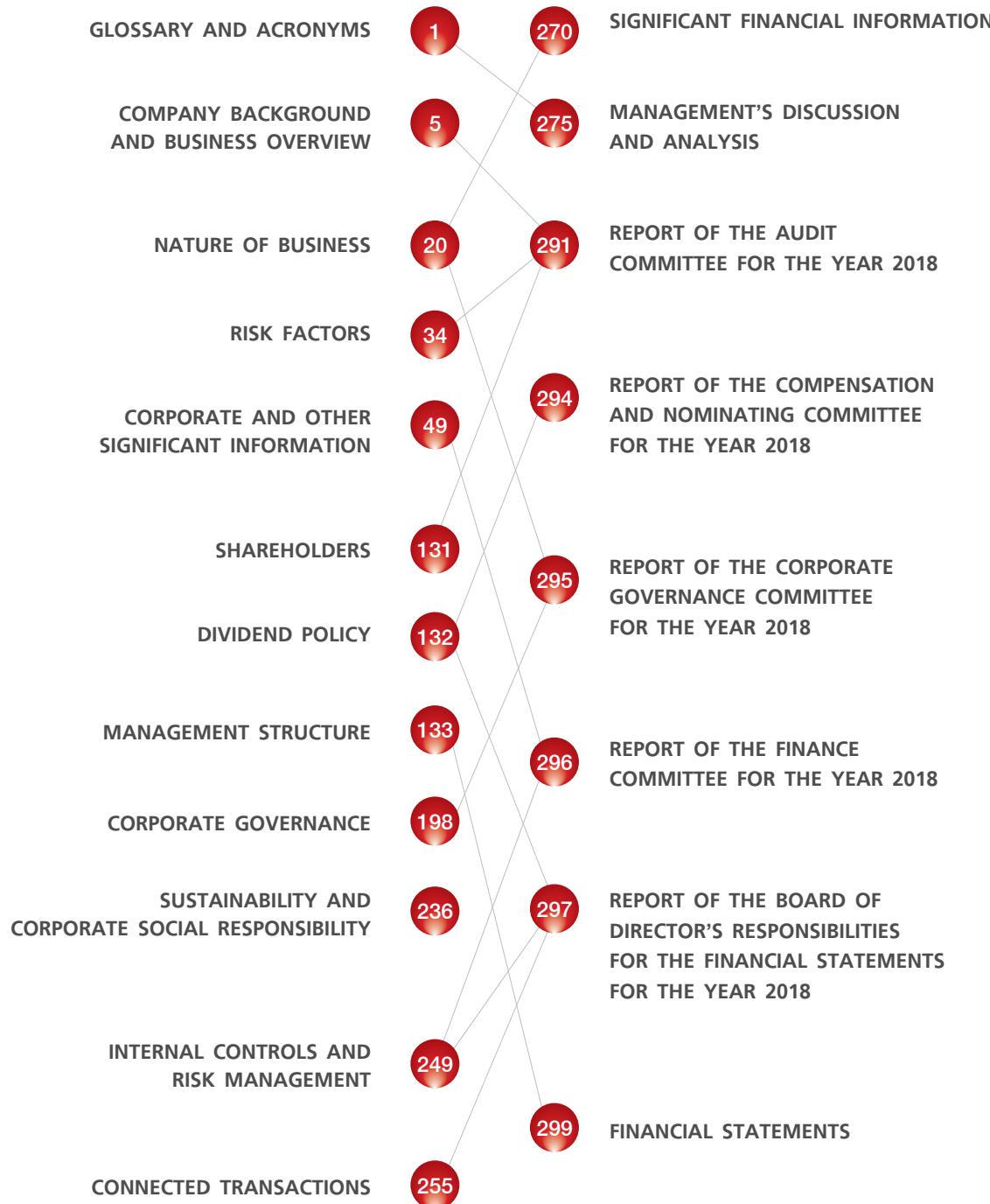


TRANSFORM INTO A TRUE DIGITAL LIFE



CONTENT



"Investors can find more information of True Corporation Public Company Limited from the Annual Registration Statements (Report 56-1) posted on the Securities and Exchange Commission's website at www.sec.or.th or on the Company's website at www.truecorp.co.th"

GLOSSARY AND ACRONYMS

GLOSSARY AND ACRONYMS

The Company or TRUE	True Corporation Public Company Limited
Agreement for Joint Venture	Agreement for Joint Venture in the Membership Television between MCOT (the Mass Communications Organization of Thailand, at that time) and TrueVisions Cable (Thai Cable Vision Plc., at that time) dated June 6, 1994, with subsequent additions and/or amendments.
AP&J	AP&J Production Co., Ltd.
AWC	Asia Wireless Communication Co., Ltd.
BFKT	BFKT (Thailand) Limited
BITCO	Bangkok Inter Teletech Public Company Limited
BMA	Bangkok Metropolitan Area
CAT or CAT Telecom	CAT Telecom Public Company Limited
China Mobile	China Mobile International Holdings Limited
CNP	Cineplex Co., Ltd.
DIF	Digital Telecommunications Infrastructure Fund
Golden Light	Golden Light Company Limited (Registered in foreign country)
Goldsky	Goldsky Company Limited (Registered in foreign country)
GPI <BVI>	Gold Palace Investments Limited (Registered in foreign country)
HCWML	Hutchison CAT Wireless MultiMedia Ltd.
HMSTL	Hutchison MultiMedia Services (Thailand) Limited
HSPA	High Speed Packet Access
HSPA wholesale agreement	A wholesale agreement for HSPA mobile services between CAT Telecom as a wholesale operator and Real Move as a reseller, dated 27 January 2011 with subsequent additions and/or amendments

HTTCL	Hutchison Telecommunications (Thailand) Co., Ltd.
HWMH	Hutchison Wireless MultiMedia Holdings Limited
IC	Interconnection
IKSC	Internet Knowledge Service Center Co., Ltd.
K.I.N. <BVI>	K.I.N. (Thailand) Company Limited (Registered in foreign country)
KSC	KSC Commercial Internet Co., Ltd.
MCOT	MCOT Public Company Limited
MKSC	MKSC World Dot Com Co., Ltd.
MVNO	Mobile Virtual Network Operator
NBTC	National Broadcasting and Telecommunications Commission
Prospect Gain	Prospect Gain Limited (Registered in foreign country)
PTE	Panther Entertainment Co., Ltd.
Real Move or RMV	Real Move Company Limited
Rosy Legend	Rosy Legend Limited (Registered in foreign country)
SD	Song Dao Company Limited
SM	Samut Pakan Media Corporation Co., Ltd.
SMT	SM True Co., Ltd.
SSV	Sattellite Service Company Limited
TAI	True Axion Interactive Ltd.
TAM	Telecom Asset Management Co., Ltd.
TCJ	True CJ Creations Co., Ltd.
TDMP	True Digital & Media Platform Co., Ltd.
TDPK	True Digital Park Co., Ltd.
TDS	True Distribution & Sales Co., Ltd.

TE	Tele Engineering and Services Co., Ltd.
TFF	Transformation Films Company Limited
TGS	True GS Co., Ltd.
TH	Telecom Holding Co., Ltd.
TIC	True International Communication Co., Ltd.
TICC	True Internet Corporation Company Limited
TICT	True Icontent Co., Ltd.
TIG	True International Gateway Co., Ltd.
TEL	True E-Logistics Co., Ltd. (Formerly : True Information Technology Co., Ltd.)
TIS	True Internet Technology (Shanghai) Company Limited (Registered in foreign country)
TKSC	Telecom K S C Co., Ltd.
TLP	True Life Plus Co., Ltd.
TM	True Multimedia Co., Ltd.
TMD	True Media Solutions Co., Ltd.
TMV	True Move Company Limited
TNN	Thai News Network (TNN) Co., Ltd.
TOT	TOT Public Company Limited
TPC	True Public Communication Co., Ltd.
True Group or the Group	True Corporation Public Company Limited and its subsidiaries
True Incube	True Incube Co., Ltd.
True Music	True Music Co., Ltd.
True Trademark	True Trademark Holdings Company Limited
True4U	True4U Station Co., Ltd.

TT True Touch Company Limited

TUC True Move H Universal Communication Co., Ltd.

TUFC True United Football Club Co., Ltd.

TV True Voice Company Limited

TVC True Visions Cable Public Company Limited

TVG or True Visions Group True Visions Group Co., Ltd.

TVS True Visions Public Company Limited

TVT True Vistas Co., Ltd.

VoIP Voice over Internet Protocol

COMPANY BACKGROUND AND BUSINESS OVERVIEW

TRUE GROUP'S VISION, OBJECTIVE AND LONG TERM GOAL

True Group is Thailand's fully-integrated telecommunications provider offering mobile, broadband internet, television, content as well as other digital and telecommunication services. The Group's key competitive strengths are its convergence propositions which combine a variety of quality products and an unparalleled selection of communication services utilizing advanced technologies, innovative solutions and a comprehensive range of digital media and content. Its vision is to be the leading digital infrastructure provider that fully connects people, organizations, economies, and societies together to create sustainable value for life.

True Group's core businesses are: **TrueMove H**, which operates cellular business with exceptional network quality and coverage through a comprehensive spectrum portfolio. TrueMove H delivers optimum mobile experience on all platforms comprising 4G, 3G and 2G networks covering 98% of the Thai population nationwide as well as Narrowband IoT ("NB-IoT") network covering all administrative districts in all 77 provinces. TrueMove H continued to outperform the industry both in terms of revenue and subscriber growth. Its service revenue growth of 7.3% YoY in 2018 exceeded the industry for 6 consecutive years, adding 2.0 million net subscribers during the year and expanding its subscriber base to 29.2 million. **TrueOnline**, the leading broadband internet provider through high-quality fiber network encompassing over 13 million homes nationwide. Its fiber broadband propositions, matching consumers' rising demand for fiber services, have received strong market response. This drove TrueOnline's broadband revenue up 11.2% and subscriber base up 10.5% from the previous year to 3.5 million subscribers. **TrueVisions**, the pay TV, digital TV and content provider offering a wide range of quality international and local content. In 2018, TrueVisions service revenue grew 8.7% YoY and ended the year with the total customer base of 4.1 million, of which paying subscriber base (premium and standard customers) increased to 2.3 million while the rest were FreeView and Free-to-air customers; and **True Digital Group**, offering a portfolio of digital services which present strong growth opportunities as the momentum of digitization continues to rise. These services leverage its digital media platform, O2O and Privilege platform, Data Analytics and IoT capabilities.

True Group seeks to escalate Thailand's telecommunications infrastructure to be at the forefront of the international community with concentrated efforts in providing superior products and services to consumers while increasing opportunities and channels for Thai people throughout the country to easily access news and information, and to bridge the digital divide. The Group's ongoing commitment is to provide high-quality offerings to consumers by focusing on developing wired and wireless networks utilizing advanced technologies, service excellence, innovation and digital offerings, quality international and local content and an ideal combination of its various products through convergence propositions. These fulfill customers' needs and enhance their engagement, well positioning True Group to accelerate growth alongside consumers' growing demands for telecommunications and digital services.

True Group strives to develop its business towards sustainability by conducting its business transparently and engaging with all stakeholder groups accordingly, demonstrating economic, social, and environmental responsibility at the national, community and corporate levels continuously. As a result, True has received prestigious international recognition in sustainable development. It was the only company in the Thai telecommunications industry selected for inclusion in both the Dow Jones Sustainability Index – Emerging Markets, and the FTSE4Good Emerging Index for the second consecutive year in 2018. True also received the highest rating in the world in the telecommunications

industry for Dow Jones Sustainability Index and above-average score for the telecommunications industry and other sectors in Thailand for FTSE4Good Emerging Index in 2018. True Group will continue to raise the bar on corporate sustainability to further create shared value for its stakeholders.

The Company is backed by the Charoen Pokphand Group (“CP Group”), one of the leading global agro-conglomerates, and China Mobile, the world’s largest mobile operator by subscriber base, with shareholding of 50.65% and 18% of the Group’s total number of issued shares respectively as at March 15, 2018. True Group’s total registered and paid-up capital was Baht 133,473 million at the end of 2018. The Company’s main operations are not directly and materially related to its major shareholders. It only has minor transactions in some occasions with its major shareholders.

BUSINESS BACKGROUND

True was incorporated in November 1990 as a fixed-line phone service provider and in the following year it signed a 25-year build-transfer-operate concession with TOT to build, install, jointly operate and maintain a 2.6 million-line wireline telephone network in the BMA. The fixed-line telephone concession ended in October 2017 and True completely transferred the rights and equipment to TOT. True Group continues to offer fixed-line telephone service under a license from the NBTC as a value added service to customers.

The Company was registered as a public limited company in 1993 under the name TelecomAsia Corporation Public Company Limited and was listed on the Stock Exchange of Thailand in December 1993 under the security symbol “TA”. The Company rebranded under the “True” name and adopted the security symbol “TRUE” in April 2004.

True Group started providing hi-speed data communication services in 2001, WiFi services in 2003, International Internet Gateway services in 2007, and International Data Gateway and International Direct Dialing services in 2008. Since then, True Group has committed to providing an excellent internet experience and expanding its broadband network which already encompasses approximately 13 million households nationwide. Its broadband internet propositions have received strong market response as it continues to add value offerings to both consumer and corporate customers through its high-quality FTTx network, competitive fiber broadband campaigns and 1 Gbps offerings as well as special privileges within True Group.

True Group sees growth opportunity and extended its services into the mobile telecommunications segment through a subsidiary, BITCO (the parent company of TA Orange), in October 2001. TA Orange’s mobile services were fully launched in March 2002. TA Orange was subsequently rebranded “TrueMove” at the beginning of 2006.

True Group further strengthened its mobile business through the purchase of shares of four local companies – Hutchison Wireless Multimedia Holdings Company Limited, BFKT, Rosy Legend Limited, and Prospect Gain Limited – from Hutchison Group which was completed in January 2011. The transaction gave the Group a first-mover advantage in launching commercial 3G services nationwide using HSPA technology on CAT Telecom’s 850 MHz spectrum. Full commercial 3G services were officially launched by its subsidiary Real Move (as a reseller of CAT Telecom) under the “TrueMove H” brand on August 30, 2011.

