

(Translation)

Ref: TRUE-SEC 011/2561

27<sup>th</sup> April 2018

The President of the Stock Exchange of Thailand  
The Stock Exchange of Thailand

**Subject: Report on the Resolutions of the Annual General Meeting of Shareholders  
(the “AGM”) for the Year 2018**

- Enclosures:
1. Details of the Votes of the AGM for the Year 2018
  2. Details of the resolution of the AGM for the Year 2018 on the amendment to Article No. 3 of the Memorandum of Association of the Company regarding the Company’s objectives
  3. Details of the resolution of the AGM for the Year 2018 on the amendment to Article 15 and 18 of the Company's Articles of Association (regarding electronic conferencing and calling for shareholders’ meeting by the shareholders)

The Annual General Meeting of the Shareholders for the Year 2018 of True Corporation Public Company Limited (the “Company”) held on 27<sup>th</sup> April 2018 at 2.00 p.m. at the Auditorium Room on 21<sup>st</sup> Floor, True Tower, located at No. 18 Ratchadapisek Road, Huai Khwang District, Bangkok, has passed the following important resolutions, details of the votes are as appeared in Enclosure No. 1:

1. Acknowledged the report on the result of business operations of the Company for the Year 2017.
2. Approved the Statements of Financial Position and the Statements of Comprehensive Income for the Fiscal Year ended 31<sup>st</sup> December 2017.
3. Approved the appropriation of 2017 net profit as a legal reserve according to the law, in the amount of Baht 107,496,500.66 which is equal to 5 percent of the net profit for the Year 2017 and the dividend payment from the Company’s net profit for the Year 2017 as a cash dividend at the rate of Baht 0.031 per share, totaling Baht 1,034,414,054.33 of dividend. The dividend payment shall be subject to withholding tax at the rate prescribed by law.

The date on which the shareholders who are entitled to receive the dividend are determined is 15<sup>th</sup> March 2018 (Record Date for determination of the dividend receipt), and the dividend shall be paid on 25<sup>th</sup> May 2018.

(Translation)

4. Appointed the following directors who retired by rotation to be Directors of the Company for another term, by casting the vote on an individual basis:

- |    |                |              |                      |
|----|----------------|--------------|----------------------|
| 1) | Mr. Dhanin     | Chearavanont | Director             |
| 2) | Dr. Kosol      | Petchsuwan   | Independent Director |
| 3) | Mr. Joti       | Bhokavanij   | Independent Director |
| 4) | Mrs. Preeprame | Seriwongse   | Independent Director |
| 5) | Mr. Soopakij   | Chearavanont | Director             |
| 6) | Mr. Suphachai  | Chearavanont | Director             |

5. Approved the Directors' remuneration based on each position at the same rate as approved by the Annual General Meeting of the Shareholders for the Year 2017, which its explanation has been modified to make it clearer without changing the meaning of it.

Directors receive remuneration on a monthly basis

Chairman	Baht 300,000 per month
Honorary Chairman	Baht 200,000 per month
Vice Chairman	Baht 150,000 per month
Director, Independent or not Independent	Baht 100,000 per month
Independent Director, who is also a member of one or more Committees	Baht 200,000 per month
Independent Director, who is also a Chairman of one or more Committees	Baht 300,000 per month

In this connection, any director being the Company's employee shall receive the director's remuneration in addition to his/her salary as employee.

The foregoing resolutions shall remain in effect until otherwise resolved by another Shareholders' Meeting.

6. Appointed Mr. Prasit Yuengsrikul, Certified Public Accountant (Thailand) No. 4174, Mr. Pisit Thangtanagul, Certified Public Accountant (Thailand) No. 4095 and Mr. Chanchai Chaiprasit, Certified Public Accountant (Thailand) No. 3760 of PricewaterhouseCoopers ABAS Limited as the Company's auditors for the Year 2018, whereby any one of them shall be authorized to conduct the audit and express an opinion on the financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Limited is authorized to appoint other Certified Public Accountants of PricewaterhouseCoopers ABAS Limited to carry out the work. The auditing fee for the Year 2018 is fixed in total of Baht 5.5 million and the Board of Directors are authorized to have the power to determine the remuneration for additional auditing work on a case-by-case basis, should there be additional work.

