Annual General Meeting of Shareholders 2016
30 March 2016

THAICOM PLC. Proprietary & Confidential

BOARD OF DIRECTORS
THAICOM PUBLIC COMPANY LIMITED

THAICOM PLC. Proprietary & Confidential

BOARD OF DIRECTORS



Mr. Paron Israsena

Chairman of the Board of Directors and Independent Director

BOARD OF DIRECTORS



Professor Hiran Radeesri

Chairman of the Audit Committee and Independent Director

BOARD OF DIRECTORS

Mrs. Charintorn Vongspootorn

- Independent Director
- Member of the Audit Committee
- Chairman of the Compensation Committee
- Chairman of the Governance and Nomination Committee



BOARD OF DIRECTORS



Prof. Samrieng Mekkriengkrai

- Independent Director
- Member of the Audit Committee
- Member of the Compensation Committee
- Member of the Governance and Nomination Committee

BOARD OF DIRECTORS



Mr. Prasert Bunsumpun

- Independent Director
- Chairman of the Executive Committee

BOARD OF DIRECTORS



Mr. Somprasong Boonyachai

- Director
- Member of the Compensation Committee
- Member of the Governance and Nomination Committee

BOARD OF DIRECTORS



Mr. Paiboon Panuwattanawong

- Director
- Member of the Executive Committee
- Chief Executive Officer

BOARD OF DIRECTORS



Mr. Kwek Buck Chye

- Director
- Member of the Executive Committee

Annual General Meeting of Shareholders 2016
30 March 2016

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Agenda No. 1

Matters to be informed

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Agenda No. 2

To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the Year 2015, held on 26 March 2015

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Agenda No. 2 To consider and adopt the Minutes of the AGM 2015 held on 26 March 2015

The minutes of the Annual General Meeting of Shareholders for the year 2015 were prepared and sent to the Stock Exchange of Thailand within 14 days of the meeting. The details were publicity disclosed on the Company's website, www.thaicom.net and submitted to the Ministry of Commerce within the period required by Law.

The Company had already distributed the copy of the Minutes of Meeting to Shareholders as details appeared in *Enclosure 1* of the invitation letter for this meeting.

Agenda No. 2 To consider and adopt the Minutes of the AGM 2015 held on 26 March 2015

Voting: The resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

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Agenda No. 3

To acknowledge the Company's operating results for the fiscal year 2015

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Agenda



- **Key Highlights 2015**
- **2016 Moving Forward**



Key Highlights 2015

Key Achievements



Reported new record high performance

- *Consolidated Net profit was 2,122 MB, grew 33% YoY*
- *Consolidated Normalized Net profit was 2,396 MB, grew 33% YoY*



Broadcast platform highlights

- *The number of satellite TV channels grew 13% YoY*
  - *Total channels increased from 702 to 792 channels*
  - *HD channels increased from 110 to 126 channels*
- *Commercialized India's Headend-In-The-Sky (HITS) platform (NXT DIGITAL)*
  - *Providing content distribution for digital cable TV services across India*



Broadband platform highlights

- *Malaysia's Measat committed to 100% bandwidth capacity*
- *Australia's NBN extended its contract until Sep 2017*
- *Recognized Revenue sharing from China's Synertone*

Key Achievements (cont.)



Over-The-Top (OTT) platform highlights

- *Commercialized 2nd Screen service*
  - *Thailand's Joint Venture Kantana and Intouch (Gossip Girl Thailand)*
  - *Laos' TV Laos Company Limited (Miss Laos 2015)*
- *Provided Multi-Screen service to Thailand's Advanced Wireless Network (AWN)*
  - *Transcoding content in different formats to support live video streaming service on AIS Playbox and AIS Play application*



Mobility platform highlights

- *Japan's Softbank expanded Maritime services for additional 4 ferries, totaled 6 ferries*
- *Thailand's Nok Air purchased IFEC equipment for its 6th aircraft*



Public event

- *Hosted the 2nd "Thaicom 10K 2015" Mini Marathon Charity, on 8 Feb 2015*


THAICOM 8 reached 17% pre-launch sold

Awards & Distinctions: Thailand

"Board of the Year for Distinctive Practices"
"Audit Committee of the Year"
"Board with Consistent Best Practices"





"Excellent CG Scoring 2015"
By Thai Institute of Directors Association (IOD)



"Thailand Sustainability Investment" 2015
by SET



"A- with Stable Outlook" 2015
by TRIS Rating



"ESG 100 Award" 2015
by Thaipat Institute

Awards & Distinctions: International

Thaicom is now no. 8 in the world

The List | 2014 Top Fixed Satellite Service Operators

SPACENEWS

2014 Rank	Company	Location	2014 Revenue	2013 Revenue	Satellite in Orbit	Satellite on Order	2013 Rank	Revenue 2013-2014
1	Intelsat	Luxembourg/United States	$2.47 billion	$2.64 billion	55	7	1	↓
2	SES	Luxembourg	$2.33 billion	$2.56 billion	53	7	2	↓
3	Eutelsat	France	$1.65 billion	$1.79 billion	34	7	3	↓
4	Telesat	Canada	$793.7 million	$838.6 million	10	1	4	↓
5	Sky Perfect Jsat	Japan	$446.2 million	$594.9 million	16	3	5	↓
6	Arabsat	Saudi Arabia	$350 million	$341 million	6	3	6	↑
7	Yahsat	United Arab Emirates	$285 million	< $50 million	2	1	New Entry	↑
8	**THAICOM**	**Thailand**	**$267 million**	**$267 million**	**4**	**1**	**10**	**—**
9	China Satcom	China	$260 million	$230 million	10	2	11	↑
10	Hispasat	Spain	$246.6 million	$277.3 million	7	3	9	↓
11	Russian Satellite Communications Co.	Russia	$230 million	$176.8 million	12	2	14	↑
12	Singtel Optus	Australia	$204 million	$281 million	5	0	8	↓
13	Star One	Brazil	$200 million	$250 million	7	2	7	↓
14	Nilesat	Egypt	$192 million	$180.9 million	2	0	13	↑
15	Antrix/Indian Space Research Organisation	India	$185 million	$170 million	9	4	15	↑

THAICOM TOP50 CG ASEAN Scorecard

"Top 50 ASEAN CG Scorecard 2015 "
by ASEAN Capital Markets Forum (ACMF)



"TOP2 Outstanding Achievement Awards"
by ASEAN Capital Markets Forum (ACMF)