True Move H Universal Communication Company Limited (“TUC”) was granted the IMT 2.1 GHz spectrum license by the NBTC in December 2012 and later commercially launched Thailand’s first 4G LTE services on the 2.1 GHz spectrum in May 2013. In addition, TUC was granted the 1800 MHz and 900 MHz spectrum licenses by the NBTC in December 2015 and March 2016, respectively. These additional licenses extended the Group’s mobile business to at least until 2033 and reinforced its competitiveness and network strength with a comprehensive spectrum portfolio totaling 2X55 MHz by leveraging on an ideal combination of high-band frequencies (1800 MHz and

2100 MHz) for capacity and low-band frequencies (850 MHz under CAT Telecom and 900 MHz) for network coverage. TrueMove H's 4G, 3G and 2G networks cover 98% of the Thai population nationwide, penetrating to the village level in all 77 provinces of Thailand. It also continues to expand NB-IoT network across the country and already covers all administrative districts in all 77 provinces. This, combined with its nationwide 3CA (Carrier Aggregation) and 4X4 MIMO technologies, provides consumers with an optimum mobile experience while fulfilling their lifestyles in this digital age. TrueMove H remains committed to developing the best network for Thai consumers by utilizing cutting-edge technologies. The business launched commercial service of the FDD Massive MIMO 32T32R with an advantage in terms of signal channel distribution and 4 times greater capacity to support consumers' increasing demands for higher speeds and the Thailand 4.0 national strategy. Additionally, TrueMove H offered a trial demonstration of 5G technology using the 28 GHz spectrum by permission of the NBTC, in December 2018 highlighting 5G speeds that are 20 times faster than 4G LTE, and 10 times lower latency (lesser responsive time) compared to that of 4G.

True Group purchased shares of the United Broadcasting Corporation ("UBC") from MIH in January 2006 and completed the tender offer for UBC shares held by the public in March 2006. The pay TV operator was renamed "TrueVisions" at the beginning of 2007. While TrueVisions' main revenue source comes from monthly subscription fees, the Company has earned additional revenue from advertising since 2009. Subsidiaries under True Visions Group were granted two digital terrestrial TV licenses for news channel "TNN24" and variety channel "True4U" from the NBTC in April 2014. These increased opportunities to further drive revenue growth and upselling potential. At the end of 2018, True Group's effective holding in True Visions Group, which is a holding company for the Group's TV and content businesses, was 100.0%.

TrueVisions' extensive range of quality international and local content, particularly live broadcasting and exclusive content, combined with continued strong response to the Group's value convergence packages are key drivers for expanding its subscriber base. At the same time, these further enhance customers' engagement and subscriptions to True Group's various products. TrueVisions places importance on content selection and production to address diverse lifestyles of consumers and rising digital trends. This high-quality content can be viewed on a wide variety of channels including True Group's multiple platforms, particularly TrueID, as well as its local and global partners, creating a revenue upside potential. These include sublicensing series from TrueVisions to China and content from True CJ Creations, a joint venture between True Group and CJ ENM from South Korea, to other Asian countries.

True Group achieved a strategic partnership with China Mobile in 2014 when China Mobile became the second largest shareholder of True with an 18-percent holding. The partnership further strengthens True Group's business fundamentals through collaboration in several areas, including network and device procurement, international business, complementary capabilities for data business services and new business opportunities in relation to innovation and Internet of Things. True Group also joined the Hand-in-Hand Program ("hi-H Program") led by China Mobile International (CMI). With a worldwide network covering over one billion mobile users and the sophisticated technical capabilities of hi-H members, the program empowers members to share resources, expertise and knowledge to further enhance consumers' experiences.

True Digital Group was created with an aim to become the ultimate digital enabler in Southeast Asia. It is continuously expanding its ecosystem to deliver high quality digital services to customers. The TrueID application offers a wide variety of quality digital content including movies, TV, news, music, sports, travel and other lifestyle contents. It embedded key digital services comprising TruePoint (privilege earn and redeem program) and TrueMoney Wallet (e payment service) into one single platform. Since its launch in 2017, TrueID has received excellent market response and became the most downloaded application in its category in 2018. The Group also developed other self-service and online channels such as True iService application to better meet consumers' increasing digital transactions and

lifestyles. Its established privilege and point program for True Group customers, known as TrueYou, allows it to strengthen both mobile and broadband businesses while enhancing customers' loyalty. True Smart Merchant was also launched in April 2018 as the first step of Offline to Online and Online to Offline (O2O) transformation plan. At the same time, True Analytics has taken a leading position in the Thai analytics services market. Its extended big data platform utilizing Analytics and Artificial Intelligence (AI) supports the real time ingestion, processing and analysis of billions of relevant data on a daily basis. Additionally, Internet of Things (IoT) becomes the next revenue growth driver for True Group. True IoT has developed a wide range of IoT solutions and offerings for diverse industry verticals such as transportation and logistics, healthcare, smart cities and retail. Focused on solutions that deliver business values for end customers, True IoT will continue to develop a catalog of solutions that anticipate the market needs and contribute to the digitalization of the Thai economy.

Asset divestment to the Digital Telecommunications Infrastructure Fund "DIF", the first and largest telecommunications infrastructure fund in Thailand, is one of True Group's strategies to enhance capital structure and to facilitate future business growth opportunities. True Group has agreed to dispose telecommunications infrastructure assets and to transfer rights to receive future benefits from telecommunications infrastructure assets of True Group to DIF as well as to lease certain telecommunications infrastructure assets back from DIF for its usual business operations. These telecommunications infrastructure assets include 15,271 telecommunications towers, approximately 2.6 million core-km of FOC and related transmission system equipment, and an upcountry broadband system with a capacity of approximately 1.2 million ports (approximately 0.2 million core-km of FOC). True Group's holding in DIF was approximately 30% at the end of 2018.

MAJOR DEVELOPMENTS IN 2018

FEBRUARY

- TrueMove H collaborated with Tencent, the provider of “WeChat” social communications application in China, in launching “TrueMove H WeChat Go SIM”. This prepaid SIM card is designed to match the needs of Chinese tourists in Thailand by offering them an unlimited usage of WeChat services as well as viewing quality HD content via Lingcod TV on TrueMove H’s 4G network nationwide.

MARCH

- TrueVisions launched “Enjoy Extra Movies” package offering a wide variety of world-class movies for movie lovers and “Enjoy Extra Kids” package combining popular kids TV programs and allowing subscribers to enjoy their favorite shows at all times.
- True Group reinforced its IoT Leadership highlighting its IoT Ecosystem on NB-IoT network that covers to the administrative district level in all 77 provinces nationwide as well as its strong IoT platform with over 120 partners and solution providers.

APRIL

- True Group and the members of the Southeast Asia – Japan 2 consortium (SJC2) signed an agreement with NEC Corporation to build a high performance submarine cable connecting countries in Southeast and North Asia including Singapore, Thailand, Vietnam, Hong Kong, Taiwan, mainland China, Korea and Japan. This will further bolster both True Group’s and Thailand’s telecommunications bandwidth intensive requirements such as video streaming, virtual reality applications, 5G, artificial intelligence, cloud services, analytics, robotics and IoT. This development will serve consumers’ fast-growing demand for data usage and digital transformation needs of enterprise customers.
- True Group launched the True Smart Merchant application under True Point & Pay Campaign to materialize the vision of Thailand as a cashless society. This adds more convenience and benefits to both consumers and merchants. True Smart Merchant application enables customers to scan shops’ QR Codes and safely make payments for goods and services via TrueMoney Wallet while gaining privileges from TrueYou including TruePoint’s redemption and discounts.
- True Group was one of the nine private organizations to collaborate with the public sector in securing the live broadcasting rights of the 2018 FIFA World Cup. True Visions Group, a subsidiary of True Group, was appointed to represent Thailand in negotiating and signing the agreement enabling Thai people nationwide to watch all 64 matches of World Cup during June and July. These matches were viewed via various channels especially True Group’s multiple platforms comprising television, True Visions 4K ULTRA HD box, computer via TrueOnline’s broadband internet and TruelD.

JUNE

- TrueOnline strengthened its fiber broadband leadership with the launch of an affordable “True Fiber 1 Gbps” package responding to consumers’ rising demand for high-speed internet and digital lifestyles with multiple devices while enjoying ultra high definition content like 4K or video streaming.
- TrueMove H further enhanced its network quality with a launch of the global-standard FDD Massive MIMO 32T32R. Its key strength of signal channel distribution with 4 times greater capacity enables TrueMove H to better support subscribers while improving their mobile streaming experience.

JULY

- True Digital Park collaborated with Google in developing the “Academy Bangkok – A Google Space”, expected to be Asia’s first and the world’s second digital incubation center, at True Digital Park. This partnership aims at promoting digital knowledge and skills of Thai people and the country’s business sector and to further boost digital innovation while supporting the Thai government’s digital economy policy.

AUGUST

- TrueBusiness unveiled “TrueBusiness Application” to better respond to the needs of enterprise customers. This application provides a pool of knowledge regarding technology, products and services, solutions, attractive offerings for enterprise customers as well as special privileges through point collection and redemption.

SEPTEMBER

- True Group affirmed its ongoing commitment to driving corporate sustainability. The Company was selected to be a member of the global sustainability indices, the Dow Jones Sustainability Indices (DJSI) – Emerging Markets and the FTSE4Good Emerging Index and ASEAN 5 Index for the second consecutive year. Additionally, it set a new standard for sustainability performance for the Thai telecommunications industry by earning the highest rating in the telecommunications industry for Dow Jones Sustainability Index and above-average score for the telecommunications industry and other sectors in Thailand for FTSE4Good Emerging Index in 2018.
- The National Broadcasting and Telecommunications Commission (NBTC) took part in TrueMove H’s successful testing of the Licensed Assisted Access (LAA) technology at True Sphere - Mega Bangna branch. This affirms practicality of the technology which employs the Long Term Evolution (LTE) technology on unlicensed frequency together with supported devices to increase data transmission speeds and widen bandwidth.
- True CJ Creations, a joint venture between True Group and CJ ENM from South Korea, moved forward in creating international-standard quality content to supply both domestic and overseas markets. The joint venture will capitalize on successful models of the original format from CJ ENM to develop quality content that can be viewed on a wide variety of channels, especially the convergence platforms of True Group such as True4U TV channel and TruelD application as well as its local and global partners in the future.

OCTOBER

- The National Innovation Agency (NIA) collaborated with True Digital Park in developing the “Punnawithi” zone as the “Bangkok CyberTech District,” which will serve as Thailand’s role model of a digital innovation district. Additionally, the first Startup Thailand Center is set to open at True Digital Park. This one-stop service center will improve competitiveness of startups and SME as well as attract talent to further boost digital innovation and economy in Thailand.
- TrueOnline supported the Esports world championship “League of Legends World Championship” offering special privileges such as items in the game for customers who subscribe the “True Super Fiber Gamer Pro Pack” packages allowing them to connect through high-quality internet with a download speed of 100-1000 Mbps and an upload speed of 100-500 Mbps.
- True Group partnered with Savioke, one of the world’s leading developers of autonomous robots, in debuting “Relay”, the first autonomous delivery robot in Thailand. This advancement of synergizing IoT technology and devices into robots increases choice and opportunity for customers to further strengthen their competitiveness in this digital era.

- True is included in the Thailand Sustainability Investment (THSI) list for 2018, categorized in the listed firms with market value of more than Baht 100 billion. This reflects True as a role-model listed company that strives to enhance sustainable development in terms of financial performance and integrated innovation while conducting business in compliance with good governance policies and being responsible for stakeholders, society and environment.

DECEMBER

- TrueMove H successfully demonstrated a trial of 5G technology on the 28GHz spectrum by permission of the NBTC, achieving 20 times faster speeds than 4G. Insights gained during the trial will be used to optimize its network quality and customers' experiences.
- TrueMove H collaborated with the world's leading telecommunication companies including NTT DoCoMo from Japan and China Mobile Hong Kong in providing Voice over the LTE network (VoLTE) service to NTT DoCoMo and China Mobile Hong Kong's customers, both business travelers and tourists, in Thailand. These customers can enjoy high-quality roaming services on TrueMove H's 4G VoLTE network such as high-definition voice service, fast connection and HD video call service.
- TrueBusiness introduced "True SD-WAN" (Software-Defined Wide Area Network) service enabling business customers to control data transfer on communication networks from one focal point together with data center and cloud services. This increases connection efficiency between the head office and various branches through a variety of networks including MPLS, internet and 4G. The SD-WAN service manages routing efficiently and switches routes immediately when problems occur creating a smooth, fast and secured connection between branches while optimizing bandwidth usage for business customers.
- True Digital Park utilizes cutting-edge technologies including Augmented and Big Data Analytics, AI, IoT and 5G testbed and collaborates with the four international leading IT partners in installing advanced systems and devices to enhance the work process and to create the utmost digital experience and lifestyle. These include Heat Map technology which collects data of space usage within the park for further analysis and management of space utilization as well as Smart Lighting from Cisco, AI technology for face Detection and recognition to enhance security standards from Microsoft, Epson Interactive Ready projectors, and Ricoh smart office and multifunction printer as well as Ricoh Innovations Experience Center. The park is also equipped with telecommunications infrastructure that connects to both high-speed 4G and WiFi networks with smart solutions and intelligent systems facilitating users' convenience while saving energy.
- True received three awards from The Asset Corporate Awards 2018 - Asia's longest-running ESG awards for 19 consecutive years, organized by The Asset which is Asia's leading financial publication. These awards were: 1. The Asset Corporate Gold Awards for ESG, 2. Best Initiatives in Innovation from COFY service robot, and 3. Best Initiatives in Social Responsibility from the True Autistic Centre Project. These awards reflect international recognition of True's outstanding performance in sustainable development in the three dimensions of environment, society and governance covering good governance, transparent disclosure to investors and stakeholders, corporate social and environmental responsibility as well as the application of digital technologies and innovations to benefit both True's businesses and society.

AWARDS WON IN 2018

2018 TELECOMMUNICATION SERVICE PROVIDER AWARD AND 2018 MOBILE SERVICE PROVIDER OF THE ASIA PACIFIC REGION AT THE 2018 ASIA PACIFIC ICT AWARDS IN SINGAPORE

- True Group received 2 honorable awards at the Asia-Pacific ICT Awards 2018 in Singapore in which True was awarded 2018 Frost & Sullivan Asia Pacific Telecom Service Provider of the year and TrueMoveH was awarded 2018 Frost & Sullivan Asia Pacific Mobile Service Provider of the year for 2 consecutive years.