(Translation)

7. Approved the “Prohibitions of Actions Regarded as Business Takeover by Foreigners” which is the same as appeared in Article 31 of the Company’s Articles of Association.
8. Approved the amendment to Article 3 of the Memorandum of Association of the Company regarding the Company’s objectives as per details shown in the Enclosure No. 2 and authorized the Company’s authorized directors or persons designated by the Company’s authorized directors to have the power to amend any statements as per recommendation, opinion, or order of the Registrar or other relevant government authority.
9. Approved the amendment to Article 15 and 18 of the Company’s Articles of Association (regarding electronic conferencing and calling for shareholders’ meeting by the shareholders) as per details shown in the Enclosure No. 3 and authorized the Company’s authorized directors or persons designated by the Company’s authorized directors to have the power to amend any statements as per recommendation, opinion, or order of the Registrar or other relevant government authority.

Please be informed accordingly.

Sincerely yours,

- Signature -

Mrs. Rangsinee Sujaritsunchai  
Company Secretary

**Details of the Votes of the AGM for the Year 2018**

**Agenda Item 2** **To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the fiscal year ended 31<sup>st</sup> December 2017**

For this agenda item, there were shareholders attending the meeting and casting votes in an aggregate of 25,650,367,244 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	25,650,269,119	votes	equivalent to	99.9996	percent
Disapproved with	98,125	votes	equivalent to	0.0004	percent
of the total votes of the shareholders attending the meeting and casting votes					
Abstained with	9,826,445	votes			
and Voided Ballot with	0	vote.			

**Agenda Item 3** **To consider and approve the appropriation of 2017 net profit from as a legal reserve and the dividend payment from the 2017 net profit**

For this agenda item, there were shareholders attending the meeting and casting votes in an aggregate of 25,691,883,493 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	25,691,603,985	votes	equivalent to	99.9989	percent
Disapproved with	279,508	votes	equivalent to	0.0011	percent
of the total votes of the shareholders attending the meeting and casting votes					
Abstained with	336,134	votes			
and Voided Ballot with	0	vote.			

**Agenda Item 4** **To consider the election of directors to replace the directors who retire by rotation**

1) Mr. Dhanin Chearavanont (Director)

For this agenda item, there were shareholders attending the meeting and casting votes in an aggregate of 25,690,946,635 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	25,559,675,923	votes	equivalent to	99.4890	percent
Disapproved with	131,270,712	votes	equivalent to	0.5110	percent
of the total votes of the shareholders attending the meeting and casting votes					
Abstained with	1,797,376	votes			
and Voided Ballot with	0	vote.			

2) Dr. Kosol Petchsuwan (Independent Director)

For this agenda item, there were shareholders attending the meeting and casting votes in an aggregate of 25,691,526,598 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	25,466,912,060	votes equivalent to	99.1257	percent
Disapproved with	224,614,538	votes equivalent to	0.8743	percent
of the total votes of the shareholders attending the meeting and casting votes				
Abstained with	1,418,841	votes		
and Voided Ballot with		0	vote.	

3) Mr. Joti Bhokavanij (Independent Director)

For this agenda item, there were shareholders attending the meeting and casting votes in an aggregate of 25,691,162,059 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	25,465,428,791	votes equivalent to	99.1214	percent
Disapproved with	225,733,268	votes equivalent to	0.8786	percent
of the total votes of the shareholders attending the meeting and casting votes				
Abstained with	1,818,841	votes		
and Voided Ballot with		0	vote.	

4) Mrs. Preeprame Seriwongse (Independent Director)

For this agenda item, there were shareholders attending the meeting and casting votes in an aggregate of 25,692,012,752 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	25,425,975,267	votes equivalent to	98.9645	percent
Disapproved with	266,037,485	votes equivalent to	1.0355	percent
of the total votes of the shareholders attending the meeting and casting votes				
Abstained with	968,148	votes		
and Voided Ballot with		0	vote.	

## 5) Mr. Soopakij Chearavanont (Director)

For this agenda item, there were shareholders attending the meeting and casting votes in an aggregate of 25,691,950,530 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	24,677,018,832	votes equivalent to	96.0496	percent
Disapproved with	1,014,931,698	votes equivalent to	3.9504	percent
Abstained with	1,031,778	votes		
and Voided Ballot with	0	vote.		

