

(TRANSLATION)

**True Corporation Public Company Limited**  
Minutes of the Extraordinary General Shareholders Meeting No. 1/2007  
Held on 16<sup>th</sup> July 2007, 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 Shareholders for their attendance at the Extraordinary General Shareholders Meeting No. 1/2007, and notified the Meeting that there were a total of 268 Shareholders attending the Meeting in person and by proxy holding an aggregate of 2,657,856,658 shares, representing 59.04 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. 1/2007 opened, and the Secretary of the Meeting introduced Directors of the Board, legal advisors and the vote-counting inspector of the Company who were present at the Meeting as follows:

Directors :

1. Mr. Vitthya Vejjajiva Independent Director and Chairman of the Audit Committee
2. Dr. Kosol Petchsuwan Independent Director, Member of the Audit Committee and Representative of the Corporate Governance Committee
3. Mr. Joti Bhokavanij Independent Director and Member of the Audit Committee
4. Dr. Ajva Taulananda Vice Chairman and Chairman of the Finance Committee
5. Mr. Supachai Chearavanont Director, President and Chief Executive Officer
6. Mr. Athueck Asvanund Vice Chairman and Group General Counsel
7. Mr. Umroong Sanphasitvong Director and Representative of the Compensation and Nominating Committee

Legal Advisors :

1. Mrs. Kulkanist Khamsirivatchara Siam Premier International Law Office Limited
2. Mr. Kanit Valayapetch Baker and Mckenzie Law Office
3. Mr. Achitsak Banchongpoklang Dherakupt Law Office

Vote-counting Inspector :

- Ms. Araya Intang Siam Premier International Law Office Limited

Then, the Chairman requested the Secretary to explain the voting method to the Meeting. The Secretary informed the Meeting that the Company provided the voting manual for Shareholders and proxies, however to follow the Good Corporate Governance Principle, the Secretary would briefly explain the voting method to Shareholders and proxies. The Secretary further explained that 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 officer 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 Annual General Shareholders Meeting for the Year 2007**

The Chairman requested the Meeting to consider the adoption of the Minutes of the Annual General Shareholders Meeting for the Year 2007 held on 24<sup>th</sup> April 2007, which had been posted on the Company's website ([www.truecorp.co.th](http://www.truecorp.co.th)) since 4<sup>th</sup> May 2007 and there was not any proposal for amendment. The details appeared in the documents attached to the invitation to this Meeting, distributed to all Shareholders.

The Meeting considered the matter and unanimously resolved that the Minutes of the Annual General Shareholders Meeting for the Year 2007 be adopted as proposed with 2,658,219,854 votes equivalent to 100 percent of the total votes of the shareholders attending the Meeting and voting (with no objection and 216 votes of abstention).

The Chairman then invited Mr. Umroong Sanphasitvong to conduct the Meeting in Agenda Item 2.

**Agenda Item 2**     **To consider and approve the allotment of the Warrants under the ESOP 2007 Project to Mr. Supachai Chearavanont, President and CEO, in the amount not greater than 5 percent of the total Warrants to be issued and offered under the ESOP 2007 Project**

Mr. Umroong Sanphasitvong requested the Secretary to explain the details to the Meeting.

The Secretary informed the Meeting that according to the Annual General Shareholders Meeting for the Year 2007 held on 24<sup>th</sup> April 2007, the Meeting passed the resolution to approved the issuance and offering of Warrants to purchase the Company's ordinary shares to

the directors and employees at executive level of the Company and/or its subsidiaries ("ESOP 2007 Project") not exceeding 38,000,000 units. However, Mr. Supachai Chearavanont, President and CEO had not been allotted the Warrants under the ESOP 2007 Project as the representative of the Compensation and Nominating Committee proposed to the Meeting that the agenda item of the allotment of the Warrants under the ESOP 2007 Project to the directors and employees at executive level of the Company and/or its subsidiaries entitled to receive more than 5 percent of the total Warrants issued and offered under the ESOP 2007 Project be removed for the Compensation and Nominating Committee's review. Later on, the Compensation and Nominating Committee reviewed the said matter and was of the opinion as follows:

