- Translation –

TC-CP 002/2017

1 February 2017

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 2/2017

To: The President
The Stock Exchange of Thailand

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

The Board of Directors' Meeting of Thaicom Public Company Limited (the "Company") No. 2/2017 held on 1 February 2017 at 14.00 p.m. at Intouch Board Room on 30th Floor, SJ Infinite One Business Complex, No. 349 Vibhavadi-Rangsit Road, Chatuchak, Bangkok, hereby resolved the following resolutions:

1. Approved the Financial Statements for the year ended 31 December 2016.

2. Approved the appropriation of the net profit as the dividend payment for the year 2016 at Baht 0.70 per share or a total of about Baht 767 million.

   The close of shareholders register book for the rights to receive the dividend of the shareholder shall be recorded on 10 April 2017 and the date of the dividend disbursement will be on 26 April 2017. This matter shall be proposed to the 2017 Annual General Meeting of Shareholders for their consideration and approval.

3. Approved the appointment of the following auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditors for the fiscal year 2017:

   (1) Mr. Chavala Tienpasertkij — Certified Public Accountant License No. 4301

   (2) Mr. Suphamit Techamontrikul — Certified Public Accountant License No. 3356

   (3) Mr. Permsak Wongpatcharapakorn — Certified Public Accountant License No. 3427

   Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements. The audit fee was fixed at not exceeding than Baht 1.86 million.

   The appointment of the Company's auditors and their remuneration for the year 2017 had been reviewed and agreed upon by the Audit Committee. This matter shall be proposed to the 2017 Annual General Meeting of Shareholders for their consideration and approval.

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4. Approved the election of directors to replace those retired by rotation in 2017 as per the following details:

   4.1 The directors retired by rotation are:

4.1.1 Mrs. Charintorn Vongspootorn	Independent Directors
4.1.2 Prof. Samrieng Mekkriengkrai	Independent Directors
4.1.3 Mr. Paiboon Panuwattanawong	Directors

   4.2 Approved the retired directors were re-elected for another term:

4.2.1 Mrs. Charintorn Vongspootorn	Independent Directors
4.2.2 Prof. Samrieng Mekkriengkrai	Independent Directors
4.2.3 Mr. Paiboon Panuwattanawong	Directors

   This matter shall be proposed to the 2017 Annual General Meeting of Shareholders for their consideration and approval.

5. Approved the appointment of Mr. Virasak Kittivat as a new director to fill the directorship reserved for a representative from the Ministry of Digital Economy and Society (formerly name Ministry of Information and Communication Technology) under the Concession Agreement. This matter shall be proposed to the 2017 Annual General Meeting of Shareholders for their consideration and approval.

6. Approved the policy and directors' remuneration for the year 2017 be in the amount not exceeding Baht 25 million which had been considered and recommended by the Compensation Committee. This matter shall be proposed to the 2017 Annual General Meeting of Shareholders for their consideration and approval.

7. Approved the amendment of the Company objectives and the amendment of Article 3 of the Memorandum of Association as follows:

   7.1 Added a new clause to the Company objectives to support establishment of an International Headquarters (IHQ), which was approved by the Revenue Department, and to support Treasury Center operations as approved by the Ministry of Finance. The details are as follows:

   "28 To operate as a treasury center."

   7.2 Amended the Article 3 of the Memorandum of Association to support the change of the Company objectives as follows:

   <u>From:</u>

   "Article 3. The Company objectives consist of 27 clauses per Form BorMorJor. 002 attached."

To:

"Article 3. The Company objectives consist of 28 clauses per Form BorMorJor. 002 attached."

This matter shall be proposed to the 2017 Annual General Meeting of Shareholders for their consideration and approval.

8. Approved to propose to the Shareholders' Meeting to approve a letter to confirm the prohibitive characters in connection with foreign dominance in compliance with the Notification of the National Broadcasting and Telecommunications Commission (NBTC). The Company is required to propose to the 2017 Annual General Meeting of Shareholders for their consideration and approval before submitting to the NBTC. (The details appeared in the attachment)

9. Approved the 2017 Annual General Meeting of Shareholders to be held on Wednesday, 29 March 2017 at 14.00 hours at Vibhavadee Ballroom, Lobby Level, Centara Grand at Central Plaza Ladprao Bangkok, No.1695 Phaholyothin Road, Chatuchak, Bangkok. The meeting agenda are as follows:

Agenda No. 1	Matters to be informed
Agenda No. 2	To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the year 2016 held on 30 March 2016
Agenda No. 3	To acknowledge the Company's operating results for the fiscal year 2016
Agenda No. 4	To consider and approve the Financial Statements of the Company and its subsidiaries for the year ended 31 December 2016
Agenda No. 5	To consider and approve the appropriation of the net profit year 2016 for dividend payments
Agenda No. 6	To consider and approve the appointment of the Company's auditors and fix their remuneration for the year 2017
Agenda No. 7	To consider and approve the appointment of directors to replace those who retire by rotation in 2017
Agenda No. 8	To consider and approve the appointment of new director
Agenda No. 9	To consider and approve the remuneration of the Company's directors for the year 2017
Agenda No. 10	To consider and approve the amendment of the Company objectives and the amendment of Article 3 of the Memorandum of Association

Agenda No. 11 To approve prohibittion of the business domination by foreigner

Agenda No. 12 Other matters, (if any).

The Record Date for specifying list of shareholders who have the rights to attend the 2017 Annual General Meeting of Shareholders shall be 16 February 2017. The Closing date of the Company's share register book for gathering the list of shareholders thereof according to Section 225 of the Securities and Exchange Act B.E. 2535, shall be 17 February 2017.

Yours sincerely,

-Signed-

(Ms. Yupapan Panclurbthong)
Vice President of Executive Office and Company Secretary
Thaicom Public Company Limited

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Attachment

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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

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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

(Mr. Paron Israsena)
Chairman of the Board of Directors
Thaicom Public Company Limited

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