

(Translation)

Ref: TRUE-SEC 012/2009

27<sup>th</sup> February 2009

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

**Subject: Report on the resolutions of the Board of Directors Meeting and the date fixed for the Annual General Meeting of the Shareholders for the Year 2009**

- Enclosures: 1. Form to Report on Names of Members and Scope of Work of the Audit Committee (F 24-1)
2. Details of the agenda of the Annual General Meeting of the Shareholders for the Year 2009

Dear Sir,

The Board of Directors Meeting of True Corporation Public Company Limited (the "Company") No. 1/2552 held on 27<sup>th</sup> February 2009 has passed the following important resolutions:

1. Reappointed the following Chairman of the Audit Committee and the Audit Committee members to resume their positions that has been concurred by the Compensation and Nominating Committee:
  - 1) Mr. Vitthya Vejjajiva Chairman of the Audit Committee
  - 2) Dr. Kosol Petchsuwan Member of the Audit Committee
  - 3) Mr. Joti Bhokavanij Member of the Audit CommitteeMrs. Rangsinee Sujaritsanchai has been appointed as the Secretary of the Audit Committee, and approved the change in the scopes of duties and responsibilities of the Audit Committee, details are as appeared in the "Form to Report on Names of Members and Scope of Work of the Audit Committee" (F 24-1) enclosed herewith (Enclosure No. 1).
2. Appointed Mrs. Rangsinee Sujaritsanchai to be the Company Secretary as a replacement for Mr. Athueck Asvanund. The appointment becomes effective from 27<sup>th</sup> February 2009 onwards. The duties of Company Secretary are as prescribed in Securities and Exchange Act (No. 4) B.E. 2551.
3. Determined the date of the Annual General Meeting of the Shareholders of the Company for the Year 2009 to be 24<sup>th</sup> April 2009 at 2.00 p.m. at the Auditorium Room on the 21<sup>st</sup> Floor, True Tower, located at No.18 Ratchadapisek Road, Huai Khwang District, Bangkok. The details of agenda are as appeared in the Enclosure No. 2.

4. Determined the date on which the recorded shareholders have the right to attend the Annual General Meeting of the Shareholders of the Company for the Year 2009 to be 17<sup>th</sup> March 2009 (Record Date). And the closing date on which name list of shareholders is compiled under section 225 of the Securities and Exchange Act is 18<sup>th</sup> March 2009.
5. Authorized Mr. Suphachai Chearavanont, President and Chief Executive Officer, and/or Mr. Athueck Asvanund, Vice Chairman and Group General Counsel, to have the power under the limitation of law to amend and/or add the date, time and agendas of the said shareholders meeting.

Please be informed accordingly,

Respectfully yours,

- Signature-

Mr. Athueck Asvanund  
Vice Chairman and Group General Counsel

**Form to Report on Names of Members and Scope of Work of the Audit Committee**

The Board of Directors Meeting of True Corporation Public Company Limited No. 1/2552 held on 27<sup>th</sup> February 2009 resolved the meeting's resolutions in the following manners:

~~Appointment of the audit committee~~/Renewal for the term of audit committee:

Chairman of the audit committee       Member of the audit committee

As follows:

- (1) Mr. Vitthya Vejjajiva
- (2) Dr. Kosol Petchsuwan
- (3) Mr. Joti Bhokavanij

, the ~~appointment~~/renewal of which shall take an effect as of 27<sup>th</sup> February 2009

~~Determination~~/Change in the scope of duties and responsibilities of the audit committee with the following details:

1. To review the Company's financial reporting process to ensure that it is accurate and adequate;
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and effective, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;
3. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business;
4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
5. To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;
6. To prepare, and to disclose in the Company's annual report, an Audit Committee's Report which will be signed by the Audit Committee's Chairman and consist of at least the following information:
  - a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
  - b) an opinion on the adequacy of the Company's internal control system,
  - c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,

- d) an opinion on the suitability of an auditor,
  - e) an opinion on the transactions that may lead to conflicts of interests,
  - f) the number of the audit committee meetings, and the attendance of such meetings by each committee member,
  - g) an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter, and
  - h) other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors; and
7. To perform any other act as required by law or as delegated by the Board of Directors.  
The ~~determination~~/change of which shall take an effect as of 27<sup>th</sup> February 2009

