

(Translation)

Enclosure No. 5

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	:	Dr. Ajva Taulananda
Position	:	Vice Chairman of the Board, Chairman of the Finance Committee and Member of the Corporate Governance Committee
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Being an existing director of the Company whose qualifications are reviewed by the Compensation and Nominating Committee that he is qualified according to the applicable laws and he has broad knowledge and experiences, which are in line with the Company's business strategies and beneficial to the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	:	None
Date of First Appointment	:	11 th February 1993
A number of resuming	:	8
The latest appointment	:	25 th April 2014
Age (years)	:	78
Nationality	:	Thai
Education	:	- Honorary Doctorate of Management, The University of Thai Chamber of Commerce - Honorary Doctorate of Engineering, Ramkhamhaeng University - Honorary Doctorate of Engineering, Chulalongkorn University - Doctorate of Industrial Engineering and System, Illinois Institute of Technology, USA - Master Degree of Industrial Engineering, Iowa State of University, USA - Bachelor of Industrial Engineering, Chulalongkorn University - Special Certificate: Public – Private joint defence curriculum, Class 1, The National Defence College of Thailand

Director training programs held by the Thai Institute of Directors Association (IOD)	: - Director Accreditation Program (DAP) - Chairman 2000 - Director Certification Program (DCP)
Position in other organization	
• Listed Company in SET	: None
• Non-listed Company in SET	: 4 companies - Vice Chairman, Charoen Pokphand Group - Director, Telecom Holding Company Limited - Director, True Information Technology Company Limited - Director, True Internet Corporation Company Limited
• Other organizations that may cause conflict of interests to the Company	: None
Other key positions	: - Chairman, Board of Trustee of Thailand Management Association - Director, Office of the National Economic and Social Development Board
Major work experiences	- Chairman, Thai Chamber of Commerce and Board of Trade of Thailand - President, True Corporation Public Company Limited - Deputy Minister, Ministry of Agriculture and Cooperatives
Ownership in securities issued by True (as of December 31, 2016)	: 135,601 ordinary shares representing 0.00% of the total issued share
Board Meeting Attendance in Year 2016	: 8 times from 8 times
Finance Committee Meeting Attendance in Year 2016	: 4 times from 6 times
Corporate Governance Committee Meeting Attendance in Year 2016	: 5 times from 5 times
Interests in any transaction with Company/Parent Company/Subsidiaries/ Associates or any other entities that may have a conflict of interests at present or past two years.	: None

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	: Mr. Narong Chearavanont
Position	: Director
Type of Director to be elected	: Director
Nomination Criteria and Procedure	: Being an existing director of the Company whose qualifications are reviewed by the Compensation and Nominating Committee that he is qualified according to the applicable laws and he has broad knowledge and experiences, which are in line with the Company's business strategies and beneficial to the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	: Mr. Dhanin's son, Mr. Soopakij's younger brother and Mr. Suphachai's elder brother
Date of First Appointment	: 29 th April 2008
A number of resuming	: 2
The latest appointment	: 25 th April 2014
Age (years)	: 52
Nationality	: Thai
Education	: - Honorary Doctor of Business Administration Program, Ramkhamhaeng University - Bachelor of Science, Major Business Administration, New York University, USA - Advance Management Program: Transforming Proven Leaders into Global Executives, Harvard Business School, Harvard University
Training	: - Systematic Innovation of Products, Processes and Services, MIT SLOAN EXECUTIVE EDUCATION (2015)
Director training programs held by the Thai Institute of Directors Association (IOD)	: - Director Accreditation Program (DAP) (2550)

Positions in other organization

- Listed Company in SET : 2 Company
 - Director, Siam Makro Public Company Limited
 - Director, CP All Public Company Limited

