

(TRANSLATION)

**True Corporation Public Company Limited**  
**Minutes of the Annual General Meeting of the Shareholders For the Year 2008**  
**Held on 29<sup>th</sup> April 2008, at 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**

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Since the Chairman of the Board was unable to attend the Meeting, Dr. Ajva Taulananda, Vice Chairman, therefore acted as the Chairman of the Meeting.

The Chairman thanked the shareholders for their attendance at the Annual General Meeting of the Shareholders for the Year 2008, and notified the Meeting that there were a total of 502 shareholders attending the Meeting in person and by proxy holding an aggregate of 2,759,315,051 shares, representing 61.27 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 Annual General Meeting of the Shareholders for the Year 2008 opened, and the Secretary of the Meeting introduced Directors, senior executives, auditor, financial advisor and vote-counting inspector of the Company who were present at the Meeting as follows:

Directors and Senior Executives :

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|-----|---------------|---------------|---|
| 1.  | Mr. Narong    | Srisa-an      | Independent Director and<br>Chairman of the Corporate Governance Committee  |
| 2.  | Mr. Vitthya   | Vejjajiva     | Independent Director and<br>Chairman of the Audit Committee                 |
| 3.  | Dr. Kosol     | Petchsuwan    | Independent Director and<br>Member of the Audit Committee                   |
| 4.  | Mr. Joti      | Bhokavanij    | Independent Director and<br>Member of the Audit Committee                   |
| 5.  | Dr. Ajva      | Taulananda    | Vice Chairman and<br>Chairman of the Finance Committee                      |
| 6.  | Mr. Athueck   | Asvanund      | Vice Chairman and Group General Counsel                                     |
| 7.  | Mr. Umroong   | Sanphasitvong | Director and Representative of the Compensation and<br>Nominating Committee |
| 8.  | Mr. Jens B.   | Bessai        | Director  |
| 9.  | Mr. Suphachai | Chearavanont  | Director, President and Chief Executive Officer                             |
| 10. | Mr. Noppadol  | Dej-Udom      | Chief Financial Officer   |

Auditor : Mrs. Nattaporn Phan-Udom  
PricewaterhouseCoopers ABAS Limited

Financial Advisor : Mr. Natthapatt Tanboon-ek  
Trinity Securities Company Limited

Vote-counting Inspector : Ms. Araya Intang  
Siam Premier International Law Office Limited

Then, the Chairman requested the Secretary of the Meeting to explain the voting method to the Meeting.

The Secretary of the Meeting informed to the Meeting that the voting manual had been distributed to shareholders and proxies and she would briefly explain the voting method to shareholders and proxies in compliance with the Good Corporate Governance Principle. The Chairman would ask for any objection in every agenda item, 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 office collected such ballot for vote counting except in the proxy case that the grantor specified the voting in the proxy, the Company would count the voting according to such proxy. For those who neither object to nor abstain on the vote, it would be deemed that they approved the matter.

The Chairman then proposed the Meeting to consider the matters according to the agenda as follows:

**Agenda Item 1**      **To consider and adopt the Minutes of the Extraordinary General Meeting of the Shareholders No. 1/2550**

The Chairman requested the Meeting to consider the adoption of the Minutes of the Extraordinary General Meeting of the Shareholders No. 1/2550 held on 16<sup>th</sup> July 2007, which has been posted on the Company's website ([www.truecorp.co.th](http://www.truecorp.co.th)) since 4<sup>th</sup> September 2007 and there was no proposal for the amendment. The details were as appeared in the documents attached to the invitation to this Meeting, which had already been distributed to all shareholders.

The Meeting considered the matter and passed a resolution with the majority votes of 2,738,670,754 votes equivalent to 100.00 percent of the total votes of the shareholders attending the Meeting and voting, adopted the Minutes of the Extraordinary General Meeting of the Shareholders No. 1/2550 as proposed (with objection with 800 votes equivalent to 0.00 percent of the total votes of the Shareholders attending the Meeting and voting and abstention with 80,155,903 votes).

The Chairman then invited Mr. Suphachai Chearavanont, Chief Executive Officer, to report the Company's results of business operation for the Year 2007.

**Agenda Item 2**      **To acknowledge the report on the results of business operation of the Company for the Year 2007**

Mr. Suphachai Chearavanont, Chief Executive Officer, presented the report of the results of business operation of the Company for the Year 2007 to the Meeting, details were as appeared in the Company's annual report, which had already been distributed to all shareholders.

The Meeting acknowledged the report on the results of business operation of the Company for the Year 2007.

**Agenda Item 3**      **To consider and approve the Balance Sheet and the Profit and Loss Statements for the fiscal year ending 31<sup>st</sup> December 2007**

The Chairman requested the Secretary of the Meeting to explain detail of the Balance Sheet and the Profit and Loss Statements of the Company for the fiscal year ending 31<sup>st</sup> December 2007 to the Meeting.

The Secretary of the Meeting explained to the Meeting about detail of the Balance Sheet and the Profit and Loss Statements of the Company for the fiscal year ending 31<sup>st</sup> December 2007, as appeared in the copy of the Balance Sheet and the Profit and Loss Statements, which had already been distributed to all Shareholders, and can be summarized as follows:

Total Assets	124,718 Million Baht
Total Liabilities	112,762 Million Baht
Total Revenues	61,641 Million Baht
Net Profit	1,697 Million Baht

A Shareholder enquired about total amount of accounts receivable under the notes to the consolidated and company financial statements No. 10 stating that “As at 31 December 2007, trade accounts receivable in the consolidated and Company balance sheets included the unbilled receivable from TOT outstanding since 1 January 2006, amounting to Baht 289.90 million (2006: Baht 165.47 million). The receivable from international call revenue sharing is for the Company’s customers making calls through CAT’s network, for which the Company receives revenue sharing from CAT through TOT. The Company has accounted for the international call revenue sharing from TOT based on the contractual terms as stipulated in the concession agreement. During 2004, CAT announced to a reduction of the rate of revenue sharing that CAT pays to TOT therefore, TOT has remitted the sharing to the Company based on the reduced rates as determined by CAT. The Company sent TOT a letter of dissension in respect of the reduced rates as proposed by CAT. The Company’s external legal counsel is of the opinion that the Company is entitled to receive the service rates in accordance with the concession agreement. In addition, the Company’s management believes that the amount is recoverable”. The Shareholder asked about the reason that the Company did not invoice TOT as the Company believed that the Company would be paid

such amount and recognized the amount as accounts receivable so that it can be evidence for legal proceeding.

