

- Date** : 4th April 2007
- Subject** : Invitation to the Annual General Meeting of the Shareholders for the Year 2007
- Attention** : All Shareholders of the Company
- Enclosures** :
1. A copy of Minutes of the Annual General Meeting of the Shareholders for the Year 2006
 2. Proxy Forms and details of Independent Directors (proxy for shareholders)
 3. Evidence of identification
 4. 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 31st December 2006
 5. Details of the nominees proposed to be elected as director of the Company to replace the directors who retire by rotation
 6. Details of the Company's Auditor
 7. Details of ESOP 2007 Project
 8. A copy of opinion of the Compensation and Nominating Committee ("Compensation Committee") regarding the ESOP 2007 Project
 9. Content of the Company's Articles of Association regarding Shareholders Meeting
 10. Map to the venue of the Shareholders Meeting

The Board of Directors Meeting of True Corporation Public Company Limited (the "Company") resolved to call the Annual General Meeting of the Shareholders ("AGM") for the Year 2007 to be held on 24th April 2007 at 2.00 p.m. at the Auditorium Room on 21st Floor, True Tower, located at No. 18 Ratchadaphisek Road, Huai Khwang Sub-District, Huai Khwang District, Bangkok 10310. The Company announced the schedule and agenda of the AGM on the websites of the Company (www.truecorp.co.th) and the Stock Exchange of Thailand (www.set.or.th) since 27th February 2007.

In compliance with the Principles of Good Corporate Governance, the Company posted on its website, in advance, the Notice of the AGM on 31st March 2007 to provide sufficient time for the shareholders to consider the meeting materials before a hard copy is sent to each shareholder. Furthermore, the Board of Directors provides opportunities for the minority shareholders to propose for the Board's consideration agenda items in advance of the AGM by announcing the criteria of such proposal on the Company's website since 7th December 2006. For AGM 2007, there is no suggested agenda item proposed by minority shareholders. Therefore, the Board of Directors set forth the following agenda items for consideration:

Agenda Item 1

To consider and adopt the Minutes of the Annual General Meeting of the Shareholders for the Year 2006

Background Information

The Annual General Meeting of the Shareholders for the Year 2006 was held on 11th April 2006. A copy of minutes of the aforesaid meeting is attached herewith (Enclosure No. 1). Both Thai and English version was posted on the Company website (www.truecorp.co.th) since 27th April 2006, 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.

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the total number of votes of Shareholders attending and casting votes at the Meeting.

Agenda Item 2

To acknowledge the results of business operation of the Company for the Year 2006

Background Information

A report of the results of business operation of the Company for the Year 2006 appears on the Page 127-139 of the Annual Report, distributed to the Shareholders with this Invitation (Enclosure No. 4).

Opinion of the Board

The Shareholders should acknowledge the report of the results of operations of the Company for the Year 2006.

Agenda Item 3

To consider and approve the Balance Sheet and Profit and Loss Statements for the Fiscal Year Ending 31st December 2006

Background Information

The Balance Sheet and the Profit and Loss Statements for the fiscal year ending 31st December 2006 which were audited by the Auditors, could be summarized as follows:

Total Asset	Baht	122,956 Million
Total Liabilities	Baht	115,556 Million
Total Revenue	Baht	51,862 Million
Net Profit (Loss)	Baht	(4,180) Million

The details which appear in the section of “Financial Statements”, Page 141-213 in the Annual Report, are sent to the Shareholders with this Invitation (Enclosure No. 4).

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 31st December 2006, and has been audited by the Auditor.

Pursuant to the law, 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 dividends for the Year 2006 and consider the appropriation of annual net profit as reserve

Background Information

The Company discloses its dividend payment policy on Page 74 of the Annual Report, which is sent to the Shareholders with this Invitation (Enclosure No. 4).

There has been no dividends payment since the establishment of the Company. 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 neither to pay the dividend nor to appropriate reserve for the 2006 operating results.

Pursuant to the law, 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

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. Names of directors who retire by rotation at this Meeting are as follows:

1. Mr. Narong Srisa-an
2. Mr. Athueck Asvanund
3. Mr. Soopakij Chearavanont
4. Mr. Chatchaval Jiaravanon
5. Mr. Vichaow Rakphongphairoj
6. Mr. Umroong Sanphasitvong and
7. Mr. Heinrich Heims

In compliance with the Good Corporate Governance Principles, the Company provides opportunities for the minority shareholders to propose director nominees in advance of the Meeting, through an announcement on the Company's website regarding the nomination and criteria of the nominees so that the Compensation and Nominating Committee could consider the matter. For this meeting, there is not any minority shareholder proposing nominees to the Company. Thus, there are 7 persons nominated who are the directors retiring by rotation as listed above.

Opinion of the Board

The Board of Directors concurs with the proposal of the Compensation and Nominating Committee and is of the opinion that the Shareholders should re-elect the above directors who retire by rotation to resume their positions because the directors of the Company as they are qualified according to the applicable laws. Furthermore, they have broad knowledge and experience, which are beneficial to the Company.

1. Mr. Narong Srisa-an (Independent Director)
2. Mr. Athueck Asvanund (Director)
3. Mr. Soopakij Chearavanont (Director)
4. Mr. Chatchaval Jiaravanon (Director)
5. Mr. Vichaow Rakphongphairoj(Director)
6. Mr. Umroong Sanphasitvong (Director)
7. Mr. Heinrich Heims (Director)

To facilitate the Shareholders to make decision, we summarize qualifications of the candidates which is sent to the Shareholders with this Invitation (Enclosure No. 5)

Pursuant to the Company's Articles of Association, this matter requires affirmative resolution of a majority vote of the total number of votes of shareholders who attend the Meeting 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.

In compliance with the Principles of the Good Corporate Governance, the Company provides an opportunity for the shareholders to vote on individual nominees by proposing the Shareholders Meeting to cast the vote on individual basis.

Agenda Item 6

To consider and approve the directors' remuneration

Background Information

The resolutions of the Annual General Meeting of the Shareholders for the Year 2006 approved the directors' remuneration based on each position. Directors' remuneration remains unchanged since the Year 2002. The details are as follows:

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 unchanged.

The scope of duties of the Committee under the Board of Directors appear in the section of "Management" on Page 79-81 of the Annual Report.

Opinion of the Board

The Company do not propose for change of directors' remuneration which under the Law, there is no need for resolution. However, in accordance with the Good Corporate Governance Principles, the Board of Directors concurs with the proposal of the Compensation and Nominating Committee and is of the opinion that the aforesaid remuneration of directors should be proposed to the Shareholders for approval and the Shareholders should approve the directors' remuneration with

detail as proposed since this is the same as resolved in the Annual General Meeting of the Shareholders for the Year 2006.

Pursuant to the law, this matter requires affirmative resolution of not less than two-thirds of the total number of votes of shareholders attending the Meeting. However, any director who is also a shareholder of the Company shall have no right to vote.

Agenda Item 7

To consider and appoint the Company's auditors and fix the auditors' remuneration for the Year 2007

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 auditors and fix the remuneration for the Year 2007. As the auditors of PricewaterhouseCoopers ABAS Limited has been performing auditing functions since the Year 2000, and there is no reason justifying any change of auditor. The auditor has requested for the fee adjustment for the Year 2007 from Baht 5.45 million to Baht 5.90 million. The details of Company's auditor are attached herewith (Enclosure No. 6). In addition, details of the auditors' remuneration for Year 2006 of the Company and its subsidiaries are disclosed on Page 121 of the Annual Report.

Opinion of the Board

The Board of Directors concurs with the proposal of the Audit Committee and is of the opinion that the Shareholders should appoint the auditors from PricewaterhouseCoopers ABAS Limited, namely, Mrs. Nattaporn Phan-Udom, Certified Public Accountant No.3430, and/or Mr.Boonmee Ngotngamwong, Certified Public Accountant No.3673, and/or Mrs. Anothai Leekitwattana, Certificate Public Accountant No.3442 of PricewaterhouseCoopers ABAS Limited as the Company's auditor for the Year 2007, 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 2007 in total of Baht 5.90 million. In this regard, PricewaterhouseCoopers ABAS Limited and its proposed auditors has no any relationship or interests which would affect to the independence of their performing with the Company, subsidiaries, management, major shareholders including their related persons.

Pursuant to the law, 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 8

To consider and approve 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")

Background Information

The Company deems that the objectives of the ESOP is to motivate and compensate the directors and employees at executive level of the Company and/or its subsidiaries to perform their duties to the best of their abilities for the best interests of the Company. This would be indirectly beneficial to the Company and its Shareholders, and to motivate the directors and employees at executive level to work for the Company and/or its subsidiaries on a long-term basis, it is, therefore, appropriate to issue and offer the warrants to the directors and employees at executive level of the Company and/or its subsidiaries as per the details specified in the Details of ESOP 2007 Project attached hereto (Enclosure No. 7).

Opinion of the Board

The Board of Directors concurs with the proposal of the Compensation and Nominating Committee and is of the opinion that the Shareholders is of the opinion that the Shareholders should approve the issuance and offering of warrants to the directors and employees at executive level of the Company and/or its subsidiaries under the ESOP 2007 Project, the details of which are attached hereto (Enclosure No. 7). In this regard, the Shareholders should authorize the Board of Directors and/or the President or the authorized directors of the Company or the person(s) entrusted by the President or the authorized directors to have the power to determine and fix other details and conditions in relation to the ESOP 2007 Project and the warrants, such as fixing the Exercise Date, the termination of the exercise rights under the warrants, the convening of the meeting of warrant holders in order to amend terms of the warrants, etc., and to have the powers to do any acts and things necessary and appropriate in connection with the establishment of the ESOP 2007 Project and the issuance and offering of the warrants in all respects, including but not limited to, contacting the Office of the Securities and Exchange Commission; preparing any document or application to be submitted to the Office of the Securities and Exchange Commission; amending or adding any other details related thereto in accordance with the order or suggestion of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand and/or any other government authority or to be in accordance with the applicable law or as such person(s) deem appropriate, provided that in the latter case, such amendment shall not be material in nature, whether such amendments have been made after the Company issued and offered the warrants or not, or whether they are the amendments made pursuant to the resolution of the meeting of warrant holders (if any) so long as it is not contrary to the law; allotment of the newly issued shares as well as listing of the

ordinary shares resulting from the exercise of rights under the warrants on the Stock Exchange of Thailand.

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 the Shareholders attending the meeting object to such issuance and offering of warrants.

Agenda Item 9

To consider and approve the issuance and offering of warrants to each of the directors and employees at executive level of the Company and/or its subsidiaries who will be entitled to receive said warrants more than 5 percent of the total warrants to be issued and offered under the ESOP 2007 Project on an individual basis

Background Information

In compliance with the notification of the Securities and Exchange Commission in relation to the issuance and offering of securities to the directors and the employees of the Company, the allotment of the warrants pursuant to the ESOP 2007 Project to any of the directors and employees at executive level of the Company and/or its subsidiaries more than 5 percent of the total number of the warrants to be issued and offered under the ESOP 2007 Project must be approved by the Shareholders Meeting on an individual basis. At this time, the director and employee at executive level of the Company and/or its subsidiaries who will receive the allotment of the warrants more than 5 percent of the total number of the warrants to be issued and offered under the ESOP 2007 Project, who was approved by the Compensation Committee and the Board of Directors according to the opinion of the Compensation Committee in relation to the issuance of the ESOP 2007 Project attached hereto (Enclosure No. 8), is as follows:

Mr. Supachai Chearavanont

Position: Director, President and
Chief Executive Officer

True Corporation Public Company Limited

Number of allocated warrants: 2,815,000 units
which is 7.41% of the total warrants to be issued
under the ESOP 2007 Project.

Number of meetings that the director attended to or
absent from during the past year:

True Corporation Public Company Limited

Number of meetings: 7, Number of meetings attended: 7,
Number of meetings absent: -

Opinion of the Board

The Board of Directors concurs with the proposal of the Compensation and Nominating Committee and is of the opinion that the Shareholders should approve the issuance and offering of warrants to the director and employee at executive level of the Company and/or its subsidiaries who is allotted with the warrants more than 5 percent of the total number of the warrants to be issued and offered under the ESOP 2007 Project as per the details specified in the Details of ESOP 2007 Project attached hereto, which has been approved by the Compensation Committee (Enclosures Nos. 7 and 8).

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 5 percent of the total votes of the Shareholders attending the Meeting object to such issuance and offering of warrants.

Agenda Item 10

To consider and approve the reduction of the authorized capital of the Company from Baht 47,134,724,910 to Baht 46,835,781,350 by canceling the ordinary shares registered but not yet issued in the number of 29,894,356 shares (except for shares reserved for the exercise of the rights under the warrants to purchase the Company's ordinary shares)

Background Information

In order that the Company can increase its authorized capital as a reserve for the exercise of the rights of the warrant holders under the ESOP 2007 Project, 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 Company Act. The Board therefore approved the reduction of the authorized capital of the Company from Baht 47,134,724,910 to Baht 46,835,781,350 by canceling the ordinary shares registered but not yet issued in the number of 29,894,356 shares. (except for shares reserved for the exercise of the rights of the warrants to purchase the Company's ordinary shares). The 29,894,356 shares were allotted for offering to the International Finance Corporation ("IFC") who is a guarantor on a partial basis of the Company's debentures and the creditor of the Company in case IFC may exercise its right to purchase the said shares, under a certain loan agreement pursuant to the resolution of the Annual General Meeting of the Shareholders for the Year 2006.

This portion of shares needs to be increased once again and reallocated after cancellation in order to replace the past resolution of the Annual General Meeting of the Shareholders for the Year 2006 as will be described further in Agenda item 12 and 14.

Opinion of the Board

The Board of Directors is of the opinion that the Shareholders should approve the reduction of the authorized capital so that the Company can increase its authorized capital to another amount as specified in Agenda item 12.

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.

Agenda Item 11

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

Background Information

In order to be in line with the reduction of the authorized capital of the Company in Agenda item 10 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 with the followings:

“Clause 4. Authorized capital of Baht 46,835,781,350 (Forty-six Billion Eight Hundred Thirty-five Million Seven Hundred Eighty-one Thousand Three Hundred and Fifty Baht)

divided into 4,683,578,135 shares (Four Billion Six Hundred Eighty-three Million Five Hundred Seventy-eight Thousand One Hundred and Thirty-five shares)

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

ordinary shares in the number of 3,984,211,289 shares (Three Billion Nine Hundred Eighty-four Million Two Hundred Eleven Thousand Two Hundred and Eighty-nine shares),

preference shares in the number of 699,366,846 shares (Six Hundred Ninety-nine Million Three Hundred Sixty-six Thousand Eight Hundred and Forty-six shares)”

Opinion of the Board

The Board of Directors is of the opinion that the Shareholders should approve the amendment to Clause 4 of the Memorandum of Association with respect to the authorized capital as proposed.