SERVICE PROVIDER OF THE YEAR 2018 OF THAILAND

“2018 FROST & SULLIVAN THAILAND EXCELLENCE AWARDS”

- True Group received “2018 Frost & Sullivan Thailand Excellence Awards” in 3 categories; 2018 Communication Service Provider, 2018 Wireless Communication Service Provider and 2018 Wireless Network Data Provider.

THE BEST BRAND AWARD OF THE YEAR 2018 AS THE ONLY BROADBAND SERVICE PROVIDER IN THAILAND FROM THE WORLD BRANDING AWARDS IN ENGLAND

- TrueOnline won 2018 Brand of the Year Award as the top brand of the only broadband internet service provider in Thailand from the World Branding Forum at the World Branding Awards Ceremony at Kensington Palace, London, England. The award was judged by 3 categories which are; 30% for brand evaluation, 30% for open online vote and 40% for consumer market research.

TOP EMPLOYER THAILAND AWARD AT THE TOP EMPLOYERS APAC 2019 IN SINGAPORE

- True Group received global awards of best employer in Thailand - Top Employer Thailand 2019 and was the only Thai company to receive top three national rankings. True Group was also the only telecommunication organization winning awards from Top Employers Institute, Netherlands at the Top Employers APAC Certification Dinner, Singapore.

“OUTSTANDING CALL CENTER AWARD” FOR ALL MAJOR BUSINESS GROUPS

- True Corporation Public Company Limited, Real Move Company Limited, True Internet Company Limited and True Visions Group Company Limited received 4 “Outstanding Call Center Awards” at the award ceremony of the center for receiving and solving consumer problems. (Outstanding Call Center) of the year 2017 organized by the Office of Consumer Protection Board together with the ISO Certification Institute.

THAILAND ICT EXCELLENCE AWARDS 2018

- Mari Digital of True Group which is a virtual call center that customer can order the system to interact with the message in accordance with their needs through various platforms won Thailand ICT Excellence Awards 2018 in the category of innovative projects from the Thailand Business Management Association together with the National Electronics and Computer Technology Center, Thailand Software Industrial Zone and the College of Innovation, Thammasat University.

THE BEST 4G NETWORK AWARD IN THAILAND FROM NPERF

- TrueMove H, the excellent 4G network in Asia Pacific, won “Best 4G Network in Thailand” for 3 consecutive years (2016-2018) from nPerf, the global network speed test service.

THE MOST TRUSTED BRAND AS MARKET LEADER FOR THE YEAR 2018

- True Online received Market Leader Brand Award, the most trusted market leader brand of the year 2018 in IT and Digital Product categories for Internet service provider group at BrandAge 2018 Thailand's Most Admired Brand organized by BrandAge magazine.

NUMBER 1 TOP BRAND AWARD FROM NO.1 BRAND THAILAND 2017-2018

- TrueOnline received No.1 Brand Thailand 2017-2018 Award for broadband internet service provider in the "No.1 Brand Thailand 2017-2018" organized by Marketeer Magazine.

DRIVE AWARD 2018 FOR DRIVE AWARD MARKETING CATEGORY.

- The MBA Alumni Association, Faculty of Commerce and Accountancy, Chulalongkorn University presented DRIVE AWARD 2018 for Drive Award Marketing category to True Corporation Public Company Limited in honor of the organization which has proven to be the country's social and business driving force in marketing field.

BEING SELECTED AS MEMBER OF THE FTSE4GOOD GLOBAL SUSTAINABILITY INDEX BOTH EMERGING INDEX AND ASEAN 5 INDEX.

- FTSE Russel announced that True Group has been member of the FTSE4Good Global Sustainability Index for 2 consecutive years both Emerging Index and ASEAN 5 Index. It reflected that the business organization has environmental and social responsibility including strong corporate governance with an assessment score higher than the average in the telecommunication industry and other business sector in Thailand.

BEING SELECTED AS MEMBER OF DOW JONES SUSTAINABILITY INDICES (DJSI) GLOBAL SUSTAINABILITY INDEX IN TELECOMMUNICATION BUSINESS SECTOR

- True Corporation Public Company Limited has been selected as member of the Dow Jones Sustainability Indices (DJSI) - Emerging Markets category - for 2 consecutive years by receiving the world highest score for telecommunication business sector resulting from outstanding organizational continuous development covering the entire 3 dimensions, economic, social and environmental aspects. The strategy under the framework of 3H's: Heart Health Home of the True Group which aims to create long-term value for all groups of stakeholders.

ACHIEVING THE CORPORATE GOVERNANCE SCORES OF "EXCELLENT" IN THE YEAR 2018

- True was recognized as a company with Excellent CG Scoring in 2018 in Corporate Governance Report of Thai Listed Companies jointly organized by the Thai Institute of Directors along with the Stock Exchange of Thailand.

GLOBAL INNOVATION AWARD FROM "INTERNATIONAL INVENTION & INNOVATION IN CANADA 2018", CANADA.

- True Group received 4 global innovation awards from the stage of "International Invention & Innovation in Canada 2018" (iCAN 2018) in Toronto, Canada, organized by Toronto International Society of Innovation & Advanced Skills, with over 400 submissions from 42 countries. True Group received the Enterprise Award for Special Innovator including Gold Medal Award from "Chuay Plook" ("Planting Assistance") - the application that help farmers to manage crop cultivation efficiently with useful information, and 2 silver medals from "Smart Adventure Monitor", an intelligent IoT genius camera system that monitors the movement of elephants in the jungle borderline to prevent human-elephant conflicts, and "Smart Job", a platform that provides career advice on career with in-depth analysis on labor demand and unemployed forecasts of available positions in particular professions in the future.

GOLD MEDALS FROM THE ASSOCIATION OF BRITISH INVENTORS AND INNOVATORS

- The “C-RO” application - the innovation of True Group inviting everyone to participate in the reduction of carbon emission in everyday life – won a gold medal from the Association of British Inventors and Innovators.

ASIA REGIONAL AWARDS, THE ASSET CORPORATE AWARDS, FOR THE YEAR 2018 IN HONG KONG

- True Group won 3 Asian awards at the Asset Corporate Awards 2018 in Hong Kong namely 1) The Asset Corporate Gold Awards for ESG, 2) Best Initiatives in Innovation from COFY robot, and 3) Best Initiatives in Social Responsibility from True Autistic Centre. The awards ceremony has been held in Hong Kong by the Asset, the leading financial magazine, which is continuously for 19 consecutive years.

INTERNATIONAL INNOVATION AWARD ON THE“INTERNATIONAL INVENTION & DESIGN COMPETITION 2018” STAGE IN HONG KONG

- True Corporation Public Company Limited won 6 awards from “International Invention & Design Competition 2018” (I IDC 2018) in Hong Kong, organized by Chinese Innovation and Invention Society in collaboration with Hong Kong Trade Development Council. For Thailand part, the awarded works were qualified from the Thai Innovation and Invention Promotion Association. True Group entered 2 pieces. I For CoW on Fly (Cell on Wheels on Fly) – mobile internet distribution via drones for disastrous area. 4 awards won were: 1.1 Honor Cup from I IDC 2018, Hong Kong, 1.2 Gold Medal from I IDC 2018, Hong Kong, 1.3 The Best Invention Award 2018 by JSC NIIAS (NASA-Russia), 1.4 INNOPA Innovation Award from Indonesian Invention and Innovation Promotion Association, Indonesia. II. COFY work – the automatic moving robot for service in the coffee-shop. 2 awards received were 2.1 Honor cup from I IDC 2018, Hong Kong and 2.2 Gold Medal from I IDC 2018, Hong Kong

BEST SUSTAINABILITY REPORT AWARD FOR THE YEAR 2018

- Securities and Exchange Commission together with the Stock Exchange of Thailand awarded Excellent Award for Sustainability Report, year 2018 of True Corporation Public Company Limited as the reliable and trustworthy organization in disclosing sustainability information of economy, society, environment and corporate governance which is beneficial for the group of investors in the capital market and the stakeholders. This is a guideline for the development of organization for long-term sustainability. True Group has submitted the sustainability report for consideration since 2016 and received awards for 3 consecutive years started with Recognition Award, Excellent Award and last but not least was one of the 7 organizations to win best award of the year 2018.

THAILAND SUSTAINABILITY INVESTMENT AWARD OF THE YEAR 2018

- The Stock Exchange of Thailand awarded Thailand Sustainability Investment for the year 2018 for True Corporation Public Company Limited at the SET Sustainability Awards Ceremony 2018. True Group was selected by a working group consisting of experts in corporate governance, social responsibility and agencies in the Capital Market to be on the list of sustainable stock listed in the Stock Exchange of Thailand, which have a market value of over 100,000 million baht. This reflected business operation of a listed company as a good model, focusing on developing the organization for sustainable growth, performance, efficiently driving the organization with innovation as well as having ethics to be responsible for stakeholders, coupled with social and environmental care.

HONOR AWARD FROM THE OFFICE OF NATIONAL ANTI-CORRUPTION COMMISSION FOR THE YEAR 2018

- The Office of National Anti-Corruption Commission has awarded the annual NACC Awards (National Anti-Corruption Commission Awards) to honor parties that support the prevention and suppression of corruption. In 2018, True Group received 7 awards as follows:-

: Award or other benefits for supporting prevention and suppression of corruption in 2018,
 : Chor Sa-ard Award for TV program and production of TV program in 2018 - 2 awards
 : Chor Sa-ard Award for TV program year 2018 and publicize TV program - 2 awards
 : Chor Sa-ard Award year 2018 for advertising – 2 awards

AWARDS FOR ORGANIZATIONS THAT SUPPORT EXCELLENT WORKS OF THE DISABLED FOR 2 CONSECUTIVE YEARS

- Ministry of Social Development and Human Security honored True Group - the organization which supports works of disabled people – with trophies for 2 consecutive years on the International Day of Disabled Persons 2018. The award was considered the highest of honor given to only 3 organizations which reflected the recognition of the serious and continuous support the organizations gave to the vulnerable groups. By using communication technology innovation to help develop potentiality, expertise and skill, the vulnerable and disabled can create career and earn their own living, a self-reliance, an improvement of their quality of life to live in society with value.

A PLAQUE FOR TOP CREATIVE CULTURE AWARD OF THE YEAR 2018

- General Prayuth Chan-Ocha, presented a plaque for Top Creative Culture Award of the year 2018 from the Ministry of Culture to True Group as the organization publicizing the video clip titled “My Dad is the most handsome”, which stimulate the conscience of Thai value. The video was produced by the Low cost Production team, Faculty of Architecture, Chulalongkorn University. The team won the award for an advertising commercial for social responsibility contest from True Young Producer Awards project.

OUTSTANDING MEDIA AWARD FOR THE YEAR 2018

- Outstanding Media Award was given to True Group and the Autistic Thai Foundation by the Catholic Media in Thailand in honor of an advertising commercial titled “Special People” which was produced by True Group in collaboration with the Autistic Thai Foundation. The objective of the commercial is to create awareness and understanding in the autistic person.

AWARD FOR BEST THAI CHILDREN PROGRAM FROM THE ASIAN ACADEMY CREATIVE AWARDS YEAR 2018 IN SINGAPORE

- “True Little Monk: A Wisdom Training Programme for Novices” won the best children program in Thailand from the Asian Academy Creative Awards contest, year 2018, organized by the Institution of Singapore Infocomm Media Development Authority.

AWARDS FOR MORAL AND ETHICAL MEDIA AT THE CEREMONY “GOOD PEOPLE – THAILAND YEAR 9” FOR THE YEAR 2016-2017

- “True Little Monk: A Wisdom Training Programme for Novices”, on True4U channel, won “Good People – Thailand year 9” for the year 2016-2017 award. The Good People Foundation in collaboration with CPAll Public Company Limited organized this theme in order to glorify people and media who continuously present moral and ethical news which is beneficial for Thai society.

TOP AWARD FOR LEADING BRANDS OF THAI COFFEE SHOPS FROM TRUE COFFEE

- The Ministry of Commerce presented “Top Leading Brand” for True Coffee as the top brand of Thai coffee shop at national level, as widely known to consumers in the 2018 ASIA CEO SUMMIT & AWARD CEREMONY.

THE “GOLD SCALE” HONOR AWARD 2017

- The “I AM” program on the True Plants Wisdom was honored “Gold Scale” Honor Award 2017 (6th time), in the category of knowing and understanding people, from the Federation of Thai Children and Youth Relief Committee together with the Association of Consumer Rights Protection.

THE 6TH GANESH AWARD

- “Sri Ayothaya”, the historical series, received Ganesh Award from the General Assembly of Radio, TV and press News organizers of Thailand in the 6th Ganesh Award ceremony. The series won 6 awards Best Historical Series, Best Film Director, Best Male lead, Best Female Lead, Best Honorary Male actor and Best Honorary Female actress.

GROUP INVESTMENT STRUCTURE

The Company group reports its financial results in three segments: TrueOnline, TrueMove H and TrueVisions.