Mr. Noppadol Dej-Udom, Chief Financial Officer, replied that the Company had already sent the invoice to TOT and filed the case with the Thai Arbitration Institute.

A Shareholder enquired about the efficiency of the accounts receivable management. Although the financial statements show that they were improved overall, they show a significant increase of the accounts receivable. The overdue amounts approximately increased by 33% and 30% for more than 12 months, and less than 3 months respectively and the overdue by 6-12 months decreased by 4%. However, the overall accounts receivable were improved because 83% of the accounts receivable are undue.

Mr. Noppadol Dej-Udom clarified that although the overall results were improved, the accounts receivable overdue more than 12 months increased due to problems with cash flow and the slowdown of the customers' businesses. However, the Company was not comfortable and was improving management of accounts receivable including the process of debt collection.

The Shareholder asked about the notes to the consolidated and company financial statements No. 18 stating that "The Group did not recognize deferred income tax assets of Baht 6,582.52 million in respect of tax losses carried forward approximately Baht 21,941.74 million which are expired in 2007-2011" whether it means that the Management expect that the Company would not make any profits to be used for tax benefit for the next 5 years because the Company did not recognize as assets in the financial statements. The Shareholders suggested that the Company should recognize such amount for the tax benefit of Baht 6,582 million.

Mr. Noppadol Dej-Udom explained that the Company was aware of this issue and has recognized some deferred income tax in the last year as well as partly utilized tax benefit when the Company started to make profits. The Company has proceeded as suggested by the Shareholder. However, the Company did not recognize the whole amount as the recognition is made based on the amount of profit in the projection and the tax benefit in each year.

The Shareholder enquired about the notes to the consolidated and company financial statements No. 26 stating that dividend for the first eight years are set at the rate of 10% per annum, cumulative plus, as at 31 December 2007, the undeclared cumulative dividends were approximately Baht 5,426 million. The Shareholder asked whether such amount would be paid in any event or in case that the Company is profitable or declare the dividend payment. However, the balance sheet indicated that the Company had accumulated loss of Baht 42,589.5 million. Even if when the Company becomes profitable, the dividend can be paid after there is none of the accumulated loss and reserve appropriation has been made according to the law. The Shareholder enquired how the Company would manage this because even if the operation results for the Year 2007 improved, it was partly because of the appreciation in Thai Baht against US Dollar. Moreover, the Shareholder thanked Management for listening to the Shareholder's suggestion to improve the depreciation method to better reflect the useful life of assets.

Mr. Noppadol Dej-Udom clarified that Kreditanstalt fuer Wiederaufbau (“KfW”), a German Bank, assisted the Company in debt-restructuring in Year 2000. KfW purchased the Company’s preferred shares in the amount of approximately Baht 5,400 million. The Shareholders holding preferred shares are entitled to receive dividend before Shareholders holding ordinary shares. Moreover, those preferred shares are entitled to be converted to ordinary shares. Preferred shares are not the debt of the Company. However, with preferred shares, the Company is under condition to pay dividends to the Shareholders holding preferred shares before the Shareholders holding ordinary shares.

The Shareholder enquired if the Company would consider reducing the authorized capital to eliminate the accumulated losses so that the Company can pay dividends. Mr. Suphachai Chearavanont clarified that the matter which was under review has to be in accordance with the accounting principles; and the dividend payment also depends on the free cash flow.

The Chairman then proposed the Meeting to consider approving the Company's Balance Sheet and the Profit and Loss Statements for the fiscal year ending 31<sup>st</sup> December 2007.

The Meeting considered the matter and passed a resolution with the majority votes of 2,717,109,684 votes equivalent to 100 percent of the total votes of the shareholders attending the Meeting and voting, approved the Company's Balance Sheet and the Profit and Loss Statements for the fiscal year ending 31<sup>st</sup> December 2007 as proposed in all respects (objection with 800 votes equivalent to 0.00 percent of the total votes of the shareholders attending the Meeting and voting and abstention with 113,092,111 votes).

**Agenda Item 4**      **To consider and approve the payment of dividends and the profit appropriation as a legal reserve from the 2007 annual results**

The Chairman requested the Secretary of the Meeting to explain detail of the dividend payment for the Year 2007 and the appropriation of annual net profit as a legal reserve to the Meeting.

The Secretary of the Meeting informed the Meeting that the Company still has accumulated loss, which under the law, the Company could not pay a dividend. Therefore, the Board of Directors is of the opinion to propose the Meeting not to pay a dividend and not to appropriate the net profit from the Year 2007 operating results as a legal reserve.

The Chairman proposed the Meeting to consider approving not to pay dividend for the Year 2007 and not to appropriate annual net profit as a legal reserve.

The Meeting considered the matter and passed a resolution with the majority votes of 2,750,091,071 votes equivalent to 100.00 percent of the total votes of the shareholders attending the Meeting and voting, approved not to pay dividend for the Year 2007 and not to appropriate the net profit from the Year 2007 operating results as a legal reserve as proposed

(objection with 33,200 votes equivalent to 0.00 percent of the total votes of the shareholders attending the Meeting and voting and abstention with 80,155,903 votes).

**Agenda Item 5**      **To consider the election of directors to replace the directors who retire by rotation**

The Chairman requested the Secretary of the Meeting to explain detail of the election of directors to replace the directors who retire by rotation to the Meeting.

The Secretary of the Meeting informed the Meeting that in order to comply with the law and the Company's Articles of Association, one-third of the directors who had been in the position the longest had to retire by rotation. In the Annual General Meeting of the Shareholders for the Year 2008, there were six directors who retired by rotation, namely:

1. Mr. Sumet      Jiaravanon
2. Dr. Ajva      Taulananda
3. Mr. Chaleo      Souvannakitti
4. Mr. Jens B.      Bessai
5. Mr. Harald      Link              and
6. Dr. Lee G.      Lam

The Secretary of the Meeting further informed that the directors who retire by rotation are able to be re-elected to resume their positions on the Board of Directors for another term. The Company provides opportunities for the minority shareholders to propose director nominees. For this meeting, there was not any persons proposed by the minority shareholders to be elected and Dr. Lee G. Lam intended not to be re-elected as he decided to fully concentrate with his management for MacQuarie Investment Bank-Asia Pacific. Therefore, the Compensation and Nominating Committee has nominated and proposed Mr. Narong Chearavanont for a replacement of Dr. Lee G. Lam. The Board of Directors concurred with the Compensation and Nominating Committee's proposal and passed the resolution that the re-election of the above retired directors to resume their positions on the Board of Directors for another term and appointment of Mr. Narong Chearavanont to be a director as a replacement for Dr. Lee G. Lam should be proposed to shareholders for approval.

