The Company would like to inform shareholders of no souvenirs distributed at the Meeting, in accordance with the campaign of the supervising authorities that a listed company shall review its policy in distributing souvenirs to shareholders at a meeting. Nevertheless, there will be light refreshment prepared for the shareholders and proxy at the Meeting.

Registration No. 0107536000897

1 November 2017

Subject Invitation to Attend the Extraordinary General Meeting of Shareholders No. 1/2017

Dear Shareholders
Thaicom Public Company Limited

Enclosures

1. Copy of minutes of the 2017 Annual General Meeting of Shareholders held on 29 March 2017 (*Supporting for consideration on Agenda Item 2*)
2. Information memorandum on asset disposition and connected transaction of DTV Service Company Limited, a subsidiary of the Company, on the disposal of ordinary shares in CS Loxinfo Public Company Limited through the making of tender offer by Advanced Wireless Network Co., Ltd. offer (*Supporting for consideration on Agenda Item 3*)
3. The opinion of the Independent Financial Advisor on the disposal of assets and connected transactions (*Supporting for consideration on Agenda Item 3*)
4. Explanation of documents and evidence to identify shareholders or their proxies who are eligible to attend the meeting and vote
5. Definition of independent director including profiles of independent directors acting as shareholder proxies
6. Company's articles of association relating to shareholder meetings
7. Procedures for attending the Meeting
8. Map of venue for the shareholders' meeting at Vibhavadee Ballroom, Lobby Level, Centara Grand At Central Plaza Ladprao Bangkok
9. Proxy form
10. Registration form

The Board of Directors of Thaicom Public Company Limited (the "**Company**") has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2017 (the "**Meeting**") on Thursday, 30 November 2017 at 2.00 p.m. (registration begins from 12.00 p.m.) 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:

Agenda Item 1 **Matters to be informed**

Agenda Item 2 **To consider and adopt the minutes of the 2017 Annual General Meeting of Shareholders held on 29 March 2017**

Objective and Reason The 2017 Annual General Meeting of Shareholders was held on 29 March 2017 and the Company accurately recorded the Minutes of said meeting and sent to the Stock Exchange of

Thailand ("**SET**") within 14 days from the date of the meeting, and disseminated via the website of the Company (www.thaicom.net), and sent to the Minister of Commerce within the timeframe prescribed by law.

The Board of Directors' Opinion The Board of Directors views it is appropriate to propose to the Meeting to consider and adopt the minutes of the 2017 Annual General Meeting of Shareholders held on 29 March 2017, which the Company's Board of Directors deemed that the record of the minutes of such meeting is accurate and complete. *Details thereof are as appeared in the Enclosure 1.*

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 Item 3 **To consider and approve the sale of ordinary shares in CS Loxinfo Public Company Limited by DTV Service Co., Ltd., the Company's subsidiary, through the making of tender offer by Advanced Wireless Network Co., Ltd., which is considered as the disposition of assets and the connected transaction**

Objective and Reason as;

- On 5 September 2017, the Company received a Non-binding and Conditional Letter of Intent from Advanced Info Service Public Company Limited ("**AIS**"), to purchase CS Loxinfo Public Company Limited ("**CSL**")'s ordinary shares of 250,099,990 shares or 42.07% of the total number of CSL's issued and paid-up shares from DTV Service Company Limited ("**DTV**"), a subsidiary company in which the Company holds 99.99% of its total issued and paid-up shares of DTV, at the initial offering price of 7.80 Baht per share. Such offering price could be altered as a result from the due diligence result and/or the negotiation. The entering into such transaction also depends on the conditions precedent including the key conditions as follows:

  1. The satisfaction of AIS on the results of due diligence and/or negotiation between the buyer and the seller, and the entering into relevant agreements. AIS is in the process of conducting the due diligence on CSL and it is expected that such process shall be completed within the mid of October 2017;
  2. The approval required from the Board of Director and the shareholders of AIS, Singapore Telecommunication Limited, and the Company (as required); and
  3. Other conditions required as a result of the due diligence or as further negotiated, and the approval from the competent authorities.

- On 2 October 2017, the Company received a letter from AIS stating the completeness of the due diligence of CSL and that AIS had an intention to purchase the CSL's ordinary shares amounting 250,099,990 shares or 42.07% of the total issued and paid-up shares of CSL from DTV at the offering price of 7.80 Baht per share ("**Notification Letter to Purchase the Ordinary Shares**") and such Notification Letter to Purchase the Ordinary Shares prescribes that DTV shall execute the Shares Tender Agreement within five days

from the date it accepted the Notification Letter to Purchase the Ordinary Shares.