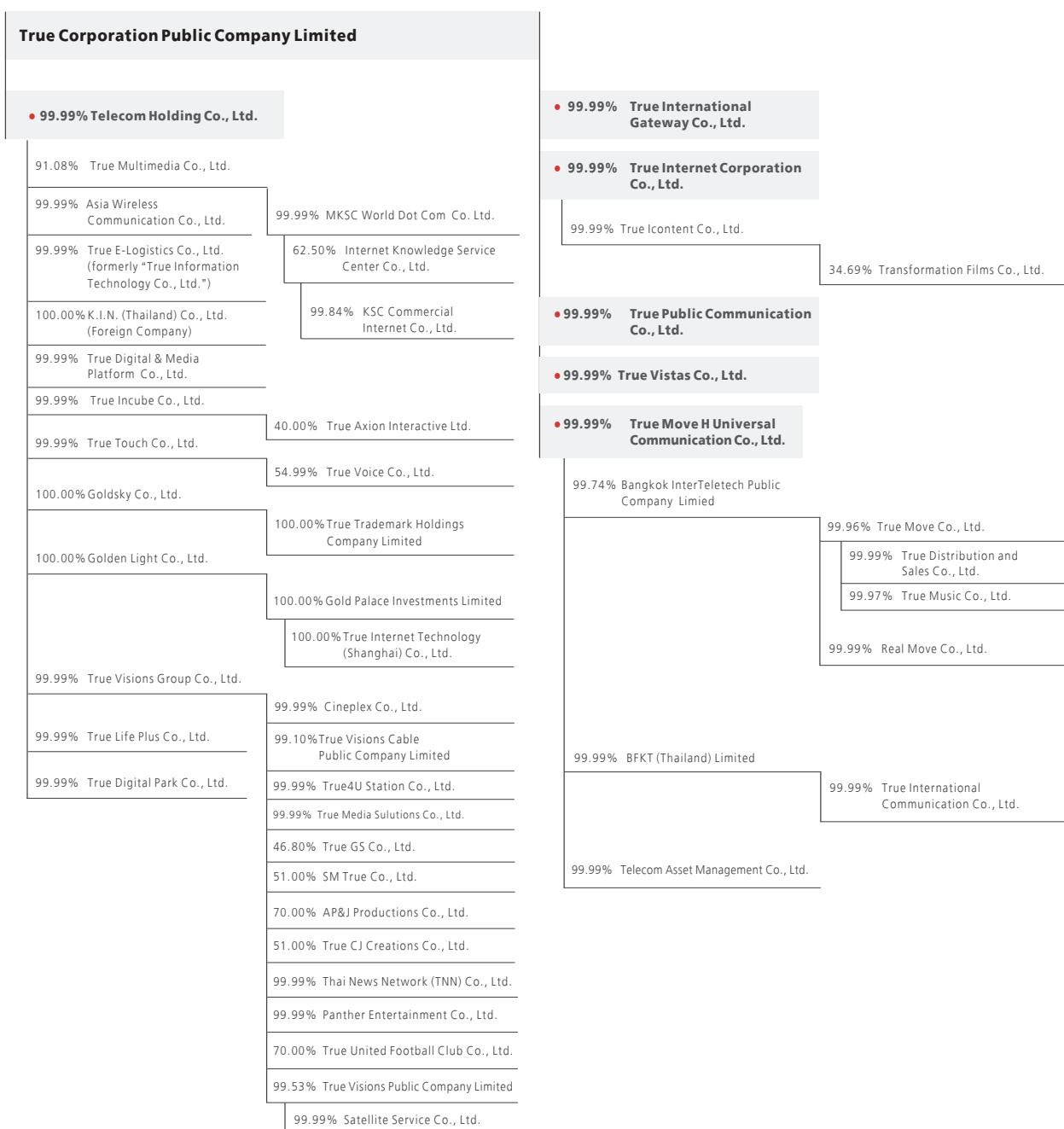
1) TrueOnline consists of the Company and its 24 active subsidiaries, 2 joint venture and 1 Associate.

2) TrueMove H consists of 9 active subsidiaries.

3) TrueVisions consists of 12 active subsidiaries, 1 joint venture and 1 Associate.

GROUP INVESTMENT STRUCTURE

AS AT 31ST DECEMBER 2018



Remark: 1. Group structure of investment that shows investments in active companies.
2. There has been no persons who may have conflict of interests with the Company holding its subsidiaries and associated companies' shares more than 10% of total issued shares
3. As at 31 December 2018, True Group held 2,891,382,917 units or equivalent to 29.99% of the total units offered of Digital Telecommunications Infrastructure Fund.

INVESTMENT STRUCTURE BY BUSINESS GROUP

AS AT 31ST DECEMBER 2018

True Corporation Public Company Limited and Subsidiaries

● TrueMove H	● TrueVisions	● TrueOnline	● Digital Platform and Digital Services	● Other
True Move H Universal Communication Co., Ltd. 100.00 %	True Visions Group Co., Ltd. 100.00 %	True Corporation Public Company Limited	True Digital & Media Platform Co., Ltd. 100.00 %	Telecom Holding Co., Ltd. 100.00 %
True Move Co., Ltd. 99.70 %	True Visions Public Company Limited 99.53 %	True Public Communication Co., Ltd. 100.00 %		Bangkok Inter Teletech Public Company Limited 99.74 %
True Distribution and Sales Co., Ltd. 99.70 %	Cineplex Co., Ltd. 100.00 %	True Touch Co., Ltd. 100.00 %		K.I.N. (Thailand) Co., Ltd. (Foreign) 100.00 %
True Music Co., Ltd. 99.67 %	True Visions Cable Public Company Limited 99.10 %	Asia Wireless Communication Co., Ltd 100.00 %		MKSC World Dot Com Co., Ltd. 91.08 %
Telecom Asset Management Co.,Ltd. 100.00 %	Satellite Service Co., Ltd. 99.53 %	True Voice Co., Ltd. 55.00 %		True Incube Co., Ltd. 100.00 %
Real Move Co., Ltd. 99.74 %	Panther Entertainment Co., Ltd. 99.99 %	True Multimedia Co., Ltd 91.08 %		True Trademark Holdings Company Limited 100.00 %
True International Communication Co., Ltd 100.00 %	AP&J Productions Co., Ltd. 70.00 %	True Internet Corporation Co., Ltd. 100.00 %		Gold Palace Investments Limited 100.00 %
BFKT (Thailand) Limited. 100.00 %	True Media Solutions Co., Ltd. 100.00 %	True Life Plus Co., Ltd. 100.00 %		Golden Light Co., Ltd. 100.00 %
	True United Football Club Co., Ltd. 70.00 %	True Axion Interactive Ltd. 40.00 %		Goldsky Co., Ltd. 100.00 %
	SM True Co., Ltd. 51.00 %	True Vistas Co., Ltd. 100.00 %		Transformation Films Co., Ltd. 34.69 %
	Thai News Network (TNN) Co., Ltd. 100.00 %	Internet Knowledge Service Center Co., Ltd. 56.93 %		
	True4U Station Co., Ltd. 100.00 %	KSC Commercial Internet Co., Ltd. 56.84 %		
	True CJ Creations Co., Ltd. 51.00 %	True International Gateway Co., Ltd. 100.00 %		
	True GS Co., Ltd. 46.80 %	True E-Logistics Co., Ltd. (formerly "True Information Technology Co., Ltd.") 100.00 %		
		True Icontent Co., Ltd. 100.00 %		
		True Digital Park Co., Ltd. 100.00 %		
		True Internet Technology (Shanghai) Co., Ltd. 100.00 %		

Remark:

- The companies that are inactive but need to be maintained are Telecom KSC Co., Ltd. (34.39%) Hutchison MultiMedia Services (Thailand) Limited (100.00%) Hutchison Telecommunications (Thailand) Co., Ltd. (100.00%) Hutchison CAT Wireless MultiMedia Limited (68.20%) Hutchison Wireless MultiMedia Holdings Limited (92.26%) Rosy Legend Limited (99.74%) Prospect Gain Limited (100.00%) Samut Pakan Media Corporation Co., Ltd. (99.69%) Song Dao Co., Ltd. (99.71%) and Tele Engineering and Services Co., Ltd. (100.00%)
- The Company in process of liquidation are Asia Infonet Co., Ltd. (65.00%) and BeboyCG Co., Ltd. (84.67%)

REVENUES BREAKDOWN

REVENUES BREAKDOWN BY BUSINESS GROUP

BUSINESS GROUP	FULL YEAR OF 2018		FULL YEAR OF 2017		FULL YEAR OF 2016	
	Baht Million	%	Baht Million	%	Baht Million	%
1. TrueOnline	40,655	25.2%	25,782	18.5%	23,036	18.4%
2. TrueMoveH	110,675	68.3%	104,204	74.6%	91,985	73.8%
3. TrueVisions	10,490	6.5%	9,533	6.9%	9,698	7.8%
Total Revenues	161,820	100.0%	139,519	100.0%	124,719	100.0%

REVENUES BREAKDOWN BY COMPANY

BUSINESS GROUP / OPERATION BY	FULL YEAR OF 2018		FULL YEAR OF 2017		FULL YEAR OF 2016	
	Baht Million	%	Baht Million	%	Baht Million	%
1. TrueOnline						
• True Corporation Public Company Limited	19	0.0%	2,595	2.0%	4,118	3.3%
• True Multimedia Co., Ltd.	-	-	14	0.0%	37	0.0%
• True Internet Co., Ltd.	-	-	2,392	1.7%	14,391	11.5%
• True Life Plus Co., Ltd.	21	0.0%	206	0.1%	109	0.1%
• KSC Commercial Internet Co., Ltd.	490	0.3%	456	0.3%	506	0.4%
• Asia Wireless Communication Co., Ltd.	436	0.3%	443	0.3%	443	0.4%
• True Touch Co., Ltd.	558	0.3%	439	0.3%	394	0.3%
• True International Gateway Co., Ltd.	-	-	438	0.3%	506	0.4%
• True Inernet Corporation Co., Ltd.	39,086	24.3%	18,670	13.4%	2,459	2.0%
• True Internet Technology (Shanghai) Co., Ltd.	-	-	-	-	29	0.0%
• True Digital & Media Platform Co., Ltd.	35	0.0%	110	0.1%	-	-
• Others	10	0.0%	19	0.0%	44	0.0%
Total	40,655	25.2%	25,782	18.5%	23,036	18.4%
2. TrueMoveH						
• BITCO Group of companies	25,717	15.9%	21,044	15.2%	17,324	14.0%
• BFKT (Thailand) Co., Ltd.	12,178	7.5%	13,491	9.5%	14,086	11.3%
• Real Move Co., Ltd.	68,367	42.2%	62,790	45.0%	48,575	38.9%
• True Move H Universal Communucation Co., Ltd.	4,354	2.7%	6,846	4.9%	11,949	9.6%
• Telecom Asset Management Co., Ltd.	59	0.0%	33	0.0%	51	0.0%
Total	110,675	68.3%	104,204	74.6%	91,985	73.8%
3. TrueVisions						
• True Visions Group Group of companies	10,490	6.5%	9,533	6.9%	9,698	7.8%
Total Revenues	161,820	100.0%	139,519	100.0%	124,719	100.0%

NATURE OF BUSINESS

PRODUCTS AND SERVICES

True Group is Thailand's fully-integrated telecommunications provider and convergence leader offering an unrivalled selection of integrated communications services and solutions. Its ongoing commitment is to provide consumers with superior network, service excellence and leading combination of the Group's comprehensive range of products, services as well as digital offerings and media content under its multiple platforms comprising mobile services (voice and non-voice), broadband internet, WiFi, television and digital platforms. The Group's convergence propositions fulfill customers' needs and enhance their engagement. These put True Group well positioned to amplify growth capitalizing on the major trend of the digital era while supporting the Thailand 4.0 national strategy.

TRUE GROUP'S CORE BUSINESSES ARE CATEGORIZED AS FOLLOWS:

- TrueMove H, providing a full range of mobile services with exceptional network quality and coverage through 4G, 3G, 2G and Narrowband IoT ("NB-IoT") networks nationwide leveraging on its comprehensive spectrum portfolio;
- TrueOnline, providing broadband internet services and solutions, business data services, WiFi, data gateways and value-added services through advanced fiber technology;
- TrueVisions, providing broadcasting services including Pay TV, high-definition ("HD") TV, 4K and digital terrestrial TV services with an extensive range of quality international and local contents as well as content production business; and
- True Digital Group, offering a portfolio of digital services, which present strong growth opportunities as the momentum of digitization continues to rise. These services leverage its digital media platform, O2O and Privilege platform, Data Analytics and IoT capabilities.

TRUENAME H

TrueMove H operates mobile business through a comprehensive spectrum portfolio totaling 2X55 MHz of bandwidth. An ideal combination of high-band frequency (1800 MHz and 2100 MHz) for capacity and low-band frequency (850 MHz under CAT telecom and 900 MHz) for coverage accommodates all market segments and ecosystems. TUC, True Group's wholly-owned subsidiary, operates mobile business under a type-3 Telecommunications license granted by the NBTC.

True Group entered the mobile telecommunications segment through a subsidiary, BITCO, in October 2001 and strengthened its mobile business through the purchase of shares of four local companies from Hutchison Group which was completed in January 2011. Under the reseller agreement between the Group's subsidiary "Real Move" and CAT Telecom, which is effective until 2025, the TrueMove H brand was established in April 2011 to facilitate the

launch of nationwide commercial 3G services using HSPA technology on the 850 MHz spectrum. The official launch of TrueMove H on August 30, 2011 effectively gave the Group's 3G services a nationwide first-mover advantage.

TUC participated in the 2.1 GHz auction and was granted the license by the NBTC in December 2012. This enabled TrueMove H to reap the benefit from being the first operator to commercially launch 4G service on the 2.1 GHz frequency in May 2013. Additionally, TUC was one of the winners in the 1800 MHz and 900 MHz spectrum auctions, which were held in November and December 2015 respectively. It was granted the 1800 MHz license in December 2015 and the 900 MHz license in March 2016, further extending True Group's mobile business until at least 2033. These spectrum acquisitions heightened TrueMove H's competitiveness, network strength and consumers perception on its offerings.

TrueMove H remained committed to developing the best network for Thai consumers. The business expanded and densified its 4G, 3G and 2G networks which cover 98% of the Thai population and penetrate to the village level in all 77 provinces of Thailand by leveraging on 3CA (Carrier Aggregation) and 4X4 MIMO technologies. It also enlarged NB-IoT network across the country to cover all administrative districts in Thailand's 77 provinces. TrueMove H further took the lead in utilizing cutting-edge technologies with the commercial launch of FDD massive MIMO 32T32R, a supporting technology for 5G development, with an advantage in terms of signal channel distribution and 4 times more capacity to support consumers' rising usage of data and digital transactions. At the same time, TrueMove H offered a trial demonstration of 5G technology using the 28 GHz spectrum by permission of the NBTC, in December 2018 highlighting 5G speeds that are 20 times faster than 4G LTE, and 10 times lower latency (lesser responsive time) compared to that of 4G.

SUBSCRIBERS

TrueMove H continued to outperform the industry in both revenue and subscriber growth. Its subscriber base has outgrown the industry for 3 consecutive years. This was driven by its network upgrade with improving brand perception, competitive device-bundling propositions, successful localized marketing campaigns and synergy among True Group and business partners. In 2018, TrueMove H added 2.0 million net subscribers contributed by both postpaid and prepaid segments and expanded its total subscriber base to 29.2 million while blended ARPU was Baht 208 per month.

