



บริษัท โทเทิล แอ็คเซ็ส คอมมูนิเคชั่น จำกัด (มหาชน)

เลขที่ 319 อาคารจัตุรัสจามจุรี ชั้น 41 ถนนพญาไท แขวงปทุมวัน เขตปทุมวัน กรุงเทพมหานคร 10330

ทะเบียนเลขที่ / เลขที่ประจำตัวผู้เสียภาษี 0107538000037

TOTAL ACCESS COMMUNICATION PUBLIC COMPANY LIMITED

319 Chamchuri Square Building, 41st Floor, Phayathai Road, Pathumwan, Pathumwan, Bangkok 10330

Registration Number / Tax ID Number 0107538000037

IR 7/2017

31 March 2017

Re: Resolutions of the 2017 Annual General Meeting of Shareholders

To: The President of the Stock Exchange of Thailand

We, Total Access Communication Public Company Limited (the “**Company**”), would like to announce the resolutions passed at the 2017 Annual General Meeting of Shareholders (the “**Meeting**”), which was held on 31 March 2017 at 1.00 p.m. at the Athénée Crystal Hall, 3rd Floor, Plaza Athénée Bangkok, A Royal Méridien Hotel, No. 61 Wireless Road, Lumpini, Pathumwan, Bangkok, 10330, Thailand. There were 2,450 shareholders who attended the Meeting in person and by proxy holding in aggregate 2,006,506,964 shares, representing approximately 84.7410 percent of the total issued shares of the Company. The details of the resolutions are as follows:

1. The Meeting adopted the Minutes of the 2016 Annual General Meeting of Shareholders which was held on 30 March 2016 with a majority vote of the shareholders who attended the Meeting and were entitled to vote. The voting result was as follows:

Approve: 1,997,422,146 shares, representing approximately 99.9451 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Disapprove: 0 shares, representing approximately 0.0000 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Abstain: 1,085,700 shares, representing approximately 0.0543 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote.

Invalid ballots: 11,000 shares, representing approximately 0.0005 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote.

2. The Meeting acknowledged the Annual Report on the business operations of the Company for 2016.

3. The Meeting approved the Audited Consolidated Financial Statements of the Company for the year ended 31 December 2016 with a majority vote of the shareholders who attended the Meeting and were entitled to vote. The voting result was as follows:

Approve: 2,004,437,847 shares, representing approximately 99.9199 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Disapprove: 4,505 shares, representing approximately 0.0002 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Abstain: 1,586,402 shares, representing approximately 0.0790 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Invalid ballots: 14,400 shares, representing approximately 0.0007 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote.

4. The Meeting approved of no distribution of the annual dividend for 2016 and acknowledgement of the interim dividend payments on 10 August 2016, payable from the operational results for the first 6-month period ended on 30 June 2016, at the rate of THB 0.42 per share (before applicable withholding tax deduction), totalling THB 994 million or being equal to 50 percent of the net profit based on the separate financial statement of the Company as of 30 June 2016, pursuant to the resolution of the Board of Directors' Meeting No. 5/2016 held on 12 July 2016.

The Meeting approved this agenda item with a majority vote of the shareholders who attended the Meeting and were entitled to vote. The voting result was as follows:

Approve: 1,872,703,751 shares, representing approximately 93.3532 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Disapprove: 132,190,356 shares, representing approximately 6.5896 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Abstain: 1,109,436 shares, representing approximately 0.0553 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Invalid ballots: 36,000 shares, representing approximately 0.0017 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote.

5. The Meeting approved of the reduction of the Company's legal reserve in the amount of THB 474 million and the premium on ordinary shares in the amount of THB 1,189 million to compensate the accumulated loss in the Company's separate financial statements.

The Meeting approved this agenda item with a majority vote of the shareholders who attended the Meeting and were entitled to vote. The voting result was as follows:

Approve: 1,869,126,853 shares, representing approximately 93.1769 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Disapprove: 2,306 shares, representing approximately 0.0001 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Abstain: 136,847,186 shares, representing approximately 6.8219 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Invalid ballots: 21,000 shares, representing approximately 0.0010 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote.