The audit committee is consisted of:

- |                                    |                             |                                  |
|------------------------------------|-----------------------------|----------------------------------|
| 1. Chairman of the audit committee | Mr. Vitthya Vejjajiva       | remaining term in office 3 years |
| 2. Member of the audit committee   | Dr. Kosol Petchsuwan        | remaining term in office 3 years |
| 3. Member of the audit committee   | Mr. Joti Bhokavanij         | remaining term in office 3 years |
| Secretary of the audit committee   | Mrs. Rangsee Sujaritsunchai |                                  |

Enclosed hereto are 3 copies of the certificate and biography of the audit committee. The audit committee number 3 has adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

- See the details of the scope of duties and responsibilities of the audit committee as mentioned above -

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand

(Seal)

- Signature-

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(Mr. Athueck Asvanund) (Mr. Vichaow Rakphongphairoj)  
Director

(Translation)

Enclosure No. 2

### **The agenda of the Annual General Meeting of the Shareholders for the Year 2009**

The Board of Directors Meeting of True Corporation Public Company Limited (the "Company") No. 1/2552 held on 27<sup>th</sup> February 2009 has passed the resolutions to fix the date for the Annual General Meeting of the Shareholders for the Year 2009 to be on 24<sup>th</sup> April 2009 at 2.00 p.m. at the Auditorium Room on the 21<sup>st</sup> Floor, True Tower, located at No.18 Ratchadapisek Road, Huai Khwang District, Bangkok.

The agenda is as follows:

- 1) To adopt the minutes of the Extraordinary General Meeting of the Shareholders No. 1/2551.  
(The Board recommends that the aforesaid minutes should be adopted);
- 2) To acknowledge the report on the result of business operation of the Company for the Year 2008;
- 3) To consider and approve the Balance Sheet and the Profit and Loss Statements of the Company for the fiscal year ended 31<sup>st</sup> December 2008  
(The Board concurs with the Audit Committee's recommendation that the Balance Sheet and the Profit and Loss Statements of the Company should be proposed to the shareholders meeting for approval);
- 4) To consider and approve the dividend payment and the profit appropriation as a legal reserve from the 2008 annual results  
(The Board recommends that the Company neither pay dividend nor appropriate a reserve as the Company still has accumulated loss, which according to the law, the Company shall neither pay dividend nor appropriate a reserve);
- 5) To consider the election of directors to replace the directors who retire by rotation  
The Directors who will retire in the Year 2009, namely
  1. Mr. Dhanin           Chearavanont
  2. Mr. Vitthya           Vejjajiva
  3. Dr. Kosol           Petchsuwan
  4. Mr. Joti           Bhokavanij
  5. Mr. Suphachai   Chearavanont
  6. Mr. Chatchaval   Jiaravanon  
(The Board concurs with the Compensation and Nominating Committee's recommendation that the above mentioned retiring directors should be proposed to the shareholders meeting for election as Directors of the Company for another term);

- 6) To consider and approve the directors' remuneration

(The Board concurs with the Compensation and Nominating Committee's recommendation that the directors' remuneration which is the same rate as approved by the Annual General Meeting of the Shareholder for the Year 2008 should be proposed to the shareholders meeting for approval);

- 7) To consider the appointment of the Company's auditors and determination of the auditors' remuneration for the Year 2009

(The Board concurs with the Audit Committee's recommendation that the appointment of Mr. Pisit Thangtanagul, Certified Public Accountant (Thailand) No. 4095 and/or Mrs. Nattaporn Phan-Udom, Certified Public Accountant (Thailand) No. 3430, and/or Mr. Boonmee Ngotngamwong, Certified Public Accountant (Thailand) No. 3673, and/or Mrs. Anothai Leekitwattana, Certified Public Accountant (Thailand) No. 3442 of PricewaterhouseCoopers ABAS Limited to be the Company's auditors for the Year 2009 and their remuneration in the total of Baht 6.10 million should be proposed to the shareholders meeting for approval);

- 8) Other business, if any.