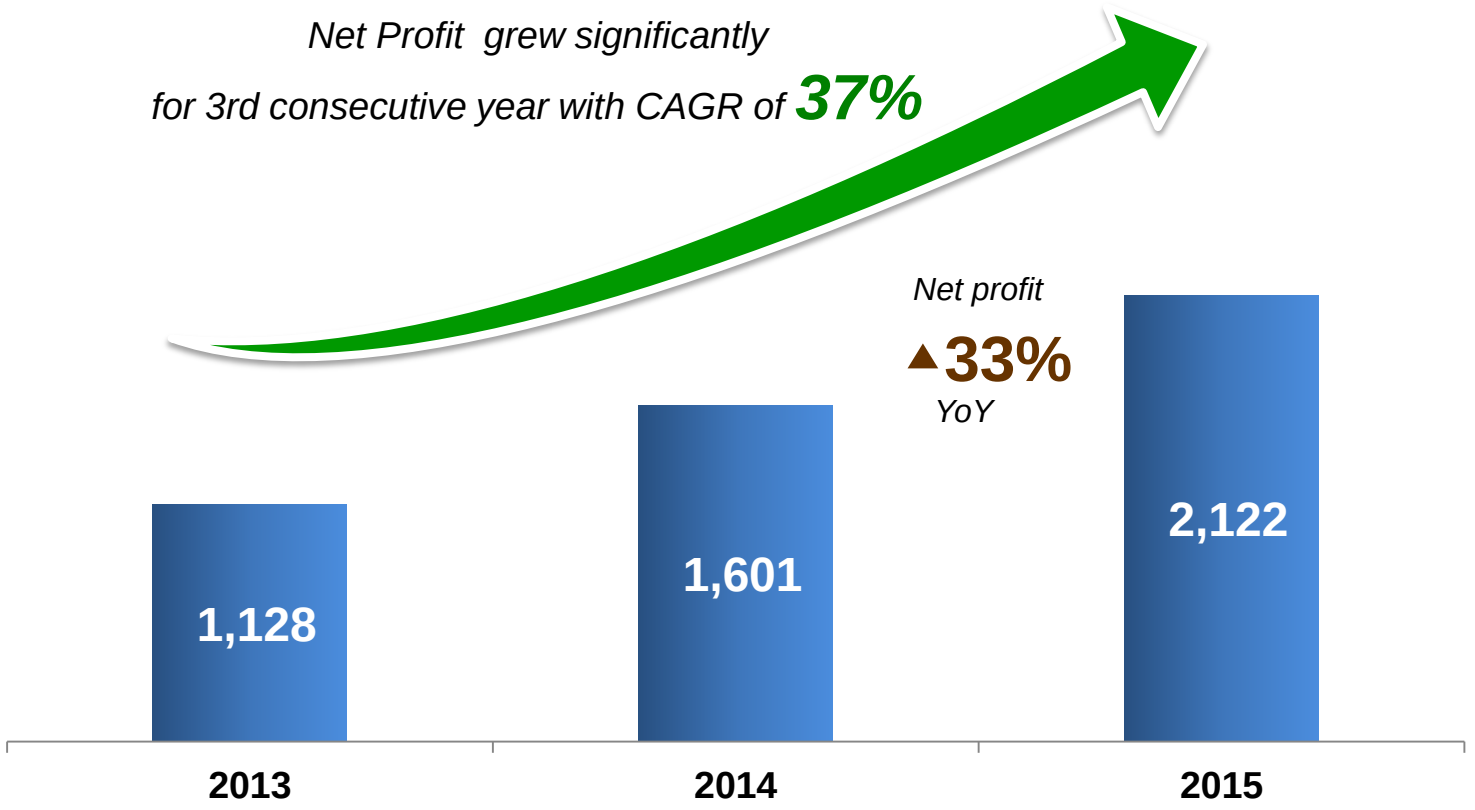


"Excellence Awards"
Corporate Social Responsibility
from Via Satellite, USA

2015 Net Profit continued to grow significantly

Consolidated Results

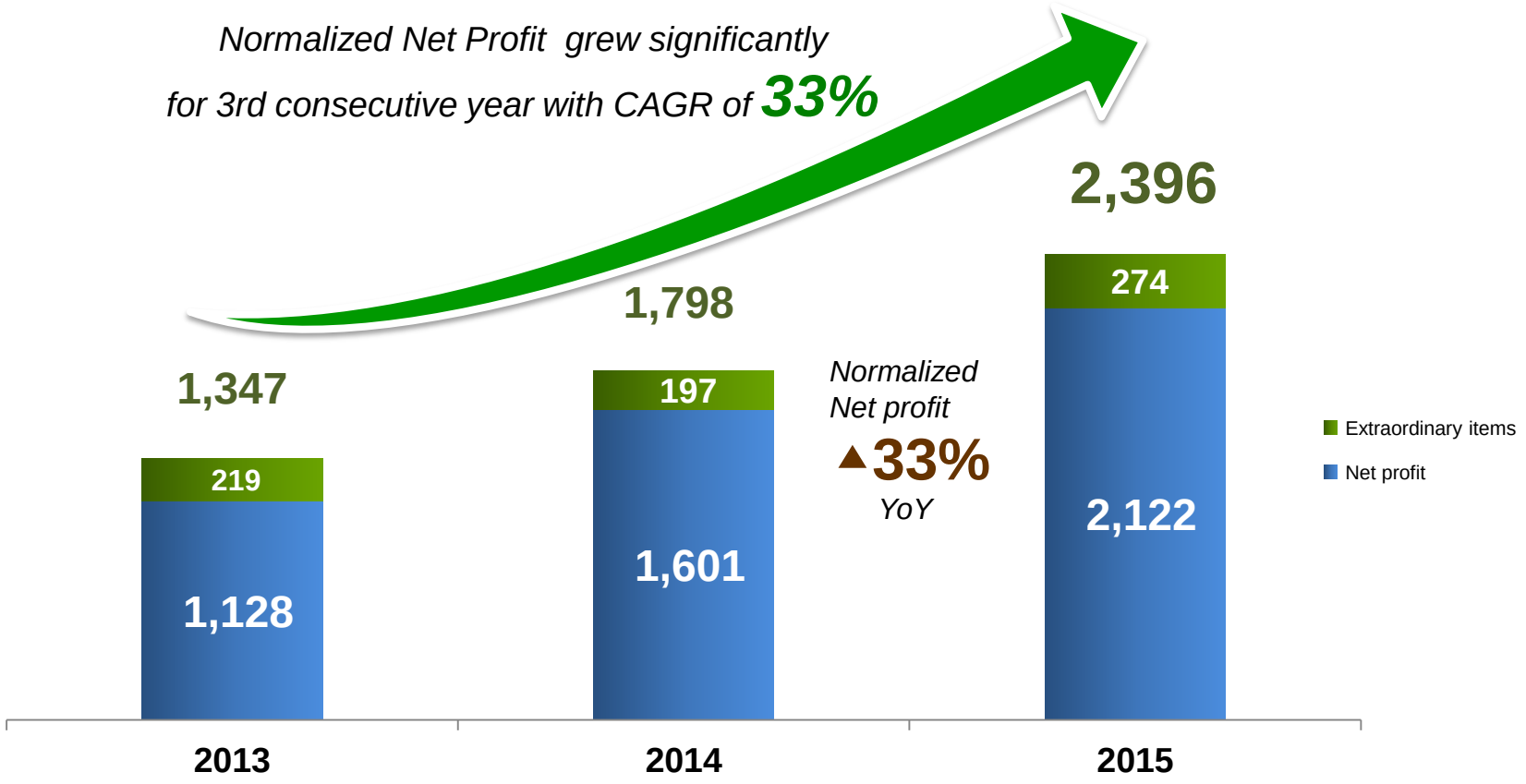
Unit: MB



Continued Solid Growth in 2015
Normalized Net Profit*

Consolidated Results

Unit: MB



* Normalized Net Profit excluded FX gain (loss) after tax, capital gain from selling of the investment, impairment loss investment and goodwill