- 1) No directors and employees at executive level of the Company and/or its subsidiaries will be allotted more than 5 percent of the total Warrants issued and offered under the ESOP 2007 Project
- 2) Mr. Supachai Chearavanont, President and CEO, who has not been allotted the Warrants under the ESOP 2007 Project, should be allotted the Warrants under the ESOP 2007 Project in the amount of 1,875,000 units, representing 4.93 percent of the total number of the Warrants to be issued under the ESOP 2007 Project
- 3) Other details and conditions in relation to the ESOP 2007 Project remain the same as approved by the Annual General Meeting of the Shareholders for the Year 2007 held on 24<sup>th</sup> April 2007 and the allotment of the Warrants to Mr. Supachai Chearavanont as mentioned in Clause 2) shall be deemed as part of ESOP 2007 Project

The Board of Directors concurred with the proposal of the Compensation and Nominating Committee and was of the opinion that shareholders should approve the allotment of the Warrants under the ESOP 2007 Project to Mr. Supachai Chearavanont with the aforementioned details, and the said allotment shall be deemed as part of ESOP 2007 Project, which was approved by the Annual General Shareholders Meeting for the Year 2007 held on 24<sup>th</sup> April 2007. Other details and conditions in relation to the ESOP 2007 Project remained the same as approved by the Annual General Shareholders Meeting for the Year 2007 in all respects.

The Secretary further informed the Meeting that pursuant to the Law, this matter requires affirmative resolution with the vote of not less than three-fourths of the total votes of the Shareholders attending the meeting and having the right to vote; and there shall not be Shareholders holding in aggregate of more than 10 percent of the total votes of shareholders attending the Meeting object to such allotment of the Warrants to Mr. Supachai Chearavanont. In this regard, Mr. Supachai Chearavanont who was a shareholder registering for the Meeting had no right to vote in this agenda item.

A Shareholder enquired about details and background of ESOP 2007 Project which had been approved. The Secretary clarified the amount, exercise period and exercise price of Warrants under ESOP 2007 to the Meeting. She further informed the Meeting that other details of

ESOP 2007 Project approved by the Annual General Shareholders Meeting for the Year 2007 appeared in Agenda Item 8 of Copies of minutes of the said meeting distributed to Shareholders with the Invitation of the Meeting. The Annual General Shareholders Meeting for the Year 2007 approved ESOP 2007 Project under Agenda Item 8 but had not yet approved the agenda of the issuance and offering of the Warrants to each of the directors and employees at executive level of the Company and/or its subsidiaries who would be entitled to receive said warrants of more than 5 percent of the total warrants to be issued and offered under the ESOP 2007 Project as representative of the Compensation and Nominating Committee proposed to remove the said agenda for their review. As a result, Mr. Supachai had not been allotted the Warrant under ESOP 2007 Project. After the Compensation and Nominating Committee's review, the Company then proposed this agenda item for the Meeting's consideration and approval.

The Shareholder further raised a question of how many warrants Mr. Supachai were granted in total and how the amount of 1,875,000 units allotted to Mr. Supachai was determined. Mr. Umroong Sanphasitvong replied that the Compensation and Nominating Committee determined the total amount of the Warrants under ESOP Project to be issued in each year from Key Performance Indicator (KPI), the Company's share price compared with the market condition, and earning before interests, tax, depreciation, amortization (EBITDA) whether the target is achieved and when compared to the target, how much percentage of the achievement is. After that, the Company considered a list of significant executives who involve in management and that the Company intends to motivate to work with the Company on a long-term basis and allotted the warrants to each of these Managements according to the determined criteria. The amount of 1,875,000 units allotted to Mr. Supachai was calculated from the aforesaid criteria combined with the opinion of the Compensation and Nominating Committee that no executives would receive said warrants more than 5 percent of the total warrants to be issued and offered under the ESOP 2007 Project. The total amount of warrants granted to Mr. Supachai, under every ESOP Project including this one, was 26.6 million units of which approximately 7 million units were expired; therefore, Mr. Supachai's warrants which were not expired should be about 19.6 million units.