The Meeting considered the matter and passed a resolution with the majority votes of the total votes of the shareholders attending the Meeting and voting, approved that the aforementioned directors (except Dr. Lee G. Lam) be re-elected to resume their positions in the Board of Directors for another term and Mr. Narong Chearavanont be elected as a director as a replacement for Dr. Lee G. Lam with the following votes:

1. Mr. Sumet      Jiaravanon  
The Meeting passed a resolution with the majority votes of 2,567,151,492 votes equivalent to 93.37 percent of the total votes of the shareholders attending the Meeting and voting, approved that the aforesaid director be re-elected to resume his position in the Board of Directors for another term (objection with 182,400,107 votes equivalent to 6.63 percent of the total votes

of the shareholders attending the Meeting and voting and abstention with 80,737,603 votes).

2. Dr. Ajva Taulananda

The Meeting passed a resolution with the majority votes of 2,745,025,299 votes equivalent to 99.82 percent of the total votes of the shareholders attending the Meeting and voting, approved that the aforesaid director be re-elected to resume his position in the Board of Directors for another term (objection with 5,062,800 votes equivalent to 0.18 percent of the total votes of the shareholders attending the Meeting and voting and abstention with 80,201,103 votes).

3. Mr. Chaleo Souvannakitti

The Meeting passed a resolution with the majority votes of 2,744,891,345 votes equivalent to 99.81 percent of the total votes of the shareholders attending the Meeting and voting, approved that the aforesaid director be re-elected to resume his position in the Board of Directors for another term (objection with 5,196,754 votes equivalent to 0.19 percent of the total votes of the shareholders attending the Meeting and voting and abstention with 80,201,103 votes).

4. Mr. Jens B. Bessai

The Meeting passed a resolution with the majority votes of 2,738,491,499 votes equivalent to 99.58 percent of the total votes of the shareholders attending the Meeting and voting, approved that the aforesaid director be re-elected to resume his position in the Board of Directors for another term (objection with 11,596,600 votes equivalent to 0.42 percent of the total votes of the shareholders attending the Meeting and voting and abstention with 80,201,103 votes).

5. Mr. Harald Link

The Meeting passed a resolution with the majority votes of 2,571,225,007 votes equivalent to 93.51 percent of the total votes of the shareholders attending the Meeting and voting, approved that the aforesaid director be re-elected to resume his position in the Board of Directors for another term (objection with 178,371,707 votes equivalent to 6.49 percent of the total votes of the shareholders attending the Meeting and voting and abstention with 80,697,603 votes).

6. Mr. Narong Chearavanont

The Meeting passed a resolution with the majority votes of 2,750,093,214 votes equivalent to 100 percent of the total votes of the shareholders attending the Meeting and voting, approved that the aforesaid director be elected as a director (objection with 40,000 votes equivalent to 0.00 percent of the total votes of the shareholders attending the Meeting and voting and abstention with 80,161,103 votes).

**Agenda Item 6**      **To consider and approve the directors' remuneration**

The Chairman requested the Secretary of the Meeting to explain detail of the directors' remuneration to the Meeting.

The Secretary of the Meeting informed the Meeting that the directors' remuneration remains in the same rate as approved by the Annual General Meetings of the Shareholders for the Year 2007, which was unchanged since the Year 2002. The details are as appeared in the invitation. According to the Law, Shareholder Meeting's resolution is not required if the Board of Directors do not propose for adjustment of the directors' remuneration. However, in accordance with Good Corporate Governance Principles, the Board of Directors with an approval of the Compensation and Nominating Committee is of the opinion that the following remuneration of directors should be proposed to the Shareholders for approval.

Directors of the Board receive remuneration on a monthly basis, details are as follows:

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 directors being the Company's employee receive the director's remuneration in addition to his salary as employee.

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

Independent Director who is also the Chairman of one of the Committees receives Baht 300,000 per month.

Independent Director who is also a member of one of the Committees receive Baht 200,000 per month whereby the remuneration of the Independent Directors who are not members of any Committee and directors who are not the Independent Directors remain the same.

The Chairman proposed the Meeting to consider approving the directors' remuneration provided that the directors who are the shareholders and attend the Meeting have not the rights to vote in favor of themselves.

The Meeting considered the matter and passed a resolution with the votes of 2,750,070,613 votes equivalent to 97.17 percent of the total votes of the shareholders attending the Meeting, which were more than two-thirds of the total votes of shareholders attending the Meeting approved the directors' remuneration as proposed (objection with 30,800 votes equivalent to 0.00 percent and abstention with 80,183,003 votes equivalent to 2.83 percent of the total votes of the shareholders attending the Meeting).

**Agenda Item 7**      **To consider the appointment of the Company's auditor and determination of the auditor's remuneration for the Year 2008**

The Chairman requested the Secretary of the Meeting to explain the detail of the appointment of the Company's auditor and the fixing of the auditor's remuneration for the Year 2008 to the Meeting.

The Secretary of the Meeting informed the Meeting that the auditors of PricewaterhouseCoopers ABAS Limited had been providing the auditing services since the Year 2000, and there was no reason justifying any change of the auditor. Therefore, the Board of Directors had passed a resolution to propose the Meeting to appoint the auditors from PricewaterhouseCoopers ABAS Limited, namely Mrs. Nattaporn Phan-Udom, Certified Public Accountant No. 3430 and/or Mr. Pisit Thangtanagul, Certified Public Accountant No. 4095 and/or Mr. Boonmee Ngotngamwong, Certified Public Accountant No. 3673 and/or Mrs. Anothai Leekitwattana, Certified Public Accountant No. 3442, as the Company's auditor for the Year 2008, 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 was authorized to appoint other Certified Public Accountants of PricewaterhouseCoopers ABAS Limited to carry out the work. Its remuneration for the Year 2008 in total of Baht 6.10 Million was fixed; in this regard, the Board of Directors requested the Meeting to authorize the Board of Directors to have power to determine the remuneration for additional auditing work on a case-by-case basis, should there be additional work.