The Extraordinary Board of Director Meeting No. 9/2017 held on 2 October 2017, thus, resolved to approve, in principle, that DTV, the Company's subsidiary in which the Company holds 99.99% of its total issued and paid-up shares, shall sell all the ordinary shares in CSL held by DTV, which are 250,099,990 shares or equivalent to 42.07% of the total issued and paid-up shares of CSL to AIS and/or AIS's subsidiary at the offering price of 7.80 Baht per share, totaling 1,950.78 million Baht for the whole transaction. The sale of CSL ordinary shares will commence on the making of the Conditional Voluntary Tender Offer by AIS and/or AIS's subsidiary under pursuant to the Securities and Exchange Act B.E. 2535 (as amended) (the "**SEC Act**") and the Notification of Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended) ("**Notification No. TorChor. 12/2554**"), and that the Shares Tender Agreement be entered into and executed, and to authorize Mr. Paiboon Panuwattanawong, the Chief Executive Officer of the Company as the authorized person having authority to consider and proceed with the negotiation of the material conditions in the Shares Tender Agreement to be further entered with AIS and/or AIS's subsidiary.

- On 6 October 2017, DTV executed the Shares Tender Agreement for the sale of all the ordinary shares that DTV holds in CSL, amounting 250,099,990 shares or 42.07% of the total issued and paid-up shares of CSL to Advanced Wireless Network Co., Ltd. ("**AWN**"), the subsidiary company of AIS, at the offering price of 7.80 Baht per share, totaling 1,950.78 million Baht for the whole transaction. The sale of the ordinary shares of CSL will commence on the making of the Conditional Voluntary Tender Offer by AWN under pursuant to the SEC Act and the Notification No. TorChor. 12/2554, under conditions in Clause 1.9 of the Information memorandum on asset disposition and connected transaction of DTV Service Company Limited, a subsidiary of the Company, on the disposal of ordinary shares in CS Loxinfo Public Company Limited through the making of tender offer by Advanced Wireless Network Co., Ltd.. *Details thereof are as appeared in the Enclosure 2.*

- The entering into the transaction is considered as the disposition of asset in accordance with the Notification of the Capital Market Supervisory Board No. ThorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposition of Assets B.E. 2547, and the amendments thereto (the **"Notifications on Acquisition or Disposition"**) and as the Connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction, and the Notification of the Stock Exchange of Thailand Re: Disclosure of

Information and Other Acts of Listed Companies concerning the Connected Transaction, B.E. 2546 (the **"Notifications on Connected Transactions"**).

- Proceedings under the Notifications on Acquisition or Disposition

  According to the calculation under the Notifications on Acquisition or Disposition with reference to the consolidated financial statements ended 31 December 2016 and the 6-month consolidated financial statements ended 30 June 2017, the maximum transaction size would be 15.70% from net operating profit criteria, which classified into Class 2 in the Notifications on Acquisition or Disposition. As such, the Company is obligated to report the information memorandum in relation to the transaction to SET immediately and circulate the letter to inform its shareholders within 21 days from the date that information memorandum in relation to the transaction is reported to SET.

- Proceedings under the Notifications on Connected Transactions

  Due to the fact that the transaction made with AWN, who has the same major shareholder as the Company, Intouch Holdings Public Company Limited, when calculating the transaction size under the Notifications on Connected Transactions, with reference to the 6-month consolidated financial statements ended 30 June 2017, the transaction size is 11.40% of the Company's net tangible assets (Net tangible assets of the Company as at 30 June 2017 is 17,104.61 Million Baht), which exceeds 3.00% of the book value of the Company's net tangible assets and exceeds 20.00 Million Baht. As such, the Company is obligated to report the information memorandum in relation to the transaction to SET immediately, appoints the independent financial advisor to provide opinion on the transaction and holds shareholders' meeting for approval on entering into the transaction, provided that the approval shall be passed by votes of not less than three-fourths of total votes of the shareholders attending the Meeting and entitled to vote, where shares of interested persons shall be discarded, as per the list in Clause 1.10 of the Information memorandum on asset disposition and connected transaction of DTV Service Company Limited, a subsidiary of the Company, on the disposal of ordinary shares in CS Loxinfo Public Company Limited through the making of tender offer by Advanced Wireless Network Co., Ltd.. *Details thereof are as appeared in the Enclosure 2.*

Noted that the information memorandum on asset disposition and connected transaction of DTV Service Co., Ltd., a subsidiary of the Company, on the disposal of ordinary shares in CS Loxinfo Public Company Limited through the making of tender offer by Advanced Wireless Network Co., Ltd. has *the details as appeared in the Enclosure 2.*

The Board of Directors' Opinion At the Extraordinary Board of Director Meeting No. 9/2017 held on 2 October 2017, the Board (excluding interested directors) carefully considered the transaction, including the price of ordinary shares in CSL that DTV would sell to AWN and the benefits arising from the transaction. The Board of Directors opines that

the sale of the ordinary shares in CSL to AWN is appropriate and in the interest of the Company as the shareholder of DTV and the Company's shareholders, is in line with the Company's business plan, strengthens both the Company's finances and CSL's business, and is entered into under reasonable conditions. In addition, the opinion of the Company's audit committee and directors does not differ from that of the Board of Directors. Furthermore, the Board of Directors appointed Silom Advisory Company Limited to be the Company's independent financial advisor to provide its opinion on the transaction, as in the Notifications on Connected Transactions.