2016 Moving Forward

Our journey…

2011 — Profit Turn Around



2012 — In Pursuit of Growth



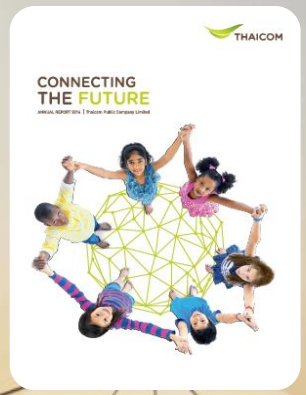
2013 — Sustainable & Profitable Growth



2014 — New Frontiers



2015 — Connecting The Future

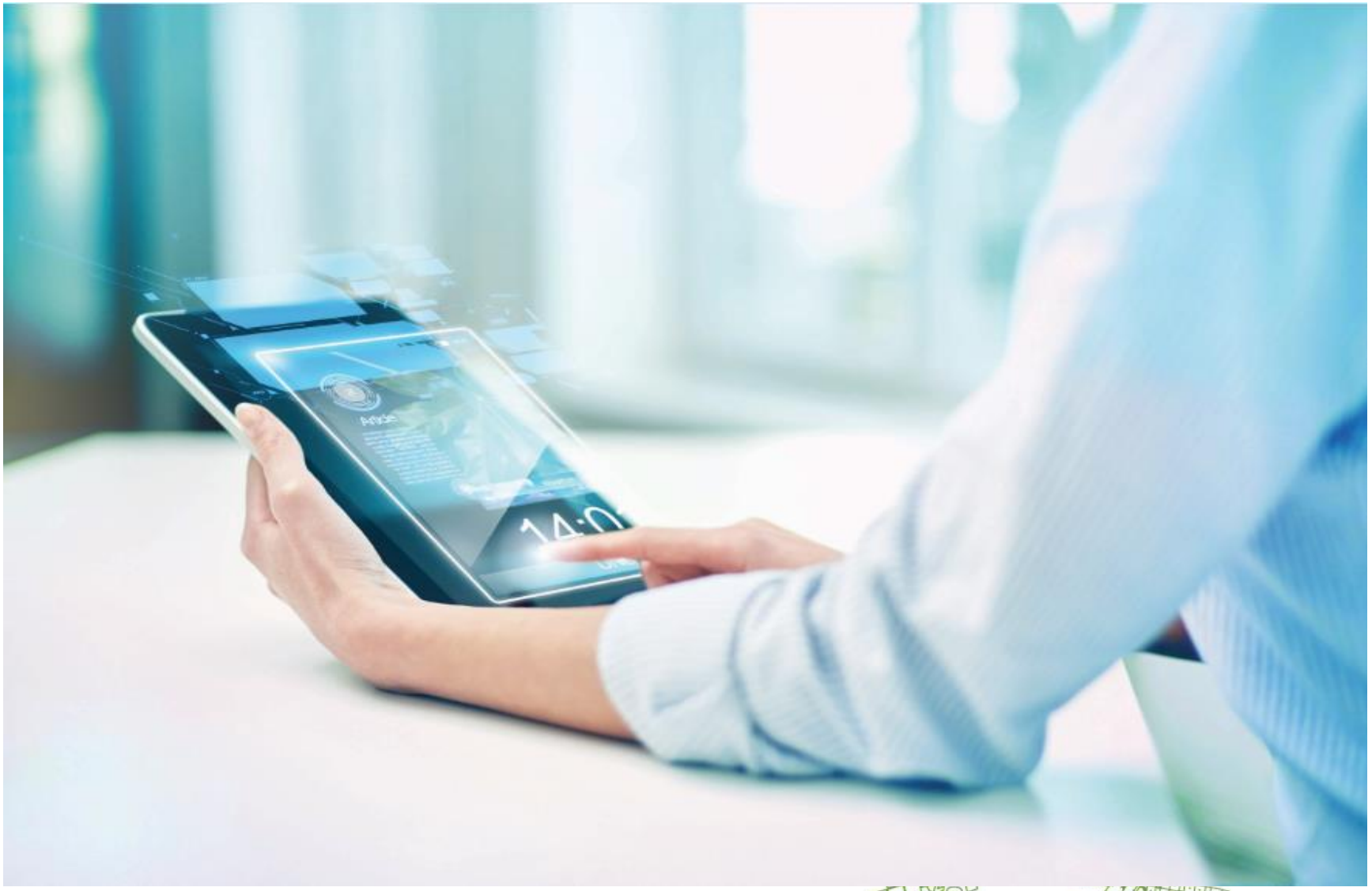



2016…
THE NEXT PHASE

NEW CAPABILITY



NEW TECHNOLOGY



NEW DESTINATION



NEW FUTURE



Thaicom Regional Platform




THAICOM
Revolves Around You
สร้างโอกาส สร้างอนาคต

Agenda No. 4

To consider and approve Financial Statements of the Company and its Subsidiaries for the year ended 31 December 2015

Financial Statements and Independent Auditor's Report

Independent Auditor's Report

- Unqualified report has been issued on 10 February 2016.
- Based on KPMG audit, financial statements is prepared, in all material respects, in accordance with Thai Financial Reporting Standards.
- "Emphasis paragraph"

  "Without qualifying my opinion, I draw attention to note 3 to the financial statements describing the effects of the Company's adoption from 1 January 2015 of certain new accounting policies in accordance with revised and new Thai Financial Reporting Standards promulgated by the Federation of Accounting Professions. The corresponding figures presented are based on the audited financial statements as at and for the year ended 31 December 2014 after making the adjustments described in note 3."

Summary Management's Discussion and Analysis

- Revenue from sale of goods and rendering of services was Baht 12,453 million, up by Baht 560 million or 4.7% from Baht 11,893 million in year 2014. This was due mainly to an increase in revenue from satellite business, especially from the Thaicom 7 Satellite which began to provide services in Q4/2014 and its capacity usage has ramped up continuously until 100% of the capacity was sold in Q4/2015.

- The revenue from Internet access and media businesses increased from sales of satellite receiver sets from Cambodian DTV Network Ltd. (CDN), including the revenue growth of ICT business from CSL.

- The telephone network business in Lao People's Democratic Republic (Lao PDR) was operated by LTC, the Company recognized the share of profits of investment by equity method of Baht 194 million, up by Baht 40 million or 26.0%. The improved result was from the increase of mobile subscriber's market share of LTC from 46.93% as at the end of 2014 to 51.98% as at the end of 2015.

- The Company reported a consolidated net profit of Baht 2,122 million, up by 32.5% compared to 2014, as a result of revenue growth, while less SG&A due to the impairment loss on goodwill of Thailand Yellow Pages business of Baht 550 million recorded in 2014.

Statements of income

Unit : Thousand Baht	Consolidated FS			Separate FS		
	31-Dec-15	31-Dec-14 (Restated)	% Inc(Dec)	31-Dec-15	31-Dec-14	% Inc(Dec)
Income						
Revenues from sales of goods and rendering of services	12,453,090	11,893,031	5%	7,653,799	6,989,625	10%
Construction revenue under operating agreement	544	172,270	(100%)	544	172,270	(100%)
Net foreign exchange gain	-	71,871	(100%)	-	-	-
Other income	489,106	172,649	183%	689,902	438,956	57%
Total income	**12,942,740**	**12,309,821**	**5%**	**8,344,245**	**7,600,851**	**10%**
Expenses						
Cost of sale of goods and services	7,353,792	7,041,043	4%	4,881,736	4,712,928	4%
Construction cost under operating agreement	544	172,270	(100%)	544	172,270	(100%)
Selling and administrative expenses	2,118,039	2,303,971	(8%)	1,037,998	1,086,066	(4%)
Impairment losses	-	550,014	(100%)	453,509	-	100%
Net foreign exchange loss	595,024	-	100%	631,946	9,086	6,855%
Finance costs	306,037	384,476	(20%)	283,757	362,308	(22%)
Total expenses	**10,373,436**	**10,451,774**	**(1%)**	**7,289,490**	**6,342,658**	**15%**
Share of profit of investment in joint venture	193,659	154,057	26%	-	-	-
Profit before income tax expense	**2,762,963**	**2,012,104**	**37%**	**1,054,755**	**1,258,193**	**(16%)**
Income tax expense	(458,281)	(498,078)	(8%)	(260,700)	(239,838)	9%
Profit for the year	**2,304,682**	**1,514,026**	**52%**	**794,055**	**1,018,355**	**(22%)**
Profit attributable to:						
Owner of the Company	**2,122,147**	**1,600,884**	**33%**	**794,055**	**1,018,355**	**(22%)**
Non-controlling interest	182,535	(86,858)	310%	-	-	-
Profit for the year	**2,304,682**	**1,514,026**	**52%**	**794,055**	**1,018,355**	**(22%)**
Earnings per share *(in Baht)*	**1.94**	**1.46**	**33%**	**0.72**	**0.93**	**(23%)**

Statements of comprehensive income

Unit : Thousand Baht	Consolidated FS			Separate FS		
	31-Dec-15	31-Dec-14 (Restated)	% Inc(Dec)	31-Dec-15	31-Dec-14	% Inc(Dec)
Profit for the year	**2,304,682**	**1,514,026**	**52%**	**794,055**	**1,018,355**	**(22%)**
Other comprehensive income						
Items that will never be reclassified to profit or loss	(177,640)	-	(100%)	13,960	-	100%
Items that are or may be reclassified to profit or loss	*(458,703)*	*229,887*	(300%)	-	-	-
Other comprehensive income for the year, net of income tax	**(636,343)**	**229,887**	**(377%)**	**13,960**	**-**	**100%**
Total comprehensive income for the year	**1,668,339**	**1,743,913**	**(4%)**	**808,015**	**1,018,355**	**(21%)**
Total comprehensive income attributable to:						
Owners of the Company	**1,500,884**	**1,830,596**	**(18%)**	**808,015**	**1,018,355**	**(21%)**
Non-controlling interests	167,455	(86,683)	293%		-	-
Total comprehensive income for the year	**1,668,339**	**1,743,913**	**(4%)**	**808,015**	**1,018,355**	**(21%)**

Statements of financial position

Unit : Thousand Baht	Consolidated FS				Separate FS		
	31-Dec-15	31-Dec-14 (Restated)	1-Jan-14 (Restated)	%Inc(Dec) Y15 vs Y14	31-Dec-15	31-Dec-14	% Inc(Dec)
Current assets							
Cash and cash equivalents	3,401,141	2,769,148	2,278,596	23%	1,253,747	443,267	183%
Current investments	1,645,153	1,736,196	1,305,172	(5%)	1,574,221	800,000	97%
Trade and other accounts receivable	2,417,498	1,946,174	1,963,379	24%	1,361,316	1,124,232	21%
Inventories	229,799	236,495	305,963	(3%)	160,424	155,494	3%
Other current assets	311,528	383,612	438,998	(19%)	413,272	448,947	(8%)
Total current assets	**8,005,119**	**7,071,625**	**6,292,108**	**13%**	**4,762,980**	**2,971,940**	**60%**
Non-current assets							
Long-term loans to related parties	2,161,864	-	-	100%	2,161,864	9,844	21,861%
Property and equipment	9,031,834	8,352,631	2,326,145	8%	8,073,204	7,346,225	10%
Intangible assets under operating agreements	11,227,187	13,249,341	15,041,928	(15%)	11,227,187	13,249,341	(15%)
Other non-current assets	3,165,755	3,214,116	4,766,506	(2%)	3,058,151	3,676,441	(17%)
Total non-current assets	**25,586,640**	**24,816,088**	**22,134,579**	**3%**	**24,520,406**	**24,281,851**	**1%**
Total assets	**33,591,759**	**31,887,713**	**28,426,687**	**5%**	**29,283,386**	**27,253,791**	**7%**

Statements of financial position(Cont.)