The Secretary of the Meeting further informed the Meeting that PricewaterhouseCoopers ABAS Limited and its auditors did not have any relationship or conflicts of interests with the Company, its subsidiaries, executives, major shareholders or related persons which could effect their independence.

The Chairman proposed the Meeting to consider approving the appointment of the Company's auditor and the fixing of the auditor's remuneration for the Year 2008.

The Meeting considered the matter and passed a resolution with the majority votes of 2,750,106,113 votes equivalent to 100 percent of the total votes of the shareholders attending the Meeting and voting, approved the appointment of the auditor and the fixing of its remuneration as proposed in all respects and authorized the Board of Directors to have power to determine the remuneration for additional auditing work on a case-by-case basis, should there be additional work (objection with 30,000 votes equivalent to 0.00 percent of the total votes of the shareholders attending the Meeting and voting and abstention with 80,158,303 votes).

**Agenda Item 8**      **To consider and approve the extension of term of the Thai Trust Fund Project for Foreign Investors investing in True shares**

The Chairman requested the Secretary of the Meeting to explain the detail to the Meeting.

The Secretary of the Meeting explained that the Company established Thai Trust Fund Project investing in the shares of True Corporation Public Company Limited (“Thai Trust Fund”) to support debt restructuring in the Year 2000, Thai Trust Fund has a maturity of 8 years and 3 months, from the date the Company issued preferred shares to Thai Trust Fund and Thai Trust Fund issued investment units to the unitholders, therefore, Thai Trust Fund will expire on 30 June 2008.

In order to maintain the proportion of the foreign shareholders, the Board of Directors is of the opinion that the extension of term of the Thai Trust Fund for another 8 years and 3 months from the expiry date should be proposed to the Shareholders for approval.

A Shareholder enquired whether the foreign unitholders of the Thai Trust Fund were willing to extend the term of Thai Trust Fund and enquired about the performance of Thai Trust Fund in the last eight years.

The Secretary of the Meeting explained that the foreign unitholders of the Thai Trust Fund were willing to extend the term of Thai Trust Fund and further clarified that Thai Trust Fund was not established with the purpose of making profits but holding shares for foreign shareholders only and is handled by Thai Trust Fund Management Company Limited, one of the Stock Exchange of Thailand’s subsidiaries.

The Chairman proposed the Meeting to consider approving the extension of term of the Thai Trust Fund Project for Foreign Investors investing in True shares.

The Meeting considered the matter and passed a resolution with the majority votes of 2,589,086,413 votes equivalent to 100 percent of the total votes of the shareholders attending the Meeting and voting, approved the extension of term of the Thai Trust Fund Project for Foreign Investors investing in True shares (objection with 57,100 votes equivalent to 0.00 percent of the total votes of the shareholders attending the Meeting and voting and abstention with 241,155,903 votes).

**Agenda Item 9**      **To consider and approve the acceptance of the proposal of Charoen Pokphand Holding Co., Ltd. (“CP”) in relation to the purchase of up to 6,000 million shares in BITCO from CP within 180 days from the date CP became the shares owner as specified in Clause 1 of CP’s proposal**

The Chairman requested the Secretary of the Meeting to explain the detail to the Meeting.

The Secretary of the Meeting explained that True Move Company Limited (“True Move”, an indirect subsidiary of the Company through Bangkok Inter Teletech Public Company Limited (“BITCO”)) expanded its network coverage to serve the business growth during the last 2-3 years. Therefore, True Move needed additional financial support in order to make a payment for the installed equipments in mid-December 2007, however, the Company’s cash flow was

insufficient. At that time the world's capital market started entering into the sub-prime crisis. True Move found that to obtain additional external loan within the time required would be inappropriately expensive in terms of potential interest rate that True Move might have to accept. As for the Company's fund raising, it would be also inappropriate as the Company's share price is low, moreover the dilution effect would incur to the existing shareholder. Therefore, CP, a subsidiary of the major shareholder of the Company, provided True Move a sponsor support under the Sponsor Support Agreement ("SSA"), which is the obligation with the creditors of True Move, in the amount of Baht 3,000 million by the subscription of BITCO's new ordinary shares in the amount of 6,000 million shares at Baht 0.50 per share on 13 December 2007. In this regard, such share price is the same as the price the Company made debt-to equity swap for BITCO.

In this regard, CP's objective is to fulfill the obligation to the creditors of True Move according to the SSA; CP does not have any intention to permanently hold these shares. Therefore, CP offered options to the Company to purchase the said amount of BITCO shares either in whole or in part, as specified in Clause 1 of the CP's Offer Summary, which is enclosed with this Invitation.

The acceptance of CP's offer to purchase BITCO shares is deemed as a Connected Transaction according to the Regulation of the Stock Exchange of Thailand. The Company must seek Shareholders' approval before entering into the transaction. In this regard, the Company appoints Trinity Securities Company Limited as a financial advisor to provide the opinion regarding the fairness and reasonableness of this transaction, which is sent to shareholders with this Invitation.

The Board concurs with the Independent Committee's recommendation and is of the opinion that this transaction is reasonable and beneficial to the Company as the Company could gain greater portion in high-valued assets, and could eliminate the shareholding structure which may cause conflicts of interest. The acceptance of CP's offer to purchase BITCO shares in the amount of not exceeding 6,000 million shares from CP within the period of 180 days at 0.53 Baht per share as detailed in Clause 1 of the CP's offer (Enclosure No. 7) should be proposed to the Shareholders for approval. Moreover, the Shareholders should be further requested to authorize the Board of Directors or the authorized directors of the Company or the person(s) entrusted by the Board of Directors or the authorized directors to have the power to take any action necessary and incidental to the purchase of BITCO shares in all respects.

The Chairman proposed the Meeting to consider approving the acceptance of the proposal of Charoen Pokphand Holding Co., Ltd. ("CP") in relation to the purchase of up to 6,000 million shares in BITCO from CP within 180 days from the date CP became the shares owner as specified in Clause 1 of CP's proposal and the authorization.

