

- Date** : 18<sup>th</sup> March 2005
- Subject** : Invitation to the Annual General Shareholders Meeting for the Year 2005
- Attention** : All Shareholders of the Company
- Enclosures** : 1. A copy of Minutes of the Extraordinary General Shareholders Meeting No. 3/2547
2. Board of Directors' Annual Report, including a copy of the Balance Sheet, Profit and Loss Statements, and Auditor's Report for the fiscal year ending 31<sup>st</sup> December 2004
3. Proxy Form

The Board of Directors Meeting of True Corporation Public Company Limited (the "Company") resolved to call the Annual General Shareholders Meeting for the Year 2005 to be held on 7<sup>th</sup> April 2005 at 2.00 p.m. at the Auditorium Room on 21<sup>st</sup> Floor, True Tower, located at No. 18 Ratchadaphisek Road, Huai Khwang Sub-District, Huai Kwang District, Bangkok 10310; to consider the following agenda:

**Agenda Item 1**                      **To consider and adopt Minutes of the Extraordinary General Shareholders Meeting No. 3/2547**

**Background Information**      The Extraordinary General Shareholders Meeting No. 3/2547 was held on 23<sup>rd</sup> September 2004. The draft Minutes of said meeting is attached herewith (Enclosure No. 1). The draft Minutes was posted on the Company website ([www.truecorp.co.th](http://www.truecorp.co.th)) since 24<sup>th</sup> September 2004, and the Company has not received any request to amend the draft Minutes.

**Opinion of the Board**              The Board of Directors is of the opinion that the Shareholders should adopt such Minutes.

**Agenda Item 2**                      **To acknowledge results of business operation of the Company for the Year 2004**

**Background Information**      A report of the results of business operation of the Company for the Year 2004 appears in the Annual Report, distributed to the Shareholders with this Invitation (Enclosure No. 2). The report will be posted on the Company website ([www.truecorp.co.th](http://www.truecorp.co.th)) as from 31<sup>st</sup> March 2005.

**Opinion of the Board**              The Shareholders should acknowledge the report of the results of operations of the Company for the Year 2004.

**Agenda Item 3**

**To consider and approve the Balance Sheet and Profit and Loss Statements for the Fiscal Year Ending 31<sup>st</sup> December 2004**

**Background Information**

The Balance Sheet and the Profit and Loss Statements for the fiscal year ending 31<sup>st</sup> December 2004 which were audited by the Auditors, could be summarized as follows:

Total Assets	102,625.18	Million
Total Liabilities	97,887.63	Million
Total Revenue	33,010.24	Million
Net Profit (Loss)	604.91	Million

The details which appear in the section of “Financial Statements” of the Annual Report, are sent to the Shareholders with this Invitation (Enclosure No. 2).

**Opinion of the Board**

The Board of Directors is of the opinion that the Shareholders should approve the Balance Sheet and the Profit and Loss Statements, which is the report of the past transactions occurring in the Fiscal Year ending 31<sup>st</sup> December 2004, and has been audited by the Auditor, details of which appear in the Annual Report.

**Resolution**

This matter requires affirmative resolution of a majority vote of the total number of votes of shareholders attending and casting votes at the Meeting.

**Agenda Item 4**

**To consider the payment of dividend for the year 2004 and consider the appropriation of annual net profit as reserve**

**Background Information**

Since the Company has accumulated loss, pursuant to the law, the Company cannot declare a dividend to the Shareholders and need not to appropriate reserve.

**Opinion of the Board**

The Board of Directors is of the opinion that it is not yet appropriate for the Company to declare a dividend due to the aforesaid reason. Therefore, the Shareholders should approve the proposal not to pay the dividend nor to appropriate reserve for the 2004 operating results.

**Resolution**

This matter requires affirmative resolution of a majority vote of the total number of votes of shareholders attending and casting votes at the Meeting.

## **Agenda Item 5**

**To consider the election of directors to replace the directors who retire by rotation and to acknowledge the directors' remuneration**

### **Background Information**

The law and the Articles of Association of the Company require an election of directors to replace the directors who retire by rotation.

Name of directors who retire by rotation at this meeting are as follows; and to facilitate the decision making of the Shareholders, we summarize qualification of the candidates as follows:

#### **1. Mr. Klaus Tuengeler**

**Qualifications: Education**

Abitur (leaving examination)  
Liebig Gymnasium, Frankfurt/M

Commercial apprenticeship at  
Metallgesellschaft AG

Graduated as Technischer Diplombetriebswirt  
from Karlsruhe University  
Degree: dipl. rer. pol. (techn)

**Current Experience**

Director

True Corporation Public Company Limited  
First Vice President-Export and Project Finance  
Telecommunications, Natural Resources  
KfW

#### **2. Mr. Claus Stadler**

**Qualifications: Education**

Law School of the University of Bielefeld,  
Germany

**Current Experience**

Director

True Corporation Public Company Limited  
Deputy General Counsel, Head of the Legal Department  
(Frankfurt), KfW

3. **Mr. Andreas Klocke**

**Qualifications:**      **Education**

M.A. International Relations,  
University of KANSAS, U.S.A.

DIPLOMA VOLKSWIRT  
University of Hamburg, Germany

**Current Experience**

Director

True Corporation Public Company Limited

Head of KfW's South- East Asia Regional office in Bangkok  
in Charge of KfW Affairs in Thailand and South-East Asia  
Region

4. **Mr. Harald Link**

**Qualifications:**      **Education**

MBA.  
St. Gallen University, Switzerland

**Current Experience**

Director

True Corporation Public Company Limited

Managing Partner

B. Grimm & Co. R.O.P.

Chairman

B. Grimm Group of Companies

Amata-Egco Power Ltd.