Unit : Thousand Baht	Consolidated FS				Separate FS		
	31-Dec-15	31-Dec-14 (Restated)	1-Jan-14 (Restated)	%Inc(Dec) Y15 vs Y14	31-Dec-15	31-Dec-14	% Inc(Dec)
Current liabilities							
Short-term loan and current portions of long term loans	1,719,584	1,510,641	4,375,628	14%	1,468,513	1,218,882	20%
Trade and other accounts payable	1,225,858	1,060,951	1,011,940	16%	546,645	497,918	10%
Short-term loans from related party	-	-	-	-	1,126,768	-	100%
Other current liabilities	1,434,489	1,414,360	1,593,662	1%	1,268,996	1,237,205	3%
Total current liabilities	**4,379,931**	**3,985,952**	**6,981,230**	**10%**	**4,410,922**	**2,954,005**	**49%**
Non-current liabilities							
Long-term loans	10,030,358	9,590,329	4,031,419	5%	9,905,129	9,426,067	5%
Other non-current liabilities	1,070,689	1,026,803	1,125,258	4%	851,876	861,855	(1%)
Total non-current liabilities	**11,101,047**	**10,617,132**	**5,156,677**	**5%**	**10,757,005**	**10,287,922**	**5%**
Total liabilities	**15,480,978**	**14,603,084**	**12,137,907**	**6%**	**15,167,927**	**13,241,927**	**15%**
Equity							
Equity attributable to owners of the Company	**17,683,825**	**16,887,362**	**15,543,072**	**5%**	**14,115,459**	**14,011,864**	**1%**
Non-controlling interests	426,956	397,267	745,708	7%	-	-	-
Total equity	**18,110,781**	**17,284,629**	**16,288,780**	**5%**	**14,115,459**	**14,011,864**	**1%**
Total liabilities and equity	**33,591,759**	**31,887,713**	**28,426,687**	**5%**	**29,283,386**	**27,253,791**	**7%**

Statements of Cash flows

Unit : Thousand Baht	Consolidated FS			Separate FS		
	31-Dec-15	31-Dec-14 (Restated)	% Inc(Dec)	31-Dec-15	31-Dec-14	% Inc(Dec)
Cash flows from operating activities						
Net cash provided by operating activities	**4,728,644**	**4,831,113**	**(2%)**	**3,467,297**	**3,204,619**	**8%**
Cash flows from investing activities						
Net cash used in investing activities	**(3,377,835)**	**(5,912,593)**	**(43%)**	**(3,281,145)**	**(5,075,392)**	**(35%)**
Cash flows from financing activities						
Net cash from (used in) financing activities	**(716,207)**	**1,567,464**	**(146%)**	**626,863**	**1,571,473**	**(60%)**
Net increase (decrease) in cash and cash equivalents	**634,602**	**485,984**	**31%**	**813,015**	**(299,300)**	**(372%)**
Cash and cash equivalents at 1 January	2,769,148	2,278,596	22%	443,267	740,070	(40%)
Cash and cash equivalents at 31 December	**3,401,141**	**2,769,148**	**23%**	**1,253,747**	**443,267**	**183%**

Agenda No. 4 To consider and approve Financial Statements of the Company and its Subsidiaries for the year ended 31 December 2015

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





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Agenda No. 5

To consider and approve the appropriation of the net profit year 2015 for the dividend payment

Rationale for consideration

Details of the Dividend Payment	2015
Net Profit on separate financial statements (Million Baht)	794
Less Legal reserve* (Million Baht)	5
Net Profit after legal reserve (Million Baht)	789
Number of shares (Million Shares)	1,096
Total Dividend per share (Baht/share)	0.65
Total dividend payment approximately (Million Baht)	712
Dividend Payout Ratio on separate financial statements (%)	90%

- The Company has a policy to pay dividend of not less than 40%.
- The payment of dividends mentioned is from net profit after the deduction of income tax. Therefore, individual shareholders who receive the dividend will be entitled to a tax credit as stipulated in Article 47 bis of The Revenue Code. The details of the tax credits are shown in the table below;

Operating period covering each dividend payment	Dividend (Baht per share)	Deductive tax rate	Tax credit
1 January 2015 – 31 December 2015	0.65	20%	20/80

Remark * Pursuant to The Public Limited Companies Act, Section 116.

Board's Opinion

- Additional Legal reserve of 5,296,275 Baht from 2015 net profit from separate financial statement was recorded, resulted in total reserve equal to 10 percent of the registered capital.
- Dividend payment from net profit after deduction of legal reserve at Baht 0.65 per share, totaling approximately 712 Million Baht.
- The Board has proposed dividend payment to shareholders' meeting for consideration and approval.



To consider and approve the appropriation of the net profit

- Dividend payment for 2015 on separate financial statements after legal reserve deduction is Baht 0.65 per share, totaling approximately 712 Million Baht.





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Agenda No. 5 To consider and approve the appropriation of the net profit for the year 2015 and approve the dividend payments

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

Agenda No. 6

To consider and approve the appointment of the Company's auditors and fix their remuneration for the year 2016

Approve the appointment of the Company's auditors and their remuneration for the Y2016

- According to the Section 120 of 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, a notification from the Securities and Exchange Commission Thailand limits the appointment of an individual external auditors (but not the audit firm) of listed companies to no more than five consecutive one-year terms.

Approve the appointment of the Company's auditors and their remuneration for the Y2016

- The name list of auditors from Deloitte Touche Tohmatsu Jaiyos is as follows:

#	Name of Auditor	CPA Registration No.	Number of years appointed as the Company's auditor	Number of years certified the Company's F/S
1	Mr.Chavala Tienpasertkij	4301	Never	Never
2	Mr.Suphamit Techamontrikul	3356	Never	Never
3	Mr.Permsak Wongpatcharapakor	3427	Never	Never

Anyone of the above auditors can conduct the audit and express an opinion as to the financial statements of the Company.

- Audit fee of the Company for the year 2016 is Baht 1,860,000 which was the same as that of Y2015.

Refer : Auditors' profile are shown in Enclosure 3.

Name-Surname	Chavala Tienpasertkij
Age (years)	47
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. Rajanakarn Building 25th, 26th and 28th floor, No. 3, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 6765700 Fax: 02 6765768
Work experience in the last 5 years	
• 2008 – Present	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Professional experience	
• Present	• Certified Public Accountant, Thailand • Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand • Member, Federation of Accounting Professions (FAP), Thailand • Audit Development leader • Guest speaker of the Federal Accounting Professions at Thai government institutions
• 2012-2013	Subsidiary Committee of the Accounting Standard Setting Body, Federation of Accounting Professions (FAP), Thailand

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Name-Surname	Dr. Suphamit Techamontrikul
Age (years)	55
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. Rajanakarn Building 25th, 26th and 28th floor, No. 3, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 6765700 Fax: 02 6765768
Work experience in the last 5 years	
• 1998 – Present	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Professional experience	
Present	• Certified Public Accountant, Thailand • Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand • 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

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Name-Surname	Permsak Wongpatcharapakorn
Age (years)	56
Education	• Post-Graduate Diploma in Auditing, Chulalongkorn University • Bachelor Degree in Accountancy, Chulalongkorn University
Certified Public Accountant (Thailand) Registration Number	3427
Office	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. Rajanakarn Building 25th, 26th and 28th floor, No. 3, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel: 02 6765700 Fax: 02 6765768
Work experience in the last 5 years	
• 2006 – Present	Audit Leader and Company's Director Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
• 1998 – Present	Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Professional experience	
• 2005-Present	• Certified Public Accountant, Thailand • Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand • Member, Federation of Accounting Professions (FAP), Thailand
• 1997-2005	Member of the Auditing Standard Committee, Institute of Certified Accountants and Auditors of Thailand

