

April 10, 2017

**TRANSLATION**

Our Ref. No. CS-009/2560

Subject: Resolution of Annual General Meeting of Shareholders 2017  
(No.1/2560)

To: President of the Stock Exchange of Thailand

TTCL Public Company Limited would like to report the resolutions of the Annual General Meeting of Shareholders 2017 (No.1/2560) held on April 7, 2017 at 2.00 pm. at conference room 2701-2703, 27<sup>th</sup> Floor, Serm-mit Tower, 159/41-44 Sukhumvit 21, Asoke Road, Khwaeng North Klongtoey, Khet Wattana, Bangkok Metropolis pertaining to the important Agenda as follows;

1. The Meeting approved the minutes of Annual General Meeting of Shareholders No. 1/2559 dated April 8, 2016 by unanimous votes as follows;

Total Votes	320,282,403	Shares			
- Approved	320,282,403	Shares	representing	100.0000	Percent
- Disapproved	-	Shares	representing	0.0000	Percent
- Abstained	-	Shares	representing	-	Percent
- Incomplete	-	Shares	representing	-	Percent

2. The Meeting acknowledged the Company's annual performance for the year 2016.
3. The Meeting approved the Statement of Financial Positions and the Statement of Comprehensive Income for the year ended December 31, 2016, which was reviewed by the Company's Audit Committee and certified by the Company's Auditor by unanimous votes as follows;

In this agenda there were additional shareholders that attended the meeting representing 13,489,818 shares.

Total Votes	333,772,221	Shares			
- Approved	333,770,221	Shares	representing	100.0000	Percent
- Disapproved	-	Shares	representing	0.0000	Percent
- Abstained	2,000	Shares	representing	-	Percent
- Incomplete	-	Shares	representing	-	Percent

4. The Meeting approved the allocation of net profit of 2016 dividend distribution to the shareholders at Baht 0.22 per share, with approximately total THB 123.20 million was determined from the year 2016 performance and combined with the interim dividend paid during the year 2016 at THB 0.20 per share or THB 112 million would totally be THB 0.42 per share or THB 235.20 million, which equivalent to 52.81 percent of net profit of the year 2016 according to the consolidated financial statement and the payment of dividend to shareholders shall be made on Thursday 4<sup>th</sup> May 2017. The book closing date for the right to receive the dividend was set on 24<sup>th</sup> April 2017 by unanimous votes as follows;

In this agenda there were additional shareholders that attended the meeting representing 29,350 shares.

Total Votes	333,801,571	Shares			
- Approved	333,799,571	Shares	representing	100.0000	Percent
- Disapproved	-	Shares	representing	0.0000	Percent
- Abstained	2,000	Shares	representing	-	Percent
- Incomplete	-	Shares	representing	-	Percent

5. The Meeting resolved with not less than two-thirds of the total number of votes cast by the shareholders attend the meeting and approve the Board of Directors, Audit Committee and the Board of Management's remuneration for the year 2017 by majority votes as follows;

2017 Remuneration

1. Board of Directors	:	Baht	4,600,000
2. Audit Committee	:	Baht	440,000
3. Risk Management Committee	:	No Remuneration	
4. Nomination and Remuneration Committee	:	No Remuneration	
5. Corporate Governance Committee	:	No Remuneration	
6. Board of Management and Management members	:	Baht	<u>7,770,000</u>
		Total	<u>12,770,000</u>

Total Votes	333,801,571	Shares			
- Approved	333,266,971	Shares	representing	99.8547	Percent
- Disapproved	484,800	Shares	representing	0.1453	Percent
- Abstained	49,800	Shares	representing	-	Percent
- Incomplete	-	Shares	representing	-	Percent

6. The Meeting approved to re-elect of 3 directors retiring from the office as the result of the rotation to hold and office as the directors of the company by rotation by majority votes as follows;

1. Mrs. Nijaporn Charanachitta Position Director

Total Votes	333,801,571	Shares			
- Approved	333,750,871	Shares	representing	99.9865	Percent
- Disapproved	44,900	Shares	representing	0.0135	Percent
- Abstained	5,800	Shares	representing	-	Percent
- Incomplete	-	Shares	representing	-	Percent

2. Mr. Gumthorn Utarnwuthipong Position Independent Director

Total Votes	333,801,571	Shares			
- Approved	327,243,871	Shares	representing	98.0383	Percent
- Disapproved	6,547,900	Shares	representing	1.9617	Percent
- Abstained	9,800	Shares	representing	-	Percent
- Incomplete	-	Shares	representing	-	Percent

3. Mr. Ryazo Nagaoka Position Independent Director

Total Votes	333,801,571	Shares			
- Approved	326,796,471	Shares	representing	97.9031	Percent
- Disapproved	6,999,300	Shares	representing	2.0969	Percent
- Abstained	5,800	Shares	representing	-	Percent
- Incomplete	-	Shares	representing	-	Percent

7. The Meeting approved the appointment of PricewaterhouseCoopers ABAS Ltd. with:

1. Mr. Vichien Kingmontri, CPA. No. 3977, or
2. Mr. Somchai Chinnawat, CPA. No. 3271, or
3. Ms. Amornrat Pearmpoonvatanasuk CPA. No. 4599

as Company's auditors in 2017, any one of them being authorized to conduct the audit and express an opinion on the financial statement of TTCL Public Company Limited. The audit fee of Baht 4,000,000.- (excluding other expenses relating to auditing) was approved for the fiscal year ended December 31, 2017 by unanimous votes as follows;

Total Votes	333,801,571	Shares			
- Approved	333,751,771	Shares	representing	100.0000	Percent
- Disapproved	-	Shares	representing	0.0000	Percent
- Abstained	49,800	Shares	representing	-	Percent
- Incomplete	-	Shares	representing	-	Percent

Please be informed accordingly.

Yours faithfully,

Ms. Kantika Tanthuvanit  
Company Secretary

Authorized to sign on behalf of the company