Consequently, another Shareholder mentioned that some of the warrants that Mr. Supachai were granted were expired without exercising, and asked of why the Company did not force the Managements who receive the Warrants to exercise all their rights and when the Company would cease implementing ESOP Project as it was not beneficial to shareholders and some Managements did not exercise their rights. Mr. Umroong Sanphasitvong expressed his respect for shareholder's suggestion and explained that issuance of ESOP warrants was to reward the Managements for their efforts to bring benefits and successes to the Company and to motivate the said Managements to bring benefits to the Company on a long-term basis, which finally leads to benefits of the shareholders; issuance of ESOP warrants was not intended to punish the said Managements. Furthermore, another objective of issuance of ESOP warrants was to maintain the Company's cash for business expansion. Regarding the warrants that became expired without exercising, it was because the exercise price was higher than the market price. If this suggestion, which is forcing the Managements to exercise the

rights when the exercise price is higher than the market price, were in practice, it would be a punishment to the Managements which is not an objective of issuance of the ESOP warrants. Furthermore, Mr. Umroong explained about the tendency of ESOP Project in the future that the Company has set the target for internal consideration of which its dilution effects to overall shareholders would be primarily taken in account of. In the future, if the Company's financial position and cash flow are improved, the Company might consider changing the remuneration method from non-cash benefit to cash benefit, which he believed it would be more satisfying to the Management.

The Shareholder further proposed that the Company should consider remunerating the Managements the dividend shares instead of warrants whereby the price could probably be lower or equal to the market price. If the Managements are granted with warrants, the said Managements should be forced to exercise warrants they received. Mr. Umroong expressed his respect for shareholder's suggestion and would accept it for consideration. He also clarified that this matter could not be decided at that moment since shareholders have various opinions and it involved legal aspects. Furthermore, the issuance of warrants under ESOP Project was not proposed by Management but the Company had a study and outsourced it to a consultant with expertise to analyze and design ESOP Project. In addition, the Company does not have any policy to fix the exercise price lower than market price, it would be in accordance with the market price calculated under the rules and regulations of the Office of the Securities and Exchange Commission. Nobody is able to forecast the market price of share. If the market price of share increases, it would be beneficial for warrant holders. On the other hand, if the market price of share decreases, it would not be the time for exercising the rights.

Then, Mr. Umroong Sanphasitvong proposed the Meeting to consider approving the allotment of the Warrants under the ESOP 2007 Project to Mr. Supachai Chearavanont, President and CEO, in the amount of not greater than 5 percent of the total Warrants to be issued and offered under the ESOP 2007 Project.

The Meeting considered the matter and passed a resolution with the votes of 2,509,376,120 votes equivalent to 93.45 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 issuance and offering of warrants to the director and employee at executive level of the Company pursuant to the ESOP 2007 Project be approved and the authorization to the Board of Directors and/or the President and/or the authorized directors of the Company and/or the person(s) entrusted by the President or the authorized directors be approved as proposed in all respects, and there were no shareholders holding shares in aggregate of more than 10 percent of the total votes of the shareholders attending the Meeting objecting to such issuance and offering of warrants (objection with 175,967,151 votes equivalent to 6.55 percent and 5,716 votes of abstention equivalent to 0.00 percent of the total votes of the shareholders attending the Meeting and having the rights to vote).

The Chairman then invited Mr. Athueck Asvanund to conduct the Meeting in Agenda Item 3.

**Agenda Item 3**      **To acknowledge and approve the following matters**

Mr. Athueck Asvanund requested the Secretary to briefly explain this matter to the Meeting.

The Secretary informed the Meeting that this agenda item consisted of 2 matters as follows:

1. To acknowledge that in May 2007 the Council of State (Special Council) rendered its opinion in its Letter No. 293/2550 in relation to the Agreement granting the rights to operate the Telecommunications Service of Cellular System between CAT Telecom Public Company Limited (“CAT”) and True Move Company Limited (the “Concession Agreement”) and to acknowledge the opinion and comment of the Company’s legal advisors about the Council of State’s opinion.
2. To authorize the Board of Directors and Management of the Company to continue to cause True Move Company Limited (“True Move”) to proceed with its business operations (business as usual) under the Concession Agreement and to approve the authorization and all actions carried out by the Board of Directors and Management of the Company in these respects.