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Agenda No. 6 To consider and approve the appointment of the Company's auditors and fix their remuneration for the year 2016

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

Agenda No. 7

To consider and approve the appointment of directors to replace those retiring by rotation in 2016

Agenda No.7 To consider and approve the appointment of directors to replace those retired by rotation for the year 2016

	Name of Director	Positions
1.	Mr. Somprasong Boonyachai	- Director
2.	Mr. Prasert Bunsumpun	- Independent Director
3.	Mr. Kwek Buck Chye	- Director



Agenda No.7 To consider and approve the appointment of directors to replace those retired by rotation for the year 2016

- The Board has agreed and recommended

that the following retiring directors be re-elected for another term

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1. Mr. Somprasong Boonyachai

Mr. Somprasong Boonyachai

Curriculum Vitae of Director



Name-Surname	Mr. Somprasong Boonyachai
Nationality	Thai
Age	60
Current Position	• Director • Member of Compensation Committee • Member of Governance and Nomination Committee
Shareholding	-None-
Family Relation with other Executive	-None-
Highest Education	Master Degree in Engineering, Asian Institute of Technology (AIT)
IOD course	RCP : Role of the Chairman Program Class 21/2009 DCP: Directors Certification Program Class 65/2005 DAP: Directors Accreditation Program Class 30/2004
Year of Directorship	9 years and 8 months counting until the date of AGM 2016
Type of the director to be appointed	Director

1. Mr. Somprasong Boonyachai (Con't)

Mr. Somprasong Boonyachai

Curriculum Vitae of Director



Experiences	2006 – Present Directors ,Thaicom Plc <u>Position in other listed companies</u> 2016 – Present Advisor to Chief Executive Officer Intouch Holdings Plc 2008 – 2015 Chief Executive Officer and Chairman of the Executive Committee Intouch Holdings Plc 2008 – Present Vice Chairman of the Board of Directors Advanced Info Service Plc 2007 – Present Director , Intouch Holdings Plc 2002 – Present Independent Director and Member of the Audit Committee, Power Line Engineering Plc <u>Position in other non-listed companies</u> 2004 – Present Director, Praram 9 Hospital Co., Ltd. <u>Past Experiences</u> 2009 – 2011 Chairman of the Executive Committee Thaicom Plc 2000 – 2008 Member of the Executive Committee Shin Satellite Plc 1999 – 2008 Chairman of the Executive Committee Advanced Info Service Plc 1994 – 2008 Director, Advanced Info Service Plc

2. Mr. Prasert Bunsumpun

Mr. Prasert Bunsumpun



Curriculum Vitae of Director

Name-Surname	Mr. Prasert Bunsumpun
Nationality	Thai
Age	63
Current Position	• Independent Director • Chairman of the Executive Committee
Shareholding	0.0046%
Family Relation with other Executive	-None-
Highest Education	• Honorary Doctor of Engineering, Chulalongkorn University • Honorary Doctor of Management, National Institute of Development Administration (NIDA) • Honorary Doctor of Management Science, Petchaburi Rajabhat University • Honorary Doctor of Management, Mahasarakham University • Honorary Doctor of Public and Local Innovative Management, Suan Sunandha Rajabhat University • Master Degree in Business Administration, Utah State University, USA
IOD course	• RCP: Role of the Chairman Program Class 27/2012 • DAP: Directors Accreditation Program Class 26/2004

2. Mr. Prasert Bunsumpun (Con't)

Mr. Prasert Bunsumpun



Curriculum Vitae of Director

Year of Directorship	6 months counting until the date of AGM 2016
Type of the director to be appointed	Independent Director
Experiences	Oct 2015 -Present Independent Director , Thaicom Plc May 2015 -Present Chairman of the Executive Committee Thaicom Plc <u>Position in other listed companies</u> 2013 – Present Director, PTT Plc 2012 – Present Chairman of the Board of Directors, Thoresen Thai Agencies Plc 2011 – Present Independent Director, Intouch Holdings Plc 2011 – Present Chairman of the Board of Director, PTT Global Chemical Plc <u>Position in other non-listed companies</u> 2014 – Present Member, The National Legislative Assembly 2012 – Present Chairman of the Board of Directors Mermaid Maritime Plc 2011 – Present Chairman, Thailand Business Council for Sustainable Development <u>Past Experiences</u> 2011 – 2015 Director, Krung Thai Bank Plc 2006 – 2013 Chairman of the Board of Directors / Director / Chairman of the Executive Committee, IRPC Plc 2005 – 2012 Chairman of the Board of Directors, Thai Lube Base Plc 2007 – 2011 Director, PTT Aromatics and Refining Plc 2005 – 2011 Chairman of the Board of Directors / Vice Chairman/ Director, PTT Chemical Plc

2. Mr. Prasert Bunsumpun (Con't)

Mr. Prasert Bunsumpun



Curriculum Vitae of Director

Experiences	Past Experiences 2003 – 2011 Director / Chief Executive Officer and President, PTT Plc 2000 – 2011 Chairman of the Board of Directors / Director, PTT Exploration and Production Plc, 2004 – 2010 Director , Thai Oil Plc 2006 – 2008 Member, The National Legislative Assembly

3. Mr. Kwek Buck Chye

Mr. Kwek Buck Chye

Curriculum Vitae of Director



Name-Surname	Mr. Kwek Buck Chye
Nationality	Thai
Age	62
Current Position	• Director • Member of the Executive Committee
Shareholding	-None-
Family Relation with other Executive	-None-
Highest Education	• Advanced Management Program, Harvard University, USA • Bachelor of Accountancy, University of Singapore
IOD course	• DCP: Director Certification Program Class 214/2015
Year of Directorship	1 years and 3 days counting until the date of AGM 2016
Type of the director to be appointed	Director

3. Mr. Kwek Buck Chye (Con't)

Mr. Kwek Buck Chye



Curriculum Vitae of Director

Experiences	Mar 2015 – Present Director and Executive Committee Member, Thaicom Plc <u>Position in other listed companies</u> 2015 – Present Director, Intouch Holdings Plc. <u>Position in other non-listed companies</u> 2013 – Present Self employed financial consultant <u>Past Experiences</u> 1992 – 2013 Chief Financial Officer, StarHub Ltd. 2000 – 2002 Chief Financial Officer, ST Telemedia Pte Ltd. 1999 – 2000 Chief Financial Officer, Vickers Capital Ltd. & Group 1992 – 1999 Group Director Financial / Chief Financial Officer Singapore Technologies Pte Ltd. & Subsidiaries

Agenda No. 7 To consider and approve the election of Directors to replace those retiring by rotation in 2016

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



Agenda No. 8

To consider and approve the increase in number of the Board of Directors and the appointment of new directors

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8.1 To consider and approve the increase in number of the Board of Directors

- According to Clause 16 of the Company's Articles of Association, the Company shall have a board 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 a required by the public limited company law. For effective management, and in accordance with good corporate, law and related regulations, as well as to meet the Company's needs and best interests.

- Therefore, it is deemed appropriate to propose the shareholder to consider and approve to increase 2 members of Board of Directors from total number of 9 members to be 11 members.