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.

Agenda Item 12

To consider and approve the increase of the authorized capital of the Company from Baht 46,835,781,350 to Baht 47,515,194,180 by issuing 67,941,283 new ordinary shares at a par value of Baht 10 each

Background Information

To be in line with the issuance of the warrants in Agenda item 8 above and to have sufficient shares for the exercise of the rights to purchase the ordinary shares of the Company pursuant to the warrants to be issued and offered under the ESOP 2007 Project, and for offering to IFC in accordance with the resolution of the Annual General Meeting of the Shareholders for the Year 2006, which has been revoked by operation of laws as it is necessary for the Company to reduce its authorized capital by canceling the shares not yet issued prior to increasing its authorized capital to other amounts, and the Company has reduced its authorized capital in Agenda item 10, thus, it is necessary for the Company to increase its authorized capital.

Opinion of the Board

The Board of Directors is of the opinion that the Shareholders should approve the increase of the authorized capital of the Company from Baht 46,835,781,350 to Baht 47,515,194,180 by issuing 67,941,283 new ordinary shares at a par value of Baht 10 each.

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.

Agenda Item 13

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

Background Information

In order to be in line with the increase of the authorized capital of the Company in Agenda item 12 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 with the followings:

“Clause 4. Authorized capital of Baht 47,515,194,180 (Forty-seven Billion Five Hundred Fifteen Million One Hundred Ninety-four Thousand One Hundred and Eighty Baht)

divided into 4,751,519,418 shares (Four Billion Seven Hundred Fifty-one Million Five Hundred Nineteen Thousand Four Hundred and Eighteen shares)

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

categorized into

ordinary shares in the number of 4,052,152,572 shares (Four Billion Fifty-two Million One Hundred Fifty-two Thousand Five Hundred Seventy-two shares),

preference shares in the number of 699,366,846 shares (Six Hundred Ninety-nine Million Three Hundred Sixty-six Thousand Eight Hundred and Forty-six shares)”

Opinion of the Board

The Board of Directors is of the opinion that the Shareholders should approve the amendment to Clause 4 of the Memorandum of Association with respect to the authorized capital of the Company as proposed.

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.

Agenda Item 14

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 and sale of shares on a private placement basis at the price below par value

Background Information

In order to be in line with the increase of the authorized capital in Agenda item 12 above, the Shareholders should approve the allotment of 67,941,283 new ordinary shares at a par value of Baht 10 per share pursuant to the capital increase as follows:

- (a) 38,000,000 shares will be reserved for the exercise of the rights of the warrants to be issued and offered to directors and employees at executive level of the Company and its subsidiaries under the ESOP 2007 Project;

- (b) 29,941,283 shares will be allotted for offering to IFC pursuant to the agreement between the Company and IFC which is a financial institution providing a partial guarantee to the Company's debentures.

The above allotment of ordinary shares is made in order to replace the past resolution of the Annual General Meeting of the Shareholders for the Year 2006. Said resolution has been revoked by operation of laws as it is necessary for the Company to reduce its authorized capital by canceling the shares not yet issued first and then increase its authorized capital to other amounts as mentioned in Agenda item 10 above. Therefore, the Company needs to increase its authorized capital and re-allot the shares so that the Company is still able to offer the shares to IFC.

Opinion of the Board

The Board of Directors is of the opinion that the Shareholders should approve the allotment of new ordinary shares as mentioned above. In addition, the Shareholders should authorize 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 ordinary shares mentioned in Clauses (a) and (b) in all respects.

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the total number of votes of the Shareholders attending and casting votes at the meeting.

Agenda Item 15

Other business, (if any)

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

In compliance with the Good Corporate Governance Principles, the Company announced on its website to provide opportunities for minority shareholders to propose for the Board's consideration agenda items in advance of the Annual General Shareholders Meeting (AGM). For AGM 2007, there is no suggested agenda item proposed by minority shareholders.

The Share Registration Book of the Company will be closed for the purpose of determining the right to attend the Annual General Meeting of the Shareholders for the Year 2007 on 4th April 2007 from 12.00 p.m. noon until the completion of the meeting.

You are cordially invited to attend this meeting as per date, time and venue stated above. The registration will be opened from 12.00 PM noon. 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 documents of identification to verify his right to attend the meeting. The details of evidence of identification are as appeared in Enclosure No.3.

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

We will appreciate if your proxy and required documents reach us before **23rd April 2007** in order to minimize processing time when your proxy arrives at the Meeting.

Should 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 Annual General Shareholders Meeting For the Year 2006,
held on 11th April 2006, 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

Since the Chairman of the Board was unable to attend the Meeting, the Meeting resolved to appoint Mr. Supachai Chearavanont, President and Chief Executive Officer and a shareholder, to act as the Chairman of the Meeting.

The Chairman thanked the shareholders for their attendance at the Annual General Shareholders Meeting for the Year 2006, and notified the Meeting that there were a total of 161 shareholders attending the Meeting in person and by proxy holding an aggregate of 1,489,470,081 shares, representing 36.35 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 Shareholders Meeting for the Year 2006 opened, and introduced the following directors and senior executives of the Company who were present at the Meeting:

1. Mr. Vitthya Vejjajiva Independent Director and Chairman of the Audit Committee
2. Dr. Kosol Petchsuwan Independent Director and Member of the Audit 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. Athueck Asvanund Vice Chairman and Group General Counsel
6. Mr. Andreas Klocke Director and Member of the Finance Committee
7. Mr. Umroong Sanphasitvong Director and Member of the Compensation and Nominating Committee
8. Mr. William Harris Chief Financial Officer

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

The Secretary informed the Meeting that the voting manual had been distributed to shareholders and proxy 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 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 Extraordinary General Meeting of the Shareholders No. 2/2548**

The Chairman requested the Meeting to consider the adoption of the Minutes of the Extraordinary General Meeting of the Shareholders No. 2/2548 held on 13th December 2005, which has been posted on the Company's website (www.truecorp.co.th) since 27th December, 2005 and there were no suggestion for any 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 1,679,308,726 votes equivalent to 97.49 percent of the total votes of the shareholders attending and casting votes at the Meeting, adopting the Minutes of the Extraordinary General Meeting of the Shareholders No. 2/2548 as proposed (with no objection and abstention of 43,163,100 votes equivalent to 2.51 percent of the total votes of the shareholders attending the Meeting and casting votes at the Meeting).

Agenda Item 2 **To acknowledge the report of the Company's 2005 performance**

The Chairman presented the report of the Company's 2005 Performance to the Meeting, details as appeared in the Company's annual report, which had already been distributed to all shareholders and posted on the Company's website (www.truecorp.co.th) since 31st March, 2006.

After presenting the report of the Company's 2005 Performance, the Chairman opened for the shareholders' questions.

A shareholder said that he heard that the Company would be invested by foreign partners by the mid-year 2006 and enquired whether this information was true. The Chairman clarified that under current circumstances, the Company do not need any foreign partner to co-invest. However, in the future, if the Company needs a large investment, for instance, after the approval of the National Telecommunications Commission (the NTC) of 3G technology which requires a large investment, the Company might need to have foreign partners. At present, the Company cannot suggest when foreign partners be needed.

After presenting the report of the Company's 2005 Performance, the Chairman opened for the shareholders' questions.

A shareholder enquired about the case on the Access Charge which the Company won TOT Public Company Limited ("TOT") whether the Company has a chance to obtain the award in cash. The Chairman answered that it is likely; however, TOT was trying to file the case to the Court whereby this might be extended. However, the Company has a good chance to win the case. In this regard, the Chairman requested Mr. Athueck Asvanund, Group General Counsel to further clarify. Mr. Athueck Asvanund explained that such case would depend on the Company whether it would request the payment in cash. If there were negotiation, it would depend on the Company whether to accept the payment in other form, probably as assets.

Moreover, the shareholder inquired about the Company's measure in case TOT continuously avoid paying the awards. Mr. Athueck replied that practically, there was never a case that a Company is to seize assets from a state enterprise. In case that the court rules in favor of the Company, TOT may obey the ruling, otherwise the government sector as a whole will be disreputed and discredited.

A shareholder asked the question whether the capital increase would affect to the share price. The Chairman replied that that he could not answer to every case in the Stock Exchange of Thailand; however in principle, capital increase should optimize the business and not affect shareholders as a whole. Currently, the Company has not yet planned to increase the capital.

A shareholder suggested that the Company provide close circuit television outside the conference room so that the shareholders outside could observe the Meeting. The Chairman thanked for the suggestion, which could be used to improve the next Meetings.

A shareholder asked how the acquisition of United Broadcasting Corporation Public Company Limited ("UBC") shares would affect the Company's profit (loss). The Chairman then explained that the profit generated would improve the results shown in the consolidated

financial statements. He further clarified that the investment in UBC is called Leveraged Buyout, that is UBC obtain a loan and bring that loan to the Company. After that the Company will repay the debts that the Company borrows to buy UBC. The loan might have some effect as interest expense but it is not beyond UBC's ability to pay interests. The other effect is goodwill from the acquisition which might be amortized as expenses in Profit and Loss Statement. However, this is only in the accounting, non-cash expense item.

With regard to the Company's budget on advertising in "Ten Faces" Game Show, a shareholder inquired a question of why the Company has many advertisements in spite of making a loss. The shareholder suggested that the budget should be used for social contribution on education instead.

The Chairman clarified that the Company has to advertise because the products and services of the Company are in the same categories as other operators'; in other words, they are substitute products. The Company, therefore, must advertise in order to promote the brand of the Company. If consumers cannot remember the brand, they will not use our products and services. However, the advertising budget of the Company to sponsor Ten Faces Game Show does not exceed 15 million Baht per year. The total advertising budget of the Company is much less than other major operators'.

With regard to social contribution on education, the Company makes this sort of contribution on a regular basis and intends to continue doing but not only by donation. The Company has better intention in social contribution for it targeted to bring knowledge features to young people by broadcasting through top programs in term of knowledge features (e.g. Discovery, National Geographic, Animal Planet) to every child in every household.

The Meeting acknowledged the report of the Company's 2005 Performance.

Agenda Item 3 **To consider and approve the Balance Sheet and the Profit and Loss Statements of the Company for the fiscal year ending 31st December 2005**

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 ended 31st December 2005 to the Meeting.

The Secretary explained to the Meeting about detail of the Balance Sheet and the Profit and Loss Statements of the Company for the fiscal year ending 31st December 2005, 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	108,058.36	Million Baht
Total Liabilities	107,751.42	Million Baht
Total Revenues	43,910.94	Million Baht
Net Loss	4,268.94	Million Baht

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 31st December 2005.

The Meeting considered the matter and passed a resolution with the majority votes of 2,346,070,086 votes equivalent to 98.19 percent of the total votes of the shareholders attending and casting votes at the Meeting (with no objection and abstention of 43,182,000 votes equivalent to 1.81 percent of the total votes of the shareholders attending and casting votes at the Meeting), approving the Company's Balance Sheet and the Profit and Loss Statements for the fiscal year ending 31st December 2005 as proposed in all respects.

Agenda Item 4 To consider the payment of dividend for the Year 2005 and consider the appropriation of annual net profit as reserve

The Chairman requested the Secretary of the Meeting to explain detail of the payment of dividend for the Year 2005 and the appropriation of annual net profit as a legal reserve to the Meeting.

The Secretary 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 2005 operating results as a legal reserve.

The Chairman proposed the Meeting to consider approving not to pay dividend for the Year 2005 and not to appropriate annual net profit as a legal reserve.

A shareholder questioned if it would be possible for the Company to compensate for accumulated loss and pay dividend to the shareholders in 5-10 years. The Chairman clarified that, basically, the ability to pay dividend depends on the Company's operating results. Whether or not the Company will be able to pay dividend in five years depends mostly on the operating results of the mobile segment. Telecom business requires a very large investment resulting in very high depreciation during its beginning years. Thus, if mobile

business starts to make profit in this year, it is a good sign for the business. The Chairman clarified that he personally believes in True Group that it will be the most successful with its operating results and revenue. He also believes that True has a good potential in growing in the next five years.

The Meeting considered the matter and passed a resolution with the majority votes of 2,348,513,687 votes equivalent to 98.19 percent of the total votes of the shareholders attending and casting votes at the Meeting (with the objection of 300 votes equivalent to 0.00 percent and abstention of 43,181,700 votes equivalent to 1.81 percent of the total votes of the shareholders attending and casting votes at the Meeting), approving not to pay dividend for the Year 2005 and not to appropriate the net profit from the Year 2005 operating results as a legal reserve, as proposed.

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 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 Shareholders Meeting for the Year 2006, there were six directors who retired by rotation, namely:

1. Mr. Vitthya Vejjajiva,
2. Dr. Kosol Petchsuwan,
3. Mr. Joti Bhokavanij,
4. Mr. Dhanin Chearavanont,
5. Mr. Supachai Chearavanont, and
6. Dr. Lee G. Lam

The Secretary of the Meeting informed the Meeting that the Board of Directors had passed a resolution to propose the Meeting to re-elect the above retired directors to resume their positions on the Board of Directors for another term.

The Chairman proposed the Meeting to consider approving the directors, who retired by rotation, to resume their positions on the Board of Directors for another term on an individual basis.

The Meeting considered the matter and passed a resolution with the majority votes of the total votes of the shareholders attending and casting votes at the Meeting , approving that the aforesaid directors be re-elected to resume their positions on the Board of Directors for another term with the following votes:

1. Mr. Vitthya Vejjajiva received the majority votes of 2,273,238,792 votes equivalent to 94.88 percent of the total votes of the shareholders attending and casting votes at the Meeting (with the objection of 70,257,419 votes equivalent to 2.93 percent and abstention of 52,385,700 votes equivalent to 2.19 percent of the total votes of the shareholders attending and casting votes at the Meeting).
2. Dr. Kosol Petchsuwan received the majority votes of 2,273,238,792 votes equivalent to 94.88 percent of the total votes of the shareholders attending and casting votes at the Meeting (with the objection of 70,257,419 votes equivalent to 2.93 percent and abstention of 52,385,700 votes equivalent to 2.19 percent of the total votes of the shareholders attending and casting votes at the Meeting).
3. Mr. Joti Bhokavanij received the majority votes of 2,273,238,792 votes equivalent to 94.88 percent of the total votes of the shareholders attending and casting votes at the Meeting (with the objection of 70,257,419 votes equivalent to 2.93 percent and abstention of 52,385,700 votes equivalent to 2.19 percent of the total votes of the shareholders attending and casting votes at the Meeting).
4. Mr. Dhanin Chearavanont received the majority votes of 2,273,238,792 votes equivalent to 94.88 percent of the total votes of the shareholders attending and casting votes at the Meeting (with the objection of 70,257,419 votes equivalent to 2.93 percent and abstention of 52,385,700 votes equivalent to 2.19 percent of the total votes of the shareholders attending and casting votes at the Meeting).
5. Mr. Supachai Chearavanont received the majority votes of 2,273,238,792 votes equivalent to 94.93 percent of the total votes of the shareholders attending and casting votes at the Meeting (with the objection of 70,257,419 votes equivalent to 2.93 percent and abstention of 52,385,700 votes equivalent to 2.19 percent of the total votes of the shareholders attending and casting votes at the Meeting).
6. Dr. Lee G. Lam received the majority votes of 2,273,238,792 votes equivalent to 94.88 percent of the total votes of the shareholders attending and casting votes at the Meeting (with the objection of 70,257,419 votes equivalent to 2.93 percent and abstention of 52,385,700 votes equivalent to 2.19 percent of the total votes of the shareholders attending and casting votes at the Meeting).