6. The Meeting approved the re-election of Mr. Chulchit Bunyaketu, Mr. Morten Karlsen Soerby, Mr. Christopher Adam Laska and Ms. Tanwadee Wongterarit, who were due to retire by rotation to be the directors of the Company for the same positions for another term of office.

The voting result ranked in order descending from the highest number of votes was as follows:

- (1) Mr. Christopher Adam Laska

1,857,947,598 shares, representing approximately 92.6196 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

- (2) Mr. Chulchit Bunyaketu

1,798,727,198 shares, representing approximately 89.6674 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

- (3) Mr. Morten Karlsen Soerby

1,705,450,498 shares, representing approximately 85.0175 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

- (4) Ms. Tanwadee Wongterarit

1,610,068,653 shares, representing approximately 80.2627 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote.

7. The Meeting approved the remunerations of directors for 2017 to be an amount not exceeding THB 13,802,400 and shall be solely paid in the form of a monthly fee. It is recommended to pay the remuneration as follows:

- 1) Chairman receives a monthly fee in the amount of THB 320,000 only;
- 2) Independent Directors receive a monthly fee in the amount of THB 110,000 per month;
- 3) Chairman of the Audit Committee receives a monthly fee in the amount of THB 67,000 per month;
- 4) Independent Directors who are members of the Audit Committee receives a monthly fee in the amount of THB 50,000 per month;
- 5) Chairman of the Nomination Committee, Chairman of the Remuneration Committee, and Chairman of the Corporate Governance Committee receive a monthly fee in the amount of THB 34,000 per month;
- 6) Independent Directors who are members of the Nomination Committee, the Remuneration Committee, and/or the Corporate Governance Committee, receive a monthly fee in the amount of THB 17,000 per month; and
- 7) Director who is the representative from CAT receives a monthly fee in the amount of THB 19,200 per month.

The Meeting approved this agenda item with a vote of not less than two-thirds of the total shares held by the shareholders who attended the Meeting. The voting result was as follows:

Approve: 1,807,598,292 shares, representing approximately 90.1099 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Disapprove: 194,469,233 shares, representing approximately 9.6944 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Abstain: 1,502,197 shares, representing approximately 0.0748 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Invalid ballots: 2,422,600 shares, representing approximately 0.1207 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote.

8. The Meeting approved the appointment of either one of the following auditors of EY Office Limited to be the auditor of the Company for the financial year ending 31 December 2017: (1) Mrs. Gingkarn Atsawarangsalit, Certified Public Accountant No. 4496; (2) Ms. Sirirat Sricharoensup, Certified Public Accountant No. 5419; (3) Mr. Sophon Permsirivallop, Certified Public Accountant No. 3182; and (4) Ms. Pimjai Manitkajohnki, Certified Public Accountant No. 4521, with the remuneration to be an amount not exceeding THB 5,295,000 (excluding VAT), with a majority vote of the shareholders who attended the Meeting and were entitled to vote. In the event that the aforementioned auditors were unable to performed their duties, EY Office was authorized to assign other auditors to perform the audit and express opinions on the Company's financial statements in their place. The voting result was as follows:

Approve: 1,870,278,166 shares, representing approximately 93.2344 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Disapprove: 40,901 shares, representing approximately 0.0020 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Abstain: 133,254,052 shares, representing approximately 6.6427 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Invalid ballots: 2,422,600 shares, representing approximately 0.1207 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote.

9. The Meeting approved the list of restricted foreign dominance behaviours as per details specified in the Attachment to the Notification of the National Broadcasting and Telecommunications Commission re: Prescription of Restricted Foreign Dominance Behaviours B.E. 2555 (2012) with a majority vote of the shareholders who attended the Meeting and were entitled to vote. The voting result was as follows:

Approve: 1,998,855,408 shares, representing approximately 99.6440 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Disapprove: 20,710 shares, representing approximately 0.0010 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Abstain: 4,698,601 shares, representing approximately 0.2342 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote

Invalid ballots: 2,421,000 shares, representing approximately 0.1206 percent of the total shares held by the shareholders who attended the Meeting and were entitled to vote.

Please be informed accordingly.

Yours sincerely,

(Mr. Chavit Sangudomlert)

Head of Investor Relations

Total Access Communication Public Company Limited