



บริษัท โทเทิล แอ็กเซ็ส คอมมูนิเคชั่น จำกัด (มหาชน)

ทะเบียนเลขที่ 0107538000037 319 อาคารจัตุรัสจามจุรี ชั้น 41 ถนนพญาไท แขวงปทุมวัน เขตปทุมวัน
กรุงเทพมหานคร 10330

TOTAL ACCESS COMMUNICATION PUBLIC COMPANY LIMITED

Registration Number 0107538000037 319 Chamchuri Square Building, 41st Floor, Phayathai Road,
Pathumwan, Bangkok Thailand 10330 www.dtac.co.th

IR 1/2017

30th January 2017

Subject: Resolutions of the Board of Directors' Meeting No. 1/2017 re summoning the 2017 Annual General Meeting of Shareholders, and no distribution of the annual dividend payment for 2016

To: President of the Stock Exchange of Thailand

We, Total Access Communication Public Company Limited (the "**Company**"), would like to announce that the following matters, among others, were resolved at the Meeting of the Board of Directors of the Company held on 30th January 2017:

1. Approved the Audited Consolidated Financial Statements of the Company for the financial year ended 31st December 2016;
2. Approved the reduction of legal reserve amounting to THB 474 million and premium on ordinary shares amounting to THB 1,189 million so as to reduce the deficits of THB 1,663 million in the Company's separate financial statements, and after carrying out such transaction, the Company will no longer have accumulated losses;
3. Approved to propose to the 2017 Annual General Meeting of Shareholders to approve no distribution of the annual dividend payment for 2016 due to the Company had a deficits in the Company's separate financial statements as a result of impairment assessment on assets performed in Q4/2016, and to propose the 2017 Annual General Meeting of Shareholders to acknowledge the interim dividend which was paid on 10th August 2016 from the operational result of the first half of the year 2016 ended 30th June 2016 at the rate of THB 0.42 per share (subject to applicable withholding tax), totalling THB 994,480,620 paid from the retained earnings of the Company that were subject to 20 per cent corporate income tax;
4. Approved the nomination of 4 retiring directors for re-election by Annual General Meeting of Shareholders, namely Mr. Chulchit Bunyaketu, Mr. Morten Karlsen Soerby, Mr. Christopher Adam Laska and Ms. Tanwadee Wongterarit to the 2017 Annual General Meeting of Shareholders for re-election as directors of the Company for another term of office;
5. Approved the remuneration of directors of the Company for 2017 with the budget of THB 13,802,400 or an increase of 20.02% from THB 11,500,000 as approved at the 2016 Annual General Shareholders Meeting. The remuneration of directors shall be paid in a form of monthly retainer fee only with detail as follows:
 - 1) Chairman of the Board shall solely receive retainer fee of THB 320,000 per month.
 - 2) Independent directors shall receive retainer fee of THB 110,000 per month per person.
 - 3) Chairman of the Audit Committee shall receive retainer fee of THB 67,000 per month.

- 4) Independent directors who are member of the Audit Committee shall receive retainer fee of THB 50,000 per month per person.
 - 5) Chairman of Remuneration Committee, Chairman of Nomination Committee, and Chairman of Corporate Governance Committee shall receive retainer fee of THB 34,000 per month per committee.
 - 6) Independent directors who are member of the Remuneration Committee, the Nomination Committee, and/or the Corporate Governance Committee shall receive retainer fee of THB 17,000 per month per committee.
 - 7) Director who is a representative from CAT shall receive retainer fee of THB 19,200 per month.
6. Approved the appointment of either one of the following auditors, namely Mrs. Gingkarn Atsawarangsali, Certified Public Accountant No. 4496, Ms. Sirirat Sricharoensup, Certified Public Accountant No. 5419, Mr. Sophon Permsirivallop, Certified Public Accountant No. 3182, and Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521, all of EY Office Limited, to be the Company's auditor for the financial year ended 31 December 2017 with the remuneration to be an amount not exceeding 5,295,000 (excluding VAT);
 7. Approved the list of restricted foreign dominance behaviours pursuant to the Notification of the National Broadcasting and Telecommunications Commission (the "**NBTC**") re: Prescription of Restricted Foreign Dominance Behaviours, B.E. 2555 (2012), which requires telecommunications operators to consider and review the list of restricted foreign dominance behaviours specified in the Annex of the Notification for proposal to shareholders for approval and further submission to the NBTC;
 8. Approved the summoning of an Annual General Meeting of Shareholders for 2017 (the "**AGM**") to be held on Friday, 31st March 2017, at 1.00 p.m. (Bangkok time), at Athenee Crystal Hall, 3rd Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, No. 61 Wireless Road (Witthayu), Lumpini, Pathumwan, Bangkok 10330, Thailand, to consider the following agenda:
 - Agenda 1 Adoption of the Minutes of the 2016 Annual General Meeting of Shareholders held on 30th March 2016;
 - Agenda 2 Acknowledgement of the Annual Report on the business operation of the Company for 2016;
 - Agenda 3 Approval of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st December 2016;
 - Agenda 4 Approval of no distribution of the annual dividend for 2016 and acknowledgement of the interim dividend payments;
 - Agenda 5 [Approval of the reduction of the Company's legal reserve and premium on ordinary shares so as to reduce the deficits in the Company's separate financial statements;](#)
 - Agenda 6 Approval of the election of directors in place of the retired directors;

- Agenda 7 Approval of the remuneration of directors for 2017;
- Agenda 8 Approval of the appointment of auditors of the Company and fixing their remuneration;
- Agenda 9 Approval of the list of restricted foreign dominance behaviours pursuant to the Notification of the National Broadcasting and Telecommunications Commission re: Prescription of Restricted Foreign Dominance Behaviours, B.E. 2555 (2012), and
- Agenda 10 Other matters.

The Board of Directors has set the record date to determine the rights of shareholders to attend and vote at the AGM on 16 February 2017. The Register of Shareholders of the Company will be closed on 17 February 2017 for collecting shareholders' names in accordance with Section 225 of the Securities and Exchange Act, B.E. 2535 (1992).

Please be informed accordingly.

Yours faithfully,

(Mr. Chavit Sangudomlert)
Head of Investor Relations
Total Access Communication Public Company Limited