The following table sets forth certain information with respect to the Group's mobile business during the periods indicated:

TrueMove H	As of December 31,				
	2014	2015	2016	2017	2018
Subscribers					
- Prepaid	19,768,653	14,380,853	18,465,482	20,339,922	21,613,597
- Postpaid	3,878,781	4,726,018	6,060,388	6,880,449	7,604,868
Total Subscribers	23,647,434	19,106,871	24,525,870	27,220,371	29,218,465
Blended ARPU	130	171	217	208	208
(Baht/Sub/Month)					
- Prepaid ARPU	59	90	122	117	118
- Postpaid ARPU	527	492	505	485	470

PREPAID

Prepaid service offers flexibility to consumers as there is no requirement for a monthly subscription fee. Prepaid customers purchase a SIM card with an initial credit balance and can top-up their credit balance through various means, including cash cards, top-up cards, ATMs, credit transfer from other TrueMove H phone accounts, mobile banking, and online digital channels.

POSTPAID

TrueMove H's postpaid service allows customers to choose a monthly service plan comprising voice-only, data-only or a mix of voice and non-voice or data services to match their lifestyles. Top-up packages allow subscribers to purchase voice or non-voice services on top of their monthly package. Subscribers are billed monthly for subscription fees, airtime and the use of other voice and non-voice services.

TrueMove H also provides prepaid and postpaid customers with mobile payment channels via TrueMoney Wallet and True iService application to meet a new generation of lifestyle needs while special privileges including data and voice calls can be redeemed utilizing TruePoint through TruelD application.

VOICE SERVICES

TrueMove H's subscribers have access to local, domestic and international long-distance dialing. In addition, it offers a variety of value-added services in different combinations including call waiting, call forwarding, call conferencing and caller ID. Additionally, TrueMove H offers 4G HD Voice service, a high quality voice service on TrueMove H's superior 4G network. This 4G VoLTE technology enhances customers' voice communication through high definition quality and 4 times faster call set up than 3G for supported devices.

TrueMove H also offers its subscribers international roaming services, enabling them to make and receive calls when they are outside of Thailand. Alternatively, subscribers can use voice over WiFi (VoWiFi) calling service through any WiFi network worldwide to improve experience in certain areas where WiFi signals are stronger than mobile while saving cost.

A wide variety of voice offerings is also offered to respond to customers' preference and usage. These include unlimited calls to TrueMove H numbers, competitive price plans for off-net and on-net calls, or bonus calls if reaching certain usage.

NON-VOICE SERVICES

TrueMove H provides a range of non-voice services to enhance and meet customer lifestyles. Content is delivered through various channels covering all mobile-accessible channels and web-based services. Non-voice services comprise a variety of popular content, including photo-based communication, financial information services, games, cartoons, screen savers, ring tones, music, sports and horoscope. TrueMove H's subscribers are increasingly using its non-voice services, in particular downloadable and uploadable pictures, video streaming, as well as the accessing of social networks through mobile internet services. In addition, TrueMove H is able to use content as a growth driver as well as enhancing customer's engagement and brand perception by leveraging exclusive content assets of True Group including TruelD, TrueVisions and TrueMusic.

MOBILE HANDSETS AND ACCESSORIES SALES

The Group offers an extensive range of mobile handsets and related accessories for both global brands and its house brand. Its key handset products are high-quality smartphones and smart devices. True Group also offers a wide selection of 4G and 3G capable devices under the Group's house brand with cost and technology advantages by capitalizing on synergy with China Mobile. These competitive devices facilitate accessibility to 3G and 4G services among a wider range of Thai consumers. Handsets are either sold outright (untied to any service) or tied with TrueMove H's mobile packages creating added value for customers through the Group's privilege programs.

INTERNATIONAL ROAMING SERVICES

International Roaming Services enable TrueMove H subscribers to use the networks of international operators with whom it has entered into international roaming agreements (Outbound Roaming Service). The roaming services enable customers to call and receive calls, send SMS and use data roaming when travelling aboard in more than 200 countries worldwide. In addition, visitors to Thailand whose network operators have international roaming agreements with TrueMove H can use TrueMove H's cellular network when traveling in Thailand (Inbound Roaming Service).

True Group's cellular business joined Conexus Mobile Alliance in 2008 and strategically collaborated with China Mobile since 2014. Conexus Mobile Alliance and China Mobile have a combined customer base of approximately 1,250 million. As a result, these subscribers can use roaming services in Thailand on TrueMove H's network.

TrueMove H proactively expanded its 4G roaming service, covering 70 countries worldwide, to support customers and travellers through its high-quality connection with high speed data service. This, combined with its partnership with international 4G operators, has made TrueMove H the first mobile operator in Thailand whose 4G roaming network covers all continents in the world. TrueMove H's wide range of competitive offerings and selections enables its customers to choose promotions that best fit with their demand and usage.

TrueMove H is determined to offer the best quality international roaming services both voice and data usages at valuable prices such as unlimited data roaming package starting at Baht 350 per day and voice roaming service that allows customers to call and receive calls starting at only Baht 9 per minute supporting both prepaid and postpaid customers while travelling abroad via networks of TrueMove H's international partners. In addition, TrueMove H offers "Travel SIM" products comprising Travel SIM Asia 4GB 8 days, Travel SIM World 4GB 15 days and Travel SIM 8 days for popular destinations among Thai people such as Japan, China (Mainland China, Hong Kong, Macao and Taiwan), South Korea and Singapore. These SIMs target Thai data travelers visiting top outbound destinations worldwide. The business also facilitates customers with the "TrueMove H Roaming Application" which is a convenient way for customers to check their usages and buy packages on the go. Subscribers can also access the services, including service activation and termination, help and information, additional service subscription as well as e-service on billing and payment easily through the "TrueMove H Roaming Application".

Meanwhile, "Thailand Greater China Number Service", the ultimate innovation from collaboration between True Group and China Mobile, enables subscribers to stay connected whenever travelling to China, Hong Kong and other countries with both China and Hong Kong numbers embedded in one SIM at special tariff rates. This service is in line with Thai business customers' requirement for value and convenient communications when travelling to China and Hong Kong as well as Chinese and Hong Kong consumers who live in Thailand.

Additionally, TrueMove H collaborated with the world's leading telecommunications companies including NTT DoCoMo from Japan and China Mobile Hong Kong in providing Voice over the LTE network (VoLTE) service to

NTT DoCoMo and China Mobile Hong Kong's customers, both business and traveler, in Thailand. These customers can enjoy high-quality roaming services on TrueMove H's 4G VoLTE network including high-definition voice service, fast connection and HD video call service.

INTERNATIONAL DIRECT DIALING SERVICE

True Group provides IDD service through its subsidiary, TUC, which was granted a Type Three license for International Telephone Service from the NBTC. "True 006" is the premium grade IDD service via "006" prefix offering high quality signal with network coverage in 230 destinations worldwide.

The Group's IDD service captured potential growth in CLMV comprising Cambodia, Laos, Myanmar and Vietnam, and focused on top destinations worldwide including China, India, USA and other Asian countries by introducing various competitive offerings for international call via dialing 006. Its special topping packages, offering competitive rates and premium service quality, continued to receive positive market response. These, together with the Group's commitment to providing superior service quality, have strengthened its competitiveness and boosted customers' loyalty.

Other IDD services include "00600" dialing prefix offering economical call for budget customers who use "4G Tourist SIM" for calling to top destinations.

TRUEONLINE

TrueOnline comprises broadband internet and solutions, business data services, data gateways and value-added services including fixed-line telephone under license granted by the NBTC.

BROADBAND INTERNET

TrueOnline is Thailand's leading broadband or hi-speed internet operator under True Group with the total subscriber base of 3.5 million and network coverage encompassing approximately 13 million homes nationwide. The Group's subsidiary, True Internet Corporation Company Limited "TICC", was granted a Type Three license from the NBTC to provide broadband, data services and fixed-line telephone nationwide.

The Group started offering hi-speed data communication services in 2001 and later introduced WiFi services in 2003. Its licensed fixed-line telephone service is also served as a value added service to customers. TrueOnline has a wide range of broadband propositions, ranging from 50 Mbps to 1Gbps, for both standalone and convergence packages with an ideal combination of True Group's various products and services including mobile, fiber broadband, WiFi, fixed-line telephone, TV, TruelD, and special privileges under TrueYou. The business is determined to providing high-quality services and state-of-the-art offerings to consumers through cutting-edge technology and fiber footprint expansion to meet consumers' growing demand for massive data transfer such as high-definition content, streaming services, as well as cloud computing and storage.

For the enterprise segment, the Group strengthens its position as the top-of-mind service provider of integrated telecommunications solutions by offering full-scale internet services as well as innovative and versatile solutions utilizing advanced technologies, customized to match customer needs in all business disciplines. These include marketing, communication, network, cyber security, data & cloud, and IoT solutions with exclusively-assigned personnel to support business customers. The business places importance on the quality and reliability of its network with high level of security. Its bandwidth has been upgraded to suit actual usage of corporate clients by

expanding Content Delivery Network (CDN) to equip users with faster speed service in accessing overseas contents. In addition, the Group separates the channels between individual customers and corporate clients, capable of linking to the high-speed internet faster and more stable. The TrueBusiness application is also provided adding more convenience and value through TrueBusiness points to corporate customers.

True Group offers services to corporate customers through various technologies. These include: Digital Data Network or Leased-Line; Multiprotocol Label-Switching; Metro Ethernet (a fiber-to-the-building technology designed specifically for business customers); IP-Lease Line (a hybrid between an IP-based data service and a lease line service which improves the quality of connection beyond standard IP-based services); and Software-Defined Wide Area Network (SD-WAN) which manages routing efficiently and optimizes bandwidth usage. In addition, True Group provides a Managed Network Service, a combination of three network operation services comprising network performance management, fault management and configuration management. Furthermore, its service infrastructure is built on modern IP technology that supports cloud computing and IP DID service to corporate customers.

True Ethernet Fiber service, an advanced IP network which enables the secure transferring of large multi-format files over fiber-optic cables, was the first in Thailand to attain global service quality assurance from the Metro Ethernet Forum. In addition, it invested in the fiber-optic network via Gigabit-capable Passive Optical Network (GPON) technology which reaches corporate clients located in buildings on key roads in the BMA as well as several provincial industrial estates and tourist destinations, presenting strong growth opportunity. Furthermore, True Group upgraded its internet backbone with the deployment of the world-class standard “Cisco Nexus 7000”. This enhanced its capability to support an expansive upward trend of customers’ internet usage while delivering a better experience to its customers.

Beside large corporate clients, the Group expands its business customer base more aggressively into the SME segment, which presents strong growth opportunity. It provides data communication solution, using Multiprotocol Label Switching and fixed-IP technologies, to better respond to specific needs of SME across the country. It also developed the “SME Packages”, blending the Group’s services into optimal mix that suits different size and demand of each SME customer such as Smart SME 4G+, Business Super Talk, SME Buffet, Business Mixed Pay Premium and smartphone-bundled packages. It also offers reliable and high quality internet services including fixed IP address that supports web & mail server, streaming server, VDO conference, VoIP, fixed-line telephone and CCTV. These best-valued offerings, matching customers’ internet usage and demand, have received positive response from the targeted segments.

All these developments have increased customers’ engagement and drove TrueOnline’s solid revenue and subscriber growth. In 2018, TrueOnline added 331,628 net broadband subscribers and grew its total subscriber base to 3.5 million. This increased its total broadband internet revenue by 11.2% YoY, compared to 9.8% in the previous year, with an ARPU of Baht 605 in 2018.

The following table shows the number of broadband subscribers and ARPU for the periods indicated:

Broadband	As of December 31,				
	2014	2015	2016	2017	2018
Subscribers	2,081,436	2,388,118	2,768,641	3,154,092	3,485,720
ARPU (Baht/Sub/Month)	710	668	629	606	605

VALUE-ADDED SERVICES

FIXED-LINE TELEPHONE

True Group offers modern fixed-line telephone service called “Fixed Line Plus” by employing Next Generation Network (NGN) which seamlessly connects with the broadband and MPLS networks. This ideally combines the Group’s fixed-line telephone service, broadband internet and business data services through an advanced IP network (MPLS) while responding to demands of both consumer and corporate customers. The main services comprise Fixed Line Plus and IP-DID.

- Fixed Line Plus is the fixed-line telephone service which can be offered together with broadband internet service through fiber optic (both direct-to-home and PABX);
- IP DID is a voice communication service on NGN network through MPLS using fiber optic line and connected with IP branch exchange hardware by using digital card or SIP protocol.

In addition, True Group offers a range of value-added services to fully meet customers’ needs, including:

- Basic value-added services: Caller ID, Call Waiting, Conference Calling, Call Forwarding, Outgoing Call Barring and Smart Alert.
- Special value-added services, including:
 - Hunting Lines service, which bundles two or more telephone lines at one location into a single number;
 - Free Phone 1-800, allowing businesses to provide their customers with a free contact call service;
 - Call routing is a call management procedure wherein a call is sent to a specific queue before directing to an endpoint, which has various branches or numbers, while allowing customers to remember only one number; and
 - Call management service for customers with special 4-digit number allocated by the NBTC.

INTERNATIONAL GATEWAY SERVICES

True Group started providing International Internet Gateway services in 2007 and International Data Gateway in 2008. With International Internet Gateway and Domestic Internet Exchange License (Type Two with Network) and an International Private Leased Circuit (Type Three) granted by the NBTC, the Group can provide international internet and international data services, both via terrestrial and submarine networks. Its service scope includes International Internet Gateway (“IIG”) and National Internet Exchange (“NIX”, also known as Domestic Internet Exchange) as well as a variety of International Data Services comprising International Private Leased Circuit (“IPLC”), International Ethernet Line (“IEL”), Internet Protocol Virtual Private Network (“IPVPN”) and Virtual Node services.

The Group has continued to expand its backbone capacity which reaches approximately 1.4 Tbps to support growth of internet and international data services which have grown every year. Its international bandwidth is utilized within True Group as well as to external customers comprising local and Indochina ISPs, local and multinational corporations, and international telecom operators.

Certified ISO 9001:2008 on internet gateway and international leased circuit services, the Group commits to best network quality and best customer experience. Its backbone carrying international traffic is proven to be highly reliable with fully diverse and resilient network design. Its IP Points of Presence in Thailand, Hong Kong, Netherlands, Singapore, United Kingdom and United States help to ensure highest service quality under the Group's own network control.