**3.1 To acknowledge that the Council of State (Special Council) rendered its opinion in relation to the Agreement and the opinion and comment of the Company’s legal advisors about the Council of State’s opinion.**

Mr. Athueck Asvanund requested Mr. Kanit Valayapetch to report on the information and opinion of legal advisor to the Meeting.

Mr. Kanit Valayapetch reported on the Council of State (Special Council)’s opinion in relation to the Agreement engaged by True Move, the Company’s subsidiaries, and the opinion and comment of the Company’s legal advisors about the Council of State’s opinion to the Meeting.

A Shareholder inquired that if the Cabinet pass the resolution to revoke the Concession Agreement, how would this impact the Company and how possible it would be. Mr. Kanit Valayapetch and Mr. Achitsak Banchongpoklang, the Company’s legal advisors, gave their opinion that there was a slight possibility that the Cabinet would pass resolution to revoke the Concession Agreement because it would have a negative impact to the public, service users and the public sector; True Move service which is under Concession Agreement is a public service providing convenience for the public. Moreover, the government had constantly declared to the press that it would not revoke the Concession Agreement. Nevertheless, if the Cabinet pass resolution to revoke the Concession Agreement, True Move that operates its business in good faith has a right to sue the government for the damages. In addition, True Move was entitled to request the

Administrative Court to issue an injunction order ruling that True Move continue operating business under Concession Agreement during the Court had not yet issued final judgment.

The Meeting acknowledged accordingly.

**3.2 To authorize the Board of Directors and Management of the Company to continue to cause True Move Company Limited (“True Move”) to proceed with its business operations (business as usual) under the Concession Agreement and to approve the authorization and all actions carried out by the Board of Directors and Management of the Company in these respects.**

The Secretary informed the Meeting that according to advice of the Company’s legal advisors, the Board of Directors then proposed the Meeting to approve all actions in relation to True Move’s business operations carried out by the Board of Directors and Management of the Company and authorize the Board of Directors and Management of the Company to continue to cause True Move Company Limited (“True Move”) to proceed with its business operations (business as usual) under the Concession Agreement such as improvement, repair and expansion of network to serve the customers, including operation under Concession Agreement; and if CAT and/or any related government agency takes any action or if True Move is contacted by CAT and/or any related government agency, to further authorize the persons assigned by the Board of Directors or Management of the Company to cooperate and/or assist True Move in the relevant matters, including attend meetings, opine and/or negotiate/consult with CAT, any government agency, any committee to be appointed by the government, any juristic person and/or any other person who is related or may be related to the Concession Agreement (both in the matters concerning the consequences and potential resolution of the consequences arising from the opinion of the Council of State (Special Council) and/or other government agencies relating to the Concession Agreement and those actions relating to any part of the Concession Agreement); and to further authorize such person(s) to take any other necessary action in relation to the said matters, provided that any amendment, revision or insertion affecting the content of the Concession Agreement can be made only after obtaining further approval from meetings of shareholders of the Company and True Move.

Mr. Athueck then proposed the Meeting to consider approving the proposed matter.

The Meeting considered the matter and unanimously resolved to authorize the Board of Directors and Management of the Company to continue to cause True Move Company Limited to proceed with its business operations (business as usual) under the Concession Agreement and to approve all actions carried out by the Board of Directors and Management of the Company in relation to True Move’s business operation and to further authorize as proposed in all respects as proposed with 2,686,716,828 votes

equivalent to 100 percent of the total votes of the shareholders attending the Meeting and voting (with no objection and 216 votes of abstention).

**Agenda Item 4**      **Others**

A Shareholder enquired why the Company's debt greatly increased during the past ten years while the competitors' performances outperformed the Company. Mr. Supachai, President and CEO, clarified that the economic crisis that Thailand faced in the Year 1997, led to the devaluation of Thai Baht. At that time, the Company's revenue was about Baht 12,000-13,000 million and the EBITDA was Baht about 6,000 million. The Company had a difficulty with the large amount of US currency debt; as soon as the Thai Baht currency was floated, the debt of the whole group of the Company, which includes accounts payable and bank loans, increased to Baht 90,000 million. The Company survived from bankruptcy after the completion of the debt-restructuring program in the Year 2000. Currently, the Company's debt is about Baht 82,000 million while the revenue increased to Baht 52,000 million from Baht 13,000 million in Year 1997. Moreover, in the last year, the EBITDA increased to Baht 17,000 million from Baht 6,000 million in Year 1997.

