company, therefore, has prepared 3 proxy forms as shown in the enclosure 9 for shareholders who cannot attend the Meeting and a proxy may be appointed to the other person or any independent director. The proxy forms are as follows:

- Proxy Form A (General Appointment)
- Proxy Form B (Specific Voting Appointment)
- Proxy Form C (Only foreign shareholders as registered in the registration book who have custodian in Thailand)

In the event shareholder wishes more Proxy Forms, please download from the Company Website: www.thaicom.net. In all cases, please bring the Barcode Registration Form as shown in Enclosure 10 on the date of Meeting.

2. Proxy

Shareholder who unable to attend the Meeting may appoint a person as your Proxy according to the following procedures:

1. Complete **only one of above Proxy Forms** as follows:

   1.1 General Shareholder shall select one of either Form A or Form B.

   1.2 Shareholders listed in the share register book as Foreign Investors (who appointed the Custodian in Thailand to supervise their shares) shall use Forms C only.

2. Authorize a person as you wish or an Independent Director as shown in Enclosure to attend and vote at the Meeting on your behalf by specifying the name details of a person to be your Proxy.

3. Affix the 20 Baht of stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting at the registration desk.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder has to authorize the Proxy to cast the votes only for all the shares held by it. Authorization of vote less than the total number of holding shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

3. Documents to be produced prior to the Meeting Person

Natural Person

1. Personal attendance: ID Card, Civil Servant Card, or Driving License supported by any documents in case of change thereto; please also bring the Barcode Registration Form as shown in Enclosure 10 on the date of the Meeting

2. Proxy:
   - Any Proxy Form (either Form A or Form B) duly filled in and signed by shareholder and proxy;
   - Copies of ID Card, Civil Servant or Driving License duly certified by shareholder and proxy;
   - Copies of ID Card, Civil Servant or Driving License duly certified by proxy at point of registration.

For your convenience in registration, please also bring the Barcode Registration Form as shown in Enclosure 10 on the date of the Meeting.

Juristic Person

1. Personal attendance by director
   - Any Proxy Form (either Form A or Form B) duly filled in and signed by shareholder and proxy;
   - Copy of a company certificate duly certified by authorized director(s) containing particulars that director(s) attending the Meeting is(are) duly authorized and affix the company's seal (if any) ;
   - Copy(ies) of ID Card or others issued by competent authorities duly certified by such director(s).

   For your convenience in registration, please also bring the Barcode Registration Form as shown in Enclosure 10 on the date of the Meeting.

2. Proxy:
   - Any Proxy Form (either Form A or Form B) duly filled in and signed by authorized director(s) of shareholder and proxy;
   - Copy of a company certificate duly certified by authorized director(s) containing particulars that director(s) affixing signature(s) on the Proxy Form is(are) duly authorized;
   - Copy(ies) of ID Card or others issued by competent authorities to director(s) who is(are) director(s) duly certified by him/her/them;
   - Copies of ID Card or others issued by competent authorities to proxy duly certified together with originals thereof at point of registration.

For your convenience in registration, please also bring the Barcode Registration Form as shown in Enclosure 10 on the date of the Meeting.

3. Custodian appointed as depositary by foreign investors

3.1 documents as under juristic person 1 and 2 shall be prepared by using Proxy Form C only;

3.2 in the event custodian has been authorized to sign on proxy, the following documents shall be produced:
- A power of attorney appointing such custodian to sign on proxy;
- A confirmation letter that signatory has been licensed to engage in custodian business.

For your convenience in registration, please also bring the Barcode Registration Form as shown in Enclosure 10 on the date of the Meeting. If an original document is not made in Thai, please attach the Thai translation duly certified by director(s) of such juristic person.

4. Registration

The Company shall proceed with registration two hours prior to the Meeting time or from 7.30 a.m., Wednesday, 22 July 2020 at the venue with a map attached to the Invitation Letter.

5. Casting Votes Criteria General agenda

1. A vote in each agenda shall be counted by voting as indicated in the shareholder registration or ballots distributed to the shareholders before the meeting on the condition that each share constitutes one vote. Shareholders shall only vote for: agree, disagree or abstain while splitting of votes is not allowed, except in the case of custodian.

2. Proxy:

2.1 For specific voting appointment, Proxy shall cast a vote only as specified in the Proxy; non-compliance of direction shall not constitute a valid vote by shareholders. Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

2.2 For general appointment, In the event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the Meeting considers or votes on any issue (other than those specified on the Proxy) or there would be any amendment or addition in facts, then proxy shall have discretion to consider and vote as appropriate.