8.1 To consider and approve the increase in number of the Board of Directors

Voting: The resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

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8.2 To consider and approve the appointment of new directors

- In selecting and nominating the candidates, the Company considered qualified candidates with competence, expertise, leadership, far-sighted vision, good moral and ethical principal, clear and unblemished career records, as well as ability to sufficiently devote their time to the Company's operation and express their opinions independently. In addition, the Company took into account the diversity of the Board structure, essential skills currently lacking, suitable qualifications, and qualifications fulfilling Board components and structure under the Company's business strategies, and the IOD's Director Pool.
- Therefore, after the consideration by the Board of Directors, it is appropriated for the shareholder to elect two more following Directors:

8.2 To consider and approve the appointment of new directors

	Name of Director	Positions
1.	Mr. Philip Chen Chong Tan	- Director
2.	Patareeya Benjapolchai	- Independent Director

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8.2.1 Mr. Philip Chen Chong Tan

Mr. Philip Chen Chong Tan



Curriculum Vitae of Director

Name-Surname	Mr. Philip Chen Chong Tan
Nationality	American
Age	50
Current Position	Advisor to Executive Committee
Shareholding	-None-
Family Relation with other Executive	-None-
Highest Education	• Master of Management, Sasin Business Graduate Institute of Administration of Chulalongkorn University • Bachelor of Electrical Engineering, University of Maryland
IOD course	DCP: Directors Certification Program Class 175/2013
Year of Directorship	-None-
Type of the director to be appointed	Director

8.2.1 Mr. Philip Chen Chong Tan (Con't)

Mr. Philip Chen Chong Tan



Curriculum Vitae of Director

Experiences	<u>Position in other listed companies</u> 2016 - Present Chief Executive Officer and Member of the Executive committee, Intouch Holdings Plc 2015 – Present President, Intouch Holdings Plc 2016 - Present Member of the Executive Committee, Advanced info Service Plc <u>Position in other non-listed companies</u> 2015 – Present Director, I.T. Applications and Services Co.,Ltd. 2015 – Present Director, Intouch Media Co., Ltd. 2015 – Present Director, Touch TV Co., Ltd. 2015 – Present Chairman of the Board of Director, High Shopping Co., Ltd. 2014 - Present Advisory Board of Sasin, Sasin Business Graduate Institute of Administration of Chulalongkorn University 2011 - Present Board of Visitors , University of Maryland <u>Past Experiences</u> Jul - Oct 2015 Senior Executive Vice President, Bank of Ayudhya Plc Jan - Jun 2015 Head of Retail and Consumer Banking and Acting Head of Krungsri Consumer Group, Bank of Ayudhya Plc 2014 - 2015 Executive Committee Member, Bank of Ayudhya Plc 2013 - 2015 Director (Authorized Signatory)/ Acting Head of Krungsri Auto Group/President/ Risk Management Committee Member and Advisor to the Compliance Review Committee, Bank of Ayudhya Plc

8.2.1 Mr. Philip Chen Chong Tan (Con't)

Mr. Philip Chen Chong Tan



Curriculum Vitae of Director

Experiences

Past Experiences

2013 - 2014	Acting Head of E-Business, Bank of Ayudhya Plc
2013	Deputy Chairman of the Executive Committee
2014	and Advisor to the Credit Committee
	Bank of Ayudhya Plc
2012	Head of E-Business, Bank of Ayudhya Plc
2010 - 2012	First Executive Vice President and Head of Consumer Finance, Bank of Ayudhya Plc
2009 - 2010	Chief Executive Officer, GE Money (Thailand) Ltd

8.2.2 Ms. Patareeya Benjapolchai

Ms. Patareeya Benjapolchai



Curriculum Vitae of Director

Name-Surname	Ms. Patareeya Benjapolchai
Nationality	Thai
Age	62
Current Position	-None-
Shareholding	-None-
Family Relation with other Executive	-None-
Highest Education	Master of Business Administration Thammasat University
IOD course	Directors Certification Program Class 1/2000 Financial Institutions Governance Program class 1/2010 Director Certification Program Update class 2/2014
Year of Directorship	-None-
Type of the director to be appointed	Independent Director

8.2.2 Ms. Patareeya Benjapolchai (Con't)

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Ms. Patareeya Benjapolchai



Curriculum Vitae of Director

Experiences

Position in other listed companies

- Chairperson of the Corporate Governance Committee , Member of the Audit Committee and Independent Director TISCO Financial Group Plc
- Independent Director and Member of the Audit Committee TISCO Bank Plc

Position in other non-listed companies

- Independent Director and Chairperson of the Audit Committee, MCOT Plc
- Independent Director , Bangkok Glass Plc
- Director, Revolving Fund Evaluation Committee , Ministry of Finance
- Member of the SET AWARD Committee and Corporate Governance Committee ,The Stock Exchange of Thailand
- Ethics Committee, Federation of Accounting Professions Under The Royal Patronage of His Majesty the King
- Director and Director of Award Committee, Board of the Year Award ,Thai Institute of Directors Association
- Chairperson of the Audit Committee, The Office of the Agricultural Futures Trading Commission
- Advisor, Thai Listed Companies Association
- Audit Committee, Office of the Permanent Secretary for Defence, Ministry of Defence
- Associate Judge, The Central Intellectual Property and International Trade Court
- Directors' Responsibilities Steering Committee, The Securities and Exchange Commission
- Director, Baan Ruam Tang Fhun Co., Ltd.
- Honorary Advisor, The Institute of Internal Auditors of Thailand
- Director, Krabi Petra Co., Ltd.

8.2.2 Ms. Patareeya Benjapolchai (Con't)

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Ms. Patareeya Benjapolchai



Curriculum Vitae of Director

Experiences	Position in other non-listed companies • Directors on Foreign Business Committee Department of Business Development, Ministry of Commerce • Chairman and Chairman of Executive Chairman, Thailand Securities Depository Co., Ltd. • Chairman, Family Know-How Co., Ltd. • Chairman, Settrade.com Co., Ltd. • Director, Award Committee, State-owned Enterprise Award 2008-2010 State Enterprise Policy Office, Ministry of Finance • Chairman of the Sub-committee of Member Recruitment and Vice Chairman and Executive Chairman, Thailand Futures Exchange Plc • Chairman, Thai NVDR Co., Ltd. • Chairman, Thai Trust Fund Management Co., Ltd. • Chairman, Siam DR Co., Ltd • Chairman, Thailand Clearing House Co., Ltd. • Director and Secretary, Federation of Thai Capital Market Organizations • Director, Subcommittee on Investors Education and Public Relations and on Corporate Governance in Thailand, The Prime Minister's Office • Councilor, Thailand Management Association

8.2 To consider and approve the appointment of new directors

Voting: The resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

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Agenda No. 9

To consider and approve the remuneration of the Company's Directors for the year 2016

Agenda No. 9 To consider and approve the remuneration of the Company's Directors for the year 2016

	2015	2016 (Proposing)
Total amount of remuneration (Baht)	15,000,000	25,000,000

During 2015, the total directors' remuneration was Baht 14,541,935
The Company had held the meeting of each committee as follow:

Committee	Number of Meetings
Board of Directors	16
Audit Committee	17
Compensation Committee	10
Governance and Nomination Committee	7

Agenda No. 9 To consider and approve the remuneration of the Company's Directors for the year 2016

Summary of Director's Remuneration Policy (Baht)						
Committee	2015			2016 (Proposing)		
	Monthly Retainer	Meeting Allowance	Annual Compensation	Monthly Retainer	Meeting Allowance	Annual Compensation
Board of Directors						
- Chairman*	150,000	-	✓	200,000	-	✓
- Member	50,000	25,000	✓	50,000	25,000	✓
Audit Committee						
- Chairman	25,000	25,000	✓	25,000	25,000	✓
- Member	-	25,000	✓	-	25,000	✓
Executives Committee						
- Chairman	10,000	25,000	✓	25,000	25,000	✓
- Member	-	25,000	✓	-	25,000	✓
Sub-Committees						
- Chairman	10,000	25,000	✓	10,000	25,000	✓
- Member	-	25,000	✓	-	25,000	✓

** Chairman of the Board of Directors will receive other benefits, including of office car with driver and health care with cost not over than 1 million baht .*

Agenda No. 9 To consider and approve the remuneration of the Company's Directors for the year 2016

<u>Voting</u>: The resolution must be passed by not less than two-third of the shareholders who attend the meeting.

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Agenda No. 10

To consider and approve the issuance and offering of warrants to purchase the Company's ordinary shares (the "Warrants") to the employees of the Company and/or its subsidiaries in the amount not exceeding 1,074,300 units

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Summary of the Warrants Characteristics

Securities Type	:	Warrants to purchase the ordinary shares of THAICOM Public Company Limited
Type of Warrants	:	Warrants to purchase the Company's ordinary shares with specified name and non-transferable
Term	:	Not exceeding 5 years from the date of issuance and offering
Number of Warrants to be Offered	:	Not exceeding 1,074,300 units
Offer Price per Unit	:	Baht 0 (zero Baht)
Exercise Ratio	:	One unit of Warrant per one ordinary share, subject to change according to the conditions for adjustment of rights as prescribed under the terms and conditions of the Warrants
Exercise Price	:	The weighted average of the market price of the Company's shares traded on the Stock Exchange of Thailand during the 7 consecutive business days prior to the date on which the Board of Directors resolved to propose to the shareholders' meeting for approval of the offer of reserved shares or at 25.918 baht.
Number of Reserved Shares	:	Not exceeding 1,074,300 shares (at the par value of Baht 5), or 0.10 percent of the total paid-up shares.