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 informed the Meeting that the directors' remuneration remains in the same rate as approved by the Annual General Shareholders Meetings for the Year 1998 and 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 Policy, the Board of Directors is of the opinion that the following remuneration of directors should be proposed to the Shareholders for approval.

Directors 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 receive 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 has not any right to vote in favor of themselves.

The Meeting considered the matter and passed a resolution with of 2,281,013,192 votes equivalent to 94.65 percent of the total votes of the shareholders attending and casting votes at the Meeting, which were more than two-thirds of the total votes (with the objection of 65,227,619 votes equivalent to 2.71 percent and abstention of 63,743,000 votes equivalent to 2.64 percent of the total votes of the shareholders attending and casting votes at the Meeting), approving the directors' remuneration as proposed.

Agenda Item 7 **To consider the appointment of the Company's auditors and the fixing of the auditors' remuneration for the Year 2006**

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 2006 to the Meeting.

The Secretary informed the Meeting that the auditors of PricewaterhouseCoopers ABAS Limited has been providing the auditing services for the past few years, and there is 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 Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant No. 3445, and/or Mrs. Nattaporn Phan-Udom, Certified Public Accountant No. 3430, and/or Mr. Boonmee Ngodngamvong, Certified Public Accountant No. 3673, as the Company's auditors for the Year 2006, whereby any one 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. Their remuneration for the Year 2006 in total of Baht 5.45 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 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 2006.

The Meeting considered the matter and passed a resolution with the majority votes of 2,286,169,892 votes equivalent to 94.86 percent of the total votes of the shareholders attending and casting votes at the Meeting (with no objection and abstention of 123,813,919 votes equivalent to 5.14 percent of the total votes of the shareholders attending and casting votes at the Meeting), approving the appointment of the auditors and the fixing of their 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.

Then, the Chairman invited Mr. Umroong Sanphasitvong to conduct the Meeting in Agenda Items 8 and 9.

Agenda Item 8 To consider and approve 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 2006 Project")

Mr. Umroong Sanphasitvong requested the Secretary of the Meeting to explain the summary of the issuance and offering of warrants to the directors and employees at executive level of the Company and/or its subsidiaries ("ESOP 2006 Project") to the Meeting.

The Secretary informed the Meeting that the objectives of the ESOP are to motivate and compensate the directors and employees at executive level of the Company and/or its subsidiaries to perform their duties to the best of their abilities for the best interests of the Company. This would be indirectly beneficial to the Company and its Shareholders, and to motivate the directors and employees at executive level to work for the Company on a long-term basis, therefore, the Board of Directors (with an unanimous approval of the Compensation Committee) had passed a resolution to propose to the Shareholders Meeting to consider approving the issuance and offering of warrants to the directors and employees at executive level of the Company and/or its subsidiaries under the ESOP 2006 Project. The details are summarized as follows:

Type of Warrants : Warrants to purchase the Company's ordinary shares, in registered form and non-transferable, unless by hereditary transfer or by will in case of death.

Total Number of Warrants to be Offered : Not exceeding 36,051,007 units.

Offering Price per Unit : Baht 0

Term : Not exceeding 5 years from the issuance and offering date.

Exercise Ratio : Except in the case of adjustment of the

Exercise Price and Exercise Ratio, one unit of Warrants will be entitled to purchase one ordinary share.

Exercise Price : Baht 10.19 per share, which is the weighted average closing price of the Company's shares traded on the Stock Exchange of Thailand during 30 business days prior to the date of the Shareholders' Meeting

Other details of the ESOP 2006 Project are as submitted to the shareholders together with the invitation to this Meeting.

In addition, the Board of Directors had passed a resolution to propose to the Shareholders Meeting to consider authorizing 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 to have the power to determine and fix other details and conditions in relation to the ESOP 2006 Project and the warrants, such as fixing the Exercise Date, the termination of the exercise rights under the warrants, the convening of the meeting of warrant holders in order to amend terms of the warrants, etc., and to have the powers to do any acts and things necessary and appropriate in connection with the establishment of the ESOP 2006 Project and the issuance and offering of the warrants in all respects, including but not limited to, contacting the Office of the Securities and Exchange Commission; preparing any document or application to be submitted to the Office of the Securities and Exchange Commission; amending or adding any other details related thereto in accordance with the order or suggestion of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand and/or any other government authority or to be in accordance with the applicable law or as such person(s) deem appropriate, provided that in the latter case, such amendment shall not be material in nature, whether such amendments have been made after the Company issued and offered the warrants or not, or whether they are the amendments made pursuant to the resolution of the meeting of warrant holders (if any) so long as it is not contrary to the law; allotment of the newly issued shares as well as listing of the ordinary shares resulting from the exercise of rights under the warrants on the Stock Exchange of Thailand.

The Secretary further informed to the Meeting that the issuance and offering of warrants under the ESOP 2006 Project may have an effect on the Exercise Price of the shareholders of the Company who have the Purchase Rights granted by KfW when there is an exercise of the Rights to purchase the ordinary shares of the Company by the warrant holders. In this connection, Thailand Securities Depository Co., Ltd., as Servicer of KfW, will be the one

who calculates the said Exercise Price and will inform the shareholders of the Company who have the Purchase Rights granted by KfW accordingly in case there is any adjustment to the Exercise Price.

In this regard, the Secretary informed the Meeting that the Shareholders Meeting must pass a resolution approving the issuance and offering of said warrants pursuant to the ESOP 2006 Project with the vote of not less than three-fourths of the total votes of the shareholders attending the Meeting and having the rights to vote, and there shall not be 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. The executive directors and employees at executive level of the Company who would receive warrants under the ESOP 2006 Project and were the shareholders attending the Meeting had no rights to vote in this agenda item.

A shareholder enquired on the exercised period of the ESOP 2006 Project. Mr. Umroong Sanphasitvong answered to the shareholders that it can be exercised within 5 years.

In addition, a shareholder questioned why the exercised price shown in the Notice, which is Baht 10.20, is different from the exercised price informed by the Secretary which is Bath 10.19.

The Secretary clarified that the details appear in the Notice are as follows:

“The Exercise Price The Exercise Price is the weighted average closing price of the Company’s shares traded on the Stock Exchange of Thailand during 30 business days prior to the date of the Shareholders’ Meeting. In case such price is lower than the par value of the Company’s share, the Exercise Price is the closing price of the date that the Board of Directors approves the ESOP 2006 Project which is Baht 10.20”

In practice, the Company was not able to calculate the Exercise Price on the date that the Notice was dispatched to the shareholder as the Company is required by law to send the Notice to the shareholders 14 days prior to the Meeting Date whereas the calculation must be done only 1 day before the Meeting date. In this connection, the Company had issued the principle that if the result of calculation of weighted average closing price of the Company’s shares is lower than the par value (Baht 10), the Exercise Price will be Baht 10.20. However, for this time the calculated price is not lower than the par value of the share, the exercise price will be then Baht 10.19.

Mr. Umroong Sanphasitvong, then, proposed the Meeting to consider approving the issuance and offering of warrants pursuant to the ESOP 2006 Project and the granting of said authorization.

The Meeting considered the matter and passed a resolution with the votes of 2,272,124,011 equivalent to 94.33 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 directors and employees at executive level of the Company pursuant to the ESOP 2006 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 (with the objection of 86,979,600 votes equivalent to 3.61 percent and abstention of 50,880,200 votes equivalent to 2.11 percent of the total votes of the shareholders attending and casting votes at the Meeting).

Agenda Item 9 **To consider and approve the issuance and offering of warrants to each of the directors and employees at executive level of the Company and/or its subsidiaries who will be entitled to receive the said warrants more than 5 percent of the total warrants to be issued and offered under the ESOP 2006 Project on an individual basis**

Mr. Umroong Sanphasitvong requested the Secretary of the Meeting to explain detail of the issuance and offering of warrants to each of the directors and employees at executive level of the Company and/or subsidiaries who will be entitled to receive the said warrants more than 5 percent of the total warrants to be issued and offered under the ESOP 2006 Project on an individual basis to the Meeting.

The Secretary informed the Meeting that the Shareholders Meeting had passed a resolution to approve the issuance and offering of warrants to the directors and employees at executive level of the Company and/or subsidiaries under the ESOP 2006 Project in Agenda Item 8; therefore, in order to comply with the relevant Notification of the Securities and Exchange Commission, the Shareholders Meeting must pass a resolution to approve the Company subsidiaries to issue and offer the warrants to the directors and employees at executive level of the Company and/or subsidiaries who are entitled to receive the allotment of the warrants more than 5 percent of the total number of the warrants to be issued and offered under this ESOP 2006 Project on an individual basis, whereby the allotment of the warrants to the directors and employees at executive level more than 5 percent of the total number of the

warrants to be issued and offered at this time was approved by the Board of Directors and was unanimously approved by the Compensation and Nominating Committee as per detail in the copy of the opinion of the Compensation and Nominating Committee in relation to the ESOP 2006 Project, which was already submitted to all shareholders.

The list of the names and the number of warrants of the said directors and employees at executive level who are entitled to receive the warrants more than 5 percent are as follows:

1. Mr. Supachai Chearavanont
Number of allocated warrants: 3,200,000 units
which is 9.8% of the total warrants to be issued under the ESOP 2006 Project.
2. Mr. Athueck Asvanund
Number of allocated warrants: 2,000,000 units
which is 6.1% of the total warrants to be issued under the ESOP 2006 Project.

Other details are enclosed in the invitation to this Meeting.

In this regard, the Secretary further informed the Meeting that the Shareholders Meeting must pass a resolution approving the issuance and offering of warrants to each of the directors and employees at executive level mentioned above who are allotted with the warrants more than 5 percent of the total number of the warrants to be issued and offered under the ESOP 2006 Project on an individual basis with the vote of not less than three-fourths of the total votes of the shareholders attending the Meeting and having the rights to vote, and there shall not be shareholders holding shares in aggregate of more than 5 percent of the total votes of the shareholders attending the Meeting objecting to the said resolution. The said directors and employees at executive level have no rights to vote in case the Meeting would pass a resolution to issue warrants to themselves.

Mr. Umroong Sanphasitvong then proposed the Meeting to consider approving the issuance and offering of warrants to each of the said directors and employees at executive level on an individual basis.

The Meeting considered the matter and resolved that the issuance and offering of warrants to each of the directors and employees at executive level of the Company who would be entitled to receive the said warrants more than 5 percent of the total warrants to be issued and offered under the ESOP 2006 Project in the list of names above on an individual basis be approved as proposed with the votes for each director and employee at executive level as follows:

1. Mr. Supachai Chearavanont

The Meeting considered the matter and passed the resolution with 2,271,394,611 votes equivalent to 94.30 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, and there were no shareholders holding shares in aggregate of more than 5 percent of the total votes of the shareholders attending the Meeting objecting to such resolution (with the objection of 87,879,600 votes equivalent to 3.65 percent and abstention of 50,709,600 votes equivalent to 2.11 percent of the total votes of the shareholders attending the Meeting and having the rights to vote).

2. Mr. Athueck Asvanund

The Meeting considered the matter and passed the resolution with 2,271,394,611 votes equivalent to 94.25 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, and there were no shareholders holding shares in aggregate of more than 5 percent of the total votes of the shareholders attending the Meeting objecting to such resolution (with the objection of 87,879,600 votes equivalent to 3.65 percent and abstention of 50,709,600 votes equivalent to 2.10 percent of the total votes of the shareholders attending the Meeting and having the rights to vote).

Mr. Umroong Sanphasitvong then invited the Chairman of the Meeting to conduct the Meeting in Agenda Item 10 to 14.

Agenda Item 10 To consider and approve the reduction of the authorized capital of the Company from Baht 46,774,214,840 to be Baht 42,455,271,280 by canceling the ordinary shares registered but not yet issued in the number of 431,894,356 shares (except the shares reserved for the exercise of the warrants to purchase the Company's ordinary shares)

The Chairman requested the Secretary of the Meeting to explain detail in relation to Agenda Item 10.

The Secretary informed the Meeting that in order for the Company to be able to increase its authorized capital as a reserve for the exercise of rights of the warrant holders under the ESOP 2006 Project, 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 Company Act. The Board therefore proposed the reduction of the authorized capital of the Company from Baht 46,774,214,840 to be Baht 42,455,271,280 by canceling the ordinary shares registered but not yet issued in the amount of 431,894,356 shares, as per details specified in the invitation to this Meeting.

Then, the Chairman proposed the Meeting to consider approving the reduction of the aforesaid authorized capital.

The Meeting considered the matter and passed a resolution with 2,352,160,311 votes equivalent to 97.60 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 (with the objection of 16,668,400 votes equivalent to 0.69 percent and abstention of 41,155,100 votes equivalent to 1.71 percent of the total votes of the shareholders attending the Meeting and having the rights to vote), that the reduction of the authorized capital be approved as proposed in all respects.

Agenda Item 11 To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the authorized capital to be in line with the reduction of the authorized capital of the Company

The Chairman requested the Secretary of the Meeting to explain detail in relation to the amendment of the Memorandum of Association to the Meeting.

The Secretary informed the Meeting that in order to be in line with the reduction of the authorized capital of the Company in Agenda Item 10 above, it is necessary to amend Clause 4 of the Memorandum of Association of the Company with respect to the authorized capital by canceling the existing Clause and replacing with details as specified in the invitation to this Meeting.

Thereafter, the Chairman proposed the Meeting to consider approving the amendment to the said Memorandum of Association.