6. Director agenda

According to Article 17 of the Company's Articles of Association, the Meeting of shareholders shall elect directors in accordance with the rules and procedures as follows:

1. Every shareholder shall have one vote for each share of which he/she is the holder;

2. Each shareholder may exercise all the votes he/she has under 1. above to elect one or several director(s). In the event of electing several directors, he/she shall not be entitled to allot his votes to elect each director.

3. The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the Meeting shall be entitled to a second or casting vote.

According to the AGM guidelines for according to the AGM guidelines for good governance, on the Item 6 To consider and approve the appointment of directors to replace those who will retire by rotation in 2020 , the Company's officers collected all ballots from the shareholders (whether it specifies approve, disapprove or abstain) to calculate the votes. All ballots were collected by the Company's officers in order to conclude the resolution.

7. Procedures on Casting Votes

Chairman of the Meeting or officer shall explain casting vote procedure before commencement of the Meeting. Officers of the Company shall count and sum up votes on each agenda based on a Barcode duly affixed. Results on each agenda shall be announced before the Meeting is ended.

The Company will arrange to have the inspector (who is an external legal counsel) for examine procedures on casting vote in the Meeting to ensure our transparency and compliance with the laws and Company's articles of association.

Enclosure 6

Definition of independent director including profiles of independent directors acting as shareholder proxies

The Definition of Independent Director including profiles of Independent Directors acting as shareholder proxies

Definition of Independent Director of THAICOM Public Company Limited

Independent directors shall have all the qualifications stipulated by the Capital Market Supervisory Board. Independent directors have a duty to protect the interests of every shareholder in a fair and impartial manner in order to avoid any conflict of interests that may arise. They shall be able to attend board meetings and independently express their comments and opinions.

Independent directors shall have the following qualifications:

1. Holds no more than 0.1*% of total voting stocks of the Company, its parent company, its subsidiaries, its associated companies, major shareholder or controlling persons who may have conflicts of interest, including stocks held by connected persons of the independent director;
2. Is not or has not ever been an executive director, employee, staff, advisor who receives salary of a controlling person of the Company, its parent company, its subsidiaries, its associated companies, same-level subsidiaries, a major shareholder or controlling persons who may have conflicts of interest unless the foregoing status has ended for more than 2 years before the date of appointment as independent director;
3. Is not a person related by blood or legal registration, such as father, mother, spouse, sibling and child, including spouse of the children, management, major shareholders, controlling persons, or persons to be nominated as management or controlling person of the Company or its subsidiaries;
4. Has not or has not had a business relationship with the Company, its parent company, its subsidiaries, its associated companies or controlling persons who may have conflicts of interest, in the manner that may interfere with his independent judgment, or is not or has not ever been a major shareholder or controlling persons of any person having business relationship with the Company, its parent company, its subsidiaries, its associated companies a major shareholder or controlling persons who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years appointment as independent director;

   The term ‘business relationship’ aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the applicant or 20 million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of Capital Market Supervisory Board concerning Rules on Connected Transactions. The combination of such indebtedness shall include indebtedness taking place during the course of 1 years prior to the date on which the business relationship with the person commences;
5. Is not or has not ever been an auditor of the Company, its parent company, its subsidiaries or its associated companies who may have conflicts of interest and is not a major shareholder, or partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or controlling persons who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years appointment as independent director;

6. Is not or has not ever been any professional advisor including legal or financial advisor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or controlling persons who may have conflicts of interest, and is not a major shareholder, controlling persons or partner of the professional advisor unless the foregoing relationship has ended for more than 2 years appointment as independent director;
7. Does not represent a the Company's or its major shareholder's board member or a shareholder who is related to the Company's major shareholder;
8. Is not an entrepreneur in any business similar to or material competing with the Company or its subsidiaries or not being the material partner in partnership, executive director, employee, staff, advisor who receives salary or holds no more than 1% of total voting stocks of the company similar to or material competing with the Company or its subsidiaries;
9. Has not any characteristics which make him incapable of expressing independent opinions with regard to the Company's business.

After having been appointed as Independent Director with qualifications complying with the criteria under 1 to 9 mentioned above, the Independent Director may be assigned by the Board of Directors to take part in the business decision of the Company, its subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one.