Amata Power (Bien Hoa) Ltd.

B. Grimm Bayernwerk Electrowatt Ltd.

Carrier (Thailand) Ltd.

Executive Chairman

Amata Power Ltd.

Director

B. Grimm MBM Ltd.

Carl Zeiss Ltd.

Hamon B. Grimm Ltd.

Merck Ltd.

Siam City Cement Public Co. Ltd.

5. **Mr. Sumet Jiaravanon**

**Qualifications:**      **Education**

Secondary School  
Sarasitphitayalai, Ratchaburi

**Current Experience**

Vice Chairman

True Corporation Public Company Limited

Executive Chairman

Charoen Pokphand Group Company Limited

6. **Mr. Chaleo Souvannakitti**

**Qualifications:**      **Education**

MBA.

Indiana University, U.S.A.

BBA.

Chulalongkorn University

Completion of professionalization trainings in various fields

**Current Experience**

Vice Chairman

True Corporation Public Company Limited

Member of the Board

Telecom Holding Company Limited

Chairman, Audit Committee

Board of Trade of Thailand

**Past Experience**

Managing Director

Business Venture Promotion Company Limited

President

CP Intertrade Company Limited

Director (CEO)

Bangkok Mass Transit Authority

Managing Director

Transport Company Limited

Vice President

Express Transportation Organization

Lecturer

Chulalongkorn University

7. **Dr. Ajva Taulananda**

**Qualifications:      Education**

Honorary Doctorate of Engineering

Ramkhamhaeng University

Honorary Doctorate of Engineering

Chulalongkorn University

Doctorate of Industrial Engineering and System,

Illinois Institute of Technology, U.S.A.

Master Degree of Industrial Engineering,

Iowa State of University, U.S.A.

Bachelor of Industrial Engineering,

Chulalongkorn University

Special Certificate: Public – Private joint

Defence Curriculum, Class 1

The National Defence College of Thailand

**Current Experience**

Vice Chairman

True Corporation Public Company Limited

Vice Chairman

Charoen Pokphand Group Company Limited

Chairman

The Thai Chamber of Commerce and Board of Trade of Thailand

**Past Experience**

Director and President

True Corporation Public Company Limited

Deputy Minister

Ministry of Agriculture and Cooperatives

A note on directors' remuneration: Directors' remuneration remains unchanged. The resolutions of the Annual General Shareholders Meeting for the Year 1998 and 2002, respectively adopted the following rules:

Directors receive remuneration on a monthly basis

- Chairman Baht 300,000 per month
- Honorary Chairman Baht 200,000 per month
- Vice Chairman Baht 150,000 per month
- Director Baht 100,000 per month

In this connection, any director being the Company's employee shall receive the director's remuneration in addition to his salary as employee.

Furthermore, Independent Directors who hold a position in the Committee, shall receive the remuneration as follows:

- Independent Director who is also the Chairman of the Committee Baht 300,000 per month
- Independent Director who is also a director in the Committee Baht 200,000 per month

whereby the remuneration of the Independent Directors who are not the directors in the Committee and directors who are not the Independent Directors shall remain the same.

The foregoing resolutions remain in effect until otherwise resolved by a Shareholders Meeting.

### **Opinion of the Board**

The Board of Directors is of the opinion that the Shareholders should re-elect the following directors who retire by rotation to resume their positions as the directors of the Company:

1. Mr. Klaus Tuengeler
2. Mr. Claus Stadler
3. Mr. Andreas Klocke
4. Mr. Harald Link
5. Mr. Sumet Jiaravanon
6. Mr. Chaleo Souvannakitti
7. Dr. Ajva Taulananda

With respect to directors' remuneration, the Board of Directors has no proposal to adjust it, the aforesaid information is for a Shareholders information only. No resolution is required from the shareholders on this matter.

### **Resolution**

This matter requires affirmative resolution of a majority vote of the total number of votes of shareholders who attend the Meeting and cast their votes with the following rules and procedures.

- (1) One shareholder shall have one vote for each share;
- (2) Each shareholder shall exercise all the votes he has under (1) to appoint one or several person(s) to be director(s), provided that he cannot divide his votes to any person to any extent;
- (3) Persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

However, the Director who also be a shareholder of the Company shall has no right to vote himself as the re-elect director.

#### **Agenda Item 6**

#### **To consider and appoint the Company's auditors and fix the auditors' remuneration for the Year 2005**

#### **Background Information**

In order to comply with the law and the Articles of the Association of the Company, there shall be a consideration to appoint the auditor and fix the remuneration for the Year 2005. As the auditors of PricewaterhouseCoopers ABAS Limited has been performing auditing functions for the past few years, and there is no reason justifying any change of auditor. The auditor is asking for the following adjustment to its fee: from Baht 5.06 million to Baht 5.25 million.

#### **Opinion of the Board**

The Board of Directors is of the opinion that the Shareholders should appoint the auditors from PricewaterhouseCoopers ABAS Limited, namely, Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant No. 3445, and/or Mrs. Nattaporn Phan-Udom, Certified Public Accountant No. 3430, and/or Mr. Boonmee Ngotngamwong, Certified Public Accountant No. 3673, of PricewaterhouseCoopers ABAS Limited as the Company's auditor for the Year 2005, whereby any one of them being authorized to conduct the audit and express an opinion on the financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Limited is authorized to appoint other Certified Public Accountants of PricewaterhouseCoopers ABAS Limited to carry out the work; and should also fix their remuneration for the Year 2005 in total of Baht 5.25 million.