- Non-listed Company in SET : 67 Companies
 - Director and Executive Vice Chairman, True Visions Group Co., Ltd.
 - Director, True CJ Creations Co., Ltd.
 - Vice Chairman, SM True Co., Ltd.
 - Director, Panther Entertainment Co., Ltd.
 - Vice Chairman, Cineplex Co., Ltd.
 - Director, Satellite Service Co., Ltd.
 - Vice Chairman, Charoen Pokphand Group
 - Director, Shanghai Changfa Shopping Center Co., Ltd.
 - Director, Shanghai Yalian Supermarket Co., Ltd.
 - Director, Shanghai Jialian Supermarket Co., Ltd.
 - Director, Zhengzhou Lotus Supermarket Chain Store Co., Ltd.
 - Director, Foshan Nanhai Huanantong Trading Development Co., Ltd.
 - Director, Guangdong Huanantong Trading Development Co., Ltd.
 - Director, Zhanjing C.P. Lotus Supermarket Co., Ltd.
 - Director, Shanghai Xinlian Supermarket Co., Ltd.
 - Governance Committee, Leadership Development Institute
 - Director, Shanghai Yilian Supermarket Co., Ltd.
 - Director, Shanghai Ailian Supermarket Co., Ltd.
 - Director, Shanghai Songlian Supermarket Co., Ltd.
 - Director, Wenzhou Yichu Ailian Supermarket Co., Ltd.
 - Director, OHT Co., Ltd.
 - Director, Shanghai Cailian Supermarket Co., Ltd.
 - Director, Nantung Tonglian Supermarket Co., Ltd.
 - Director, Kunshan Tailian Supermarket Co., Ltd.
 - Director, C.P. Zonglian (Shanghai) Management Co., Ltd.
 - Chief Executive Officer, Shanghai Litai Logistics Co., Ltd.
 - Director, Shantou Lotus Supermarket Chain Store Co., Ltd.
 - Director, Guangzhou Lotus Supermarket Chain Store Co., Ltd.

- Director, Beijing Lotus Supermarket Chain Store Co., Ltd
- Executive Vice Chairman, Chia Tai Qingdao Holdings (Hongkong) Limited
- Executive Vice Chairman, Chia Tai Xiangyang Holdings (Hongkong) Limited
- Executive Vice Chairman, Chia Tai Qingdao Holdings Limited
- Executive Vice Chairman, Chia Tai Xiangyang Holdings Limited
- Executive Director, The ICONSIAM Superlux Residences Corporation Limited (formerly : Grand River Park Co., Ltd.)
- Executive Director, The ICONSIAM Residences Corporation Limited (formerly : Grand River Place Co., Ltd.)
- Executive Director, The ICONSIAM Corporation Limited (formerly : Grand River Front Co., Ltd.)
- Senior Executive Assistant to Chairman, Charoen Pokphand Group “Global Talent Recruitment”
- Vice Chairman, Marketing and Distribution Business (Thailand)
- Vice Chairman, Marketing and Distribution Business (China)
- Vice Chairman, Real Estate & Land Development Business (China)
- Vice Chairman, Shanghai Kinghill Limited
- Vice Chairman, CP Lotus Corporate Management Co., Ltd.
- Director, Wuxi Ailian Supermarket Chain Store Co., Ltd.
- Director, Wuxi Yilian Supermarket Co., Ltd.
- Director, Taizhou Yilian Supermarket Co., Ltd.
- Director, Hefei Ailian Supermarket Co., Ltd.
- Director, Changsha Chulian Supermarket Co., Ltd.
- Director, Wuhan Yichu Ailian Supermarket Co., Ltd.
- Director, Changsha Ailian Supermarket Co., Ltd.
- Director, Guangzhou Lotus Supermarket Chain Store Co., Ltd.
- Director, CPPC Co., Ltd.
- Director, Beston Action Utility Wear (Lianyungang) Co., Ltd.
- Director, Jiangsu CP Lotus Supermarket Chain Store Co., Ltd.