The Company may appoint a person who has a business relationship or provides a professional service described in Item Nos. 4 or 6 above if the Board carefully considers the business relationship or service provided and concludes that the appointment will not interfere with the exercise of independent judgment in the independent director's responsibilities. The Company must disclose the following information in the item regarding the appointment of independent directors on the agenda of the shareholders' meeting:

a) The nature of the business relationship or professional service that excludes the nominated independent director from the standard requirements.
b) The reason or need to retain or appoint this person as an independent director.
c) The Board's opinion on proposing the appointment of this person as an independent director.

* Remark: This requirement is stricter than the regulation of the Capital Market Supervisory Board, which stipulates a maximum of one (1) percent.

Profiles of Independent Directors acting as shareholder proxies



Name	**:**	Mr. Prasert Bunsumpun
Age	**:**	67 years
Address	**:**	No.63/21 Rattanathibet Road, Bang Kra Sor Sub District, Muang Nonthaburi District, Nonthaburi 11000
Positions	**:**	Chairman of the Board of Director and Independent Director
Shareholding	**:**	None
Highest Education	**:**	Honorary Doctor of Engineering, Chulalongkorn University
Thai Institute of Directors Association (IOD) Training Programs and Other Institution	**:**	• RCP: Role of the Chairman Program Class 27/2012 • DAP: Directors Accreditation Program Class 26/2004
Working Experiences	**:**	2018 - Present Chairman, Thaicom Plc 2015 - Present Independent Director, Thaicom Plc

<u>Position in other listed companies</u>

Apr 2019 – Present	Independent Director, T.K.S. Technologies Plc
Feb 2018 – Present	Chairman of the Board of Directors and Independent Director, Nok Airlines Plc
May 2018 - Present	Independent Director and Chairman of Risk Management Committee, PTT Global Chemical Plc
Apr 2017 - Present	Chairman of the Board of Directors and Independent Director, SVI Plc
Jan 2012 - Present	Chairman of the Board of Directors and Chairman of the Executive Committee, Thoresen Thai Agencies Plc
Dec 2011 - Present	Independent Director, Intouch Holdings Plc

<u>Position in other listed companies outside Thailand</u>

Mar 2012 - Present	Chairman of the Board of Directors and Chairman of the Executive Committee, Mermaid Maritime Plc (Registered in Singapore)

<u>Position in other non-listed companies</u>

Nov 2019 – Present	Chairman of the Board of Directors, Aira Property Limited

Jun 2019 – Present	Chairman of the Board of Directors, Yuanta Securities (Thailand) Company Limited
2011 - Present	Chairman,Thailand Business Council for Sustainable Development
<u>Past Experience</u>	
2014 - 2019	Member, The National Legislative Assembly
Oct 2011 - 2018	Chairman of the Board of Directors, PTT Global Chemical Plc
Apr 2013 – Feb 2016	Independent Director, PTT Plc
Oct 2011 – Apr 2015	Director and Chairman of the Executive Committee, Krung Thai Bank Plc
Jun 2006 – Apr 2013	Chairman of the Board of Directors and Director, IRPC Plc

Illegal Record in the past 10 years	**:**	None
Date of Appointment as a director	**:**	1 October 2015
Duration of being an Independent Director of the Company	**:**	4 years 8 months (Counting until the date of the 2020 Annual General Meeting of Shareholders)
Interest to the agendas	**:**	Agenda 7 To consider and approve the remuneration of the Company's Directors for the year 2020
Special conflicts of interests against any agenda that are different from any directors	**:**	None

Forbidden Qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the Company during the year.

Profiles of Independent Directors acting as shareholder proxies



Name	**:**	Mrs. Patareeya Benjapolchai
Age	**:**	65 years
Address	**:**	No.63/21 Rattanathibet Road, Bang Kra Sor Sub District, Muang Nonthaburi District, Nonthaburi 11000
Positions	**:**	Independent Director, Member of Audit Committee, Member of the Compensation Committee and Chairperson of the Governance and Nomination Committee
Shareholding	**:**	None
Highest Education	**:**	Master of Business Administration , Thammasat University
Thai Institute of Directors Association (IOD) Training Programs and Other Institution	**:**	• Ethical Leadership in 2018 • Driving Company Success with IT Governance in 2016 • Directors Certification Program Update in 2014 • Financial Institutions Governance in 2010 • Director Certification Program (DCP) No. 1/2000
Working Experiences	**:**	Mar 2020 – Present: Member of Audit Committee / Member of Compensation Committee /Chairperson of Governance and Nomination Committee, Thaicom PLC. Mar 2016 – Present: Independent Director, Thaicom PLC. <u>Position in other listed companies</u> 2020 – Present: Independent Director / Member of the Audit Committee, Interlink Communication Plc. 2019 – Present: Independent Director / Member of Audit Committee, Central Retail Corporation Plc. <u>Position in other non-listed companies</u> 2019 – Present: Independent Director / Member of Audit Committee, Glow Energy Plc. 2019 – Present: Independent Director / Member of Audit Committee, ANZ Bank (Thai) Plc. Feb 2017– Present: Subcommittee on Acquisition of Securities for Business Takeover, The Securities and Exchange Commission 2013 – Present: Independent Director, Bangkok Glass Plc.