The Board of Directors views that it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2017 to consider and approve the sale of ordinary shares in CSL by DTV, the Company's subsidiary, through the making of tender offer by AWN, which is considered the disposition of assets and the connected transaction.

Resolution To approve this matter, a resolution must be passed by votes of not less than three-fourths of total votes of the shareholders attending the Meeting and entitled to vote, where shares of interested persons shall be discarded.

Agenda Item 4 **To consider and approve the amendment to the Company's objectives and the amendment to Clause 3 (Objectives) of the Company's memorandum of association**

Objective and Reason As the Royal Decree issued under the Revenue Code Regarding Exemption from Revenue Taxes (No. 598) B.E. 2559 prescribes the exemption on income tax of the company or juristic partnership for an amount equal to 100 percent of the expenditures incurred that relate to Research, Development and Technology ("**RD&T"**) where such RD&T has been conducted for the government agencies or private sector as prescribed by the Director-General of the Revenue Department, and the additional exemption on income tax for an amount equal to 100 percent of the expenditures incurred that relate to RD&T where such expenses have been incurred between 1 January 2015 through until 31 December 2019.

Hence, to accommodate the future business operation of the Company and to receive those tax benefits, the Company is required to amend the Company's objectives and Clause 3 (Objective) of the Company's memorandum of association as follows:

1. Amendment to the Company's objectives as follows:

   1.1 Amendment to Clause 16 of the Company's objectives as follows:

   Existing clause

   "**Clause 16:** Providing services as a consultant by giving advice on issues relating to work management, commercial, industry, including problems on production, marketing, and distribution"

   Proposedly amended clause

   "**Clause 16:** Providing services as a consultant by giving advice on issues relating to work management, commercial, industry,

including production, marketing, and distribution, including work on technology and innovation"

1.2 Addition of one clause to the Company's objectives as follows:

"**Clause 29**: Conducting the business of providing services in technological and innovative researches and development"

2. Amendment to Clause 3 of the Company's memorandum of association to be in line with the amendment to the Company's objectives as follows:

Existing version

"Clause 3: The Company's objectives comprise 28 clauses, having details as per the attached form BMJ.002."

Proposedly amended Version

"Clause 3: The Company's objectives comprise 29 clauses, having details as per the attached form BMJ.002."

The Board of Directors' Opinion The Board of Directors views that it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2017 to consider and approve the amendment to the Company's objectives and the amendment to Clause 3 (Objectives) of the Company's memorandum of association to accommodate the future business operation of the Company and to receive tax benefits.

Resolution To approve this matter, a resolution must agenda by votes of not less than three-fourths of total votes of the shareholders attending the Meeting and entitled to vote.

Agenda Item 5 Other matters (If any)

In this regard, the Company has determined names of the shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2017 on Tuesday, October 24, 2017 (Record Date).

The Company, thus, would like to invite all shareholders to attend the Meeting on Thursday, 30 November 2017 at 2.00 p.m. at Vibhavadee Ballroom Lobby Level Centara Grand at Central Plaza Ladprao Bangkok, No. 1695 Phaholyothin Road, Chatuchak, Bangkok. The registration process shall begin from 12.00 p.m. onwards.

If you are unable to attend the Meeting, please appoint a proxy to attend the Meeting and cast votes on your behalf using one of the Proxy Forms attached (Form A, Form B, and Form C: Form C is used only in the case that the shareholder is foreign investor, who appoints the custodian in Thailand), *as appeared in the Enclosure No.9* or the shareholders can download the Proxy Forms from the Company website www.thaicom.net, please use the one of the specified forms only.

Alternately, shareholders can appoint the independent director of the Company as a proxy to attend the Meeting and cast votes on behalf of the shareholder; the information of the independent directors and their qualifications are *as appeared in the Enclosure No.5*, which enclosed with this invitation letter. Furthermore, the Company would like to ask for your cooperation to return the Proxy form back to the Company within 23 November 2017, by mailing it to the Department of the Company Secretary, Thaicom Public Company Limited, No. 63/21 Rattanathibet Road, Bangkrasor, Muang, Nonthaburi 11000.

Please be informed accordingly and hereby invite shareholders to attend the Meeting at the abovementioned date, time and venue.

Sincerely yours,

(Mr. Paiboon Panuwattanawong)
Director
By Order of the Board of Directors of
Thaicom Public Company Limited

Shareholders can download the Invitation Letter for the Extraordinary General Meeting of Shareholders No. 1/2017 and the documents in relation to the Meeting from the Company's website from 2 November 2017 at www.thaicom.net under the tab "Investors" > "Shareholders' Meeting", and should any shareholders have any queries in relation to the Agenda Item of the Meeting, you can send such question in advance to Company Secretary Department, Thaicom Public Company Limited, No. 63/21 Rattanathibet Road, Bangkrasor, Muang, Nonthaburi 11000 or via email address at comsec@thaicom.net.

Invitation Letter for the Extraordinary General Meeting of Shareholders No. 1/2017