#### **Resolution**

This matter requires affirmative resolution of a majority vote of the total number of votes of shareholders attending and casting votes at the Meeting.

## **Agenda Item 7**

## **Other business, (if any)**

According to Section 105 of the Public Company Limited Act B.E. 2535, any shareholders of the Company may arise the additional agenda of the Annual General Shareholders Meeting. However, they shall hold shares amounting to not less than one-third of the outstanding issued shares capital of the Company.

The Share Registration Book of the Company will be closed for the purpose of determining the right to attend the Annual General Shareholders Meeting for the Year 2005 on 18<sup>th</sup> March 2005 from 12.00 hour until the completion of the meeting.

You are cordially invited to attend this meeting as per date, time and venue stated above. For the Shareholders who wish to attend the meeting, please bring your identification card, or government official identification card, or driver license to evidence your right to attend the meeting.

If you wish to appoint a person to attend and vote at the meeting on your behalf, please complete and duly execute the enclosed proxy. The duly completed and executed proxy, affixed with the stamp duty, must be deposited with the Chairman of the Meeting and/or the person designated by the Chairman prior to the proxy attending the meeting provided that the proxy shall bring the following documents to evidence its right to attend the meeting:

- (1) In case the grantor is a natural person (individual), a copy of the identification card, or government official identification card, or driver license of the grantor, certified true and correct by the grantor, shall be presented.
- (2) In case the grantor is a juristic person, a copy of the Certification Document of the grantor, certified true and correct by an authorized person(s) of such juristic person shall be presented.

The proxy shall also present its own identification card, or government official identification card, or driver license.

For Shareholders' right and benefit, in case you are unable to attend the Meeting but wish to appoint the Company's Independent Director to vote on your behalf, please complete and duly execute the Proxy in favor of the Company's Independent Director and Chairman of the Audit Committee – Mr. Vitthya Vejjajiva. The completed and executed proxy should be submitted together with the required documents or evidence to True Corporation Public Company Limited, Company Secretary Department, 28<sup>th</sup> floor, No. 18 True Tower, Ratchadaphisek Road, Huai Khwang, Bangkok 10310, Thailand.

We will appreciate if your proxy and required documents reach us before 5<sup>th</sup> April 2005 in order to minimize processing time when your proxy arrives at the Meeting.

In case you have any questions on the proxy, please contact the Company Secretary Department at Tel: 0-2643-0076, in the office hours.

Yours sincerely,

Athueck Asvanund  
Vice Chairman  
As assigned by the resolutions of the Board of Directors

**(TRANSLATION)**

**True Corporation Public Company Limited  
Minutes of the Extraordinary General Shareholders Meeting No.3/2547  
held on 23<sup>rd</sup> September 2004, at 2.00 p.m.  
At the Auditorium Room, 21st Floor, True Tower  
No. 18 Ratchadaphisek Road, Huai Kwang Sub-District,  
Huai Kwang District, Bangkok Metropolis**

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Since the Chairman of the Board was unable to attend the Meeting, Mr. Athueck Asvanund, Vice Chairman and Group General Counsel, presided as the Chairman of the Meeting.

The Chairman thanked the shareholders for their attendance at the Extraordinary General Shareholders Meeting No. 3/2547 of the Company, and notified the Meeting that there were a total of 174 shareholders attending the Meeting in person and by proxy holding an aggregate of 2,014,998,925 shares, representing 54.54 percent of the total issued shares of the Company, thereby constituting a quorum according to the Company's Articles of Association.

The Chairman declared the Extraordinary General Shareholders Meeting No. 3/2547 of the Company open, and introduced directors and senior executives of the Company who were present at the Meeting. Then, the Chairman asked the Secretary of the Meeting to explain about the voting method.

The Secretary explained about the voting method that the Chairman would ask for any objection in every agenda, if no one objected to or abstained on the vote, the Chairman would conclude that the matter was unanimously approved. However, if any person objected to or abstained on the vote, the Chairman would ask such person to vote on a ballot by putting a mark [√] in the block of the ballot distributed and raise his/her hand until the Company's officer collected such ballot for vote counting. For those who did not object to or abstain on the vote, it would be deemed that they approved the matter.

After explaining the voting method, the Chairman proposed the Meeting to consider the matters according to the agenda, as follows:

Agenda 1 To consider and adopt the Minutes of the Extraordinary General Shareholders Meeting No. 2/2547

The Chairman requested the Meeting to consider the adoption of the Minutes of the Extraordinary General Shareholders Meeting No. 2/2547, which was held on 10<sup>th</sup>

June 2004, as per details appearing in the documents, which had already been distributed to all shareholders.

The Meeting considered the matter and passed a resolution with majority vote, which are 99.9953 percent of the total votes of the shareholders attending the Meeting and having the rights to vote, adopting the Minutes of the Extraordinary General Shareholders Meeting No. 2/2547 as proposed by the Chairman.

Agenda 2 To consider and approve the reduction of the authorized capital of the Company

Mr. Athueck Asvanund asked the Secretary of the Meeting to explain detail of the reduction of the authorized capital of the Company to the Meeting.