Agenda No. 10 To consider and approve the issuance and offering of warrants to purchase the Company's ordinary shares (the "Warrants") to the employees of the Company and/or its subsidiaries in the amount not exceeding 1,074,300 units

Voting: The issuance and offering of the Warrants must be approved by the Shareholder's meeting with not less that three-quarters of all the votes cast by shareholders attending the meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding 10 percent of all votes of the shareholders attending the meeting.

Agenda No. 11

To consider and approve the allocation of the Warrants to employees of the Company and/or its subsidiaries each of whom is entitled to the allocation of the Warrants in exceeding 5 per cent of the total warrants under this scheme

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The Employees of the Company and/or its subsidiaries

will be allocated of Warrants more than 5 percent of Warrants issued

	Employees	Number of allocated Warrants	Percentage of total allocated Warrants
1.	Mr. Paiboon Panuwattanawong	Not exceeding 185,400 units	Not exceeding 17.26%
2.	Mr. Vuthi Asvasermcharoen	Not exceeding 145,000 units	Not exceeding 13.50%
3.	Mr. Teerayuth Boonchote	Not exceeding 145,000 units	Not exceeding 13.50%
4.	Mr. Patompob Suwansiri	Not exceeding 145,000 units	Not exceeding 13.50%

The Employees of the Company and/or its subsidiaries will be allocated of Warrants more than 5 percent of Warrants issued

1. Mr. Paiboon Panuwattanawong
Chief Executive Office and Director of subsidiaries



Number of allocated Warrants

Percentage of total allocated Warrants **Not exceeding 17.26%**

Company meetings in the previous year	No. of meetings	Attendance
1. Thaicom Plc	4	4
2. TC Broadcasting Co., Ltd.	5	5
3. Shenington Investments Pte Ltd.	5	5
4. IPSTAR Co., Ltd	1	1
5. IPSTAR International Pte. Ltd.	1	1
6. IPSTAR Global Services Ltd.	1	1
7. Star Nucleus Co., Ltd.	2	2
8. International Satellite Co., Ltd.	1	1
9. IPSTAR Australia Pty Ltd.	1	1
10. IPSTAR New Zealand Ltd.	1	1
11. IPSTAR Japan Co., Ltd.	1	1
12. CS Loxinfo Plc	1	1
13. Spacecode LLC	-	-

1. Mr. Paiboon Panuwattanawong
Chief Executive Office and Director of subsidiaries

Rationale, needs and potential benefits to the Company

- Chief Executive Officer. His main responsibilities are leading formulation of business directions and execution of a comprehensive business strategy, and directing the operational management of THCOM and its subsidiaries to ensure service excellence in every angle of its business operations. He foresees investment potential and directs the expansion of the company into other related businesses to create more business opportunities and higher returns on investment. He encourages company's innovative technology and services development, and employees' capability to enhance business competitiveness and creates sustainable growth.
- To retain a valuable employee with a high level of expertise and well-rounded experience of the business, and reward his devotion to the job and contribution to the Company's growth, prosperity and obvious achievements. Not only is he an excellent leader who has demonstrated honesty, loyalty, accountability and dedication to the Company and its subsidiaries, he also plays a significant part in creating future business success and is a role model for our next generation of leaders.

The Employees of the Company and/or its subsidiaries will be allocated of Warrants more than 5 percent of Warrants issued

2. Mr. Vuthi Asvasermcharoen
Chief Financial Officer and Director of subsidiaries



Number of allocated Warrants — **Not exceeding 145,000 units**

Percentage of total allocated Warrants — **Not exceeding 13.50%**

Company meetings in the previous year	No. of meetings	Attendance
1. TC Broadcasting Co., Ltd	5	5
2. IPSTAR Co., Ltd	1	1
3. IPSTAR Australia Pty Ltd.	1	1
4. IPSTAR New Zealand Ltd.	1	1
5. IPSTAR International Pte. Ltd.	2	2
6. IPSTAR Global Services Ltd.	1	1
7. Star Nucleus Co., Ltd.	2	2
8. Cambodian DTV Network Ltd.	1	1
9. Shenington Investments Pte Ltd.	5	5
10. IPSTAR Japan Co., Ltd.	1	1
11. International Satellite Co., Ltd.	1	1
12. CS Loxinfo Plc	9	9
13. Lao Telecommunications Co., Ltd.	-	-

2. Mr. Vuthi Asvasermcharoen
Chief Financial Officer and Director of Subsidiaries

Rationale, needs and potential benefits to the Company

- Chief Financial Officer. His main responsibilities are overseeing finance and accounting policy and directing strategic execution in the finance and accounting functions, overseeing the Company's portfolio operations in order to create more added-value for all capital investment. He assesses and manages investment risks, and monitors the investments closely to assure their effectiveness. He also keeps all the Company's investors informed of business performance in order to build trust and maintain their confidence. He provides advice and ensures that all the companies in the group are aligned and comply with SET and SEC regulations as well as uphold good corporate governance.

- To retain a valuable employee in the organization and reward him for his commitment to business expansion. The Company anticipates that it will be able to utilize his experience and expertise throughout the organization in order to create long-term prosperity and success.

The Employees of the Company and/or its subsidiaries will be allocated of Warrants more than 5 percent of Warrants issued

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3. Mr. Teerayuth Boonchote
Acting Chief Technical Officer and Director of subsidiaries



Number of allocated Warrants	**Not exceeding 145,000 units**
Percentage of total allocated Warrants	**Not exceeding 13.50%**

Rationale, needs and potential benefits to the Company

- Chief Technical Officer (Acting). His main responsibilities are developing the Telecommunication Technology via company's satellite infrastructure, with his expertise in innovation as well as leading the strategic management the engineering and activities related to the company's satellite network in order to maintain and enhance efficiency of its service level agreement to the clients and consistent with the universal standards. He studies trends and new technology to strengthen service quality of its satellite operations.

- To retain a valuable employee with a high level of expertise and well-rounded experience of the business, and reward his devotion to the job and contribution to the Company's growth, prosperity and obvious achievements. Not only is he an excellent leader who has demonstrated honesty, loyalty, accountability and dedication to the company, he also plays a significant part in creating future business success and is a role model to the next generation of leaders.

The Employees of the Company and/or its subsidiaries will be allocated of Warrants more than 5 percent of Warrants issued

4. Mr. Patompob Suwansiri
Chief Commercial Officer and Directors of subsidiaries



Number of allocated Warrants — **Not exceeding 145,000 units**

Percentage of total allocated Warrants — **Not exceeding 13.50%**

Company meetings in the previous year	No. of meetings	Attendance
1. DTV Service Co., Ltd.	3	3
2. Orion Satellite Systems Pty Ltd.	-	-
3. Cambodian DTV Network Ltd.	1	1

Rationale, needs and potential benefits to the Company

- Chief Commercial Officer. His main responsibilities are formulating marketing and sales strategies in Thailand and in THAICOM Country Representative and leading marketing promotion activities in order to strengthen brand reputation in the market. He studies trends and new technology in satellite telecommunication, analyses and monitors market movement and competitors to put in place a proactive marketing plan and sales strategy to create new business opportunities which, in turn, expand the revenue base. He's also responsible for developing new marketing channels and activities to increase share in the market and expansion of the customer base.

- To retain a valuable employee with a high level of expertise and well-rounded experience of the business, and reward his devotion to the job and contribution to the company's growth, prosperity and obvious achievements. He is an excellent leader who has demonstrated honesty, loyalty, accountability and dedication to the company, and also plays a significant part in creating future business success.

Agenda No.11 To consider and approve the allocation of the Warrants to employees of the Company and/or its subsidiaries each of whom is entitled to the allocation of the Warrants in exceeding 5 per cent of the total warrants under this scheme

Voting: The issuance and offering of more than five percent of the Warrants to any employee must be approved by the shareholders Meeting on an individual basis with a vote of no less than three-quarters of all the votes of shareholders attending the meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of share exceeding 5 percent of all votes of shareholders attending the meeting.

Agenda No. 12

To consider and approve the increase in the Company's registered capital from Baht 5,494,512,700 to Baht 5,499,884,200

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Agenda No.12 To consider and approve the increase in the Company's registered capital from Baht 5,494,512,700 to Baht 5,499,884,200

- To increase the Company's registered capital to reserve for exercise of the Warrants issuing to directors and employees of the Company and its Subsidiaries in the amount of 1,074,300 shares as showed in the table below.