- Director, Beijing CP Lotus Supermarket Chain Store Co., Ltd.
- Director, Zhejiang CP Trading Co., Ltd.
- Director, Foshan C.P. Lotus Management Consulting Co., Ltd.
- Executive Vice Chairman, CP Lotus Corporation Co., Ltd.
- Executive Vice Chairman, Chia Tai (China) Investment Co., Ltd.
- Director, Qingdao Lotus Supermarket Chain Store Co., Ltd.
- Director, Xi'an Lotus Supermarket Chain Store Co., Ltd.
- Director, Shantou Lotus Supermarket Chain Store Co., Ltd.
- Director, Tai'an Lotus Supermarket Chain Store Co., Ltd.
- Director, Beijing Lotus Supermarket Chain Store Co., Ltd.
- Director, Business Development Bank
- Chairman, Yangtze Supermarket Investment Co., Ltd.
- Director, Wuhan Lotus Supermarket Chain Store Co., Ltd.
- Director, Shanghai Lotus Supermarket Chain Store Co., Ltd.

- Other organizations that may cause conflict of interests to the Company : None

Major work experiences	: - President, CP Corporate University - Director, C.P. Pokphand Co., Ltd. - President, Ex-Chor Trading (Shanghai) Co., Ltd. - President, Ex-Chor Distribution (Thailand) Co., Ltd.
Ownership in securities issued by True (as of December 31, 2016)	: 304,269 ordinary shares representing 0.00% of the total issued share
Board Meeting Attendance in Year 2016	: 7 times from 8 times
Interests in any transaction with Company/Parent Company/Subsidiaries/ Associates or any other entities that may have a conflict of interests at present or past two years.	: None

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	:	Mr. Chatchaval Jiaravanon
Position	:	Director
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Being an existing director of the Company whose qualifications are reviewed by the Compensation and Nominating Committee that he is qualified according to the applicable laws and he has broad knowledge and experiences, which are in line with the Company's business strategies and beneficial to the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	:	None
Date of First Appointment	:	11 th February 1993
A number of resuming	:	8
The latest appointment	:	25 th April 2014
Age (years)	:	55
Nationality	:	Thai
Education	:	- Bachelor of Business Administration University of Southern California, USA
Director training programs held by the Thai Institute of Directors Association (IOD)	:	- Director Accreditation Program (DAP)
Positions in other organization		
<ul style="list-style-type: none"> • Listed Company in SET 	:	4 Company - Director, SVI Public Company Limited - Chairman of Board, Finansia Syrus Securities Public Company Limited - Independent Director and Member of the Audit Committee, Ticon Industrial Connection Public Company Limited - Director, AEON Thana Sinsap (Thailand) Public Company Limited

- Non-listed Company in SET : 13 Companies
 - President and CEO, Telecom Holding Company Limited
 - Director, Cineplex Company Limited
 - Director, K.I.N. (Thailand) Company Limited (Registered in foreign)
 - Director, NEC Corporation (Thailand) Company Limited
 - Director, Panther Entertainment Company Limited
 - Director, Sattellite Service Company Limited
 - Director, True Information Technology Company Limited
 - Director, True Media Solutions Company Limited (Formerly True Digital Media Company Limited)
 - Director, True Touch Company Limited
 - Director, True Internet Corporation Company Limited
 - Director, True Visions Group Company Limited
 - Chairman, Thai Kodama Company Limited
 - Director, Metro Machinery Company Limited

- Other organizations that may cause conflict of interests to the Company : None

- Major work experiences : - Director, Amanah Leasing Public Company Limited
- Director, Thai Kodama Company Limited

- Ownership in securities issued by True (as of December 31, 2016) : 810,884 ordinary shares representing 0.00% of the total issued share

- Board Meeting Attendance in Year 2016 : 7 times from 8 times

- Interests in any transaction with Company/Parent Company/Subsidiaries/ Associates or any other entities that may have a conflict of interests at present or past two years. : None