The Secretary of the Meeting informed the Meeting that in order to increase the authorized capital further, the Company has to reduce its authorized capital by canceling the ordinary shares registered but not yet issued, prior to increasing its capital, so as to be in accordance with the provisions of the Public Limited Companies Act. The Board therefore proposed the Meeting to approve the reduction of the authorized capital of the Company from Baht 43,083,393,190 to be Baht 38,096,415,400 by canceling the ordinary shares registered but not yet issued in the number of 498,697,779 shares (except for share reserved for the exercise by the holders of the warrants which have already been issued and sold by the Company) as per the detail in the invitation to this Meeting.

Mr. Athueck Asvanund asked the Meeting to consider approving the reduction of the aforesaid authorized capital.

The Meeting considered the matter and passed a resolution with the votes of 99.9973 percent of the total votes of the shareholders attending the Meeting and having the rights to vote, which were more than three-fourths of the total votes of the shareholders attending the Meeting and having the rights to vote, approving the reduction of the authorized capital of the Company as proposed in all respects.

Agenda 3 To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the authorized capital of the Company to be in line with the reduction of the authorized capital

Mr. Athueck Asvanund asked the Secretary of the Meeting to explain detail in relation to the amendment to Clause 4 of the Memorandum of Association to the Meeting.

The Secretary of the Meeting informed the Meeting that in order to be in line with the reduction of the authorized capital of the Company in Agenda 2 above, it is necessary to amend Clause 4 of the Memorandum of Association with respect to the authorized capital by canceling the existing Clause and replacing it with the new Clause as specified in the invitation to this Meeting.

Mr. Athueck Asvanund asked the Meeting to consider approving the amendment to the said Memorandum of Association as proposed.

The Meeting considered the matter and passed a resolution with the votes of 99.9972 percent of the total votes of the shareholders attending the Meeting and having the rights to vote, which were more than three-fourths of the total votes of the shareholders attending the Meeting and having the rights to vote, that the amendment to Clause 4 of the Memorandum of Association be approved by canceling the existing Clause and replacing it with the followings:

“Clause 4 Authorized capital of Baht 38,096,415,400  
(Thirty Eight Billion Ninety Six Million Four Hundred Fifteen Thousand and Four Hundred Baht)

divided into 3,809,641,540 shares  
(Three Billion Eight Hundred Nine Million Six Hundred Forty One Thousand Five Hundred and Forty shares)

with a par value of Baht 10 (Ten Baht) each,  
categorized into

ordinary shares in the number of 3,110,022,420 shares  
(Three Billion One Hundred Ten Million Twenty Two Thousand Four Hundred and Twenty shares).

preference shares in the number of 699,619,120 shares  
(Six Hundred Ninety Nine Million Six Hundred Nineteen Thousand One Hundred and Twenty shares)”.

Agenda 4 To consider and approve the increase of the authorized capital of the Company

Mr. Athueck Asvanund asked the Secretary of the Meeting to explain detail of the increase of the authorized capital to the Meeting

The Secretary of the Meeting informed the Meeting that in order to mobilize funds to invest in the expansion of the Company and its subsidiaries' businesses and to

partially repay its subsidiary's debts, the Company is desirous to increase the authorized capital from Baht 38,096,415,400 to be Baht 46,583,393,190 by issuing 848,697,779 ordinary shares, with the par value of Baht 10 per share.

Mr. Athueck Asvanund asked the Meeting to consider approving the said increase of the authorized capital.

The Meeting considered the matter and passed a resolution with the votes of 99.9972 percent of the total votes of the shareholders attending the Meeting and having the rights to vote, which were more than three-fourths of the total votes of the shareholders attending the Meeting and having the rights to vote, that the increase of the authorized capital be approved as proposed in all respects.

Agenda 5 To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the authorized capital of the Company to conform with the increase in authorized capital of the Company

Mr. Athueck Asvanund asked the Secretary of the Meeting to explain detail of the amendment to Clause 4 of the Memorandum of Association of the Company to the Meeting.

The Secretary of the Meeting informed the Meeting that in order to conform with the increase of the authorized capital of the Company in Agenda 4 above, it is necessary to amend Clause 4 of the Memorandum of Association with respect to the authorized capital by canceling the existing Clause and replacing it with the new Clause as specified in the invitation to this Meeting.

Mr. Athueck Asvanund asked the Meeting to consider approving the amendment to the said Clause 4 of the Memorandum of Association as proposed.

The Meeting considered the matter and passed a resolution with the votes of 99.9972 percent of the total votes of the shareholders attending the Meeting and having the rights to vote, which were more than three-fourths of the total votes of the shareholders attending the Meeting and having the rights to vote, that the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the authorized capital of the Company be approved by repealing the existing wordings and replacing it with the followings:

“Clause 4 Authorized capital of Baht 46,583,393,190  
(Forty Six Billion Five Hundred Eighty Three Million Three Hundred  
Ninety Three Thousand One Hundred and Ninety Baht)

divided into 4,658,339,319 shares  
(Four Billion Six Hundred Fifty Eight Million Three Hundred Thirty Nine  
Thousand Three Hundred and Nineteen shares)

with the par value of Baht 10 (Ten Baht) each,

categorized into

ordinary shares in the number of 3,958,720,199 shares  
(Three Billion Nine Hundred Fifty Eight Million Seven Hundred Twenty  
Thousand One Hundred and Ninety Nine shares)

preference shares in the number of 699,619,120 shares  
(Six Hundred Ninety Nine Million Six Hundred Nineteen Thousand One  
Hundred and Twenty shares)”.