## 6) Mr. Suphachai Chearavanont (Director)

For this agenda item, there were shareholders attending the meeting and casting votes in an aggregate of 25,691,272,063 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	25,606,020,929	votes equivalent to	99.6682	percent
Disapproved with	85,251,134	votes equivalent to	0.3318	percent
Abstained with	1,716,316	votes		
and Voided Ballot with	0	vote.		

**Agenda Item 5** **To consider and approve the directors' remuneration**

For this agenda item, there were shareholders attending the meeting in an aggregate of 25,693,086,772 shares.

The resolution was passed with the votes of not less than two-thirds of the total votes of the shareholders attending the meeting, which was comprised of the following votes:

Approved with	25,687,946,902	votes equivalent to	99.9800	percent
Disapproved with	1,761,427	votes equivalent to	0.0069	percent
Abstained with	494,143	votes equivalent to	0.0019	percent
No right to vote with	2,884,300	votes equivalent to	0.0112	Percent
Voided Ballot with	0	vote equivalent to	0.0000	Percent

of the total votes of the shareholders attending the meeting.

**Agenda Item 6**    **To consider the appointment of the Company’s auditors and determination of the auditing fee for the Year 2018**

For this agenda item, there were shareholders attending the meeting and casting votes in an aggregate of 25,692,874,120 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	25,692,570,945	votes equivalent to	99.9988	percent
Disapproved with	303,175	votes equivalent to	0.0012	percent
of the total votes of the shareholders attending the meeting and casting votes				
Abstained with	368,750	votes		
and Voided Ballot with	0	vote.		

**Agenda Item 7**    **To review and approve the “Prohibitions of Actions Regarded as Business Takeover by Foreigners”**

For this agenda item, there were shareholders attending the meeting and having the rights to vote in an aggregate of 25,693,364,933 shares.

The resolution was passed with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the rights to vote, which was comprised of the following votes:

Approved with	25,692,356,031	votes equivalent to	99.9960	percent
Disapproved with	271,075	votes equivalent to	0.0011	percent
Abstained with	737,827	votes equivalent to	0.0029	percent
Voided Ballot with	0	vote equivalent to	0.0000	Percent
of the total votes of the shareholders attending the meeting and having the rights to vote.				

The shareholders who have no right to vote with 0 vote.

**Agenda Item 8**    **To consider and approve the amendment to Article 3 of the Memorandum of Association of the Company regarding the Company’s objectives**

For this agenda item, there were shareholders attending the meeting and having the rights to vote in an aggregate of 25,695,143,287 shares.

The resolution was passed with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the rights to vote, which was comprised of the following votes:

Approved with	25,694,336,025	votes equivalent to	99.9968	percent
Disapproved with	4,060	votes equivalent to	0.0001	percent
Abstained with	803,202	votes equivalent to	0.0031	percent
Voided Ballot with	0	vote equivalent to	0.0000	Percent
of the total votes of the shareholders attending the meeting and having the rights to vote.				

The shareholders who have no right to vote with 0 vote.

**Agenda Item 9**    **To consider and approve the amendment to Article 15 and 18 of the Company's Articles of Association (regarding electronic conferencing and calling for shareholders' meeting by the shareholders)**

For this agenda item, there were shareholders attending the meeting and having the rights to vote in an aggregate of 25,695,398,880 shares.

The resolution was passed with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the rights to vote, which was comprised of the following votes:

Approved with	25,694,588,631	votes equivalent to	99.9968	percent
Disapproved with	25,375	votes equivalent to	0.0001	percent
Abstained with	784,874	votes equivalent to	0.0031	percent
Voided Ballot with	0	vote equivalent to	0.0000	Percent

of the total votes of the shareholders attending the meeting and having the rights to vote.

The shareholders who have no right to vote with 0 vote.



