

**TRANSLATION**

Our Ref. No. CS-002/2560

28 February 2017.

Subject : Resolution of the Board of Directors' Meeting of TTCL Public Company Limited No. 1/2560. Fixing Date and Agenda of the Annual General Meeting of Shareholders and Dividend payment.

Attn : The President of the Stock Exchange of Thailand.

The Board of Directors' Meeting of TTCL Public Company Limited No. 1/2560, held on 28 February, 2017 at 10.00 hrs. at 28<sup>th</sup> Floor, Serm-mit Tower, 159/41-44 Sukhumvit 21, Asoke Road, Khwaeng North Klongtoey, Khet Wattana, Bangkok Metropolis, made the following resolutions pertaining to the important agenda as follows;

1. The Meeting resolved to fix the date of The Annual General Meeting of Shareholders no. 1/2560 on Friday 7 April 2017 at 14.00 hours at 27<sup>th</sup> Floor, Serm-mit Tower, 159/41-44 Sukhumvit 21, Asoke Road, Khwaeng North Klongtoey, Khet Wattana, Bangkok Metropolis. In addition, to determine the entitlement of Shareholders to attend the Annual General Meeting of Shareholders no. 1/2560, the schedule of the record date and the closing date of share register book were fixed as follows;
  - 1.1 Tuesday 14 March 2017 is the Record date on which the shareholders whose names appear on the company's share register book shall have the right to attend the Annual General meeting of Shareholders no. 1/2560
  - 1.2 Wednesday 15 March 2017 is the closing date of share register book for gathering the shareholders' names in accordance with the Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E. 2551)
2. The agendas of the Annual General Meeting of Shareholders No. 1/2560 were determined as follows;
  1. To adopt Minutes of the Annual General Meeting of Shareholder no.1/2559 held on April 8, 2016.
  2. To report on the result of the Company's operation for the year 2016.
  3. To approve the Statement of Financial Position and the Statement of Comprehensive Income for the fiscal year ended December 31, 2016.
  4. To consider and approve the appropriation of profit from the operating result of 2016 in the form of dividend payment.
  5. To consider and fix the Board of Directors, Audit Committee and Board of Management's Remuneration for the year 2017.
  6. To consider and approve name list of persons who will be proposed to occupy the post of directors superseding the retiring directors.
  7. To consider and approve the appointment of Auditor and Audit Fee for the year 2017.
  8. Other business (if any)

3. Resolved to propose the Annual General Meeting of Shareholders to consider and approve the Statement of Financial Position and the Statement of Comprehensive Income for the fiscal year ended December 31, 2016 which was audited by the auditor.
4. Resolved to propose the Annual General Meeting of Shareholders to consider and approve the appropriation profit from the operating result of 2016 in the form of dividend payment as follows;
  - 4.1 Dividend of 0.22 Baht per share or dividend of 123,200,000.- Baht (One hundred twenty-three million and two hundred thousand Baht only) is determined from the year 2016 performance.
  - 4.2 Such dividends is paid from net profits liable to 20% corporate income tax whereby individual shareholders shall be entitled to a tax credit.
  - 4.3 Reference to dividend payment of the above 4.1 when combined with the interim dividend paid during the year 2016 at 0.20 Baht per share or 112,000,000.- Baht (One hundred and twelve million Baht only) will totally be 235,200,000.- Baht (Two hundred thirty-five million and two hundred thousand Baht Only) or 0.42 Baht per share, which equivalent to 52.81% of net profit of the year 2016 according to the consolidated financial statement.
  - 4.4 The book closing date for the right to receive dividend payment on Monday 24 April 2017.
  - 4.5 The dividend payment will be made on Thursday 4 May 2017.

The right to receive the dividend is uncertain until it is approved from the annual general meeting of shareholders no 1/2560.
5. Resolved the Company to present to the Annual General Meeting of Shareholders to consider and approve Board of Directors', Audit Committees', Board of Management and Management Members' remuneration for the year 2017 at total 12,770,000.- Baht (Twelve million seven hundred and seventy thousand Baht Only) according to the recommendation of the Nomination & Remuneration Committee as follows;
 

5.1 The Board of Directors	=	4,600,000	Baht/year
5.2 Audit Committee	=	400,000	Baht/year
5.3 Board of Management and Management members	=	7,770,000	Baht/year
6. Resolved the Company to present to the Annual General Meeting of Shareholders for consideration of re-election of 3 directors retiring from the office as the result of the rotation to hold an office as the directors of the Company.
 

To re-elect 3 retiring directors to resume their offices for another term namely;

  - 1) Mrs. Nijaporn Charanachitta
  - 2) Mr. Gumthorn Utarnwutthipong
  - 3) Mr. Ryuzo Nagaoka
7. Resolved to propose the Annual General Meeting of Shareholders to consider and appoint the Company's auditor from Pricewaterhouse Coopers

ABAS Ltd. (PWC) for the fiscal year of 2017 according to the recommendation of Audit Committee as follows;

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|------------------------------------|---------------------------|
| 1) Mr. Vichien Khingmontri         | C.P.A.(Thailand) No. 3977 |
| 2) Mr. Somchai Jinnovart           | C.P.A.(Thailand) No. 3271 |
| 3) Ms. Amornrat Pearmpoonvatanasuk | C.P.A.(Thailand) No. 4599 |

To fix the audit fee for the fiscal year of 2017 at 4,000,000.- Baht (Four million Baht Only).

Please be informed accordingly.

Sincerely yours,

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Ms. Kantika Tanthuvanit  
Company Secretary  
Authorized to sign on behalf of the Company

Company Secretary Unit  
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