Agenda 6 To consider and approve the allotment of the new ordinary shares pursuant to the increase of the authorized capital and to consider and approve the offering of the ordinary shares on a private placement basis at a price below the par value of the shares

Mr. Athueck Asvanund asked the Secretary of the Meeting to explain detail of the allotment of the new ordinary shares pursuant to the capital increase of the Company and the offering of the ordinary shares on a private placement basis to the Meeting.

The Secretary of the Meeting informed the Meeting that in order to be in line with the increase of the authorized capital in Agenda 4 above, the Shareholders Meeting should approve the allotment of 848,697,779 new ordinary shares at a par value of Baht 10 per share pursuant to the capital increase as follows:

- (1) 800,000,000 new ordinary shares will be offered to investors on a private placement basis in one or several tranches in accordance with the Notification of the Securities and Exchange Notification of the Securities and Exchange Commission No. Kor. Jor. 12/2543 (including any amendment thereof). The definite offer price shall be determined by using the book build process and such offer price may be below the par value of the shares.

However, in accordance with the provisions of the Public Limited Companies Act, in the case a public company intends to offer shares at a price below par value, the Company must specify the minimum offer price. The Board of Directors then resolved that such offer price shall in no case be less than Baht 3 per share; and

- (2) 29,586,620 new ordinary shares will be offered to IFC so that the Company would be able to comply with the provisions in the loan agreement it made with IFC; and
- (3) 19,111,159 new ordinary shares will be reserved for the exercise by the holders of the warrants of the Company under the 2004 ESOP as authorized by the resolution of the Extraordinary General Shareholders Meeting No. 2/2547; the Company has not yet issued and offered said warrants as this is pending consideration and approval of the Office of the SEC;

The allotment of shares pursuant to items (2) and (3) above is merely to replace the former resolution of the Extraordinary General Shareholders Meeting No. 2/2547, which was cancelled due to a legal technical reason, as informed in Agenda 2 above.

In addition, the Board of Directors asked the Shareholders Meeting to consider authorizing the Board of Directors and/or the President and/or any one of the authorized directors of the Company to have the power to take any action necessary and relevant to the issuance and offering of such shares in all respects as per details specified in the invitation to this Meeting.

Mr. Athueck Asvanund asked the Meeting to consider the matter as proposed.

The Meeting considered the matter and passed a resolution with the votes of 99.8248 percent of the total votes of the shareholders attending the Meeting and having the rights to vote, approving the allotment of the new ordinary shares on a private placement basis at a price below the par value of the shares as proposed in all respects as well as authorizing the Board of Directors and/or the President and/or any one of the authorized directors of the Company to have the power to take any action necessary and relevant to the issuance and offering of the shares mentioned in items (2) and (3) above in all respects.

Agenda 7 To consider and approve the entering into of a Connected Transaction which may occur if Charoen Pokphand Group Company Limited and its Report Declare Group ("CP Group") are interested in subscribing to new shares to be offered on a private placement basis

Mr. Athueck Asvanund asked the Secretary of the Meeting to explain detail on the entering into of a Connected Transaction which may occur if Charoen Pokphand Group Company Limited and its Report Declare Group ("CP Group") are interested in subscribing to new shares to be offered on a private placement basis to the Meeting.

The Secretary of the Meeting informed the Meeting that as a consequence of Agenda 6 above, in order for the Company to raise funds, the Company may offer new shares on a private placement basis to CP Group, and as a result said transaction is regarded as a Connected Transaction pursuant to the relevant Notification of the Stock Exchange of Thailand and requires the approval of the Shareholders Meeting with the votes of not less than three-fourths of the total votes of the shareholders attending the Meeting and having the rights to vote by which CP Group, holding in aggregate of 1,426,903,140 shares in the Company (as of 3 September 2004) and attending the Meeting, will have no rights to vote on such agenda. Other details are in accordance with the invitation to this Meeting.

Mr. Athueck Asvanund asked the Meeting to consider the matter.

The Meeting considered the matter and passed a resolution with the votes of 99.9931 percent of the total votes of the shareholders attending the Meeting and having the rights to vote, which were more than three-fourths of the total votes of the shareholders attending the Meeting and having the rights to vote, approving the entering into of a Connected Transaction as proposed in all respects.

Agenda 8 To consider and approve the entering into of a Connected Transaction which may occur if Kreditanstalt fur Wiederaufbau ("KfW") is interested in subscribing to new shares to be offered on a private placement basis

Mr. Athueck Asvanund asked the Secretary of the Meeting to explain detail on the entering into of a Connected Transaction which may occur if Kreditanstalt fur Wiederaufbau ("KfW") is interested in subscribing to new shares to be offered on a private placement basis to the Meeting.

The Secretary of the Meeting informed the Meeting that in order for the company to raise funds, the Company may offer new shares to CP Groups as mentioned in Agenda 7 and may offer new shares on a private placement basis to Kreditanstalt fur Wiederaufbau ("KfW"), and as a result said transaction is regarded as a Connected Transaction pursuant to the relevant Notification of the Stock Exchange of Thailand. The said transaction requires an approval of the Shareholders Meeting with the votes of not less than three-fourths of the total votes of the shareholders attending the Meeting and having the rights to vote by which KfW holding in aggregate of 341,619,605 shares in the Company (as of 3 September 2004) and

attending the Meeting will have no rights to vote on such agenda. Other details are in accordance with the invitation to this Meeting.

Mr. Athueck Asvanund asked the Meeting to consider the matter.

The Meeting considered the matter and passed a resolution with the votes of 99.9976 percent of the total votes of the shareholders attending the Meeting and having the rights to vote, which were more than three-fourths of the total votes of the shareholders attending the Meeting and having the rights to vote, approving the entering into of a Connected Transaction as proposed in all respects.