Aligning with Digital Thailand national policy, True Group is proud to play a key role in helping Thailand to become regional hub by expanding its best network connectivity throughout the region. As far as border connectivity goes, it is interconnected to all Thailand's neighboring countries: Cambodia, Laos, Malaysia and Myanmar; this ideally serves its customers while ensuring direct paths within Indochina region. Additionally, in 2018, True Group and the members of the Southeast Asia – Japan 2 consortium (SJC2) signed an agreement with NEC Corporation to build a high performance submarine cable connecting countries in Southeast and North Asia including Singapore, Thailand, Vietnam, Hong Kong, Taiwan, mainland China, Korea and Japan. The 10,500-kilometre cable linking to 10 cable landing stations in the region is expected to be completed by the fourth quarter of 2020. This will further bolster both True Group's and Thailand's telecommunications strength and channel supporting high bandwidth intensive requirements such as video streaming, virtual reality applications, 5G, artificial intelligence, cloud services, analytics, robotics and IoT. This development will serve consumers' fast-growing demand for data usage and digital transformation needs of enterprise customers.

The Group's strength also lies on closely knit carrier partnership and collaboration; it commits to seek new synergy in order to bring global service values to its customers while at the same time helping its carrier partners grow their business and set footprint in Thailand and Indochina countries.

TRUEVISIONS

TrueVisions is Thailand's leading nationwide pay TV and high-definition ("HD") TV operator, offering services via digital direct-to-home satellite (DStv) and digital HFC (hybrid-fiber-coaxial) cable network platforms, as well as content provider for local and foreign markets.

TrueVisions provides its DStv services using KU-band and C-band transmission and MPEG-2 and MPEG-4 video compression. This enables TrueVisions to increase the number of channels, improve sound and picture quality, control access to its signal, and distribute its services everywhere in Thailand. This service is transmitted via Thaicom satellite. TrueVisions provides its cable TV services using networks of True Group's subsidiary, TICC.

TrueVisions was formed in 1998 by a merger of UBC (formerly IBC) and UBC Cable (formerly UTV) and was successfully integrated into the Group at the beginning of 2006. TrueVisions operated pay TV services under a 25-year Agreement for Joint Venture in the Membership Television (and Cable Television) Services with MCOT which ended on September 30, 2014 for services via satellite and is due to end on December 31, 2019 for services via cable. Nevertheless, in January 2013, True Visions Group secured the Broadcasting and Television Network licenses from the NBTC extending its pay TV business until at least January 2028.

TrueVisions has received additional source of revenue from advertising since 2009 while ensuring the viewer experience was not impacted. In addition, True Visions Group entered the digital terrestrial TV business by acquiring two licences for variety and news channels from the NBTC in April 2014, namely "True4U" and "TNN24". This paves the way for advertising revenue growth and widens TrueVisions' opportunity to market its content through a larger viewer base while increasing its brand recognition.

TrueVisions has continued to differentiate and strengthen its platform while further enhancing consumers' viewing experience through a large selection of high-quality content, particularly 4K Ultra HD, HD, live broadcasting and exclusive content. Additionally, the business has developed its own-produced and attractive content to match the evolving preferences of consumers. TrueVisions also expanded its footprint to other markets including sublicensing series from TrueVisions Original to China. At the same time, True CJ Creations, a joint venture between True Group and CJ ENM from South Korea, was formed to create international-standard quality content to supply both domestic and overseas markets. These high-quality contents can be viewed on a wide variety of channels, especially the convergence platforms of True Group such as True4U TV channel and TruelD application as well as its local and global partners in the future, creating a revenue upside potential and fulfilling consumers' lifestyles.

All these developments, integrated with strong response to the Group's value convergence packages, expanded TrueVisions' revenue and paying subscriber base. The business ended 2018 with the total customer base of 4.1 million.

The following table shows the number of TrueVisions customers and ARPU for the periods indicated:

TrueVisions	As of December 31,				
	2014	2015	2016	2017	2018
Premium package	310,593	292,460	290,394	254,934	237,922
Standard package	629,379	1,108,019	1,694,611	1,906,032	2,066,023
FreeView package	584,751	478,836	409,573	367,291	340,696
Free-to-air box	947,047	1,184,160	1,535,457	1,436,728	1,411,984
Total customers	2,471,770	3,063,475	3,930,035	3,964,985	4,056,625
ARPU (Baht/Sub/Month)	715	523	379	311	298

TRUE DIGITAL GROUP

True Digital Group aims to become the ultimate digital enabler in Southeast Asia. It is continuously expanding its ecosystem to deliver high quality digital services to customers.

DIGITAL MEDIA PLATFORM

TruelD application offers a wide variety of quality digital content including movies, TV, news, music, sports, travel and other lifestyle contents. It is available on all mobile networks and across a range of platforms such as mobile application, websites, to over-the-top (OTT) media. With the on-going demand for seamless user experience, TruelD application has embedded key digital services, consisting of TruePoint (privilege earn and redeem program) and TrueMoney Wallet (e-payment service) into one single platform. Since its launch in 2017, TruelD has received excellent response from the market and became the number 1 most downloaded application in its category in 2018.

Aside from its entertainment application, True Digital Group also developed other self-service and online sales channels to better serve consumers' increasing digital transactions and lifestyles. True iService application allows customers to check usage, top-up packages, make payments and enquiries anytime, anywhere at their convenience with 24-hour smart assistant.

O2O AND PRIVILEGE PLATFORM

The Group's established privilege and point program for True customers, known as TrueYou, allows it to strengthen its mobile and broadband businesses. It is continuously growing its partnership network across various lifestyle categories to provide customers with more attractive privilege offerings.

To upgrade small retailers' capabilities to compete in the e-commerce era as part of government Thailand 4.0 program, True Smart Merchant was launched in April 2018 as the first step of Offline to Online and Online to Offline (O2O) transformation plan. True Smart Merchant comes with QR payment, customer relationship and marketing tools.

With TrueYou and True Smart Merchant, both merchants and customers can safely receive and make payments for goods and services via QR Codes and gain exclusive privileges through these payments which will retain its loyal customers with True.

ANALYTICS

True Analytics has taken a leading position in the Thai analytics services market. It further extended its big data platform to support the real time ingestion, processing and analysis of billions of relevant customer interactions on a daily basis.

True Analytics uses analytics and Artificial Intelligence (AI) to support revenue growth, reduce delinquency and optimize network investments for the Group. Additionally, its dedicated team of experts brings analytics solutions to market to support its clients. These are products such as hyper-targeted advertising, which offers precise communications based on hard data to reach the right consumers at the right time, or its intelligence suites of products, that offer in-depth understanding of the different aspects of consumers' behavior.

INTERNET OF THINGS (IOT)

The IoT market size in Thailand is expected to reach over 30 billion baht by 2020, presenting significant growth potential as it becomes the next revenue growth driver for telecommunications operators worldwide. The Group's IoT ecosystem operates on its nationwide cellular networks and on NB-IoT and CAT-M1 (CAT-M1 will be fully deployed by Q2 2019). In addition, it has a strong IoT platform through partnerships with 120 partners and solution providers.

True IoT has developed a wide range of IoT solutions and offerings for diverse industry verticals such as transportation and logistics, healthcare, smart cities and retail. Focused on solutions that deliver business values for end customers, True IoT will continue to develop a catalog of solutions that anticipate the market needs and contribute to the digitalization of the Thai economy.

The launch of the "True IoT Business Platform" in 2019 will allow each of its IoT Business Partner to leverage on its network connectivity while getting connected with the True ecosystem for online payment, rewards, analytics, and billing system.

Connectivity offers on all its networks (3G, 4G, NB-IoT, CAT-M1 and eventually 5G) complete this portfolio with a clear aim to provide affordable and adapted technologies that will accompany the development solution providers, system integrators, devices makers, universities, and startups.

CONVERGENCE PROPOSITIONS

True Group provides customers with value-for-money offerings through unique and attractive convergence packages, bundling products and services within the Group, that suit their various preferences and lifestyles. The Group's comprehensive range of convergence propositions combine TrueMove H's voice and data usage, WiFi, TrueOnline's fiber broadband internet, TrueVisions' quality content, fixed-line telephone call, digital offerings such as TruelD and special privileges under TrueYou and TruePoint. In addition, consumers can select top-up packages and services according to their demand and usage. These, in turn, enhance True Group's competitiveness and contribute to customers' engagement, loyalty and subscriptions to the Group's various offerings.

MARKETING STRATEGY

True Group is Thailand's leading digital lifestyle and convergence provider with an aim to provide high-quality products and services to consumers. These include tailored and digitized solutions and a comprehensive range of bundled telecommunications services across its multiple platforms comprising mobile, broadband internet, television and digital platforms. Its ongoing commitment to develop the best network, value-for-money convergence packages, service excellence and engaging privilege programs have driven growth while increasing customers' satisfaction and loyalty. The Group continues to focus on digital platform, solutions and offerings as consumers' demand keeps on rising. At the same time, it further strengthens sales and distribution channels as well as utilizing data analytics for both internally and externally to better meet consumers' preferences and reach targeted segments more effectively. These strategies should position True Group well to further accelerate growth in this digital age.

DISTRIBUTION AND SALES

True Group offers all of its services through various channels. A conventional channel is through shops in the BMA and the provinces that are equipped with well-trained personnel and designed to be one-stop contact points offering a range of wireline and wireless communications services, pay TV services, handsets, accessories, modems and other telecommunications equipment. In the case of the larger True stores, internet access is also provided. True Group also sells its products and services throughout Thailand through accredited dealer shops, independent distributors and dealers who work on a commission basis.

True Group's sales and distribution channels include:

- True Shop and True Authorized Reseller at retail shops under Com7 located in high visibility and high traffic locations, such as shopping malls, hypermarkets, and office buildings. True Branding Shop and TrueSphere, the first class co-working space providing customers with the infinite first-class service experience through True Group's comprehensive services and advanced technologies;
- True Partner and True dealer;
- Multi-retailers and chainstores located in hypermarkets, specialty stores, and convenience store chains including 7-Eleven;
- Wholesale partners who purchase deactivated SIM cards and top-up cards, mobile devices and accessories from the Group for distribution onto sub-dealers, manage sub-dealers and provide logistical support. Wholesale

partners primarily sell True Group's prepaid SIM cards and top-up cards. Sub-dealers also provide other services such as mobile handset repairs as well as music and games downloads;

- The direct sales channel markets True Group's services to SME and corporate clients. The Group further categorizes the direct sales channel into direct sales teams, direct sales agents, and freelances; and
- Telesales and e-commerce such as iTruemart

For top-up services, the Group offers several electronic channels in addition to using physical cards (i.e. Cash card and Top-up card) as follows:

- ATM and mobile banking service application – Subscribers can top up by transferring funds directly from their bank account;
- TrueMoney Wallet, True iService and TruelD – Mobile payment services;
- E-cash card – Airtime purchases can also be made over the counter at True Group's partners such as 7-Eleven;
- Direct top-up – Customers can use a device installed at several of the Group's own locations as well as its partners, such as 7-Eleven, to directly top-up their accounts (an online top-up transaction is also categorized as a direct top-up); and
- Top-up kiosk and True top-up machines offering more convenience for True Group's customers in conducting transactions for all of the Group's products.

PROCUREMENT OF PRODUCTS AND SERVICES

NETWORK ACQUISITION

True Group primarily procures network equipment directly from global leading telecommunications technology suppliers. The Group has also employed a number of suppliers to assist in network acquisition and installation to expand its service coverage and, as such, is not dependent upon any specific distributor or supplier. In addition, True Group is well positioned to enjoy an economy of scale when purchasing network equipment by leveraging on synergies with China Mobile, its strategic partner and the world's largest mobile operator by subscriber base.

THAI TELECOMMUNICATIONS INDUSTRY AND COMPETITIVE LANDSCAPE

MOBILE BUSINESS

Thailand had approximately 91.6 million mobile subscribers, excluding subscribers of CAT Telecom, TOT and their MVNOs, at the end of 2018. Majority of the Thai mobile users remained in the prepaid market accounting for 76% of the total base. The market's postpaid share is expected to increase beyond 24% given strong emphasis on pre-to-post migration as the postpaid segment secures more recurring source of revenue as well as offers higher ARPU and stickiness. TrueMove H was the second largest mobile operator in the country with 31.9% subscriber market share on 29.2 million subscriber base, of which 7.6 million were postpaid and 21.6 million were prepaid

users. Its subscriber growth continued to exceed the industry for 3 consecutive years. In 2018, TrueMove H added 2.0 million net subscribers driving the total industry's net adds to nearly 1.7 million.

Increasing demands for 4G and data usage were key growth drivers for the Thai mobile industry in 2018 while the market dynamic remained competitive with attractive data price plans, value-for-money bundled offerings, and localized marketing campaigns. Higher adoption of the fixed-speed unlimited plans also pressured top-up and ARPU uplift opportunities. This softened the industry's revenue growth from 5.6% in 2017 to 1.9% in 2018, led by 7.3% growth of TrueMove H. Competition towards the end of the year, however, was more benign as the fixed-speed unlimited plans were tapered off. This, together with the country's digitalization and consumers' growing demand for data as well as digital and IoT offerings, should bolster stronger revenue growth for the mobile industry in 2019.

TrueMove H is well positioned to accelerate growth from this positive trend leveraging on its network excellence, improving service quality, value-driven offerings through the Group's digital platform and privilege programs, and materialized synergy with business partners.

BROADBAND INTERNET

Thailand's broadband internet market continued to grow well in 2018 with strong demand for fiber services as operators expand their FTTx footprint. Fiber expansion and speed upgrades were the key drivers for competition in the fixed broadband market in Thailand. Convergence propositions were also offered to attract high-quality subscriptions and customers' stickiness while 1Gbps price plan became more affordable.

Broadband subscriber base in Thailand increased 13 percent from the previous year to approximately 9 million in 2018, driving the household penetration rate to 43% compared to 38% in 2017 (Source: NBTC updated as of 28 November 2018). TrueOnline's position as the largest broadband operator in Thailand remained intact with the total broadband subscriber base of 3.5 million, representing approximately 38 percent share of the Thai broadband market.

The fixed broadband internet outlook is anticipated to remain bright for the foreseeable future as consumers' demand for fiber services keep rising, driven by the popularity of over-the-top (OTT) services, online content, social media and game while the country's fixed broadband penetration remained relatively low.

PAY TV BUSINESS

Penetration rate of cable TV and satellite TV in Thailand was approximately 56 percent (Source: True Group's estimation). TrueVisions is the leading pay TV and HD TV provider with the total customer base of 4.1 million, of which 2.3 million subscribed to its premium and standard packages while the rest were FreeView and Free-to-air customers, at the end of 2018.

The pay TV business in Thailand has been affected by economy, piracy, digital free TV channels as well as consumers' behavior shift towards digital media and online consumption particularly over-the-top (OTT) services and streaming content through internet.