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	:	Mr. Xu Genluo
Position	:	Independent Director
Type of Director to be elected	:	Independent Director
Nomination Criteria and Procedure	:	Being an existing director of the Company whose qualifications are reviewed by the Compensation and Nominating Committee that he is qualified according to the applicable laws and he has broad knowledge and experiences, which are in line with the Company's business strategies and beneficial to the Company. Furthermore, he is an independent director who is qualified according to the regulation of the Capital Market Supervisory Board and the Policy on Corporate Governance of the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	:	None
Date of First Appointment	:	2 nd September 2014
A number of resuming	:	None
The latest appointment	:	2 nd September 2014
Age (years)	:	59
Nationality	:	Chinese
Education	:	- Electronics Major, Hangzhou Institute of Electronic Engineering
Director training programs held by the Thai Institute of Directors Association (IOD)	:	None -
Positions in other organization		
• Listed Company in SET	:	None
• Non-listed Company in SET	:	3 Companies - President, Thai - Chinese Rayong Industrial Realty Development Co., Ltd.

- Vice-Chairman, Chinese – Thai Enterprise Association
- President, Holley Holding (Thailand) Co., Ltd.

- Other organizations that may cause conflict of interests to the Company : None
- Major work experiences : None
- Ownership in securities issued by True (as of December 31, 2016) : None
- Board Meeting Attendance in Year 2016 : 8 times from 8 times
- Interests in any transaction with Company/Parent Company/Subsidiaries/Associates or any other entities that may have a conflict of interests at present or past two years. : None

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	:	Dr. Xia Bing
Position	:	Director and Member of the Finance Committee
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Being an existing director of the Company whose qualifications are reviewed by the Compensation and Nominating Committee that he is qualified according to the applicable laws and he has broad knowledge and experiences, which are in line with the Company's business strategies and beneficial to the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	:	None
Date of First Appointment	:	8 th September 2016
A number of resuming	:	None
The latest appointment	:	8 th September 2016
Age (years)	:	43
Nationality	:	Chinese
Education	:	<ul style="list-style-type: none"> - Doctoral degree in Industrial Economy, Jiangxi University of Finance and Economics - MBA, Jiangxi University of Finance and Economics - Bachelor degree of Communication Management Engineering, Beijing University of Posts and Telecommunications - Bachelor degree of Telecommunication Engineering, Beijing University of Posts and Telecommunications
Director training programs held by the Thai Institute of Directors Association (IOD)	:	None
Positions in other organization		
<ul style="list-style-type: none"> • Listed Company in SET 	:	None

- Non-listed Company in SET : 1 Companies
- General Manager of Marketing Department, China Mobile Communications Corporation
 - Other organizations that may cause conflict of interests to the Company : None
- Major work experiences : - General Manager, China Mobile Group Qinghai Co., Ltd.
- Deputy General Manager, China Mobile Group Qinghai Co., Ltd.
- Ownership in securities issued by True (as of December 31, 2016) : None
- Board Meeting Attendance in Year 2016 : 0 time from 8 times
(Before being appointed, 6 Board Meeting was held)
- Finance Committee Meeting Attendance in Year 2016 : 1 time from 6 times
(Before being appointed, 5 Finance Committee was held)
- Interests in any transaction with Company/Parent Company/Subsidiaries/ Associates or any other entities that may have a conflict of interests at present or past two years. : None

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	:	Dr. Li Zhengmao
Position	:	Vice Chairman of the Board and Member of the Compensation and Nominating Committee
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Being an existing director of the Company whose qualifications are reviewed by the Compensation and Nominating Committee that he is qualified according to the applicable laws and he has broad knowledge and experiences, which are in line with the Company's business strategies and beneficial to the Company.
Family relationship to the Management or major shareholders of the Company or its subsidiaries	:	None
Date of First Appointment	:	2 nd September 2014
A number of resuming	:	None
The latest appointment	:	2 nd September 2014
Age (years)	:	54
Nationality	:	Chinese
Education	:	- PhD in Radio Engineering Department, Southeast University of China
Director training programs held by the Thai Institute of Directors Association (IOD)	:	None
Positions in other organization		
• Listed Company in SET	:	None
• Non-listed Company in SET	:	1 Companies - Vice President, China Mobile Communications Corporation
• Other organizations that may cause conflict of interests to the Company	:	None
Major work experiences	:	None

Ownership in securities issued by True : None
(as of December 31, 2016)

Board Meeting Attendance in Year 2016 : 1 time from 8 times

Compensation and Nominating Committee : 1 time from 4 times
Meeting Attendance in Year 2016

Interests in any transaction with : None
Company/Parent Company/Subsidiaries/
Associates or any other entities that may have
a conflict of interests at present or past two years.