The Meeting considered the matter and passed a resolution with the votes of 1,285,057,043 votes equivalent to 86.88 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, excluding vote of the Shareholders who have conflict of interest, approved the acceptance of the proposal of

Charoen Pokphand Holding Co., Ltd. (“CP”) in relation to the purchase of up to 6,000 million shares in BITCO from CP within 180 days from the date CP became the shares owner as specified in Clause 1 of CP’s proposal and the aforementioned authorization (objection with 33,000,908 votes equivalent to 2.23 percent and abstention with 161,002,903 votes equivalent to 10.89 percent of the total votes of the shareholders attending the Meeting and having the rights to vote).

**Agenda Item 10**      **To consider and approve the extension request to CP for purchasing shares in BITCO from CP after the 180-day period but no later than 546 days and acceptance of the agreement with CP that CP shall have put option to sell all those shares to the Company after the 546<sup>th</sup> day onwards as specified in Clause 2 of CP’s offer**

The Chairman requested the Secretary of the Meeting to explain the detail to the Meeting.

The Secretary of the Meeting explained that in consequence of Agenda Item 9, if the Company wishes to have the option to purchase the BITCO shares, whether in whole or in part, from CP after the above 180-day period but no later than 546 days from the date CP becomes the owner of the BITCO shares, the Company must notify such intention to CP in writing prior to the end of the 180-day period from the date CP becomes the owner of the BITCO shares, provided that the Company agrees that CP shall have the option to sell all of the BITCO shares to the Company and the Company agrees to buy the BITCO shares from CP after the 546-day period at the prices under terms and conditions as specified in Clause 2 of CP’s offer. In this regard, if the Shareholders approve this Agenda Item, the Company would have fund raising alternatives in appropriate cost.

The transaction is deemed as a Connected Transaction according to the Regulation of the Stock Exchange of Thailand. The Company must seek Shareholders’ approval before entering into the transaction. In this regard, the Company appoints Trinity Securities Company Limited as a financial advisor to provide the opinion regarding the fairness and reasonableness of this transaction, which is sent to shareholders with this Invitation.

The Board concurs with the Independent Committee’s recommendation and is of the opinion that in order for the Company to have sufficient time for fund raising to purchase BITCO shares, the extension request to CP to extend the period to exercise the right to purchase BITCO shares from CP after the 180-day period but no later than 546 days and the acceptance of the offer that CP could sell all shares to the Company after the 546-day onward under terms and conditions as specified in Clause 2 of CP’s offer should be proposed to the Shareholders for approval. Moreover, the Shareholders should be further requested to authorize the Board of Directors or the authorized directors of the Company or the person(s) entrusted by the Board of Directors or the authorized directors to have the power to take any action necessary and incidental to the purchase of BITCO shares in respects.

A Shareholder enquired that whether BITCO is one of the Company's subsidiaries and why the Company needs to purchase BITCO shares from CP. Mr. Noppadol Dej-Udom explained that BITCO is the Company's subsidiary, holding shares in True Move Company Limited, a Mobile Operator. Before financial assistance according to the SSA, the Company held 98% of shares in BITCO and BITCO held 99% of shares in True Move; however, after the financial assistance of the SSA which CP purchased BITCO shares in the amount of Baht 3,000 million by the subscription of new ordinary shares in BITCO in the amount of 6,000 million shares, the proportion that Company holds BITCO shares reduces to 75%. After this transaction, the proportion that the Company holds BITCO shares would increase to 98% as earlier.

The Shareholder enquired whether currently the Company has a financial capacity to purchase BITCO shares from CP and why the Company needs the extension of time. Mr. Noppadol Dej-Udom answered that although the Company's financial status has improved but the cash flow was still insufficient. Thus, the Company needs to find sources of fund to buy back the shares. Nevertheless, Option 1 which CP offered to the Company six months ago was going to expire within 45 days. However, during the past 6 months the world's financial market has been very fluctuate, the Company attempted to find the source of fund i.e. loan, however, the cost is very high. CP intended to assist the Company, thus offers to extend the option for one year in order that once the financial market return to normal situation, the Company may find a loan in appropriate cost or may bring the cash from its operation to fund.

The Shareholder enquired if some of the Company's subsidiaries could be closed down in order to support the Company. Also, he proposed merging the Company's subsidiaries of similar businesses for the ability to compete with other companies in the same business. Mr. Noppadol Dej-Udom clarified that Treasury Department had assessed the Company's subsidiaries and found that there was insufficient cash. The other reason that the Company has many subsidiaries is about obtaining of government license for which each entity must pay the revenue sharing to the government agencies.

The Chairman proposed the Meeting to consider approving the extension request to CP for purchasing shares in BITCO from CP after the 180-day period but no later than 546 days and acceptance of the agreement with CP that CP shall have put option to sell all those shares to the Company after the 546<sup>th</sup> day onwards as specified in Clause 2 of CP's offer and the authorization.

The Meeting considered the matter and passed a resolution with the votes of 1,285,057,043 votes equivalent to 86.88 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, excluding vote of the Shareholders who have conflict of interest, approved the extension request to CP for purchasing shares in BITCO from CP after the 180-day period but no later than 546 days and acceptance of the agreement with CP that CP shall have put option to sell all those shares to the Company after the 546<sup>th</sup> day onwards as specified in Clause 2 of CP's offer and the aforementioned authorization (objection with 32,960,908 votes equivalent to 2.23 percent and

abstention with 161,042,903 votes equivalent to 10.89 percent of the total votes of the shareholders attending the Meeting and having the rights to vote).

**Agenda Item 11**      **To consider and approve the issuance and offering of the debentures**

The Chairman requested the Secretary of the Meeting to explain the detail to the Meeting.