TrueVisions' revenue and paying subscriber base grew despite the aforementioned challenges in 2018. Its extensive range of quality content and competitive bundling packages with other products and platform of True Group particularly OTT platform and TrueID should fuel growth further. At the same time, TrueVisions sees growth potential from content production business and is determined to develop content to serve various channels of True Group and other partners as well as sublicensing to other countries, creating a revenue upside.

LICENSES OBTAINED BY TRUE GROUP'S SUBSIDIARIES AND ASSOCIATES

True Group's subsidiaries/ associates	Type	Business	Validity	Date of Regulatory Authority approval	Expiration date
Telecommunications license					
1 KSC Commercial Internet (KSC)	1	ISP	5 years	23 Jun 2014	22 Jun 2019
2 True Internet Corporation Company Limited (TICC)	1	ISP	5 years	4 Jan 2018	3 Jan 2023
3 True Internet Data Center Company Limited (TIDC)	1	Resale of Telecommunication Service	5 years	20 May 2014	19 May 2019
4 KSC Commercial Internet (KSC)	1	Resale of Telecommunication Service	5 years	11 Nov 2014	10 Nov 2019
5 True Internet Corporation Company Limited (TICC)	1	Resale of Telecommunication Service	5 Years	26 Aug 2014	25 Aug 2019
6 Real Move (RMV)	1	MVNO	5 years	16 Dec 2015	15 Dec 2020
7 True Internet Data Center Company Limited (TIDC)	1	ISP	5 years	3 Mar 2016	2 Mar 2021
8 True Move H Universal Communication (TUC)	1	Resale of Telecommunication Service	5 Years	11 May 2016	10 May 2021
9 True Move H Universal Communication (TUC)	1	ISP	5 Years	19 Jun 2018	18 Jun 2023
10 True International Gateway (TIG)	2	International Internet Gateway & National Internet Exchange (IIG & NIX)	5 years	19 May 2016	18 May 2021
11 True Internet Corporation Company Limited (TICC)	2	International Internet Gateway & National Internet Exchange (IIG & NIX)	5 years	25 Sep 2017	24 Sep 2022
12 True Internet Corporation Company Limited (TICC)	3	Fixed Line Service and IPLC	20 years	8 Dec 2006	7 Dec 2026
13 True International Gateway (TIG)	3	International Private Leased Circuit (IPLC)	15 years	11 Nov 2009	10 Nov 2024
14 True Move H Universal Communication (TUC)	3	Wireless Service and International Direct Dialing (IDD)	20 years 9 months	7 Dec 2012	15 Sep 2033
15 True Move H Universal Communication (TUC)	Frequency	Frequency band 2100 MHz	15 years	7 Dec 2012	6 Dec 2027
16 True Move H Universal Communication (TUC)	Frequency	Frequency band 1800 MHz	17 years 9 months	4 Dec 2015	15 Sep 2033
17 True Move H Universal Communication (TUC)	Frequency	Frequency band 900 MHz	15 years 3 months	16 Mar 2016	30 Jun 2031
Broadcasting and Television license					
18 True Visions Group Co., Ltd.	Broadcasting and Television Network	Subscription Television Network Service	15 years	21 Jan 2013	20 Jan 2028
19 True4U Station Co., Ltd.	Broadcasting and Television Service	Digital Terrestrial Television Service	15 years	25 Apr 2014	24 Apr 2029
20 Thai News Network (TNN) Co., Ltd.	Broadcasting and Television Service	Digital Terrestrial Television Service	15 years	25 Apr 2014	24 Apr 2029

RISK FACTORS

True Group sees continued growth opportunities in year 2019 after achieving key milestones in year 2018 particularly in mobile service business which outgrew the industry for both revenue and subscriber base while broadband internet business remained a leader in the market with continued double-digit growth from the previous year. The foregoing notwithstanding, True Group could possibly face a variety of risks that may impact on operations as follows:

SPECIFIC RISKS WHICH MAY ARISE FROM ACQUISITION OF 1800 MHZ AND 900 MHZ IMT SPECTRUM LICENSES

FINANCIAL RISK

True Group may have financial risk from spectrum licenses payments and network investment. However, the Company believes that the 1800 MHz IMT and 900 MHz IMT spectrum acquisitions are key stepping stones to accelerate its revenues after commencing full mobile services on these telecommunication networks. Additionally, the Group's cellular business continued to outperform the industry both in terms of revenue and subscriber growth. These shall reduce the Company's financial risk. Moreover, the payments of both spectrum fees and network investment spread out over several years, which would help the Company to generate more income to settle its financial burdens as abovementioned.

COMPETITIVE RISK

The Company may have additional risks from the increasing of business competition because other operators try to prevent their customers from migrating to use the Company's services and also because of competition in offering sales promotions, new forms of service, and new operators. However, the Company believes that our key strategies (i.e., providing services with high quality network, offering convergence campaigns and varied forms of digital services which respond to needs of customers) will minimize such risks efficiently.

RISKS RELATED TO BUSINESS OPERATIONS

RISKS RELATED TO MARKET COMPETITION

True Group continues to face intensifying competition in the telecommunications market after the progression into a more liberalized landscape. The competition continues to increase. Operators continued to focus on expanding network coverage, introducing mobile packages together with various devices to increase market share and continue growth in mobile internet usage and to further acquire and migrate subscribers from 2G to 3G and 4G services. True Group, however, has a competitive edge over other operators since it has determined to provide

the best value service to its customers through high quality network. True Group's 4G and 3G network coverage has reached 98 per cent population coverage nationwide. Furthermore, True Group has sufficient spectrums to enable the mobile operators under True Group to offer services and promotion campaigns including True Group's attractive convergence campaigns. True Group has a competitive advantage given the strength of its highly-trusted brand "TRUE" which should strengthen its continuous revenue growth.

Since one of True Group companies that provides mobile phone service has a duty to roll out networks with nationwide coverage, and is determine to expand its network coverage, therefore, such mobile operator under True Group will continue to encounter tower construction issues with individuals making complaints to the NBTC or filing lawsuits at the Administrative Court asking for the suspension or dismantle of the towers that are claimed to have an effect on them. These claims may affect True Group's mobile phone service and may increase relating costs. If finally such towers have to be dismantled, True Group will have to absorb such dismantle.

As for the True Group's fixed-line business unit, even though the Joint Operation Agreement to operate a fixed-line service between TOT and the Company has expired on October 28th, 2017, True Group still has a license for providing fixed-line service. However, this business still faces growing competition from mobile phone business and VoIP services as service fees for those businesses are lower than service fees for traditional fixed-line services.

In the broadband Internet market, even though the market has new operator but True Group's major competitors (such as TOT, 3BB, and AWN which provides AIS Fiber net) which have continued to expand their services in the BMA, where currently is TrueOnline's core market. However, TrueOnline's broadband Internet offerings via advanced and efficient FTTx and DOCSIS 3.0 technologies, which also support cable TV services, give it a competitive edge over other high-speed Internet providers. This enables True Group to generate a higher return on investment than its competitors while also providing customers with high-value offerings through a combination of the Group's various products and services. In addition, TrueOnline broadband network mostly reached nationwide coverage. It expects to expand network coverage further into provincial areas which represent a larger market and greater potential for revenue growth than the BMA alone.

While True Group expects overall competition across all of its businesses to remain intense, True Group has a competitive advantage given the strength of its brand and its ability to provide fully-integrated services and diverse content via its convergence strategy. These bundled offerings differentiate True Group from other operators.

RISKS UNIQUE TO TRUEVISIONS

Risks relating to TrueVisions' operations include relying on suppliers for international content as well as rising competition in the pay TV, digital terrestrial TV with various channels, and the OTT service providers which offer variety of content, resulting in operators competing on acquiring market share and key content and competing with TrueVisions' business. TrueVisions may incur higher content-acquisition expenses as a result. In addition, the unauthorized access to TrueVisions' programming signals, or piracy, also has an impact on its business. If TrueVisions has obstacles in obtaining attractive programming or if the cost of this programming substantially increases in the future, its performance would be affected. Moreover, if TrueVisions could not renew the broadcasting rights of particular channels or programs and have to cancel such channels or programs, subscribers may terminate the subscription contracts or may exercise their legal rights. Subscribers who are interested in overseas programs are both premium and general packages which help support TrueVisions' business.

True Group believes that TrueVisions' superior-quality content, most of which is exclusive, continued popularity of its own-produced content, and the competitive convergence campaigns are its key competitive advantages. In addition, TrueVisions' large customer base and its extensive experience in the pay TV industry assure content providers that it can provide a stable revenue stream. This has kept the business relationships content providers have established with TrueVisions attractive and reliable.

In addition, NBTC's regulations, for example, the channel lineup regulation and the channel cancellation regulation, which requires TrueVisions to inform such cancellation for a specific period in advance, create risk to TrueVisions' ability to comply with those regulations. Furthermore, there are risks that arise from uncertain regulations including the NBTC's discretion on some issues such as advertising, content and remedial measures of channel cancellation.

RISKS OF TRUEVISIONS RELATING TO THE POTENTIAL COLLECTION OF ROYALTY FEES FOR COPYRIGHTED CONTENT

It is TrueVisions' policy to broadcast (video and/or audio) content that was produced in-house or for which it has obtained the broadcasting rights from the original publishers. The Company understands that when granted broadcasting rights of any content to TrueVisions, the channel providers have obtained relevant rights and permission for such content. Additionally, TrueVisions has entered into a contract with the Royalty Collection Organization to guarantee the payment of royalties for musical works accompanying with the copyrighted content.

Despite TrueVisions' best effort, there is a risk that the copyright owner is not a member of the Royalty Collection Organization which may result in legal claims if the content is broadcasted without permission.

RISKS FROM TECHNOLOGICAL CHANGE

The communications industry is characterized by rapid changes in technology, evolving customer needs which are driven by the evolution of new products and services, and regulatory changes. These changes have contributed to the opening up of the market and the introduction of new technologies. These aforementioned factors are expected to continue to affect Thailand's communications industry in the future. Due to the need to respond to new technological trends, True Group may experience significant increases in investment and operating expenses. Failing to invest in new technology may result in a decline in the Group's competitiveness and lower levels of customer satisfaction.

However, True Group believes that with diversified services, products, revenue and customer bases, it is in a better position to cope with these changes and retain revenues within the Group than operators that only provide a single service.

RISKS RELATED TO THE REGULATORY ENVIRONMENT

MOBILE NUMBER PORTABILITY RISKS AND LIMITATION

Since the mobile operators has launched Mobile Number Portability or MNP services, allowing customers to change their mobile carriers without changing their phone numbers, this MNP service creates robust competition in the mobile market to persuade customers to use each mobile operator's service and when combine with the new mobile operator may cause True Mobile Group to lose some customers to other mobile operators. Furthermore, other mobile operators may deny or prevent customers from porting to use True Mobile Group's service. However, despite some denial or prevention, True Group has offered facilitating procedures to help customers switch to True Group's mobile service.

RISKS FROM CHANGES IN THE REGULATORY ENVIRONMENT WHICH WILL CREATE RISKS FOR OPERATORS

Presently, government agencies such as the Government or the NBTC has promulgated and revised many rules and regulations which may put the Company and its subsidiaries in a regulatory risk from enforcement or different interpretations between the Company and its subsidiaries and different government agencies.

RISKS FROM THE ALLOCATION OF FREQUENCIES FOR OPERATING MOBILE BUSINESSES

TUC has been granted 2.1 GHz, 1800 MHz and 900 MHz spectrum licenses from the NBTC. This result in intensifying competition in mobile market while, as a consequence of winning the spectrum auction, True Group is obliged to pay for spectrum fees and to invest in network roll out as required by the terms of the auctions and licenses. In addition to investment for expanding services under 850 MHz, 4G service and other technologies, True Group will have to build and expand both network and equipment to serve services under various spectrum.

True Group believes that the winning all spectrum auctions will allow True Group to provide variety of services which increases choices to consumers who want efficient mobile service that can better satisfy every group of customers. True Group also believes that True Group's services under the above spectrum and 850 MHz spectrum together will be able to adequately fulfill customer needs and True Group will continue to be the leading 3G, 4G and other technologies service provider.

RISKS RELATED TO THE EXPIRY OF TRuemove's AGREEMENT TO OPERATE WITH CAT

To ensure the continuity of True Mobile Group's business which could be affected by the expiry of TrueMove's Agreement to Operate with CAT on the 1800 MHz frequency since September 2013 and TrueMove has ceased its service under the Notification on Protection for Subscribers upon the Expirations of Concession Agreements or the Agreement to Operate B.E. 2013 (the "Protection of Subscribers Notification") together with the NCPO's order No. 94/2557 Re: Suspension the implementation of the Act on Organization to Assign Radio Frequency and to Regulate the Broadcasting and Communications Services (the "NCPO's order No. 94/2557") and relevant

regulations on December 3rd, 2015, TUC has been granted with the 1800 MHz spectrum license and the telecom service license which valid until September 15th, 2033. Also, on March 16th, 2016, TUC has been granted with the 900 MHz spectrum license and the telecom service license which are valid until March 15th, 2031.

The Protection of Subscribers Notification stipulates that CAT and TrueMove, as the operators pursuant to such Notification, had a duty to submit a subscriber protection plan detailing a plan to communicate to all subscribers about the concession expiration, a plan to inform subscribers of their right to use MNP services and operating expenses to be used in maintaining network quality while a number of subscribers have continuously declined. In addition, the Notification barred CAT and TrueMove from registering new subscribers and stipulates that CAT and TrueMove should receive revenues for the provision of services on behalf of the state and must specifically segregate the received amount into an account; then, CAT and TrueMove must report the amount of revenues and interest after deducting network-related expense, numbering fees, administrative expenses and other costs relating to the provision of services. The remainder must be delivered to the Office of the NBTC for its verification prior to converting the remainder into public revenue. The Office of the NBTC has set up a working committee to examine the revenues, expenses and other cost relating to the provision of services. The Office of the NBTC sent a letter to TrueMove to notify the NTC's resolution that TrueMove has to deliver its income from providing mobile service under 1800 MHz spectrum during September 16th, 2013 to July 17th, 2014 which equals to Baht 1069.98 million together with any interests to the Office of the NBTC. Since TrueMove thinks that such resolution is incorrect and unlawful, TrueMove has submitted further evidence to the NTC and asked for reconsideration. Eventually, TrueMove filed a complaint to revoke such resolution because during the period TrueMove provided service to protect the subscribers from September 16th, 2013 to December 3rd, 2015, TrueMove did not receive income or profit from providing mobile service on 1800 MHz. Currently, the case is in the Central Administrative Court's process. In addition, on September 7th, 2018, the Office of the NBTC has notify the NBTC's resolution that TrueMove has to deliver its income from providing mobile service under 1800 MHz spectrum during July 18th 2014 to December 3rd 2015 which equals to Baht 2,311.97 million (accumulated income of TrueMove to be delivered to the Office of the NBTC is Baht 3,381.95 million). However, TrueMove has a view that such resolution is incorrect and unlawful because during that period TrueMove provided service to protect the subscribers only. TrueMove did not gain any profit from providing mobile service on 1800 MHz. TrueMove has filed a complaint to revoke such resolution. Currently, the case is in the process of the Central Administrative Court.