Agenda 9 To consider and approve the entering into of a Connected Transaction between the Company and a Major Shareholder in relation to the Provision of Financial Support to TA Orange Company Limited

Mr. Athueck Asvanund asked the Secretary of the Meeting to explain detail on the entering into of a Connected Transaction between the Company and a Major Shareholder in relation to the Provision of Financial Support to TA Orange Company Limited to the Meeting.

The Secretary of the Meeting informed the Meeting that in reference is made to the resolution of the 2004 Annual General Shareholders Meeting of the Company approving the entering into of an agreement to purchase 819 million shares in the share capital of Bangkok Inter Teletech Company Limited ("BITCO") (which in turn holds shares in TA Orange Company Limited ("TAO")) from the Orange Group after the completion of the TAO refinancing. In order to complete such refinancing, it is therefore necessary for the Company and Charoen Pokphand Group Company Limited ("CPG") to undertake the provision of financial support to TAO pursuant to the terms of a Sponsor Support Agreement to be entered into with the TAO creditors at the time of the refinancing.

Currently, Orange S.A. and CPG are the Sponsors under the existing Sponsor Support Deed. Pursuant to the terms of the new Sponsor Support Agreement whereby the Company and CPG shall act as Sponsors, the provision of financial support shall be made upon the occurrence of the 2 following events:

- (1) In the case of regulatory sponsor support to governmental authorities arising out of the mobile phone concession: the financial support will be made when TAO experiences cash shortfalls for its normal operations because of payments required to be made to governmental authorities or in case additional expenses related to the conversion of the TAO mobile phone concession have arisen.

- (2) In the case of general cash deficiency sponsor support: where the cash flows of the TAO are insufficient for its normal operations or debt repayments pursuant to the terms of the financial documents with its lenders.

The responsibility under the Sponsor Support Agreement between the Company and CPG shall not be in proportion to each of their respective shareholding percentage in BITCO as per details submitted together with the invitation to this Meeting.

Therefore, to allocate financial support responsibility between the Company and CPG to TAO in proportion to their respective shareholding in BITCO as well as to specify the mechanism to reimburse financial support between them in the event financial support provided by either of them to BITCO/TAO is in excess of their respective shareholding in BITCO, the Company and CPG are desirous to enter into a Memorandum of Agreement. As a result, the entering into of the Memorandum of Agreement is regarded as a Connected Transaction which requires the approval of the Shareholders Meeting with the votes of not less than three-fourths of the total votes of the shareholders attending the Meeting and having the rights to vote by which CP Group holding in aggregate of 1,426,903,140 shares in the Company and attending the Meeting will have no rights to vote on this agenda.

In this regard, the Board of Directors has considered the matter and is of the opinion that the entering into of this transaction is reasonable and would create maximum benefit to the Company. If the Company successfully completes the debt refinancing of TAO, the Company can then have full management and control over TAO which will create more flexibility and result in the businesses of the group becoming a full service business, and in turn expedite the growth of the Company in accordance with the objectives set out in the 2004 Annual General Shareholders Meeting which approved the purchase of BITCO shares from the Orange Group. In addition, the entering into of said Memorandum of Agreement is also to reflect fair and equitable treatment between the parties by providing that any financial support to BITCO/TAO shall be in proportion to each of their respective shareholding percentage in BITCO.

The Board of Directors then proposed the Shareholders Meeting to consider and approve the entering into of such transaction as well as to authorize the Board of Directors and/or the President and/or any one of the authorized directors of the Company to take any action necessary and incidental to the Memorandum of Agreement with CPG in all respects.

In this regard, the Company will enter into an additional adjustment of an share purchase agreement with Orange S.A. Company, Personal Communications Services Company Limited and Wirefree Services Belgium S.A. Company (collectively known as ("Orange Group") under which the Company shall have the right to assign its right to purchase shares of Bangkok Inter Teletech Company Limited shares to K.I.N. (Thailand) Company Limited (located in British Vergin Island), which is the Company's subsidiary. The Company indirectly holds 99.99% shares in K.I.N (Thailand) Company Limited through the Telecom Holding Company Limited.

Mr. Athueck Asvanund asked the Shareholders Meeting to consider and approve the entering of such transaction with CPG as well as to authorize and acknowledge the transfer of the right to purchase the shares to K.I.N. (Thailand) Company Limited as proposed

The Meeting considered the matter and passed a resolution with the votes of 99.8401 percent of the total votes of the shareholders attending the Meeting and having the rights to vote, which were more than three-fourths of the total votes of the shareholders attending the Meeting and having the rights to vote, approving the entering into of a Connected Transaction as well as the authorization as proposed in all respects and acknowledging said transfer of the rights to purchase the shares.

Agenda 10 Others

There being no further business, the Chairman declared the Meeting closed at 3.20 p.m.

(Signature)  
(Mr. Athueck Asvanund)

(Signature)  
(Ms. Kulkanist Khamsirivatchara)  
Minutes Keeper

Certified true copy

(Signature)  
(Mr. Athueck Asvanund)

(Signature)  
(Mr. Vichaow Rakphongphairoj)

Director

**Proxy**

Please be informed that if you wish to appoint any person to attend and vote on your behalf at the Annual General Shareholders Meeting for the year 2005 (“AGM”), kindly **select only one** from the two types of proxy forms attached to the Notice of the AGM and duly complete said proxy form and deliver the same to the Chairman of the Meeting and/or person entrusted by the Chairman prior to attending to the Meeting.