The Meeting considered the matter and passed a resolution with the votes of 2,321,564,811 votes equivalent to 96.33 percent of the total votes of the shareholders attending and casting votes at the Meeting, which were more than three-fourths of the total votes of the shareholders attending and casting votes at the Meeting (with the objection of 16,668,400 votes equivalent to 0.69 percent and abstention of 71,750,600 votes equivalent to 2.98 percent of the total votes of the shareholders attending and casting votes at the Meeting),

approving the amendment to Clause 4 of the Memorandum of Association with the new following wordings:

“Clause 4. Authorized capital of Baht 42,455,271,280 (Forty-two Billion Four Hundred Fifty-five Million Two Hundred Seventy-one Thousand Two Hundred and Eighty Baht)

divided into 4,245,527,128 shares (Four Billion Two Hundred Forty-five Million Five Hundred Twenty-seven Thousand One Hundred and Twenty-eight shares)

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

categorized into

ordinary shares in the number of 3,546,121,609 shares (Three Billion Five Hundred Forty-six Million One Hundred Twenty-one Thousand Six Hundred and Nine shares),

preference shares in the amount of 699,405,519 shares (Six Hundred Ninety-nine Million Four Hundred Five Thousand Five Hundred and Nineteen shares)”

Agenda Item 12 **To consider and approve the increase of the authorized capital of the Company from Baht 42,455,271,280 to Baht 47,134,724,910 by issuing 467,945,363 new ordinary shares at a par value of Baht 10 each**

The Chairman requested the Secretary to explain detail of the increase of the authorized capital to the Meeting.

The Secretary informed the Meeting that to be in line with the issuance of the warrants in Agenda Item 8 above and to have sufficient shares for the exercise of the rights to purchase the ordinary shares of the Company pursuant to the warrants to be issued and offered under the ESOP 2006 Project, and for the allotment for offering on a private placement basis and International Finance Corporation (“IFC”) according to the resolution of the Extraordinary General Meeting of the Shareholders No. 1/2548, which has been revoked by operation of laws as it is necessary for the Company to reduce its authorized capital by canceling the shares not yet issued prior to increasing its authorized capital to other amounts, which the Meeting had already approved in Agenda Item 10, thus, it was necessary for the Company to

increase its authorized capital from Baht 42,455,271,280 to Baht 47,134,724,910 by issuing 467,945,363 new ordinary shares at a par value of Baht 10 Each.

Thereafter, the Chairman proposed the Meeting to consider the increase of the authorized capital.

The Meeting considered the matter and passed a resolution with 2,279,209,592 votes equivalent to 94.57 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 (with the objection of 16,668,400 votes equivalent to 0.69 percent and abstention of 114,105,819 votes equivalent to 4.73 percent 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 Item 13 To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the authorized capital to be in line with the increase of the authorized capital of the Company

The Chairman 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 informed the Meeting that in order to be in line with the increase of the authorized capital of the Company in Agenda Item 12 above, it was necessary to amend Clause 4 of the Memorandum of Association of the Company with respect to the authorized capital by canceling the existing Clause and replacing with the new wording, as per details specified in the invitation to this Meeting.

Thereafter, the Chairman proposed the Meeting to consider approving the amendment to the said Clause 4 of the Memorandum of Association.

The Meeting considered the matter and passed a resolution with the votes of 2,279,209,592 votes equivalent to 94.57 percent of the total votes of the shareholders attending and casting votes at the Meeting, which were more than three-fourths of the total votes of the shareholders attending and casting votes at the Meeting (with the objection of 16,668,400 votes equivalent to 0.69 percent and abstention of 114,105,819 votes equivalent to 4.73 percent of the total votes of the shareholders attending and casting votes at the Meeting) approving the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company with the new following wordings:

“Clause 4. Authorized capital of Baht 47,134,724,910 (Forty-seven Billion One Hundred Thirty-four Million Seven Hundred Twenty-four Thousand Nine Hundred and Ten Baht)

divided into 4,713,472,491 shares (Four Billion Seven Hundred Thirteen Million Four Hundred Seventy-two Thousand Four Hundred and Ninety-one shares)

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

categorized into

ordinary shares in the amount of 4,014,066,972 shares (Four Billion Fourteen Million Sixty-six Thousand Nine Hundred and Seventy-two shares),

preference shares in the amount of 699,405,519 shares (Six Hundred Ninety-nine Million Four Hundred Five Thousand Five Hundred and Nineteen shares)”

Agenda Item 14 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 and sale of the 402,000,000 shares on a private placement basis at the price below par value

The Chairman 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 informed the Meeting that in order to be in line with the increase of the authorized capital in Agenda Item 12 above, the Shareholders should approve the allotment of 467,945,363 new ordinary shares at a par value of Baht 10 per share pursuant to the capital increase as follows:

- (a) 36,051,007 shares will be reserved for the exercise of the rights of the warrants to be issued and offered to directors and employees at executive level of the Company under the ESOP 2006 Project;
- (b) 402,000,000 shares will be allotted for offering on a private placement basis in accordance with the Notification of the Securities and Exchange Commission No. Kor.

Jor. 12/2543 regarding the application and permission for offering of new shares. Such offering may be in one or several tranches. The Board of Directors Meeting also passed a resolution to offer such shares at a price below the par value of the share, of which the definite offering price shall be determined by using the book build process but in any event not lower than three Baht per share.

The above allotment is made in order to replace the past resolution of the Extraordinary General Meeting of the Shareholders No. 1/2548, which replaced the past resolution of the Extraordinary General Meeting of the Shareholders No. 3/2547. Said resolution has been revoked by operation of laws as it is necessary for the Company to reduce its authorized capital by canceling the shares not yet issued first and then increase its authorized capital to other amounts as mentioned in the Agenda item 10 above. Therefore, the Company needs to increase its authorized capital and re-allot the said shares.

- (c) 29,894,356 shares will be allotted for offering to IFC pursuant to the agreement between the Company and IFC which is a financial institution providing a partial guarantee to the Company's debentures.

The above allotment is made in order to replace the past resolution of the Extraordinary General Meeting of the Shareholders No. 1/2548. Said resolution has been revoked by operation of laws 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 amounts as mentioned in Agenda Item 10 above. Therefore, the Company needs to increase its authorized capital and re-allot the said shares in order to offer to IFC.

The Chairman proposed 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 the shares mentioned in Clause (b) and (c) above in all respects as per details specified in the invitation to this Meeting.

Thereafter, The Chairman proposed the Meeting to consider the matter.

The Meeting considered the matter and passed a resolution with 2,241,469,258 votes equivalent to 93.01 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 (with the objection of 68,883,834 votes equivalent to 2.86 percent and abstention of 99,630,719 votes equivalent to 4.13 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 as proposed in all respects as well as approving the offering and sale of 402,000,000 shares on a private placement basis at a price below the par value of the share but in any event such offer price shall not be lower than three Baht per share, and 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 Clauses (b) and (c) above in all respects, including to determine conditions and details of the offering, for example, the offering price or the offering date, which may be made in one or several tranches, and to appoint any substitute to carry out the same.

Agenda Item 15 Others

There was no other question or matter proposed.

The Chairman declared the Meeting closed at 3.30 p.m.

After the opening of the Meeting, more shareholders continually registered to the Meeting. Finally, there were a total of 325 shareholders attended the Meeting, representing 2,409,983,811 shares equivalent to 58.81 percent of the total issued shares of the Company.

(Signature)

(Mr. Supachai Chearavanont)
Chairman of the Meeting

(Signature)

(Ms. Rangsinee Sujaritsunchai)
Minutes Keeper

Certified true copy

(Signature)

(Mr. Athueck Asvanund)
Director

and

(Signature)

(Mr. Vichaow Rakphongphairoj)
Director

Proxy

If you wish to appoint a proxy to attend and vote at the meeting on your behalf for the Annual General Meeting of the Shareholders for the Year 2007, the Company facilitates you with three (3) proxy forms as hereunder;

- Proxy (Form A.)
General form
- Proxy (Form B.)
Proxy form containing specific details
- Proxy (Form C.)
For Foreign shareholders who have custodians in Thailand only

Please execute only one proxy form from the above three forms.

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 documents of identification to verify his/her right to attend the meeting. The details of evidence of identification are as appeared in Enclosure No.3

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

We will appreciate if your proxy and required documents reach us before 23rd April 2007 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.

แบบหนังสือมอบฉันทะ แบบ ก.

Proxy (Form A.)

หนังสือมอบฉันทะแบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน

(General Form)

แบบหนังสือมอบฉันทะ แบบ ก.

Proxy (Form A.)

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

(General Form)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

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

- (2) เป็นผู้ถือหุ้นของบริษัท ทู คอร์ปอเรชั่น จำกัด (มหาชน)
 being a shareholder of **True Corporation Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
 holding the total amount of shares and having the right to vote equal to votes as follows

หุ้นสามัญ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
ordinary share	shares	and having the right to vote equal to	votes
หุ้นบุริมสิทธิ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
preference share	shares	and having the right to vote equal to	votes

- (3) ขอมอบฉันทะให้
 Hereby appoint

(1) อายุ ปี
 age years,
 อยู่บ้านเลขที่ ถนน ตำบล/แขวง
 residing at Road Sub-District
 อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
 District Province Postal Code or

(2) อายุ ปี
 age years,
 อยู่บ้านเลขที่ ถนน ตำบล/แขวง
 residing at Road Sub-District
 อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
 District Province Postal Code or

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2550
 Anyone of the above as my/our proxy holder to attend and vote at the Annual General Shareholders Meeting for the Year 2007



ในวันที่ 24 เมษายน 2550

เวลา 14.00 น.

ณ ห้องประชุมชั้น 21 อาคาร TRUE ทาวเวอร์ เลขที่ 18 ถนนรัชดาภิเษก
แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพมหานคร

to be held on 24th April 2007

time 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.

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at said meeting shall be deemed as having been performed by myself/ourselves in all respects.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ :

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Remarks :

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.



แบบหนังสือมอบฉันทะ แบบ ข.
Proxy (Form B.)

**หนังสือมอบฉันทะแบบที่กำหนดรายการต่าง ๆ
ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว
(Proxy Form containing specific details)**

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy (Form B.)

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

เขียนที่
Written at

วันที่ เดือน พ.ศ.
Date Month Year

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

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

(3) ขอมอบฉันทะให้
Hereby appoint

(1) อายุ ปี
age years,
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
residing at Road Sub-District
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code or

(2) อายุ ปี
age years,
อยู่บ้านเลขที่ ถนน ตำบล/แขวง
residing at Road Sub-District
อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
District Province Postal Code or

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2550
Anyone of the above as my/our proxy holder to attend and vote at the Annual General Shareholders Meeting for the Year 2007.



ในวันที่ 24 เมษายน 2550 เวลา 14.00 น. ณ ห้องประชุมชั้น 21 อาคาร ทู ทาวเวอร์ เลขที่ 18 ถนนรัชดาภิเษก
 to be held on 24th April 2007 time 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.

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
 or any adjournment at any date, time and place thereof.

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

- (1) วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2549
 Agenda Item 1 Subject To adopt the minutes of Annual General Meeting of the Shareholders for the Year 2006.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 2 เรื่อง รับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2549
 Agenda Item 2 Subject To acknowledge the report on the result of business operation of the Company for the Year 2006.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 3 เรื่อง พิจารณานุมัติงบดุลและบัญชีกำไรขาดทุนสำหรับรอบระยะเวลาบัญชีประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2549
 Agenda Item 3 Subject To consider and approve the Balance Sheet and the Profit and Loss Statements of the Company for the fiscal year ended 31st December 2006.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
- วาระที่ 4 เรื่อง พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2549 และการจัดสรรกำไรสุทธิประจำปีเป็นทุนสำรอง
 Agenda Item 4 Subject To consider and approve the payment of dividends and appropriation of net profits for the Year 2006 as reserve.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

**สำหรับวาระที่ 5 อยู่ที่หัวข้อ (2) ในหน้า 10
 Please note that Agenda Item 5 is under (2) on page 10

- วาระที่ 6 เรื่อง พิจารณาอนุมัติค่าตอบแทนกรรมการ
Agenda Item 6 Subject To consider and approve the directors' remuneration.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 7 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2550
Agenda Item 7 Subject To consider the appointment of the Company's auditors and fix their remuneration for the Year 2007.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 8 เรื่อง พิจารณาอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ให้แก่กรรมการและพนักงานในระดับผู้บริหารของบริษัทฯ และ/หรือ บริษัทย่อย (“โครงการ ESOP 2007”)
Agenda Item 8 Subject To consider and approve the issuance and offering of warrants to purchase the Company's ordinary shares to the directors and the executives of the Company and/or its subsidiaries (the ESOP 2007 Project).
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 9 เรื่อง พิจารณาอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิให้แก่กรรมการและพนักงานในระดับผู้บริหารของบริษัทฯ และ/หรือ บริษัทย่อยที่จะได้รับการจัดสรรใบสำคัญแสดงสิทธิดังกล่าวเกินกว่าร้อยละ 5 ของจำนวนใบสำคัญแสดงสิทธิทั้งหมดที่จะออกและเสนอขายตามโครงการ ESOP 2007 เป็นรายบุคคล
Agenda Item 9 Subject To consider and approve the issuance and offering of warrants to the directors and the executives of the Company and/or its subsidiaries who will be entitled to receive said warrants under the ESOP 2007 Project in an amount of greater than 5 percent of the total warrants to be issued and offered under the ESOP 2007 Project on an individual basis.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
1. ชื่อกรรมการ นายศุภชัย เจียรนวนนท์
Director's name Mr. Supachai Chearavanont
กรรมการ กรรมการผู้จัดการใหญ่ และ ประธานคณะผู้บริหาร
Director, President and Chief Executive Officer
จำนวนหน่วยของใบสำคัญแสดงสิทธิที่ได้รับ : 2,815,000 หน่วย
Number of allocated warrants : 2,815,000 units
คิดเป็นร้อยละ (ของโครงการ) : 7.41
which is 7.41 % of the total warrants to be issued under the ESOP 2007 Project
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



- วาระที่ 10 เรื่อง พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จากจำนวน 47,134,724,910 บาท เป็นจำนวน 46,835,781,350 บาท โดยการยกเลิกหุ้นสามัญที่ได้จดทะเบียนไว้แล้ว แต่ยังไม่ได้จำหน่ายจำนวน 29,894,356 หุ้น (ยกเว้น หุ้นที่สำรองไว้เพื่อการใช้สิทธิของใบสำคัญแสดงสิทธิของบริษัท)
- Agenda Item 10 Subject To consider and approve the reduction of the authorized capital of the Company from Baht 47,134,724,910 to Baht 46,835,781,350 by canceling 29,894,356 ordinary shares which have not yet been issued.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 11 เรื่อง พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิ ของบริษัท ข้อ 4. เรื่อง ทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
- Agenda Item 11 Subject 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.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 12 เรื่อง พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จากจำนวน 46,835,781,350 บาท เป็นจำนวน 47,515,194,180 บาท โดยการออกหุ้นสามัญใหม่ จำนวน 67,941,283 หุ้น มูลค่าที่ตราไว้หุ้นละ 10 บาท
- Agenda Item 12 Subject To consider and approve the increase of the authorized capital of the Company from Baht 46,835,781,350 to be Baht 47,515,194,180 by issuing 67,941,283 new ordinary shares at a par value of Baht 10 each.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 13 เรื่อง พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิ ของบริษัท ข้อ 4. เรื่อง ทุนจดทะเบียน เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท
- Agenda Item 13 Subject 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 increase of the authorized capital.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



วาระที่ 14 เรื่อง พิจารณาอนุมัติการจัดสรรหุ้นสามัญใหม่จากการเพิ่มทุนจดทะเบียน
 Agenda Item 14 Subject To consider and approve the allotment of new ordinary shares pursuant to the increase of the authorized capital.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 15 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)
 Agenda Item 15 Subject Other business, if any.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

(2) วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ
 Agenda Item 5 Subject To consider the election of directors in place of those who retired by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:

การแต่งตั้งกรรมการทั้งหมด

Vote for all the nominated candidates as a whole.