The Secretary of the Meeting explained that in consequence of the Agenda Item 9 and 10, in order for the Company to have fund raising alternatives for purchasing BITCO shares from CP, it may be necessary for the Company to issue and offer the debentures as following details:

- Type : All types of debentures with or without registered name of holder(s), with or without security, with or without debentureholder's representative, depending on the market situation at the offering time
- Size : Up to Baht 20,000 million. The debentures may be offered at once or divided into a series of allotments
- Currency : Baht or other currency
- Coupon : Depending on the market situation at the offering time
- Maturity : Up to 20 years from the issuance date. The debentures may be redeemed prior to their maturity, pursuant to terms and conditions of the debentures
- Offering type : To offer to the public and/or specific investors and/or high-net-worth investors and/or institutional investors either domestically and/or internationally. The debentures may be offered at once or divided into a series of allotments
- Use of proceeds : The proceeds from this offering will be used 1) to purchase BITCO shares from CP 2) to partially repay the existing debt and 3) to partially fund the business operation

The Board of Directors or the authorized directors of the Company or the person(s) entrusted by the Board of Directors or the authorized directors is authorized to have the power to determine and amend details and other terms and conditions of the debenture such as issuance date, par value, offering price, coupon rate, coupon payment, redemption method, including, but not limited to the power to enter into or execute relevant agreements including application, arrange, prepare documents and other necessary evidence for the offering of the debenture and the registration of the debenture in Singapore Stock Exchange or any other secondary market, submission of application documents and evidence to any other authorities in relation to the offering of the debenture and the registration of the debenture in Singapore Stock Exchange or any other secondary market, and to appoint any substitute to perform the same.

The Chairman proposed the Meeting to consider approving the issuance and offering of the debentures and the aforementioned authorization.

The Meeting considered the matter and passed a resolution with the votes of 2,580,822,805 votes equivalent to 91.19 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, approved the issuance and offering of the debentures and the aforementioned authorization as proposed in all respects (objection with 33,001,708 votes equivalent to 1.17 percent and abstention with 216,475,103 votes equivalent to 7.65 percent of the total votes of the shareholders attending the Meeting and having the rights to vote).

**Agenda Item 12**      **To consider and approve the issuance and offering of the convertible debentures**

The Chairman requested the Secretary of the Meeting to explain the detail to the Meeting.

The Secretary of the Meeting explained that in consequence of the Agenda Item 9 and 10, in order for the Company to have fund raising alternatives for purchasing BITCO shares from CP, it may be necessary for the Company to issue and offer the convertible debentures as following details:

Type	:	Convertible debenture with or without registered name of holder(s), with or without security, with or without debentureholder's representative and with the right to the holder(s) to convert the debenture into common share
Offering	:	Offer to foreign investors in foreign currency or in Baht currency
Size	:	Up to Baht 4,000 million
Maturity	:	Up to 5 years after the issuance or perpetual with condition differing from the convertible debenture with 5-year maturity
Coupon	:	0%-5%
Put option	:	The convertible debenture may or may not have put option
Call option	:	The Company can redeem the debenture within 3 to 5 years after the issuance by conversion into common shares or by cash settlement or combination of both methods
Conversion period	:	From issuance date up to maturity date or any period that the Company may offer to the holder(s)
Conversion price	:	Not less than Baht 6.35 per share (the calculation is based on 110% of the volume weighted average of closing price for the last 15 trading days up to the last business day before the Board of Directors approves the offering. Such reference price is Baht 5.77 calculated up to 20 February 2008)

- End of conversion right : On the 5-year anniversary date from the issuance date or any day that the Company may offer to the holder(s)
- Number of common shares reserved for the conversion right : Not more than 630 million shares
- Possible dilution effect : In case the reserved common shares are completely converted the Company expects that:
- Price dilution effect may not occur because the Company can exercise the right to redeem the convertible debenture by cash. Otherwise, the price dilution effect would be minimal because the conversion price will not be less than the market price of common share at the issuance date of the convertible debenture
  - Control dilution effect will not be more than 12.27 %
- Secondary market : The Company will register the convertible debenture at Singapore Stock Exchange or any other secondary market
- Use of proceeds : The proceeds from this offering will be used to purchase BITCO shares from CP and partially for business operation

The Board of Directors or the authorized directors of the Company or the person(s) entrusted by the Board of Directors or the authorized directors is authorized to have the power to determine and amend details and other terms and conditions of the convertible debenture such as issuance date, par value, offering price, coupon rate, coupon payment, conversion ratio, conversion price, conversion period, redemption method, or reason for issuance of new common share to be reserved for the conversion right, including, but not limited to the power to enter into or execute relevant agreements including application, arrange, prepare documents and other necessary evidence for the offering of the convertible debenture and the registration of the convertible debenture in Singapore Stock Exchange or any other secondary market, submission of application documents and evidence to any other authorities in relation to the offering of the convertible debenture and the registration of the convertible debenture in Singapore Stock Exchange or any other secondary market, and to appoint any substitute to perform the same.

The Chairman proposed the Meeting to consider approving the issuance and offering of the convertible debentures and the aforementioned authorization.

The Meeting considered the matter and passed a resolution with the votes of 2,580,927,005 votes equivalent to 91.19 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, approved the issuance and offering of the convertible debentures and the aforementioned authorization as proposed in all respects (objection with 194,001,708 votes equivalent to 6.85 percent and abstention with

55,475,103 votes equivalent to 1.96 percent of the total votes of the shareholders attending the Meeting and having the rights to vote).

Thereafter, the Chairman invited Mr. Athueck Asvanund to conduct the Meeting in Agenda Item 13 to 17.

**Agenda Item 13**      **To consider and approve the reduction of the authorized capital of the Company from Baht 47,515,194,180 to Baht 46,464,465,380 by canceling the ordinary shares registered but not yet issued in the number of 105,072,880 shares (except for shares reserved for the exercise of the rights under the warrants to purchase the Company's ordinary shares, which have not yet expired)**

Mr. Athueck Asvanund requested the Secretary of the Meeting to explain detail in relation to Agenda Item 13 to the Meeting.

The Secretary of the Meeting informed the Meeting that in order that the Company is able to increase its authorized capital as a reserve for the conversion of the convertible debenture under Agenda Item 12 and for allotting to the existing shareholders in proportion to their respective shareholding (rights offering) which will be described further in Agenda Item 15, 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 of Directors therefore proposed the reduction of the authorized capital of the Company from Baht 47,515,194,180 to Baht 46,464,465,380 by canceling the ordinary shares registered but not yet issued in the amount of 105,072,880 shares (except for shares reserved for the exercise of the rights under the non-expired warrants to purchase the Company's ordinary shares), to the Meeting for approval. After canceling the authorized shares, the Company should increase the authorized shares and make a new allotment to replace the resolution of the Annual General Meeting of the Shareholders for the Year 2007 as will be described further in Agenda Items 15 and 17.