In addition to the overview of the business operation, Mr. Supachai further clarified that in terms of share price, the Company's share price was approximately Baht 100 in the Year 1996. After that, at the beginning of debt-restructuring program in the Year 1998, the Company's share price had fallen and the lowest price was approximately Baht 6. After the completion of debt-restructuring program, the Company's share price had increased to Baht 40-50 while telecommunication shares were viewed as speculative shares. During the Years 2001-2002, the worldwide economic crash occurred after the economic bubbles in telecommunication business, many telecommunication companies in foreign countries were bankrupt bringing about the reduction of telecommunication business's shares price, including the Company's shares. From the Year 2002, the price of telecommunication share has fallen to the fundamental value.

Furthermore, ten years earlier, during the economic crisis, the Company's market capitalization fell to approximately Baht 10,000 million while the current value is approximately Baht 40,000 million; compared with the other telecommunication operators', the Company's results of operation are in the average level. The major operator has outperformed and its market capitalization is much higher than the Company's because this operator entered into the mobile business ten years before the Company while the industry competition was not as severe and the industry investment was not as high as the current level. On the contrary, the Company entered into the mobile business when the competition had been already severe and the Company needed a large investment.

Furthermore, Mr. Supachai clarified that to this point, it could not be said that the Management's performance was satisfactory and accepted that they should improve on it. However, the results of fundamental performance grew continually every year because

although the Company's debt level did not significantly reduce, the Debt/EBITDA Ratio in Quarter 1/2007, which was 3.7:1, reduced from the 13:1 Debt/EBITDA Ratio in Year 2000 after completion of debt restructuring programme. Mr. Supachai expected that the Debt/EBITDA Ratio would continually reduce in this and next year. The Company aims to bring down the Debt/EBITDA Ratio to 3:1 which Management would try their best. Furthermore, the Company's performance continually grew in terms of income, cash flow and the EBITDA. Several Shareholders may focus on profit and loss in accounting but cash flow is more important, as Mr. Supachai had mentioned. In the past, the Company made a large investment in fixed assets as the Company entered into Mobile Business causing high level of depreciation; however, the Company expected to have sufficient cash flow for dividend payment after the Year 2008.

The Shareholder suggested the method of depreciation be in accordance with the actual life of assets, as it would better reflect the Company's performance.

Mr. Supachai explained that the current accounting policy of the Company was in compliance with the international standard which is internationally accepted but it might have some negative impacts to the Company's performance shown in the financial statements. Nevertheless, the Company was considering a change in accounting policy so that it would be consistent with its competitors and assessable when compared with the competitors and would consider the suggestion of the Shareholder.

In this regard, Mr. Joti Bhokavanij, Independent Director and Member of the Audit Committee gave his opinion to Management and Shareholders that regarding depreciation period, two points that must be taken into consideration are tax and the adopted accounting policy. Firstly, regardless of whichever method of depreciation applied by the Company, tax calculation must be calculated according to the Revenue Department's Regulations. Secondly, the adopted accounting policy has been carefully considered by the Audit Committee which prudence and consistency are employed; the Audit Committee encourage Management to adopt the accounting policy that they prudently considered appropriate for the business. Then, consistency should be applied to the accounting policy adopted for the continuity of the same policy. Should there be any change, the advantages and the disadvantages must be thoroughly considered as every coin had two sides. Thus, Management must consider carefully before making decision on such change.

There were no further businesses proposed by the Shareholders; the Chairman declared the Meeting closed at 3.27 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 293 Shareholders, representing 2,686,717,244 shares equivalent to 59.68 percent of the total issued shares of the Company.

(Signature)  
(Dr. Ajva Taulananda)  
Chairman of the Meeting

(Signature)  
(Ms. Rangsinee Sujaritsunchai)  
Minutes Keeper

Certified true copy

(Signature)  
(Mr. Athueck Asvanund)  
Director

(Signature)  
(Mr. Vichaow Rakphongphairoj)  
Director