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominee.

1. ชื่อกรรมการ นายณรงค์ ศรีสอ้าน
 The director's name Mr. Narong Srisa-an
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
2. ชื่อกรรมการ นายอภัย อัสวานนท์
 The director's name Mr. Athueck Asvanund
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
3. ชื่อกรรมการ นายสุภกิต เจียรนวนนท์
 The director's name Mr. Soopakij Chearavanont
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain
4. ชื่อกรรมการ นายชัชวาลย์ เจียรนวนนท์
 The director's name Mr. Chatchaval Jiaravanon
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain



5. ชื่อกรรมการ นายวิชาวน์ รักพงษ์ไพโรจน์
The director's name Mr. Vichaow Rakphongphairoj
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
6. ชื่อกรรมการ นายอำรุง สรรพสิทธิ์วงศ์
The director's name Mr. Umroong Sanphasitvong
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
7. ชื่อกรรมการ นายไฮนริช ไฮมส์
The director's name Mr. Heinrich Heims
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุม มีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริง ประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at said meeting except in case that the proxy does not vote as I specifies in the proxy form shall be deemed as having been performed by myself/ourselves in all respects.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ :

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยก จำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
2. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบ หนังสือมอบฉันทะแบบ ข. ตามแนบ

Remarks :

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. For Agenda appointing directors, the whole nominated candidates or an individual nominee can be appointed.
3. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Allonge of Proxy Form B. as attached.



**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Allonge of Proxy Form B.**

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2550
At the Annual General Shareholders Meeting For the Year 2007

ในวันที่ 24 เมษายน 2550 เวลา 14.00 น. ณ ห้องประชุมชั้น 21 อาคาร ทรู ทาวเวอร์ เลขที่ 18 ถนนรัชดาภิเษก
to be held on 24th April 2007 time 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.

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

- (1) วาระที่ เรื่อง
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ เรื่อง
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ เรื่อง
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ เรื่อง
- Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



วาระที่ เรื่อง

Agenda Item Subject

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

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

(2) วาระที่ เรื่อง เลือกตั้งกรรมการ (ต่อ)
 Agenda Item Subject To approve the appointment of new directors (Continued)

ชื่อกรรมการ

Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ

Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ

Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ

Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ

Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ

Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ

Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ

Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ

Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain



ชื่อกรรมการ
Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ
Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ
Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ
Director's name

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



แบบหนังสือมอบฉันทะ แบบ ค.
Proxy (Form C.)

หนังสือมอบฉันทะแบบที่ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่
ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและ
แต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย
เป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

**(For foreign shareholders who have custodians in
Thailand only)**

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy (Form C.)

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

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

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

As a Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท ทู คอร์ปอเรชั่น จำกัด (มหาชน)

being a shareholder of **True Corporation Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

holding the total amount of shares and having the right to vote equal to votes as follows

หุ้นสามัญ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
ordinary share	shares	and having the right to vote equal to	votes
หุ้นบุริมสิทธิ	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ	เสียง
preference share	shares	and having the right to vote equal to	votes

- (2) ขอมอบฉันทะให้

(1) อายุ ปี

..... age years,

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

residing at Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ

District Province Postal Code or

(2) อายุ ปี

..... age years,

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

residing at Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ

District Province Postal Code or

(3) อายุ ปี

..... age years,

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

residing at Road Sub-District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2550

Anyone of the above as my/our proxy holder to attend and vote at the Annual General Shareholders Meeting for the Year 2007.



ในวันที่ 24 เมษายน 2550 เวลา 14.00 น. ณ ห้องประชุมชั้น 21 อาคาร ทู ทาวเวอร์ เลขที่ 18 ถนนรัชดาภิเษก
 to be held on 24th April 2007 time 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.

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
 or any adjournment at any date, time and place thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้
 Hereby appoint

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
 Grant proxy the total amount of share holding and having the right to vote
- มอบฉันทะบางส่วน คือ
 Grant partial shares of
 - หุ้นสามัญ หุ้น และมีสิทธิออกเสียงลงคะแนนได้..... เสียง
 ordinary share shares and having the right to vote votes
 - หุ้นบุริมสิทธิ หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
 preference share shares and having the right to vote votes

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

- (1) วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2549
 Agenda Item 1 Subject To adopt the minutes of Annual General Meeting of the Shareholders for the Year 2006.
 - (n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 - (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 2 เรื่อง รับทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปี 2549
 Agenda Item 2 Subject To acknowledge the report on the result of business operation of the Company for the Year 2006.
 - (n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 - (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve votes Disapprove votes Abstain votes
- วาระที่ 3 เรื่อง พิจารณานุมัติงบดุลและบัญชีกำไรขาดทุนสำหรับรอบระยะเวลาบัญชีประจำปี สิ้นสุดวันที่
 Agenda Item 3 Subject To consider and approve the Balance Sheet and the Profit and Loss Statements of the Company for the fiscal year ended 31st December 2006.
 - (n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 - (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve votes Disapprove votes Abstain votes



- วาระที่ 4 เรื่อง พิจารณาอนุมัติการจ่ายเงินปันผลประจำปี 2549 และการจัดสรรกำไรสุทธิประจำปีเป็นทุนสำรอง
Agenda Item 4 Subject To consider and approve the payment of dividends and appropriation of net profits for the Year 2006 as reserve.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

**สำหรับวาระที่ 5 อยู่ที่หัวข้อ (2) ในหน้า 20

Please note that Agenda Item 5 is under (2) on page 20

- วาระที่ 6 เรื่อง พิจารณาอนุมัติค่าตอบแทนกรรมการ
Agenda Item 6 Subject To consider and approve the directors' remuneration.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ 7 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2550
Agenda Item 7 Subject To consider the appointment of the Company's auditors and fix their remuneration for the Year 2007.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ 8 เรื่อง พิจารณาอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทฯ ให้แก่
กรรมการและพนักงานในระดับผู้บริหารของบริษัทฯ และ/หรือ บริษัทย่อย ("โครงการ ESOP 2007")
Agenda Item 8 Subject To consider and approve the issuance and offering of warrants to purchase the Company's ordinary shares to the directors and the executives of the Company and/or its subsidiaries (the ESOP 2007 Project).
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ 9 เรื่อง พิจารณาอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิให้แก่กรรมการและพนักงานใน
ระดับผู้บริหารของบริษัทฯ และ/หรือ บริษัทย่อยที่จะได้รับการจัดสรรใบสำคัญแสดงสิทธิ
ดังกล่าวเกินกว่าร้อยละ 5 ของจำนวนใบสำคัญแสดงสิทธิทั้งหมดที่จะออกและเสนอขาย
ตามโครงการ ESOP 2007 เป็นรายบุคคล
Agenda Item 9 Subject To consider and approve the issuance and offering of warrants to the directors and the executives of the Company and/or its subsidiaries who will be entitled to receive said warrants under the ESOP 2007 Project in an amount of greater than 5 percent of the total warrants to be issued and offered under the ESOP 2007 Project on an individual basis.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.



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

1. ชื่อกรรมการ นายศุภชัย เจียรนวนนท์

Director's name Mr. Supachai Chearavanont

กรรมการ กรรมการผู้จัดการใหญ่ และ ประธานคณะผู้บริหาร

Director, President and Chief Executive Officer

จำนวนหน่วยของใบสำคัญแสดงสิทธิที่ได้รับ : 2,815,000 หน่วย

Number of the allocated warrants : 2,815,000 units

คิดเป็นร้อยละ (ของโครงการ) : 7.41

which is 7.41 % of the total warrants to be issued under the ESOP 2007 Project

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

- วาระที่ 10 เรื่อง พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ จากจำนวน 47,134,724,910 บาท เป็นจำนวน 46,835,781,350 บาท โดยการยกเลิกหุ้นสามัญที่ได้จดทะเบียนไว้แล้ว แต่ยังไม่ได้จำหน่ายจำนวน 29,894,356 หุ้น (ยกเว้น หุ้นที่สำรองไว้เพื่อการใช้สิทธิของใบสำคัญแสดงสิทธิของบริษัทฯ)

Agenda Item 10 Subject To consider and approve the reduction of the authorized capital of the Company from Baht 47,134,724,910 to Baht 46,835,781,350 by canceling 29,894,356 ordinary shares which have not yet been issued.

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

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

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

- วาระที่ 11 เรื่อง พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิ ของบริษัทฯ ข้อ 4. เรื่อง ทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ

Agenda Item 11 Subject 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.

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

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

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

- วาระที่ 12 เรื่อง พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จากจำนวน 46,835,781,350 บาท เป็นจำนวน 47,515,194,180 บาท โดยการออกหุ้นสามัญใหม่ จำนวน 67,941,283 หุ้น มูลค่าที่ตราไว้หุ้นละ 10 บาท

Agenda Item 12 Subject To consider and approve the increase of the authorized capital of the Company from Baht 46,835,781,350 to be Baht 47,515,194,180 by issuing 67,941,283 new ordinary shares at a par value of Baht 10 each.

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

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

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



วาระที่ 13 เรื่อง พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิ ของบริษัทฯ ข้อ 4. เรื่อง ทุนจดทะเบียน เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ
 Agenda Item 13 Subject 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 increase of the authorized capital.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 14 เรื่อง พิจารณานุมัติการจัดสรรหุ้นสามัญใหม่จากการเพิ่มทุนจดทะเบียน
 Agenda Item 14 Subject To consider and approve the allotment of new ordinary shares pursuant to the increase of the authorized capital.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 15 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)
 Agenda Item 15 Subject Other business, if any.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve votes Disapprove votes Abstain votes

(2) วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ
 Agenda Item 5 Subject To consider the election of directors in place of those who retired by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:

การแต่งตั้งกรรมการทั้งชุด
 Vote for all the nominated candidates as a whole.
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve votes Disapprove votes Abstain votes

การแต่งตั้งกรรมการเป็นรายบุคคล
 Vote for an individual nominee.

1. ชื่อกรรมการ นายณรงค์ ศรีสอ้าน
 The director's name Mr. Narong Srisa-an
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve votes Disapprove votes Abstain votes

2. ชื่อกรรมการ นายอ็อก อัสวานนท์
 The director's name Mr. Athueck Asvanund
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
 Approve votes Disapprove votes Abstain votes



3. ชื่อกรรมการ นายสุภกิต เจียรนวนนท์
The director's name Mr. Soopakij Chearavanont
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
4. ชื่อกรรมการ นายชัชวาลย์ เจียรนวนนท์
The director's name Mr. Chatchaval Jiaravanon
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
5. ชื่อกรรมการ นายวิเชาวน์ รักพงษ์ไพโรจน์
The director's name Mr. Vichaow Rakphongphairoj
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
6. ชื่อกรรมการ นายอรรุณ สรรพสิทธิ์วงศ์
The director's name Mr. Umroong Sanphasitvong
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
7. ชื่อกรรมการ นายไฮนริช ไฮมส์
The director's name Mr. Heinrich Heims
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the proxy at said meeting except in case that the proxy does not vote as I specifies in the proxy form shall be deemed as having been performed by myself/ourselves in all respects.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)



หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
4. วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
5. ในกรณีที่ส่ววาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ใน ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

Remarks:

1. Only foreign shareholders whose name appears in the registration book who have custodian in Thailand can use the Proxy Form C.
2. Evidences to be enclosed with the proxy form are:
 - (1) Power of Attorney from shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
4. In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
5. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Allonge of Proxy Form C. as attached.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
Allonge of Proxy Form C.

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2550
At the Annual General Shareholders Meeting For the Year 2007

ในวันที่ 24 เมษายน 2550 เวลา 14.00 น. ณ ห้องประชุมชั้น 21 อาคาร ทรู ทาวเวอร์ เลขที่ 18 ถนนรัชดาภิเษก
to be held on 24th April 2007 time 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.