**Details of the resolution of the AGM for the Year 2018  
on the amendment to Article 3 of the Memorandum of Association  
of the Company regarding the Company's objective**

The Annual General Meeting of the Shareholders ("AGM") for the Year 2018 of True Corporation Public Company Limited (the "Company") has passed the resolution to approve the amendment to Article 3 of the Memorandum of Association of the Company regarding the Company's objectives as per the following details:

1. To add the objective regarding research, development in technology and innovation

"(48) To conduct the businesses of training, researching, being an international research center, providing advisory on languages, cultures, laws, science, agriculture, cooperatives, logistics, communication, telecommunication, economy, finance, commerce, political science, public administration, community development, education, social services, industry, forestry, nature conservation, information supply, information system (excluding securities trading)"

2. To amend the objective regarding business management

From

"(34) To conduct service providing businesses in legal, accountancy, engineering, architectural fields, advertising"

To be amended to

"(34) To conduct service providing businesses in legal, accountancy, finance, human resource, engineering and technique, architectural fields, government relations and public affairs, sales and marketing, advertising, including management in various aspects"

3. To remove the objective regarding guided tours

To remove the objective No. (27) regarding guided tours business

4. To amend wording in the objective No. (28) regarding foreign currency exchange business

From

"(28) To conduct the business of foreign currency exchange (when permitted by the Ministry of Finance)"

To be amended to

"(28) To conduct the business of foreign currency exchange (when permitted by the relevant authorities)"

(Translation)

**Enclosure No. 3**

**Details of the resolution of the AGM for the Year 2018  
on the amendment to Article 15 and 18 of the Company's Articles of Association  
(regarding electronic conferencing and calling for shareholders' meeting by shareholders)**

The Annual General Meeting of the Shareholders ("AGM") for the Year 2018 of True Corporation Public Company Limited (the "Company") has passed the resolution to approve the amendment to Article 15 and 18 of the Company's Articles of Association (regarding electronic conferencing and calling for shareholders' meeting by shareholders) as per the following details:

**1. To amend Article 15 of the Company's Articles of Association regarding Electronic Conferencing**

From

"**Article 15** In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted by him shall send notices thereof to the directors not less than 14 days prior to the date of the meeting. However, in a case of necessary or urgency for the purpose of protecting the rights and interests of the Company, the summoning of the meeting may be made by other methods and the date of the meeting may be sooner fixed.

The Board of Directors can convene a meeting at the Company's head office or in the province where the Company's head office is located or in other provinces in the Kingdom or in any other places as the Board of Directors deems appropriate."

To be amended to

"**Article 15** In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted by him shall send notices thereof to the directors not less than 14 days prior to the date of the meeting. However, in a case of necessary or urgency for the purpose of protecting the rights and interests of the Company, the summoning of the meeting may be made by other methods and the date of the meeting may be sooner fixed.

The Board of Directors can convene a meeting at the Company's head office or in the province where the Company's head office is located or in other provinces in the Kingdom or in any other places as the Board of Directors deems appropriate.

The Board of Directors can convene a meeting via electronic media subjected to the conditions, procedures and methods specified by the law."

2. **To amend Article 18, paragraph two, of the Company's Articles of Association regarding calling for shareholders' meeting by shareholders**

From

“Meetings other than those specified above shall be called the Extraordinary Meeting. The Board of Directors may summon an Extraordinary Meeting whenever it deems appropriate or shareholders holding shares in the aggregate of not less than one-fifth of the total number of shares sold, or shareholders to a number of not less than twenty-five persons holding shares in the aggregate of not less than one-tenth of the total number of shares sold, may at any time subscribe their names in a letter requesting the Board of Directors to call an Extraordinary Meeting, provided that they must clearly give the reasons for such request in the said letter.”

To be amended to

“Meetings other than those specified above shall be called the Extraordinary Meeting. The Board of Directors may summon an Extraordinary Meeting whenever it deems appropriate or one or more shareholders may at any time request in writing to the Board of Directors to call an Extraordinary Meeting subjected to the conditions, procedures and methods specified by the law that is one or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, provided that the reasons for calling such meeting shall be clearly stated in the said request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days from the date the request in writing from the shareholders is received.

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

In the case where, at the meeting called by the shareholders under paragraph three, the number of the shareholders presented does not constitute a quorum as prescribed by Article 20, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”

The rest of Article 18 remains unchanged.