	Register Capital	Total Shares	Par Value
previous	Baht 5,494,512,700	1,098,902,540 shares	Baht 5
increase	Baht 5,371,500	1,074,300 shares	Baht 5
New	**Baht 5,499,884,200**	**1,099,976,840 shares**	**Baht 5**

Agenda No.12 To consider and approve the increase in the Company's registered capital from Baht 5,494,512,700 to Baht 5,499,884,200

Voting: To approve this matter, a resolution must be passed by a vote of no less than three-fourths of the shareholders who attend the meeting and are entitled to vote.



Agenda No. 13

To consider and approve the amendment of the Memorandum of Association No. 4 relating to the increase in the Company's registered capital

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Agenda No.13 To consider and approve the amendment of the Memorandum of Association No. 4 relating to the increase in the Company's registered capital

- Refer to Item 12 Re: To consider and approve the increase in the Company's registered capital from Baht 5,494,512,700 to Baht 5,499,884,200 by way of increasing 1,074,300 registered shares at the par value of Baht 5 per share each, hence, Clause 4 of the Memorandum of Association of the Company shall be amended consistent with the increase of registered capital.
- The Company has to register the amendment of Memorandum of Association Clause No. 4 with Department of Business Development, Ministry of Commerce within 14 days since the date that the Shareholders approval.

Agenda No.13 To consider and approve the amendment of the Memorandum of Association No. 4 relating to the increase in the Company's registered capital

Detail of the amendment of the Company's Memorandum of Association Clause No. 4 are as under

Registered Capital	Baht 5,499,884,200 (Five Thousand Four Hundred and Ninety Nine Million, Eight Hundred Eighty Four Thousand and Two Hundred Baht)
Divided into	1,099,976,840 shares (One Thousand and Ninety Nine Million, Nine Hundred Seventy Six Thousand and Eight Hundred Forty Shares)
Par Value at	Baht 5 (Five Baht)
	by divided as
Ordinary Share	1,099,976,840 shares (One Thousand and Ninety Nine Million, Nine Hundred Seventy Six Thousand and Eight Hundred Forty Shares)
Preferred Share	-None-

Agenda No.13 To consider and approve the amendment of the Memorandum of Association No. 4 relating to the increase in the Company's registered capital

Voting: To approve this matter, a resolution must be passed by a vote of not less than three-fourths of the shareholders who attend the meeting and entitled to vote.

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Agenda No. 14

To consider and approve the allocation of new ordinary shares in the amount not exceeding 1,074,300 shares, at the par value of Baht 5 each in order to reserve for the exercise of the Warrants to be issued to employees of the Company and/or its subsidiaries

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Agenda No.14 To consider and approve the allocation of new ordinary shares in the amount not exceeding 1,074,300 shares, at the par value of Baht 5 each in order to reserve for the exercise of the Warrants to be issued to employees of the Company and/or its subsidiaries

- Referring to the issuance and offering of the Warrants to the employees of the Company and its subsidiaries as proposed to be considered in Agenda No. 10 of the AGM 2016 as specified above, the Company will issue and allot 1,074,300 new ordinary shares, at a par value of Baht 5 each, to be reserved for the exercise of the Warrants.

- The Board has approved the issuance and allotment of 1,074,300 new ordinary shares at a par value of Baht 5 each, to be reserved for the exercise of the Warrants. Details of the allotment are shown in *Enclosure No.9*.

- Consequently, it is deemed appropriated that the Board or other persons delegated by the Board shall have the authority to determine the related terms and conditions and take any necessary action in connection with the issuance and allocation of the new shares and their listing on the Stock Exchange of Thailand be approved in the AGM 2016.

Agenda No.14 To consider and approve the allocation of new ordinary shares in the amount not exceeding 1,074,300 shares, at the par value of Baht 5 each in order to reserve for the exercise of the Warrants to be issued to employees of the Company and/or its subsidiaries

Voting: The resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.

Agenda No. 15

To approve prohibition of the business domination by foreigners

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Agenda No. 15 To approve prohibition of the business domination by foreigners

- The Company had been determining the prohibition of acts that appear to be dominated by Foreigner as the attachment to the Notification of NBTC as appeared in *Enclosure 9*. The said prohibition had already been consider and approve by AGM 2013, AGM 2014 and AGM 2015. The prohibition of both years were submitted to NBTC according to the Notification.
- Referred to the Notification of NBTC determined that the Company have to reviewed the Company prohibition every years. This year, the Company shall have no any amended of the prohibition and also comply with the terms and conditions of the Notification of NBTC.

Agenda No. 15 To approve prohibition of the business domination by foreigners

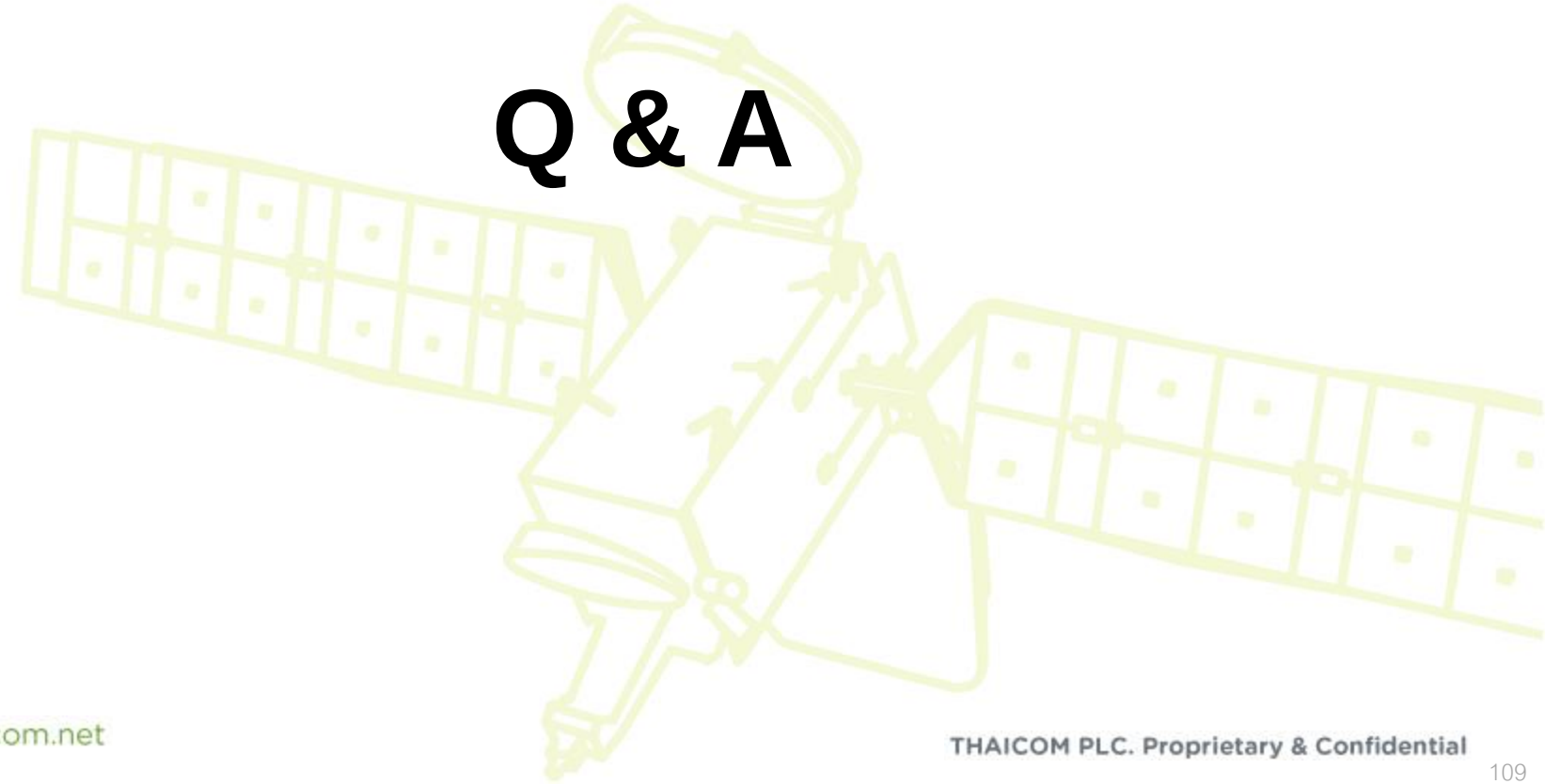
Voting: To approve this matter, a resolution must be passed by a majority of the shareholders who attend the meeting and cast their votes.



Agenda No. 16

Other matters (if any)

Q & A



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