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

-
- (1) วาระที่ เรื่อง
Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ เรื่อง
Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ เรื่อง
Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- วาระที่ เรื่อง
Agenda Item Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes



วาระที่
Agenda Item

เรื่อง
Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

(2) วาระที่
Agenda Item

เรื่อง เลือกตั้งกรรมการ (ต่อ)
Subject To approve the appointment of new directors (Continued)

ชื่อกรรมการ
Director's name

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

ชื่อกรรมการ
Director's name

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

ชื่อกรรมการ
Director's name

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

ชื่อกรรมการ
Director's name

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

ชื่อกรรมการ
Director's name

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

ชื่อกรรมการ
Director's name

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

ชื่อกรรมการ
Director's name

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

ชื่อกรรมการ
Director's name

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



ชื่อกรรมการ

Director's name

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

ชื่อกรรมการ

Director's name

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

ชื่อกรรมการ

Director's name

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

ชื่อกรรมการ

Director's name

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

ชื่อกรรมการ

Director's name

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



ข้อมูลเกี่ยวกับกรรมการอิสระ ผู้รับมอบฉันทะจากผู้ถือหุ้น
Details of Independent Director (Proxy for Shareholders)

ชื่อ นายวิทยา เวชชาชีวะ
Name Mr. Vitthya Vejajiva
ตำแหน่ง กรรมการอิสระ และประธานคณะกรรมการตรวจสอบ
Position Independent Director and Chairman of the Audit Committee
สัญชาติ ไทย
Nationality Thai
อายุ 70 ปี
Age 70 years

จำนวนหุ้นที่ถือในบริษัท บริษัทในเครือ บริษัทร่วม หรือบริษัทที่เกี่ยวข้อง (ณ วันที่ 31 ธันวาคม 2549)
Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 31st December 2006).
 - ไม่มี - (- None -)

ที่อยู่ เลขที่ 27/2 ถนนสุขุมวิท 33 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพฯ 10110
Address 27/2 Sukhumvit 33 Road, Klong Ton Nua Sub-district, Wattana District, Bangkok 10110

วุฒิการศึกษา
Education

- นิติศาสตรมหาบัณฑิต มหาวิทยาลัยฮาร์วาร์ด ประเทศสหรัฐอเมริกา
- Master Degree of Laws, Harvard University, U.S.A.
- อักษรศาสตรมหาบัณฑิต มหาวิทยาลัยเคมบริดจ์ ประเทศอังกฤษ
- Master Degree of Arts, University of Cambridge, England
- นิติศาสตรบัณฑิต มหาวิทยาลัยเคมบริดจ์ ประเทศอังกฤษ
- Bachelor of Laws, University of Cambridge, England
- เนติบัณฑิต สำนักเกรส์ อินน์ ประเทศอังกฤษ
- English Barrister, Gray's Inn Association, England

การอบรมหลักสูตรกรรมการที่จัดโดยสมาคมส่งเสริมสถาบันกรรมการบริษัทไทย (IOD)
Director Trainings organized by Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP)
- Audit Committee Program (ACP)
- Chairman 2000

ประวัติการทำงานที่สำคัญ
Work experience

- ปี 2522 อธิบดีกรมเศรษฐกิจ
- 1979 Director, General of Department of Economic Affairs
- ปี 2524 เอกอัครราชทูตประจำประเทศแคนาดา
- 1981 Ambassador Extraordinary and Plenipotentiary of Canada
- ปี 2527 เอกอัครราชทูตประจำประเทศเบลเยียมและประชาคมยุโรป
- 1984 Ambassador Extraordinary and Plenipotentiary of Belgium and the European Community
- ปี 2531 เอกอัครราชทูตประจำประเทศสหรัฐอเมริกา
- 1988 Ambassador Extraordinary and Plenipotentiary of the United States of America
- ปี 2534-2535 ปลัดกระทรวงการต่างประเทศ
- 1991-1992 Permanent Secretary to the Ministry of Foreign Affairs
- ปัจจุบัน กรรมการอิสระ และ ประธานคณะกรรมการตรวจสอบ บริษัท ทู คอร์ปอเรชั่น จำกัด (มหาชน) และ ประธานกรรมการบริษัท เคไลน์ (ประเทศไทย) จำกัด และบริษัทในเครือ
- Present Independent Director and Chairman of the Audit Committee, True Corporation Public Company Limited and Chairman of K Line (Thailand) Co., Ltd. and its subsidiaries

ส่วนได้เสียทั้งทางตรงและทางอ้อมในกิจการใด ๆ ที่บริษัทหรือบริษัทย่อยเป็นคู่สัญญา
Direct and indirect interest in any transaction which the Company, or its subsidiaries is a party.

- ไม่มี - (- None -)

(Translation)

Evidence of identification

• **Natural person**

1. For the Shareholders who wish to attend the meeting by yourself, please bring your identification card, or government official identification card or driver license, or passport to verify your right for attending the meeting.
2. If you wish to appoint a proxy to attend and vote at the meeting on your behalf, the following documents need to be presented:
 - Completed and duly executed proxy with the grantor's and proxy's signature.
 - Certified true copy of the grantor's identification such as identification card, or government official identification card or driver license, or passport.
 - Proxy's identification such as identification card, or government official identification card or driver license, or passport.

• **Juristic person**

1. In case a juristic person wish to have its authorized director attended the meeting on behalf of it, the following documents need to be presented:
 - Certified true copy of the company's affidavit or Certification Document specifying the authorization of the authorized director.
 - Original of the director's identification such as identification card, or government official identification card or driver license, or passport.
2. In case a juristic person wish to appoint a person to attend and vote at the meeting on its behalf, the following documents need to be presented:
 - Completed and duly executed proxy with the grantor's authorized directors' signature and proxy's signature.
 - Certified true copy of the grantor's identification such as the company's affidavit, the Certification Document showing that persons who sign in a proxy are authorized directors.
 - Proxy's identification such as identification card, or government official identification card or driver license, or passport.

A right to attend and vote at the meeting shall be reserved to the shareholder/the proxy who brings the evidence of identification only.

(Translation)

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	:	Mr. Narong Srisa-an
Position	:	Independent Director
Type of Director to be elected	:	Independent Director
Nomination Criteria and Procedure	:	Existing director considered/regarded qualified by the Compensation and Nominating Committee
Family relationship to the Management or major shareholders of the Company or its subsidiaries	:	None
Period of Directorship	:	8 consecutive years
Age (years)	:	79
Education	:	Honorary Master Degree of Economics, Thammasat University
Director training programs held by the Thai Institute of Directors Association (IOD)	:	Director Accreditation Program (DAP)
Experiences and positions in other companies		
Listed Companies	:	4 companies
		Vice Chairman, Vice Executive Chairman and Member of Remuneration Committee, Berli Jucker Public Company Limited
		Chairman Advance Agro Public Company Limited
		Chairman and Chairman of the Executive Board Siam Food Products Public Company Limited
		Chairman and Chairman of the Executive Board Oishi Group Public Company Limited
Non-listed Companies	:	28 companies
Position in other companies competing/ materially related to Company's business	:	None

The Company's securities ownership (as of 31 December 2006)	:	10,000 ordinary shares representing 0.0002 % of total voting shares
Board Meeting Attendance in Year 2006	:	4 times from 7 times
Corporate Governance Committee Meeting Attendance in Year 2006	:	2 times from 2 times

The additional information during the past 2 years

- Not being a director who engages in business management of the Company, affiliated companies, associated companies, or person who may have conflict of interest and not being an employee, staff, consultant obtaining salary from the Company, affiliated companies, associated companies, or person who may have conflict of interest.
- Not being a profession (i.e. Auditor, Legal advisor) of the Company, affiliated companies, associated companies, or person who may have conflict of interest.
- Having no significant business relationship which might affect the independence to perform in the Company, affiliated companies, associated companies, or person who may have conflict of interest.

Definition of Independent Director

Definition of Independent Director by the Company is more restricted than definition by the SEC's regulations. In this regard, Independent Director means a Director holding the following qualifications:

- Not engaging in business management of the Company, affiliated companies, associated companies, related companies or Company's major shareholders, and not being an employee, staff, consultant obtaining salary from the Company, affiliated companies, associated companies, related companies or Company's major shareholders. Having no control power to the Company, affiliated companies, associated companies or conflict of interest person.
- Holding shares less than 5 percent of the total shares with the right to vote in the Company, affiliated companies, associated companies, related companies or person who may have conflict of interest including the amount of shares held by connected person pursuant to the Article 258 under Securities Act B.E. 2535.
- Not being a connected person or related persons with the executives or major shareholders of the Company, affiliated companies, associated companies or conflict of interest person.

- Not being assigned to be the trustee of the Board of Directors, major shareholders, shareholders who are related person with the major shareholder of the Company.
- Being able to independently perform their duties and comment or report on the performance assigned by the Board of directors. Not being under control of the management or major shareholders including the related person or close relative of the said person.

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	:	Mr. Athueck Asvanund
Position	:	Vice Chairman and Group General Counsel
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Existing director considered/regarded qualified by the Compensation and Nominating Committee
Period of directorship	:	9 consecutive years
Age (years)	:	55
Education	:	Master Degree of Laws, specialized in International Legal Studies, New York University, U.S.A. Bachelor of Laws (Honours), Thammasat University
Training programs	:	Capital Market Academy Leader Program
Director training programs held by the Thai Institute of Directors Association (IOD)	:	Director Accreditation Program (DAP)
Experiences and positions in other companies		
Listed Companies	:	None
Non-listed Companies	:	29 companies
Position in other companies competing/ materially related to Company's business	:	None
Past Experience	:	Associate Judge, Central Intellectual Property and International Trade Court Baker & McKenzie
The Company's securities ownership (as of 31 December 2006)	:	1,300,046 Ordinary Shares representing 0.029 % of total voting shares 12,385,254 warrants units
Board Meeting Attendance in Year 2006	:	7 times from 7 times

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	:	Mr. Soopakij Chearavanont
Position	:	Director
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Existing director considered/regarded qualified by the Compensation and Nominating Committee
Period of directorship	:	13 consecutive years
Age (years)	:	43
Education	:	Bachelor of Business Administration, New York University, U.S.A.
Director training programs held by the Thai Institute of Directors Association (IOD)	:	None
Experiences and positions in other companies		
Listed Company	:	1 company Director, C.P. Seven Eleven Public Company Limited
Non-listed Companies	:	23 companies
Position in other companies competing/ materially related to Company's business	:	None
The Company's securities ownership (as of 31 December 2006)	:	0 ordinary shares 4,130,000 warrant units
Board Meeting Attendance in Year 2006	:	1 time from 7 times
Compensation and Nominating Committee Meeting Attendance in Year 2006	:	1 time from 1 time

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	:	Mr. Chatchaval Jiaravanon
Position	:	Director and Managing Director-Group Investment
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Existing director considered/regarded qualified by the Compensation and Nominating Committee
Period of directorship	:	13 consecutive years
Age (years)	:	44
Education	:	Bachelor of Science Business Administration, University of Southern California, U.S.A.
Director training programs held by the Thai Institute of Directors Association (IOD)	:	Director Accreditation Program (DAP)
Experiences and positions in other companies		
Listed Company	:	1 company Director and Member of the Audit Committee, Ticon Industrial Connection Public Company Limited
Non-listed Companies	:	23 companies
Position in other companies competing/ materially related to Company's business	:	None
The Company's securities ownership (as of 31 December 2006)	:	1,293,740 ordinary shares representing 0.029 % of total voting shares 10,110,643 warrants units
Board Meeting Attendance in Year 2006	:	4 times from 7 times

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	:	Mr. Vichaow Rakphongphairoj
Position	:	Director, Managing Director and Chief Operating Officer
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Existing director considered/regarded qualified by the Compensation and Nominating Committee
Period of directorship	:	15 consecutive years
Age (years)	:	49
Education	:	Master Degree of Business Administration Pepperdine University, U.S.A. Master Degree of Electrical Engineering University of Wisconsin, U.S.A. Bachelor of Electrical Engineering Arizona State University, U.S.A.
Director training programs held by the Thai Institute of Directors Association (IOD)	:	Director Certification Program (DCP)
Experiences and positions in other companies		
Listed Company	:	None
Non-listed Companies	:	13 companies
Position in other companies competing/ materially related to Company's business	:	None
Past Experience	:	E.V.P., Business & Enterprise True Corporation Public Company Limited E.V.P., Central Operation & Information Technology True Corporation Public Company Limited Region Director, Bangkok-Southeast Region True Corporation Public Company Limited Region Director, Bangkok-West Region True Corporation Public Company Limited

The Company's securities ownership : 7,000 ordinary shares
(as of 31 December 2006) representing 0.0001% of total voting shares
9,062,243 warrants units

Board Meeting Attendance in Year 2006 : 7 times from 7 times

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	:	Mr. Umroong Sanphasitvong
Position	:	Director
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Existing director considered/regarded qualified by the Compensation and Nominating Committee
Period of directorship	:	5 consecutive years
Age (years)	:	54
Education	:	Master Degree of Accounting, Thammasat University Bachelor of Accounting, Thammasat University
Director training programs held by the Thai Institute of Directors Association (IOD)	:	Director Certification Program (DCP)
Experiences and positions in other companies		
Listed Company	:	1 company D i r e c t o r , C.P. Seven Eleven Public Company Limited
Non-listed Companies	:	4 companies
Position in other companies competing/ materially related to Company's business	:	None
The Company's securities ownership (as of 31 December 2006)	:	384,000 ordinary shares representing 0.008 % of total voting shares
Board Meeting Attendance in Year 2006	:	7 times from 7 times
Compensation and Nominating Committee Meeting Attendance in Year 2006	:	1 time from 1 time
Finance Committee Meeting Attendance in Year 2006	:	4 times from 6 times

**Details of the Nominees Proposed for
Election of the Directors Retiring by Rotation**

Name	:	Mr. Heinrich Heims
Position	:	Director
Type of Director to be elected	:	Director
Nomination Criteria and Procedure	:	Existing director considered/regarded qualified by the Compensation and Nominating Committee
Period of directorship	:	7 consecutive years
Age (years)	:	54
Education	:	Abitur at Schiller Gymnasium, Hameln Studies at the Freie University Berlin: Educational Sciences Studies at the Freie University Berlin, with State Examination (Graduate in Economics)
Director training programs held by the Thai Institute of Directors Association (IOD)	:	None
Experiences and positions in other companies		
Listed Company	:	None
Non-listed Companies	:	4 companies
Position in other companies competing/ materially related to Company's business	:	None
Past experience	:	Export Finance Kreditanstalt für Wiederaufbau
The Company's securities ownership (as of 31 December 2006)	:	None
Board Meeting Attendance in Year 2006	:	3 times from 7 times
Compensation and Nominating Committee Meeting Attendance in Year 2006	:	1 time from 1 time

(Translation)

Details of the Company's Auditor
PricewaterhouseCoopers ABAS Limited

PricewaterhouseCoopers is the world's largest professional services organization. Drawing on the knowledge and skills of more than 130,000 people in 148 countries. We provide industry-focused assurance, tax and advisory services for public and private clients. We use our networks, experience, industry knowledge and business understanding to build trust and create value for clients - we call this Connected Thinking.

In Thailand, where we have had a presence for over 40 years, our 1,000+ staff seeks to emulate our core values of Excellence, Teamwork, and Leadership.

"PricewaterhouseCoopers" refers to the network of member firms of PricewaterhouseCoopers International Limited, each of which is a separate and independent legal entity.

Name	Position	Age (Year)	% of Share Holding (31/12/2006)	Relationships with Management	Education	Experience
Mrs. Nattaporn Phan-Udom CPA No. 3430	Partner	48	No	No	Master Degree in Management - SASIN Institute of Administration of Chulalongkorn University Certified Public Accountant (CPA) Thailand Authorized Auditor of Securities Commissions of Thailand Institute	1994 – Present Partner PricewaterhouseCoopers ABAS Limited, Bangkok 1990 – 1993 Audit Manager Price Waterhouse, Bangkok 1987 – 1989 Assistant Vice President – Internal audit department Bank of Asia 1982 – 1986 Auditor Price Waterhouse, Bangkok
Mr. Boonmee Ngotngamwong CPA No. 3673	Partner	44	No	No	Master degree in Business Administration Thammasat University Certified Public Accountant (CPA) Thailand Authorized Auditor of Securities Commissions of Thailand Institute	1996 – Present Partner PricewaterhouseCoopers ABAS Limited, Bangkok 1994 – 1995 Audit Manager Price Waterhouse, Bangkok 1989 – 1993 Audit Manager Price Waterhouse, Hongkong 1985 – 1988 Auditor Price Waterhouse, Bangkok
Mrs. Anothai Leekitwattana CPA No. 3442	Partner	47	No	No	Master degree in Accountancy Thammasat University Certified Public Accountant (CPA) Thailand Authorized Auditor of Securities Commissions of Thailand Institute	1982 – Present Partner PricewaterhouseCoopers ABAS Limited, Bangkok

(Translation)
Details of ESOP 2007 Project
(attachment for consideration under Agenda item 8)

1. Objectives and necessities of offering securities to directors and employees at executive level of the Company and/or its subsidiaries.