หนังสือมอบฉันทะ  
PROXY

เขียนที่.....

Written at

วันที่.....

เดือน.....

พ.ศ.....

Date

Month

Year

ข้าพเจ้า.....

สัญชาติ.....

I/We

nationality

อยู่บ้านเลขที่.....

ถนน.....

ตำบล/แขวง.....

reside at

Road

Sub-District

อำเภอ/เขต.....

จังหวัด.....

รหัสไปรษณีย์.....

District

Province

Postal Code

เป็นผู้ถือหุ้นของบริษัท

ทรู คอร์ปอเรชั่น จำกัด (มหาชน)

being a shareholder of

True Corporation Public Company Limited

จำนวนหุ้น.....

หุ้น

holding altogether

shares.

ขอมอบฉันทะให้.....

อายุ.....

ปี อยู่บ้านเลขที่.....

Hereby appoint

age

years, resides at

ถนน.....

ตำบล/แขวง.....

อำเภอ/เขต.....

จังหวัด.....

รหัสไปรษณีย์.....

Road

Sub-District

District

Province

Postal Code

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2548

to be my/our proxy to attend and vote on my/our behalf at the Annual General Shareholders Meeting for the Year 2005

ในวันที่ 7 เมษายน 2548

เวลา

14.00

น.

on 7 April 2005

at

2.00

p.m.

ณ ห้องประชุมชั้น 21 อาคาร ทรู ทาวเวอร์ เลขที่ 18 ถนนรัชดาภิเษก แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

at The Auditorium Room, 21<sup>st</sup> Floor True Tower, No. 18 Ratchadaphisek Road, Huai Kwang Sub-District, Huai Kwang District, Bangkok Metropolis or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves.

ลงชื่อ/Signed.....

ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed.....

ผู้รับมอบฉันทะ/Proxy

(.....)

## หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ถือ หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ถือไว้ก็ได้ โดยให้ระบุคะแนนเสียงที่มอบฉันทะไว้ให้ชัดเจน

The shareholder may grant all or a portion of the shares to the proxy by clearly specifying the number of votes granted.

3. การออกเสียงลงคะแนนสามารถแยกออกเสียงได้ คือ เห็นด้วยบางส่วนก็เสียง ไม่เห็นด้วยบางส่วนก็เสียง หรืองดออกเสียงก็เสียง

When casting votes, a shareholder may split votes by specifying the number of concurring votes, objecting votes or abstaining votes.

หนังสือมอบฉันทะ  
PROXY

เขียนที่.....  
Written at  
วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....  
I/We nationality  
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....  
reside at Road Sub-District  
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท **ทรู คอร์ปอเรชั่น จำกัด (มหาชน)**  
being a shareholder of **True Corporation Public Company Limited**  
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้  
holding the total amount of shares and have the rights to vote equal to votes as follows:  
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
ordinary share shares and have the rights to vote equal to votes  
หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ .....อายุ.....ปี  
Hereby appoint age years,  
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....  
reside at Road Sub-District  
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
District Province Postal Code

หรือ กรรมการอิสระตามรายชื่อต่อไปนี้  
or the following Independent Director

..... นายวิทยา เวชชาชีวะ.....อายุ.....68.....ปี  
Mr. Vitthya Vejjajiva age 68 years,  
อยู่บ้านเลขที่.....27/2 ถนน.....สุขุมวิท 33 ตำบล/แขวง.....คลองตันเหนือ  
reside at 27/2 Road Sukhumvit 33 Sub-District Klong Ton Nua  
อำเภอ/เขต.....วัฒนา จังหวัด.....กรุงเทพมหานคร รหัสไปรษณีย์.....10110  
District Wattana Province Bangkok Postal Code 10110

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2548  
to be my/our proxy to attend and vote on my/our behalf at the Annual General Shareholders Meeting for the Year 2005

ในวันที่ 7 เมษายน 2548 เวลา 14.00 น.  
on 7 April 2005 at 2.00 p.m.

ณ ห้องประชุมชั้น 21 อาคาร ทรู ทาวเวอร์ เลขที่ 18 ถนนรัชดาภิเษก แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปใน  
วัน เวลา และสถานที่อื่น  
at The Auditorium Room, 21<sup>st</sup> Floor True Tower No. 18 Ratchadaphisek Road, Huai Kwang Sub-District, Huai Kwang District, Bangkok Metropolis or any adjournment at any date, time and place thereof.

- (4) จำนวนคะแนนเสียงที่ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้  
The number of votes which I/we have granted to my/our proxy to attend this Meeting and therein as follows:

เท่ากับจำนวนหุ้นทั้งสิ้นที่ข้าพเจ้าถือและมีสิทธิออกเสียงลงคะแนนได้ตามข้อ (2)  
equal to all of the amount of shares held by me/us and have the rights to vote in accordance with Clause (2)

บางส่วน คือ  หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
a part of ordinary share shares and have the rights to vote votes

หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง  
preference share shares and have the rights to vote votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด.....เสียง  
in the total amount of votes

- (5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
In this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

() ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

() ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:

วาระที่	1	เรื่อง	พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 3/2547
Agenda Item 1	Subject	To consider and adopt Minutes of the Extraordinary General Shareholders Meeting No. 3/2547	
<input type="checkbox"/>	เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....
Approve	votes	Disapprove	votes
		<input type="checkbox"/>	งดออกเสียง .....
		Abstain	votes
วาระที่	2	เรื่อง	รับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2547
Agenda Item 2	Subject	To acknowledge results of business operation of the Company for the Year 2004	
<input type="checkbox"/>	เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....
Approve	votes	Disapprove	votes
		<input type="checkbox"/>	งดออกเสียง .....
		Abstain	votes
วาระที่	3	เรื่อง	พิจารณาอนุมัติงบดุลและบัญชีกำไรขาดทุนสำหรับรอบระยะเวลาบัญชีประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2547
Agenda Item 3	Subject	To consider and approve the Balance Sheet and Profit and Loss Statements for the Fiscal Year Ending 31 <sup>st</sup> December 2004	
<input type="checkbox"/>	เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....
Approve	votes	Disapprove	votes
		<input type="checkbox"/>	งดออกเสียง .....
		Abstain	votes
วาระที่	4	เรื่อง	พิจารณาการจ่ายเงินปันผลประจำปี 2547 และพิจารณาการจัดสรรกำไรสุทธิประจำปีเป็นทุนสำรอง
Agenda Item 4	Subject	To consider the payment of dividend for the year 2004 and consider the appropriation of annual net profit as reserve	
<input type="checkbox"/>	เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....
Approve	votes	Disapprove	votes
		<input type="checkbox"/>	งดออกเสียง .....
		Abstain	votes
วาระที่	5	เรื่อง	พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ และรับทราบคำตอบแทนกรรมการ

Agenda Item 5 Subject To consider the election of directors to replace the directors who retire by rotation and to acknowledge the directors' remuneration

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด.....เสียง  
Approve the appointment of all directors votes

เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้  
Approve the appointment of certain directors as follows:

1. ชื่อกรรมการ นายเคลาส์ ทุงเคอเลอร์  
Name of director Mr. Klaus Tuengeler

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  
Approve votes Disapprove votes  
งดออกเสียง ..... เสียง  
Abstain votes

2. ชื่อกรรมการ นายเคลาส์ สแตดเลอร์  
Name of director Mr. Claus Stadler

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  
Approve votes Disapprove votes  
งดออกเสียง ..... เสียง  
Abstain votes

3. ชื่อกรรมการ นายอันเดรียส คลอคเคอ  
Name of director Mr. Andreas Klocke

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  
Approve votes Disapprove votes  
งดออกเสียง ..... เสียง  
Abstain votes

4. ชื่อกรรมการ นายฮาราลด์ ลิงค์  
Name of director Mr. Harald Link

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  
Approve votes Disapprove votes  
งดออกเสียง ..... เสียง  
Abstain votes

5. ชื่อกรรมการ นายสุเมธ เจียรวนนท์  
Name of director Mr. Sumet Jiaravanon

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  
Approve votes Disapprove votes  
งดออกเสียง ..... เสียง  
Abstain votes

6. ชื่อกรรมการ นายเฉลียว สุวรรณกิติ  
Name of director Mr. Chaleo Souvannakitti

เห็นด้วย ..... เสียง  ไม่เห็นด้วย ..... เสียง  
Approve votes Disapprove votes  
งดออกเสียง ..... เสียง  
Abstain votes

7. ชื่อกรรมการ ดร. อาจวี เตาลานนท์  
Name of director Dr. Ajva Taulananda



- หมายเหตุ
1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
  2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) หรือจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ก็ได้
  3. ผู้รับมอบฉันทะสามารถแยกลงคะแนนเสียงได้ ทั้งนี้หากข้อความที่ระบุมีจำนวนเกินกว่าที่ระบุไว้ข้างต้นก็สามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ
  4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการบางราย
  5. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดก็ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (6)

- Notes:
1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
  2. The shareholder may grant all of the shares specified in Clause (2) or grant only a portion of the shares less than those specified in Clause (2) to the proxy.
  3. The proxy may split votes. In this regard, if the content is too long, it can be specified in the attached allonge of the proxy form.
  4. For Agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
  5. If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting, he/she may make the statement or provide evidence by specifying in Clause (6).

ใบประจำต่อแบบหนังสือมอบฉันทะ  
Allonge of Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท **ทรู คอร์ปอเรชั่น จำกัด (มหาชน)**  
The appointment of proxy by the shareholder of **True Corporation Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2548  
At the Annual General Shareholders Meeting for the Year 2005

ในวันที่ 7 เมษายน 2548 เวลา 14.00 น. ณ ห้องประชุมชั้น 21 อาคาร ทรู ทาวเวอร์ เลขที่ 18 ถนนรัชดาภิเษก  
แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร  
to be held on 7 April 2005 time 2.00 p.m. at The Auditorium Room, 21<sup>st</sup> Floor True Tower No. 18  
Ratchadaphisek Road, Huai Kwang Sub-District, Huai Kwang  
District, Bangkok Metropolis.

หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่น  
or any adjournment at any date, time and place thereof.

วาระที่.....	เรื่อง.....				
Agenda	Subject				
<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes
วาระที่.....	เรื่อง.....				
Agenda	Subject				
<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes
วาระที่.....	เรื่อง.....				
Agenda	Subject				
<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes
วาระที่.....	เรื่อง.....				
Agenda	Subject				
<input type="checkbox"/> เห็นด้วย .....	เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....	เสียง	<input type="checkbox"/> งดออกเสียง .....	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I hereby certify that the content contained in the allonge of proxy form is completely correct and true in all respects.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor

(.....)

วันที่ ..... / ..... / .....

Date

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

วันที่ ..... / ..... / .....

Date