2013 – Present	Director of Revolving Fund Evaluation Committee, Ministry of Finance
2013 – Present	Member of the SET AWARD Committee as an Expertise for Corporate Governance and Social Responsibilities, The Stock Exchange of Thailand
2010 – Present	Associate Judge, The Central Intellectual Property and International Trade Court

Past Experience

Mar 2018 – 2020	Chairman of Audit Committee / Member of Governance and Nomination Committee, Thaicom PLC.
2014 – 2019	Independent Director / Chairperson of the Audit Committee, MCOT Plc.
2017– 2019	Advisor for Civil Penalties Measurement , The Securities and Exchange Commission
2013 – 2019	Director, Thai Institute of Directors Association
2011 – 2019	Independent Director / Member of Audit Committee, TISCO Financial Group Plc.
2011 – 2019	Independent Director / Member of Audit Committee, TISCO Bank Plc.
2013 – 2017	Director Responsibilities Steering Committee, The Securities and Exchange Commission
2011 –2017	Member of Ethics Committee, Federation of Accounting Professions Under The Royal Patronage of His Majesty the King
2011 –2016	Chairman of the Audit Committee, The Office of the Agricultural Futures Trading Commission
2006 –2010	Director and Manager, Stock Exchange of Thailand

Illegal Record in the past 10 years : None

Date of Appointment as a director : 30 March 2016

Duration of being an Independent Director of the Company : 4 years 3 months (Counting until the date of the 2020 Annual General Meeting of Shareholders)

Interest to the agendas	**:**	Agenda 7 To consider and approve the remuneration of the Company's Directors for the year 2020
Special conflicts of interests against any agenda that are different from any directors	**:**	None

Forbidden Qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the Company during the year.

Enclosure 7

The Company's Articles of Association relating to shareholder meetings

Company's Articles of Association relating to Shareholders Meeting

Chapter 4
Board of Directors

Article 16. The Company shall have a Board of Directors comprising at least five directors, and not less than a half of the total number of directors shall have residence within the Kingdom and must have qualifications as required by the public limited company law.

The directors of the Company shall be entitled to receive remuneration such as salary, meeting allowance, allowance for food and other expenses and bonus.

Article 17. The meeting of shareholders shall elect the Board of Directors in accordance with the rules and procedures as follows:

(1) every shareholder shall have one vote for each share of which he is the holder;

(2) each shareholder may exercise all the votes he has under the (1) above to elect one or several director(s). In the event of electing several directors, he may not allot his votes to each unequally.

(3) the persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the chairman of the meeting shall be entitled to a second or casting vote.

Article 18. At every annual ordinary meeting, one-third of the directors, or if their number is not a multiple of three, then the number nearest to one-third.

The director to retire during the first and the second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. A retiring director is eligible for re-election.

Chapter 5
The Meeting of Shareholders

Article 30. The Board of Directors shall arrange for an Annual General Meeting of Shareholders within 4 months from the last day of the fiscal year of the Company.

The Meeting of Shareholders other than that in the first paragraph shall be called the Extraordinary Meetings.

The Board of Directors may summon an Extraordinary Meeting of Shareholders whenever the Board thinks appropriate. One or more shareholders holding shares altogether at not less than ten (10) percent of the total number of shares

sold may submit their names in a letter requesting the Board of Directors to summon an Extraordinary Meeting of Shareholders but they shall give express subjects and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the Meeting of Shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

In case the Board of Directors fails to arrange for the meeting within such period under third paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under third paragraph. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under fourth paragraph, the number of the shareholders presented does not constitute quorum as prescribed by Article 32, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 31. In summoning for a meeting of shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be submitted to the meeting together with reasonable details and shall deliver the same to the shareholders and the Registrar for reference not less than 7 days prior to the meeting. Besides, the notice of the meeting shall also be announced in a newspaper for not less than consecutive three days prior to the date of the meeting not less than three days.