The objectives of the ESOP is to motivate and compensate the directors and employees at executive level of the Company and/or its subsidiaries to perform their duties to the best of their abilities for the best interests of the Company. This would be indirectly beneficial to the Company and its shareholders, and to motivate the directors and employees at executive level to work for the Company and/or subsidiaries on a long-term basis.

2. Preliminary Details of warrants to purchase the Company's ordinary shares ("Warrants").

Type of Warrants : Warrants to purchase the Company's ordinary shares, in registered form and non-transferable, unless by hereditary transfer or by will in case of death.

Total Number of Warrants to be Offered : Not exceeding 38,000,000 units.

Reserved Shares : 38,000,000 shares (at Baht 10 par value), or 0.84 percent of the total number of issued shares which is 4,501,527,736 shares (as of 16th February 2007). And when aggregated with the 39,600,000 shares reserved for the exercise of the Warrants already offered to directors and employees of the Company pursuant to the resolution of the Annual General Shareholders Meeting for the year 2000 held on 27th April 2000 at a discount price, the Warrants to be issued this time will amount to 1.72 percent of the total number of issued shares of the Company. And if aggregated with the 130,930,921 shares reserved for the exercise of the Warrants already offered to directors and employees of the Company pursuant to the resolutions of the shareholders meetings during the Year 2002-2006, at a non-discount price in the total number of 130,930,921 units, the Warrants to be issued this time will amount to 4.63 percent of the total number of issued shares of the Company.

Offering Price per Unit	: Baht 0 (zero Baht)
Offering Period	: The offering shall be completed within one year from the date on which the program is approved by the Securities and Exchange Commission (the "SEC").
Term	: Not exceeding 5 years from the issuance and offering date.
Allocation Method	: Allocation of Warrants to the directors and employees at executive level of the Company and/or its subsidiaries at one time, and not offering through the intermediary.
Issuance and Offering Date	: The Company's Board of Directors and/or the persons entrusted by the Board of Directors will determine the date of issuance and offering of Warrants after the Company has been granted approvals from the Shareholders' Meeting and the Office of the SEC.
Exercise Ratio	: Except in the case of adjustment of the Exercise Price and Exercise Ratio, one unit of Warrants will be entitled to purchase one ordinary share.
Exercise Price	: The Exercise Price is the weighted average closing price of the Company's shares traded on the Stock Exchange of Thailand ("closing price") during 30 business days prior to the date of the Shareholders' Meeting, such price may be lower than the par value of the Company's share. In case such price is lower than the par value of the Company's share, the Exercise Price must not be lower than Baht 7 which is the closing price of the date that the Board of Directors approves the ESOP 2007 Project.
Adjustment of Exercise Price and Exercise Ratio	: The Company will make an adjustment of the Exercise Ratio and the Exercise Price in accordance with the method of calculation to be further prescribed in the case where the Company will pay dividends by shares of the Company and/or where the Company consolidates or split the value of the shares only.

Exercise Period

: The directors and employees at executive level of the Company and/or its subsidiaries shall be entitled to exercise the Warrants to purchase the Company's ordinary shares as per details below:

The directors and employees at executive level of the Company and/or its subsidiaries shall be entitled to receive 3 sets of Warrants at the same time on the date of issuance and offering of the Warrants; each set of Warrants shall amount to one third of the total number of Warrants so allocated to those persons. Each set of Warrants shall have the following exercise period:

First Set of Warrants

Directors and employees at executive level of the Company and/or its subsidiaries are entitled to exercise the right to purchase the ordinary shares thereunder, either in whole or in part, 1 year after the date that the Board of Directors Meeting approved the issuance and offering of the Warrants, until the Warrants are expired.

Provided that the Warrant holder shall exercise the right to purchase at least 100 shares or multiples thereof, except in the case where the holder has the right to purchase less than 100 shares.

Second Set of Warrants

Directors and employees at executive level of the Company and/or its subsidiaries are entitled to exercise the right to purchase the ordinary shares thereunder, either in whole or in part, 2 years after the date that the Board of Directors Meeting approved the issuance and offering of the Warrants, until the Warrants are expired.

Provided that the Warrant holder shall exercise the right to purchase at least 100 shares or multiples thereof, except in the case where the holder has the right to purchase less than 100 shares.

Third Set of Warrants

Directors and employees at executive level of the Company and/or its subsidiaries are entitled to exercise the right to purchase the ordinary shares thereunder, either in whole or in part, 3 years after the date that the Board of Directors Meeting approved the issuance and offering of the Warrants, until the Warrants are expired.

Provided that the Warrant holder shall exercise the right to purchase at least 100 shares or multiples thereof, except in the case where the holder has the right to purchase less than 100 shares.

Provided further that the Board of Directors and/or person(s) entrusted by the Board may stipulate that Warrant holder be entitled to purchase the shares prior to specified period, including to specify the exercise period under the Warrants to end prior to the stated maturity thereof in the event of occurrence of certain circumstance, such as the loss of the employment status of the said directors and employees at executive level.

Exercise Date : Between 9.00 a.m. and 4.00 p.m. on the last business day of every month as from the first month each Warrant holder is entitled to exercise his rights under each Warrant within such time as set out under the heading "Exercise Period" mentioned above and subject to any other conditions to be determined by the Board of Directors and/or the person(s) entrusted by the Board. For the last exercise period, the exercise date will be during five business days prior to the expired date.

Warrant holders Meeting : The Board of Directors may specify the conditions in relation to the holding of the Warrant holders meeting for considering matters proposed by the Company in relation to any amendment of the terms and conditions of the Warrants to the extent not contrary to laws.

Assistance from the : -None-
 Company in Respect of
 Sources of Funds for
 Directors and Employees
 at executive level of the
 Company

Rights and Interests Other : None. Because the ordinary shares to be issued
 than those Normal Rights pursuant to the exercise of this Warrant shall have the
 and Interests from same rights and status as all other previously issued
 Ordinary Share ordinary shares of the Company in all respects.

3. List of employees at executive level who are eligible to be allocated Warrants in excess of 5 percent of Warrants to be issued and offered this time and all Directors of the Company and subsidiaries who are eligible to be allocated Warrants.

Name/Position	Number of Allocated Warrants (Units)	Percent of Total Allocated Warrants
1. Mr. Supachai Chearavanont Director , President and Chief Executive Officer True Corporation Public Company Limited	2,815,000	7.41
2. Mr. Athueck Asvanund Vice Chairman and Group General Counsel True Corporation Public Company Limited	1,875,000	4.93
3. Mr. Vichaow Rakphongphairoj Director , Managing Director and Chief Operating Officer True Corporation Public Company Limited	1,875,000	4.93
4. Mr. William Harris Director of True's subsidiaries and Chief Financial Officer True Corporation Public Company Limited	1,875,000	4.93
5. Mr. Thiti Nantapatsiri Director of True's subsidiaries and Managing Director -Home/Consumer Solution & Highspeed Access True Corporation Public Company Limited	1,400,000	3.68

Name/Position	Number of Allocated Warrants (Units)	Percent of Total Allocated Warrants
6. Mr. Songtham Phianpattanawit Director of True's subsidiaries and Managing Director-Corporate Solution, Wholesales & Data True Corporation Public Company Limited	1,400,000	3.68
7. Mr. Adhiruth Thothaveesansuk Director of True's subsidiaries and Managing Director - Office/SME Solution & Wireless Access True Corporation Public Company Limited	1,400,000	3.68
8. Mr.Soopakij Chearavanont Director of True Corporation Public Company Limited and Director of True's subsidiaries	1,400,000	3.68
9. Mr. Kachorn Chiaravanont Director of True's subsidiaries and Director - Group Regulatory, Government & Industry Affairs True Corporation Public Company Limited	1,000,000	2.63
10. Mr. Noppadol Dej-Udom Director of True's subsidiaries and Director & General Manager - Online True Corporation Public Company Limited	1,000,000	2.63
11. Mr. Sompan Charumilinda Director of True's subsidiaries	850,000	2.24
12. Mr. Papon Ratanachaikanont Director of True's subsidiaries and Assistant to President True Corporation Public Company Limited	703,565	1.85
13. Dr. Mana Lohatepanont Director of True's subsidiary and Director - Human Resources True Corporation Public Company Limited	676,741	1.78

Name/Position	Number of Allocated Warrants (Units)	Percent of Total Allocated Warrants
14. Dr. Chitti Vijakkhana Director of True's subsidiaries and Co-Director & COO-Mobile True Corporation Public Company Limited	637,531	1.68
15. Mr. Thada Savetsila Director of True's subsidiaries and Director & General Manager - Corporate Solution True Corporation Public Company Limited	587,674	1.55
16. Mr. Anat Mekpaiboonvatana Director of True's subsidiaries and Director & General Manager - Distribution & Sales True Corporation Public Company Limited	571,646	1.50
17. Mr. Suphakit Vuntanadit Director of True's subsidiary and Director – Marketing - True Group True Corporation Public Company Limited	527,674	1.39
18. Mr. Ardkit Suntornwat Director of True's subsidiaries and Director & General Manager - Multimedia Services True Corporation Public Company Limited	527,674	1.39
19. Mr. Taj Bussadeegarn Director of True's subsidiaries and Associate General Counsel True Corporation Public Company Limited	449,569	1.18
20. Mr. Kashem Kornseri Director of True's subsidiary and Director – Customer Management True Corporation Public Company Limited	439,728	1.16
21. Mr. Attaphon Na Bangxang Director of True's subsidiary	432,399	1.14
22. Pol.Gen Nopadol Somboonsub Director of True's subsidiaries and Director - Fraud & Cyber-Crime True Corporation Public Company Limited	395,755	1.04

Name/Position	Number of Allocated Warrants (Units)	Percent of Total Allocated Warrants
23. Dr. Jen Sriwattanathamma Director of True's subsidiary and Director - Procurement True Corporation Public Company Limited	369,371	0.97
24. Mr. Polpan Uttapap Director of True's subsidiary and Director & Chief Operating Officer-Online True Corporation Public Company Limited	334,193	0.88
25. Dr. Pishnu Suntharanund Director of True's subsidiary and Director - Treasurer True Corporation Public Company Limited	329,281	0.87
26. Mr. Chatchaval Jiaravanon Director and Managing Director- Group Investment True Corporation Public Company Limited	300,000	0.79
27. Mr. Carl Goodier Director of True's subsidiary and Assistant to President True Corporation Public Company Limited	288,569	0.76
28. Mr. Vasu Khunvasi Director of True's subsidiary and Director - Wireline Voice Services True Corporation Public Company Limited	281,426	0.74
29. Mr. Paisit Vatjanapagorn Director of True's subsidiaries and Director & General Manager Broadband Broadcasting Multimedia True Corporation Public Company Limited	281,426	0.74
30. Mr. Sarit Jinnasith Director of True's subsidiary	272,631	0.72
31. Mr. Supoj Mahapan Director of True's subsidiary and Deputy Director, Head of International Roaming True Corporation Public Company Limited	256,801	0.68

Name/Position	Number of Allocated Warrants (Units)	Percent of Total Allocated Warrants
32. Mr. Hiroshi Wada Director of True's subsidiary	250,000	0.66
33. Mr. Sanguansak Bhaesajsanguan Director of True's subsidiary and Director - Services Area & Network Operations True Corporation Public Company Limited	237,453	0.62
34. Mr. Taweechai Pureetip Director of True's subsidiary	169,418	0.45
35. Col. Nipon Longsomboon Director of True's subsidiary	98,255	0.26

4. Qualifications of Directors and Employees at Executive Level Eligible for Warrants Allocation.

4.1 Being a selected executive director of the Company and/or its subsidiaries who makes contribution to the Company;

4.2 Being an employee at executive level of the Company and/or its subsidiaries with a minimum of one year of service;

4.3 Being a selected employee at executive level of the Company and/or its subsidiaries who makes contribution to the Company (as the case may be);

4.4 In exceptional case other than Clause 4.2 and Clause 4.3, the case will be proposed to the Company's Compensation and Nominating Committee for consideration;

4.5 Being a director and/or employee of the Company and/or its subsidiaries on the date of issuance and offering the Warrants; and

4.6 The number of Warrants to be allocated by the Board of Directors of the Company to each of the directors and/or employees at executive level of the Company and/or its subsidiaries will not necessarily be the same number, but may be varied depending upon the position, work experience, year of service, working performance and potential, as well as benefits providing to the Company.