Then, Mr. Athueck Asvanund proposed the Meeting to consider approving the reduction of the authorized capital.

The Meeting considered the matter and passed a resolution with the votes of 2,636,440,005 votes equivalent to 93.15 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, approved the reduction of the authorized capital as proposed in all respects (objection with 32,960,908 votes equivalent to 1.16 percent and abstention with 161,002,903 votes equivalent to 5.69 percent of the total votes of the shareholders attending the Meeting and having the rights to vote).

**Agenda Item 14**      **To consider and approve the amendment to Clause 4 of the Memorandum of Association with respect to the authorized capital of the Company to be in line with the reduction of the authorized capital of the Company**

Mr. Athueck Asvanund requested the Secretary of the Meeting to explain detail in relation to the amendment 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 Item 13 above, it is necessary to amend Clause 4 of the Memorandum of Association of the Company with respect to the authorized capital. She further notified that Clause 4 of the Memorandum of Association was amended on 31<sup>st</sup> March 2008 to be in line with the conversion of 1,789 preference shares as the shareholder repurchased shares from KfW. Therefore, details of Clause 4 of the Memorandum of Association as specified in the invitation to this Meeting should be amended to be consistent with the aforementioned shares repurchase. The new wordings are as follows:

“Clause 4. Authorized capital of Baht 46,464,465,380 (Forty-six Billion Four Hundred and Sixty-four Million Four Hundred and Sixty-five Thousand Three Hundred and Eighty Baht)

divided into 4,646,446,538 shares (Four Billion Six Hundred and Forty-six Million Four Hundred and Forty-six Thousand Five Hundred and Thirty-eight shares)

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

categorized into

ordinary shares in the amount of 3,947,112,556 shares (Three Billion Nine Hundred and Forty-seven Million One Hundred and Twelve Thousand Five Hundred and Fifty-six shares),

preference shares in the amount of 699,333,982 shares (Six Hundred and Ninety-nine Million Three Hundred and Thirty-three Thousand Nine Hundred and Eighty-two shares)”

Thereafter, Mr. Athueck Asvanund proposed the Meeting to consider approving the amendment to Clause 4 of the Memorandum of Association.

The Meeting considered the matter and passed a resolution with the votes of 2,636,439,205 votes equivalent to 93.15 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 (objection with 32,961,708 votes equivalent to 1.16 percent and abstention with 161,002,903 votes equivalent to 5.69 percent of the total votes of the shareholders attending the Meeting and having the rights to vote), approved the amendment to Clause 4 of the Memorandum of Association.

**Agenda Item 15**      **To consider and approve the increase of the authorized capital of the Company from Baht 46,464,465,380 to Baht 60,443,878,210 by issuing 1,397,941,283 new ordinary shares at a par value of Baht 10 each**

Mr. Athueck Asvanund requested 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 for the Company to reserve shares for the conversion of the convertible debentures and to allot to the existing shareholders on a rights offering basis, which is another fund raising alternative for purchasing BITCO shares from CP, and to replace the resolution passed in AGM 2007 as will be described further in Agenda Item 17, the Company needs to increase the authorized capital from Baht 46,464,465,380 to Baht 60,443,878,210 by issuing 1,397,941,283 new ordinary shares at a par value of Baht 10 each.

Thereafter, Mr. Athueck Asvanund proposed the Meeting to consider approving the increase of the authorized capital.

The Meeting considered the matter and passed a resolution with the votes of 2,636,398,805 votes equivalent to 93.15 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, approved the increase of the authorized capital as proposed in all respects (objection with 33,001,708 votes equivalent to 1.17 percent and abstention with 161,003,303 votes equivalent to 5.69 percent of the total votes of the shareholders attending the Meeting and having the rights to vote).

**Agenda Item 16**      **To consider and approve the amendment to Clause 4 of the Memorandum of Association with respect to the authorized capital of the Company to be in line with the increase of the authorized capital of the Company**

Mr. Athueck Asvanund requested 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 be in line with the increase of the authorized capital of the Company in Agenda Item 15 above, it is necessary to amend Clause 4 of the Memorandum of Association of the Company with respect to the authorized capital. She further notified that Clause 4 of the Memorandum of Association was amended on 31<sup>st</sup> March 2008 to be in line with the conversion of 1,789 preference shares as the shareholder repurchased shares from KfW. Therefore, details of Clause 4 of the Memorandum of Association as specified in the invitation to this Meeting should be amended to be consistent with the aforementioned shares repurchase. The new wordings are as follows:

“Clause 4. Authorized capital of Baht 60,443,878,210 (Sixty Billion Four Hundred and Forty-three Million Eight Hundred and Seventy-eight Thousand Two Hundred and Ten Baht)

divided into 6,044,387,821 shares (Six Billion and Forty-four Million Three Hundred and Eighty-seven Thousand Eight Hundred and Twenty-one shares)

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

categorized into

ordinary shares in the amount of 5,345,053,839 shares (Five Billion Three Hundred and Forty-five Million Fifty-three Thousand Eight Hundred and Thirty-nine shares),

preference shares in the amount of 699,333,982 shares (Six Hundred and Ninety-nine Million Three Hundred and Thirty-three Thousand Nine Hundred and Eighty-two shares)”

Thereafter, Mr. Athueck Asvanund proposed the Meeting to consider approving the amendment to Clause 4 of the Memorandum of Association.

The Meeting considered the matter and passed a resolution with the votes of 2,636,438,805 votes equivalent to 93.15 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 (objection with 32,961,708 votes equivalent to 1.16 percent and abstention with 161,003,303 votes equivalent to 5.69 percent of the total votes of the shareholders attending the Meeting and having the rights to vote) approved the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company.

**Agenda Item 17**      **To consider and approve the allotment of the new ordinary shares pursuant to the increase of the authorized capital**

Mr. Athueck Asvanund requested the Secretary of the Meeting to explain detail of the allotment of the new ordinary shares pursuant to the increase of the authorized capital 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 Item 15 above, the Shareholders should approve the allotment of 1,397,941,283 new ordinary shares at a par value of Baht 10 per share pursuant to the capital increase as follows:

- (a) 630,000,000 shares will be reserved for the exercise of the convertible debentures. The conversion price may be lower than the par value (Baht 10) but not less than Baht 6.35 per share due to the fact that as of 31<sup>st</sup> December 2007, the Company had accumulated loss of Baht 42,589.54 Million.