Article 32. In the meeting of shareholders there shall be shareholders and proxies (if any) present at the meeting not less than 25 or not less than a half of total number of shareholders and holding an aggregate number of shares not less than one-third of all shares sold to constitute a quorum.

In the event at any meeting of shareholders, after one hour from the time fixed for the meeting commencement, the number of shareholders present is still not enough to form a quorum as required, if such meeting is convened because the shareholders requested, it shall be revoked. If such meeting is convened not because the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not less than 7 days in advance of the date of the meeting. In the subsequent meeting no quorum is required.

Article 33. At a meeting of shareholders, the shareholder may appoint any other person who is suijuris as proxy present and voting on his/her behalf. The proxy form must be dated and signed by the grantor in accordance with the form as prescribed by the Registrar.

The proxy form must be submitted to the board chairman or other person designated by the board chairman at the meeting place before the proxy attending the meeting.

Article 34. The resolution of the meeting of shareholders shall be supported by the following votes:

(1) in a normal case, by the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of vote, the chairman of the meeting shall be entitled to a casting vote.
(2) in the following cases, by a vote of not less than three-fourths of the total number of shareholders who attend the meeting and entitled to vote:
   a. the sale or transfer of whole or essential parts of business of the Company to other persons.
   b. the purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.
   c. entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.
   d. amendment of the memorandum of association or articles of association.
   e. increase or reduction of the capital of the Company or the issuance of debentures.
   f. the amalgamation or liquidation of the Company.

Chapter 6
Account, Finance and Audit

Article 36. The Company shall arrange for the preparation and keeping of accounts as well as the audit thereof in accordance with the law governing such, and shall make a balance sheet and a statement of loss and profit at least once every twelve months which is the accounting period of the Company and submit the same to the meeting of shareholders in its annual meeting for approval. The Board of Directors must submit the balance sheet and statement of loss and profit to be examined by the auditor before submission of the same to the meeting of shareholders.

Article 38. No dividends shall be paid otherwise than out of profits. In case the Company still sustains an accumulated loss, no dividends shall be paid.

Dividends shall be distributed equally according to the number of shares.

The Board of Directors may pay interim dividends to shareholders at each time they consider that the Company has an appropriate profit and inform the matters to shareholders at the subsequent meeting.

Payment of dividends shall be made within one month from the date the resolution is passed by the meeting of shareholders or by the meeting of the Board of Directors, as the case may be. The notice of such payment must be

announced in a newspaper within one month from the date the resolution is passed by the meeting of shareholders or by the Board of Directors, as the case may be.

Article 39. The Company shall allocate to a reserve fund from the annual net profit, not less than 5 percent of the annual net profit deducted by the total accumulated losses brought forward (if any) until the reserve fund reaches an amount of not less than 10 percent of the registered capital. Other than such reserved fund, the Board of Directors may propose the meeting of shareholders to resolve on distribution for other reserved fund as they deem expedient in order to carry on business of the Company.

Article 40. The auditor shall not be a director, staff, employee or an officer holding any position in the Company.

Article 41. The auditor has authority to examine the accounts, documents and other evidences relating to the revenues and expenditures as well as the assets and liabilities of the Company during its office hours. In this case, he shall have the power to interrogate the directors, staff, employees, officer of any positions and the representatives of the Company, including to instruct them to give factual statements or to furnish documents or evidences relating to the operation of the business of the Company.

Article 42. The auditor has the duty to attend every meeting of shareholders whenever it is held to consider the balance sheet, the statement of loss and profit and problems concerning the accounts of the Company in order to give explanations to shareholders about the auditing of accounts and the Company shall also send to the auditor the reports and documents that should be sent to shareholders in the meeting of shareholders.

Enclosure 8

Map of venue for the shareholders' meeting

Enclosure 8

Centara Grand Central Plaza Ladprao Bangkok

Vibhavadee Ballroom, Lobby Level, 1695 Phaholyothin Road, Chatuchak, Bangkok.





Transportation
Subway : Phahon Yothin Station
Sky Train : At Mochi station, use Exit 3 to MRT. Then take MRT to Paholyothin station and get off at Central Ladprao exit.
Bus No. : 8, 28, 38, 39, 44, 52, 63, 90, 92, 96, 108,145
Air - Conditioned Bus No. : 29, 38, 39, 44, 63, 92, 134, 145, 502, 503, 509, 510, 512, 513, 517,518, 545

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