5. Conditions to the Exercise of the Warrants

In the case where the employment status of the Warrant holder is changed, the maturity of the Warrants and the rights of the Warrant holder will be changed as per the following:

Reasons for Change in Employment Status	Maturity of the Warrants and Rights of Warrant holders
<p>1. Retirement or Disability due to Sickness as determined by the Board of the Company</p>	<ul style="list-style-type: none"> – All Warrants received shall be exercisable in the year of the termination of employment of the Warrant holder by reason of retirement or disability due to sickness as determined by the Board, regardless of the first Exercise Date as specified in such Warrants, provided that in exercising the rights to purchase the ordinary shares under the Warrants, the Warrant holders must exercise the Warrants within the earlier of the following periods: <ul style="list-style-type: none"> (a) the remaining life of the relevant Warrants; or (b) within 2 years from the date of termination of employment. <p>Provided further that the rights to purchase the ordinary shares under the Warrants which has not been exercised within that specified time shall be terminated and the Warrant holder shall have no claims against the Company.</p>
<p>2. Death</p>	<ul style="list-style-type: none"> – All Warrants received shall be exercisable in the year of the termination of employment of the Warrant holder by reason of his/her death, regardless of the first Exercise Date as specified in such Warrants. – In case of death of the Warrant holder, the heir or if there is no such heir, the court appointed Estate Administrator of the Warrant holder, may exercise the rights to purchase the ordinary shares under the Warrants within the earlier of the following periods: <ul style="list-style-type: none"> (a) the remaining life of the relevant Warrants; or (b) within 2 years from the date that the relevant Warrant holder is dead,

Reasons for Change in Employment Status	Maturity of the Warrants and Rights of Warrant holders
	<p data-bbox="639 293 1425 450">– unless the Board of Directors of the Company approves an extension of such exercise period under (b) above which in any case shall not exceed the maturity date of the relevant Warrants.</p> <p data-bbox="639 506 1425 663">Provided further that the rights to purchase the ordinary shares under the Warrants which has not been exercised within that specified time shall be terminated and the Warrant holder shall have no claims against the Company.</p>
3. Transfer to Affiliates	<p data-bbox="639 757 1425 954">– In case of the employment of the Warrant holder has been transferred to an affiliate as may be determined by the Board or other entity as approved by the Board, the Warrant holder shall retain entitle to all of its rights under the Warrants in all respects.</p>
4. Qualified Resignation	<p data-bbox="639 1008 1425 1760">– In case of termination of employment or resignation by reasons of downsizing, re-organization, change in management control or shareholder control, or sale or merger of business of or in the Company, or the Warrant holder's refusal to relocate or to be downgraded, or resignation or termination of employment because of voluntary or involuntary reduction in manpower (except in case of misconduct or persistent failure to perform job duties, where this will be treated as part of the "Other Resignation or Other Type of Termination of Employment"), all Warrants received shall be exercisable in the year of the termination of employment or resignation of the Warrant holder, regardless of the first Exercise Date as specified in such Warrants, provided that in exercising the rights to purchase the ordinary shares under the Warrants, the Warrant holders must exercise the Warrants within the earlier of the following periods:</p> <p data-bbox="687 1809 1334 1845">(a) the remaining life of the relevant Warrants; or</p> <p data-bbox="687 1872 1318 1944">(b) within 2 years from the date of resignation or termination of employment.</p>

Reasons for Change in Employment Status	Maturity of the Warrants and Rights of Warrant holders
	Provided further that the rights to purchase the ordinary shares under the Warrants which has not been exercised within that specified time shall be terminated and the Warrant holder shall have no claims against the Company
5. Other Resignation or Other Type of Termination of Employment, including Misconduct or Persistent Failure to Perform Job Duties	- Unless otherwise approved by the Board of Directors: All Warrants shall expire immediately and cannot be exercised for purchasing the ordinary shares any longer, and all rights of the Warrant holders to purchase the ordinary shares shall expire immediately upon termination of employment in this particular case and the Warrant holder shall have no claims against the Company.

6. Ordinary shares issued pursuant to the exercised Warrants issued this time shall have the same rights and status as ordinary shares of the Company previously issued by the Company in all respects.
7. After the expiry of the date set out for the last exercise of the Warrants, if there shall be any Warrants remain unexercised, it shall be deemed that the said Warrants shall cease to have any effect and are not exercisable in any case and the Warrant holder shall have no claims against the Company.
8. Effects on Shareholders as a result of this issuance and offering of Warrants to directors and employees at executive level of the Company
 - 8.1 Effects upon price dilution due to exercise of Warrants by directors and employees at executive level of the Company and/or its subsidiaries

Since the Exercise Price of the Warrants is the weighted average closing price of the Company's shares traded on the Stock Exchange of Thailand ("closing price") during 30 business days prior to the date of Shareholders' Meeting or the closing price of the date that the Board of Directors approves the ESOP 2007 Project. Therefore, the issuance and offering of the Warrants this time will not affect the market price of the Company shares.

However, effects upon price dilution due to the exercise of rights to purchase shares by directors and employees at executive level will be subject to the market price of the Company's shares on the day that new shares from the exercise of rights by directors and employees at executive level start trading on the Stock Exchange of Thailand.

8.2 Effects upon existing shareholders due to reduced ownership ratio or control dilution in case Warrants are exercised by all directors and employees at executive level of the Company as calculated from the present paid-up capital:

Number of the total issued shares	=	4,501,527,736 shares
		(at a par value of Baht 10 each)
Number of all shares from Warrant exercise	=	38,000,000 shares
		(at a par value of Baht 10 each)
Total number of share after Warrant exercise	=	4,539,527,736 shares
		(at a par value of Baht 10 each)
Ratio of the existing shareholders after warrant Exercise	=	99.16 percent

9. Description and Conditions of Warrants

Warrants to be issued and offered to directors and employees at executive level shall be subject to rules and regulations pursuant to the Notification of the Office of the SEC No. Kor. Jor. 36/2544 Re: Offering of New Securities to Directors or Employees dated 19th October 2001 or any other notification substituting it and any other relevant rules and regulations.

The Warrant holders shall be responsible for payment of tax and duties under the Revenue Code or any other applicable laws in relation to the exercise of the rights to purchase the ordinary shares pursuant to the Warrants.

10. Rights of Shareholders in Opposition to the Offering and Sales of Warrants

The issuance and offering of Warrants to directors and employees at executive level shall be approved by the Shareholders' Meeting with votes of not less than three quarters of all votes of shareholders attending the meeting and having the right to vote and must not be opposed by shareholders with an aggregate number of shares exceeding ten percent of all votes of shareholders attending the meeting.

In case of issuance and offering of Warrants to any director and employee at executive level in excess of five percent of all Warrants offered, the Shareholders' Meeting will consider the offer for sale with approval on an individual basis and the resolution must be passed by not less than three quarters of all votes of shareholders attending the meeting and having the right to vote and must not be opposed by shareholders with an aggregate number of shares exceeding five percent of all votes of shareholders attending the meeting.

11. List of directors and employees at executive level who are eligible to be allocated Warrants in excess of 5 percent of the total Warrants to be issued and offered this time pursuant to the Proposal of the Compensation and Nominating Committee.

Mr. Supachai Chearavanont

Position: Director, President and
Chief Executive Officer

True Corporation Public Company Limited

Number of allocated warrants: 2,815,000 units

which is 7.41% of total warrants to be issued under the ESOP 2007 Project.

Number of meetings that the directors attended to or
absent from during the past year:

True Corporation Public Company Limited

Number of meetings: 7, Number of meetings attended: 7,

Number of meetings absent: 0

(TRANSLATION)

**Opinion of the Compensation and Nominating Committee
for
ESOP 2007 Project**

9th February 2007

Subject: Opinion of the Compensation and Nominating Committee for ESOP 2007 Project

To: Board of Directors of True Corporation Public Company Limited

The Board of Directors Meeting of True Corporation Public Company Limited (the "Company") No. 8/2544, held on 16th November 2001, has passed a resolution to appoint the following persons, namely,

1. Mr. Dhanin Chearavanont
2. Mr. Heinrich Heims
3. Mr. Soopakij Chearavanont
4. Mr. Umroong Sanphasitvong

to be members of the Compensation and Nominating Committee ("Compensation Committee") to elaborately consider nominating directors and fixing the remuneration of directors as well as to approve the Company to allot the warrants to the directors and employees at executive level of the Company and/ or its subsidiaries in the amount of more than five percent of the total warrants to be applied for an approval of the Office of the Securities and Exchange Commission, under the project offering for sale of the warrants to purchase the Company's ordinary shares to the directors and employees at executive level of the Company and/or its subsidiaries for the year 2007 (the "ESOP 2007 Project"), to be in accordance with the Notification of the Securities and Exchange Commission No. Gor Jor. 36/2544 regarding the offering of the newly issued securities to directors or employees dated 19 October 2001.

The Compensation Committee has considered the matter in its meeting No. 1/2007, held on 9th February 2007 and unanimously resolved to approve the allotment of the warrants in the amount of more than five percent of all warrants to be issued under the ESOP 2007 Project to the following director and employee at executive level of the Company and/or its subsidiaries:

Name/Position	Number of Warrants to be Allocated (Units)	Percent of Total Warrants to be Allocated
1. Mr.Supachai Chearavanont Director, President and Chief Executive Officer True Corporation Public Company Limited	2,815,000	7.41

The reasons for consideration are as follows:

The Compensation Committee has considered and viewed that the abovementioned director is highly knowledgeable with strong ability and accountability and has been performing his duties for the best interest of the Company. Those qualifications are the essential mechanism for leading and developing the Company. His track record has outstandingly represented that he is able to enhance expansion and growth of the Company amidst highly competitive market. Furthermore, he initiated strategy, developed the business as well as pioneered in the new areas of businesses resulting in the growth of business with great potential. In order to inspire such person to perform his duties to the best of his abilities and to be willing to work with the Company on a long-term basis which will indirectly result in better operating results of the Company, thus will be most beneficial to all shareholders, the Compensation Committee has unanimously resolved to approve the allotment of the warrants of more than five percent of all warrants to be issued under the ESOP 2007 Project to the above-mentioned director.

Please be informed accordingly.

Yours sincerely,

By the order of the Compensation and Nominating Committee

- Signature -

Mr. Umroong Sanphasitvong

Representative of the Compensation and Nominating Committee

True Corporation Public Company Limited

(Translation)

**Articles of Association
regarding Shareholders' Meeting**

• **Shareholders' Meeting**

Article 18

The Board of Directors shall convene an annual general meeting of the shareholders within four months from the last day of the accounting period of the Company.

Meetings other than those specified above shall be called the Extraordinary Meeting. The Board of Directors may summon an Extraordinary Meeting whenever it deems appropriate of shareholders holding shares in the aggregate of not less than one-fifth of the total number of share sold, or shareholders to a number of not less than twenty-five persons holding shares in the aggregate of not less than one-tenth of the total number of shares sold, may at any time subscribe their names in a letter requesting the Board of Directors to call an Extraordinary Meeting, provided that they must clearly give the reasons for such request in the said letter.

Article 19

In summoning a shareholders' meeting, the Broad of Directors shall prepare a notice of the meeting specifying the place, day and time, the agenda and the matters to be submitted to the meeting together with appropriate details, and shall send the same to the shareholders for information, not less than seven days prior to the Meeting. Publication of the notice of the meeting shall also be made in 3 consecutive days in a newspaper not less than 3 days prior to the meeting.

During 21 days prior to the date of each shareholders' meeting, the Company may refuse to register any transfer of shares by notifying the shareholders for information in advance at the Company's head office or at all other Company's branches for the period of not less than 14 days prior to the date on which the Company refuses to register any transfer of shares.

The shareholders' meeting can be convened at the Company's head office or the province where the head office is located or other provinces in the Kingdom.

Article 20

The shareholders' meeting, there shall be shareholders and proxies(if any) to a number of not less than twenty-five persons or not less than one-half of the total number of shareholders holding in aggregate not less than one-third of the total number of shares sold to constitute a quorum.

In after one hour from the time fixed for the shareholders' meeting, the number of shareholders present is insufficient to form a quorum as specified, if such shareholders' meeting was convened at the request of shareholders, it shall be cancelled. If such shareholders' meeting was not convened at the request of the shareholders, the meeting shall be called again and in a latter case notice calling for meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. In the latter meeting, a quorum is not compulsory.

In the shareholders' meeting, the Chairman of the Board shall preside over the Meeting. If the Chairman is not present or does not attend the meeting, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his duty, the meeting shall elect one of shareholders attending the meeting to preside over the meeting.

Article 21

The resolution of the meeting shall comprise of the following votes

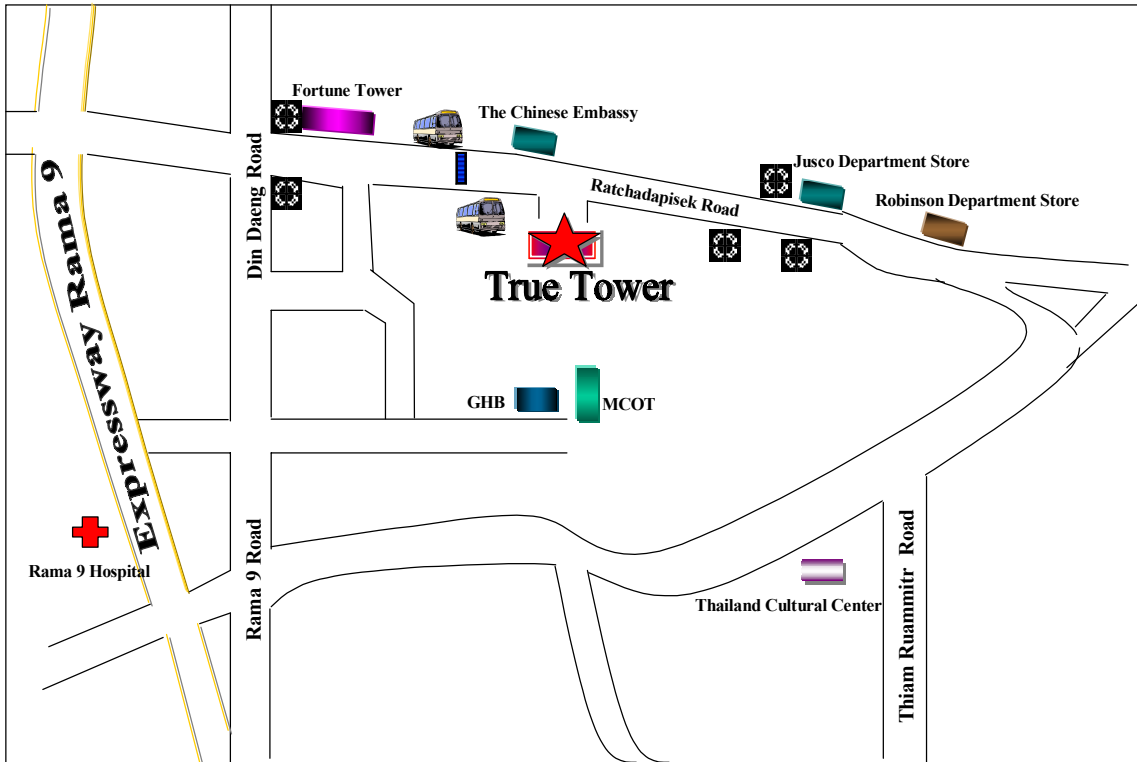
- (1) In normal case, the majority of votes of shareholders who attend the meeting and cast vote. In case of equality of votes, the Chairman of the Board shall have an additional casting vote;
- (2) In the following cases, resolution shall be passed by votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote;
 - (a) The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;
 - (b) The purchase or acceptance of the transfer of businesses of other companies or private companies by the Company;
 - (c) The making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the business of the Company, or the consolidation of the businesses with other persons with an objective towards profit and loss sharing.

Article 22

Transactions to be conducted at the annual general meeting are as follows;

- (1) Review the report of the Board of the Directors covering the work done during the preceding year as proposed to the meeting by the Board of Directors;
- (2) Considering and approving the balance sheeting;
- (3) Considering the appropriate of profits;
- (4) Election of new directors in place of those who must retire on the expiration of their terms;
- (5) Appointment of the auditor; and
- (6) Other businesses.

Map : True Tower



Subway Station



Bus Station

Bus : 73, 136
A/C Bus : 73, 73ñ, 136, 137, 168, 514, 517

MCOT : MCOT Public Company Limited
GHB : Government Housing Bank