- (b) 700,000,000 shares will be allotted to the existing shareholders in proportion to their respective shareholding (rights offering). The authorized directors of the Company be authorized to take any action necessary and incidental to the offering of shares to the existing shareholders in all respects, including to specify conditions and details of the offering, date of closing the share register book to determine the right of the shareholders to subscribe for new shares, date and time of the offering, price offering, subscription ratio, payment method/conditions, and to appoint any substitute to perform the same.

To be in accordance with the provisions of the Public Limited Companies Act regarding the offering of shares at a price below par value, the Board of Directors further resolved that the price for offering to the existing shareholders which will be determined later may be lower than par value (Baht 10) but not less than Baht 5.20 per share due to the fact that as of 31<sup>st</sup> December 2007, the Company had accumulated loss of Baht 42,589.54 Million.

- (c) 38,000,000 shares will be reserved for the exercise of the rights by the holders of warrant to be issued and offered to the directors and the executives of the Company and/or its subsidiaries under the ESOP 2007 Project. the conversion price is Baht 7 per share which is lower than the par value (Baht 10) due to the fact that as of 31<sup>st</sup> December 2007, the Company had accumulated loss of Baht 42,589.54 Million.

Such allotment is made in order to replace the past resolution of the Annual General Meeting of the Shareholders for the Year 2007 revoked by operation of law as it is necessary for the Company to reduce its authorized capital by canceling shares not yet issued and then increase its authorized capital to the other amount as prescribed in Agenda Item 13.

- (d) 29,941,283 shares will be allotted for offering to the International Finance Corporation (“IFC”) pursuant to the agreement between the Company and IFC which is a financial institution providing a partial guarantee to the Company’s debentures.

Such allotment is made in order to replace the past resolution of the Annual General Meeting of the Shareholders for the Year 2007 revoked by operation of law as it is necessary for the Company to reduce its authorized capital by canceling the shares not yet issued and then increase its authorized capital to other amount as prescribed in Agenda Item 13. Therefore, the Company needs to increase its authorized capital and re-allot the said new shares so that the Company would not violate the provisions in the loan agreement made with IFC.

Thereafter, Mr. Athueck Asvanund proposed the Meeting to consider approving the aforesaid matter.

The Meeting considered the matter and passed a resolution with the majority votes of 2,636,235,805 votes equivalent to 98.76 percent of the total votes of the shareholders

attending the Meeting and voting, approved the allotment of the new ordinary shares as proposed in all respects and the aforementioned authorization as proposed in all respects (objection with 33,164,708 votes equivalent to 1.24 percent of the total votes of the shareholders attending the Meeting and voting and abstention with 161,003,303 votes).

### **Agenda Item 18**      **Others**

The Chairman opened up for Shareholders' questions.

A Shareholder questioned about the progress of the liquidation and remaining cash of the Company's inactive subsidiaries; Mr. Noppadol Dej-Udom clarified that most of these inactive subsidiaries had few cash.

The Shareholder suggested that the Company's subsidiaries that undertake similar businesses should be merged into one company for financial stability, cost reduction and competitiveness. Mr. Suphachai Chearavanont thanked for such suggestion and clarified that many subsidiaries were results from acquisition of businesses such as True Visions and True Move as well as each of the entities of which its license was granted by the National Telecommunications Commission; therefore, these entities could not be merged into one company. Regarding other suggestions, the Company had constantly followed and applied the suggestions of the Shareholder and would continue doing it. However, the Company would consider the Shareholder's suggestion about the inactive subsidiaries that could be closed down accordingly.

A Shareholder asked what the Company's policy was about the licenses of the subsidiaries that would expire in Year 2008.

Mr. Noppadol Dej-Udom replied that these subsidiaries obtained Type 1 Licence and although these licenses are technically extended for another year, practically, these licenses could be continually extended.

Mr. Suphachai Chearavanont further clarified that as long as the Company does not breach the law, the license would be automatically renewed.

The Shareholder inquired about the contract between True Move and the CAT whether it was still effective. Mr. Athueck Asvanund, Group General Counsel, replied that the Ministry of Information and Communication Technology passed on this issue to the Office of the Council of State to interpret whether the contract is valid in accordance with the Act on Private Participation in State Undertaking B.E. 2535. The Office of the Council of State is of the opinion that the contract between True Move and CAT is still effective and binding both True Move and CAT and ordered CAT to set up the committee to negotiate with True Move and then propose opinion to the Cabinet. Mr. Suphachai Chearavanont explained that the main point is that if the value of the project operated by the Government and private sector is not less than Baht 1 billion, it must comply with the Law. Nevertheless, in True Move case, the project has been already in operation, therefore it must be considered according to the process

that the committee must be set up to consider and proposed issue to the Cabinet. The Cabinet then would use its discretion, however there is no any progress for this matter and the contract is still effective, True Move is be able to operate its business.

A Shareholder enquired why the Company's share price in the Stock Exchange of Thailand is very low, Mr. Suphachai Chearavanont explained that it depended on many factors. Firstly, telecommunications business needs a large investment, thus fund raising is needed. Secondly, in Year 2000 the Company was in debt-restructuring program and currently the debt level is still high and the cash flow is rather limited. Furthermore, because of the severe competition, fundraising is an important factor to continue competing in the business. However, the Company intended to increase its capital with the least amount.

Finally, a Shareholder commented about the necessity of capital increase and the management for the capital increase. The Chairman thanked for the suggestion.

The Chairman declared the Meeting closed at 4.22 p.m.

After the opening of the Meeting, there were additional shareholders registering for the Meeting. Consequently, the total number of shareholders attending the Meeting was 592 shareholders, representing 2,830,403,818 shares equivalent to 62.85 percent of the total issued shares of the Company.

\_\_\_\_\_  
(Signature)

( Dr. Ajva Taulananda )  
Chairman of the Meeting

\_\_\_\_\_  
(Signature)

(Mrs. Rangsinee Sujaritsunchai)  
Minutes Keeper