**Definition of Independent Directors
of
True Corporation Public Company Limited**

Independent Director means a director who is independent of any major shareholder, free from any other relationship that would interfere with the exercise of independent judgment and holds the following qualifications which are more rigorous than that defined by the Capital Market Supervisory Board in area of shareholding percentage:

- (1) holding shares *not* exceeding 0.75 per cent of the total number of voting rights of True, its parent company, subsidiary, affiliate, principal shareholder or controlling person of True, including the shares held by related persons of the independent director;
- (2) *neither* being *nor* having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of True, its parent company, subsidiary, affiliate, same-level subsidiary, principal shareholder or controlling person of True unless the foregoing status has ended *not* less than two years prior to the date of appointment;
- (3) *not* being a person related by blood or registration under laws i.e. father, mother, spouse, sibling, and child, including spouse of the children; of other directors, executives, major shareholders, controlling persons, or persons to be nominated as director executive or controlling persons of the Company or its subsidiary;
- (4) *not* having a business relationship with True, its parent company, subsidiary, affiliate, major shareholder or controlling person of True, in the manner which may interfere with his or her independent judgment, and *neither* being *nor* having been a principal shareholder or controlling person of any person having business relationship with True, its parent company, subsidiary, affiliate, major shareholder or controlling person of True unless the foregoing relationship has ended *not* less than two years prior to the date of appointment.

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 True or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of True or twenty 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 the Capital Market Supervisory Board concerning rules on connected transactions *mutatis mutandis*. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

- (5) *neither* being *nor* having been an auditor of True, its parent company, subsidiary, affiliate, major shareholder or controlling person of True, and *not* being a principal shareholder or controlling person, or partner of an audit firm which employs auditors of True, its parent company, subsidiary, affiliate, major shareholders or controlling person of True unless the foregoing relationship has ended *not* less than two years from the date of appointment;

- (6) *neither* being *nor* having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from True, its parent company, subsidiary, affiliate, major shareholders or controlling person of True, and *neither* being *nor* having been a principal shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended *not* less than two years from the date of appointment;
- (7) *not* being a director who has been appointed as a representative of True's director, major shareholder or shareholders who are related to the major shareholder;
- (8) *not* operate any business which has the same nature as and is in significant competition with the business of True or subsidiary, or not being a principal partner in any partnership, or not being an executive director, employee, staff, or advisor who receives salary; or holding shares *not* exceeding one per cent of the total number of voting rights of any other company operating business which has the same nature as and is in significant competition with the business of True or subsidiary;
- (9) *not* having any characteristics which make him/her incapable of expressing independent opinions with regard to True's business affairs;
- (10) After having been appointed as independent director with qualifications complying with the criteria under the above (1) to (9), the independent director may be assigned by the Board of Directors to take part in the business decision of True, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of True on the condition that such decision must be a collective one;
- (11) In case of any person *either* having *or* having had a business relationship or professional service exceeding the amount under the above (4) or (6), such person shall be waived from the prohibition concerning *neither* having *nor* having had a business relationship or professional service by the Board of Directors' approval only if True provides the opinion of the Board of Directors which perform duty under Section 89/7 of the Securities and Exchange Act B.E. 2535 that the appointment of such person does not impact his or her independent judgment and True shall disclose the information required by the Capital Market Supervisory Board in the notice of shareholders' meeting in the agenda for election of such independent director.