As a result of the Protection of Subscribers Notification, TrueMove received a complaint from CAT which filed a lawsuit against the Office of the NBTC, the NTC, the NBTC, TrueMove and DPC at the Central Administrative Court, asking the Court to order TrueMove, the Office of the NBTC, the NTC, and the NBTC to pay CAT compensation for the use of telecommunication equipment and network which have been submitted to CAT after the expiry of TrueMove's Agreement to Operate with Digital GSM Wireless Telecommunications Service under the 1800 MHz with CAT, calculated from September 16th, 2013 to December 3rd, 2015 in the total amount of Baht 67,150.89 million (the amount specifically for TrueMove is Baht 25,222.54 million). In this case, TrueMove has submitted a deposition and relevant document. The case is currently in the Central Administrative Court's process. In this matter, the Company is of view that TrueMove has no commitment to pay such amount. However, the result of such case is currently unpredictable, therefore, TrueMove did not record such amount as expenses or set accrue for the claim under this case in their financial reports.

As a result of the Protection of Subscribers Notification, the Office of the NBTC filed a lawsuit against TrueMove at the Central Administrative Court, asking the Court to order TrueMove to pay for the mobile numbering fee and additional fee from March 2014 to December 2015 in the amount of Baht 878.37 million which was the period under the Notification on Protection for Subscribers together with the NCPO's order No. 94/2557. The case is currently in the Central Administrative Court's process.

RISKS FROM THE DISPUTE WITH TOT REGARDING TOT'S CALL FOR TRUEMOVE AND CAT TO PAY ACCESS CHARGES, WHICH MAY RESULT IN AN INCREASE IN FUTURE EXPENSES

On May 9th, 2011 TOT filed a lawsuit against CAT and TrueMove with the Central Administrative Court requesting AC payment of Baht 41.54 billion. After that, TOT submitted a supplementary plaint to amend the claimed AC payment together with the value added tax until the expiry date of the AC agreement which was September 16th, 2013. Also, CAT requested for interests calculated from late 2006 depending on each circumstance until July 10th, 2014. Therefore, the principle in which TOT claims CAT and TrueMove to jointly liable is changed to approximately Baht 59.628.95 million together with interests calculated from July 10th, 2014 until the payment is completed. The case is currently in the Central Administrative Court's process.

In this matter, the Company is of view that TrueMove has no commitment to pay for AC as TOT requested. However, the result of such case is currently unpredictable, therefore, the Company and its subsidiaries did not record such amount as expenses or set accrue for the claim under this case in their financial reports. If the final judgment is not in favor of True Group, TrueMove may have to make payment for penalty together with interests. Then, TrueMove may be required to pay both AC and IC which would result in a material increase in cost.

TRUEMOVE MAY HAVE RISKS FROM A CAT'S DISPUTE REQUESTING TRUEMOVE TO HAND OVER AND TRANSFER THE OWNERSHIP OF 4,546 TOWERS, TOWER EQUIPMENT AND 59 STATIONS OF GENERATOR AND EQUIPMENT TO CAT INCLUDING REQUESTING TUC AND TRUEMOVE TO REMOVE 2.1 GHZ EQUIPMENT.

TrueMove and CAT already settled the dispute. Consequently, there is no risk for this matter.

RISKS FROM DISPUTES OVER EXCISE TAX

As the Cabinet approved the zero-rate excise tax (from originally imposed an excise tax of 2 percent and 10 percent for fixed-line phones and mobile phones, respectively), the zero-rate excise tax allows TOT and CAT to receive full revenue share or benefits. During the implementation of the excise tax regime the total amount paid by the private operators to government agencies (Ministry of Finance and TOT/CAT) remained the same. There are currently a number of disputes between private telecom firms and state counterparties relating to this issue including the shortfall in benefits payable to TOT and CAT. Currently, CAT filed an appeal of the judgment of the Central Administrative Court which dismissed the petition for revocation of the arbitral award which ruled that TrueMove did not have to pay benefits to CAT in the amount of Baht 8,969.08 million with the Supreme Administrative Court. The case is now in the Supreme Administrative Court's proceedings.

Moreover, CAT also asked TrueMove for indemnification of value added tax relating to the excise tax's part of the benefits, penalty fees and additional payments evaluated by the Excise Department, claims for which CAT had already lost the case in the tax court as well as the cost of litigation and the fees which were the damages for not performing according to the Agreement, totaling Baht 1,302.8 million (calculated till the end of March 2012) and for which CAT may bring before the arbitration panel. However, True Group is of view that TrueMove has no commitment to make such payment. However, the result of such case is currently unpredictable, therefore, Truemove did not record as expense or set accrue for the claim under this case in the financial report. If the future ruling or the judgment of such case or the final outcome of the case which has not been claimed is not in favor of TrueMove, TrueMove may have to make such payment and record such revenue sharing and value added tax as expense and additional accrued expense which calculated to be the principle amount of not more than Baht 10,271.88 million.

TOT filed an arbitration case claiming shared revenue from the fixed line business from which the Company received more than its right of Baht 1,479.62 million including interest. The Company filed a plea to the Central Administrative Court to dismiss the arbitration panel's ruling which ordered the Company to pay the shared revenue including interests as TOT requested. The Case is currently in the process of the Central Administrative Court. Earlier TOT sent a letter demanding that the money TOT provided to the Company from January, 2003 through December, 2006, to pay excise tax and additional tax to the Ministry of Interior on behalf of TOT, in the amount of Baht 1,479.6 million together with a 7.5 percent interest per annum and value-added tax as required by law. In this case, the Company asserts that it is not bound to return the money to TOT because it had paid excise tax and additional tax to the Ministry of Interior per the direction of TOT. The Excise Department has already issued a tax invoice under TOT's tax ID. Hence, The Company neither breached the contract nor broke the law and therefore is not bound to return the money to TOT. In addition, the claim requests the same money TOT seeks in the arbitration. On September 26th, 2018 the Central Administrative Court ruled to dismiss the arbitration panel's ruling. Namely, the Company has no obligation to make a payment to TOT. However, since the case has not finished, TOT may appeal the case to the Supreme Administrative Court.

RISKS FROM DISPUTES OVER REVENUE SHARING

As CAT filed a plea with the arbitration panel requesting Truemove to pay for revenue shortfalls as a result of TrueMove deducting IC cost from the gross revenue before sharing to CAT for the 10th – 17th years of operation in the amount of Baht 18,555.95 million. On September 1st, 2015, the majority of the arbitration panel ruled that TrueMove had to pay to CAT for revenue shortfalls for the 15th year of operation in the amount of Baht 1,571.59 million together with 15 percent penalty per annum from such principle calculating from December 14th, 2011 to the date of payment completion, while the minority of the arbitration panel took the opposite view that Truemove had no legal obligation to pay the shortfall amount requested by CAT and that the CAT's claim should be dismissed. TrueMove filed a petition to dismiss such arbitration ruling to the Central Administrative Court on December 4th, 2015. The case is currently in the process of the Central Administrative Court. On August 8th, 2018 and October 18th, 2018, the arbitration panel ruled that TrueMove could deduct IC cost from the gross revenue before sharing to CAT for the 16th – 17th years of operation.

True Group is of the view that TrueMove has no commitment to make such payment. However, the result of such case is currently unpredictable, therefore, TrueMove did not set accrue for the claim under this case in the financial report. Currently, the case is in the process of the Central Administrative Court. If the future ruling or the judgment of such case is not in favor of TrueMove, TrueMove may have to make such payment and record such revenue sharing as expense and additional accrued expense.

The result of such arbitration ruling allows TrueMove not to include the revenue from IC in the revenue sharing calculation to CAT. Therefore, on January 18th, 2016, TrueMove filed an arbitration case requested CAT to return the revenue sharing that TrueMove sent to CAT from the operation year 11th to operation year 17th which was calculated from the IC revenue and was not the revenue from providing cellular service (Digital PCN 1800) under the Agreement in the amount of Baht 11,827.66 million together with 15% interest per annum from the date of the arbitration filing until complete the payment to TrueMove. The case is currently in the process of the arbitration.

RISKS FROM CLASS ACTION RELATING TO MOBILE PHONE SERVICE CHARGE ROUNDING SECONDS TO MINUTES

In May 2018, two persons, who were mobile users of True Move H, filed a lawsuit against TUC and Real Move to the Civil Court, together with the motion for Class Action Litigation. The Plaintiffs claimed in the plaint that TUC and Real Move had charged the mobile phone service fee rounding seconds to minutes and the Plaintiffs understood that the mention fee charge method caused the excess of the actual service charge and, therefore, desired to request for damages arising of the mentioned excess charge from May 17, 2016 to the day of filing the lawsuit, totaling 23 months (in this case the other mobile service providers, namely, AWN and DTN, have been filed against in Class Action Litigation as well). At present, the case was in the adjudication process of the Civil Court whether this case can be accepted as the Class Action or not.

RISKS RELATED TO ONGOING DISPUTES BETWEEN CAT AND AN ACQUIRED SUBSIDIARY FROM HUTCHISON GROUP

Hutchison CAT Wireless Multimedia Limited which was one of the companies that True Group acquired from the Hutchison Group has ongoing disputes with CAT that may result in True Group booking expenses of Baht 1.445 billion and could have further negative impacts on other business relationships between True Group and CAT.

CAT filed for arbitrations against HutchCAT which is a subsidiary that True Group acquired. In the first case, CAT demands for Baht 1,204 million, however, HutchCAT has counterclaimed damages from CAT in the amount of Baht 2.54 billion under the Agreement for Marketing Services of Cellular Digital AMPS 800 Band A system. The arbitration panel ruled to dismiss CAT's claim and HutchCAT's counterclaim. CAT filed a petition to dismiss the ruling of the arbitration panel to the Central Administrative Court on December 25th, 2015. In the second case, CAT demanded Baht 241 million under the same agreement. On August 13th, 2015, the arbitration panel ruled that HutchCAT had to pay Baht 91,834,965.56 including 7.5 percent interests per annum and dismissed CAT's claim of Baht 146,816,433.54. HutchCAT submitted a plea to withdraw the arbitration ruling to the Administrative Court. Both cases are currently in the process of the Central Administrative Court.

In addition, in January 2014, CAT sent a letter to the bank asking for a payment of approximately Baht 63 million in accordance with the bank guarantee, citing that the Hutchison Group breached the Agreement for Marketing Services of Cellular Digital AMPS 800 Band A system, the Agreement for Marketing International Roaming Services and the Agreement related to customer care for CDMA Cellular Radio Communications Service. Subsequently, HutchCAT filed a lawsuit against CAT together with asking for injunction at the Civil Court requesting CAT to cease its claim against the bank asking for a payment in accordance with the bank guarantee, to prohibit CAT from receiving payment under such bank guarantee and to order CAT to compensate HutchCAT of approximately Baht 63 million as damages. Later, the Civil Court granted the injunction temporarily ordering CAT to cease its claim

against the bank asking for a payment in accordance with the four bank guarantees and suspend the receipt of payment under such bank guarantees. However, the Civil Court ruled that this case is concerning administrative contract and ordered the case to be transferred to the Administrative Court. Currently, this case is transferred to the Administrative Court and combined with the case mentioned below.

On March 20, 2014 CAT filed a lawsuit at the Central Administrative Court against HutchCAT, BFKT, and the bank who issued letters of guarantee for the payment , claiming that HutchCAT and BFKT breached the Agreement for Marketing Services of Cellular Digital AMPS 800 Band A system, the Agreement for Marketing International Roaming Services and the Agreement related to customer care for CDMA Cellular Radio Communications Service and claimed for damages from HutchCAT of approximately Baht 1.27 billion and from HutchCAT and BFKT of approximately Baht 298.40 million. HutchCAT and BFKT filed a petition to object CAT's claim and the case is currently in the adjudication process of the Central Administrative Court. Although HutchCAT and BFKT believed that they did not make a breach of contracts and CAT's petition had not been finally ruled by the court yet whether HutchCAT and BFKT violated the Agreements or not, there is a risk that bank may pay CAT in accordance with the bank guarantee, resulting in True Group having to pay such money back to the bank.

RISKS FROM THE DISPUTE ON COLLECTION OF CUSTOMER DATA AND DETAILS

TrueMove filed a case against the NTC, acting on behalf of the NBTC and the NBTC's secretary-general, at the Central Administrative Court on the disputes relating to the collection of data and details of prepaid customers under the NTC's Notification Re: Rules on the allocation and management of telecommunications number B.E. 2551. True Move requested for the revocation of Clause 38 and Clause 96 of the mentioned Notification and the resolution and ruling by the NTC, acting on behalf of the NBTC, and the order of the NBTC's secretary-general to enforce the regulation of such Notification on True Move. The Central Administrative Court ruled in favor of True Move. However, the NBTC has appealed the decision of the Central Administrative Court to the Supreme Administrative Court and, currently, the case is in the fact finding process of the Supreme Administrative Court.

RISKS FROM DISPUTES ON MOBILE PREPAID SERVICES

The office of the NBTC sent a notification letter, requesting that True Move revise the terms and conditions of its existing prepaid promotions – so as to no longer force customers to use up their credit within the validity period – and to no longer create any promotion with a fixed validity period. Later, the office of the NBTC set administrative fine at Baht 100,000 per day. True Move submitted the appeal to revoke such order to the NBTC and also filed a complaint to the Central Administrative Court to revoke such order. However, the Central Administrative Court ruled in favor of the NBTC and did not revoke such order. Thus, True Move has appealed such decision to the Supreme Administrative Court and the case is currently in the process of the Supreme Administrative Court.

RISKS FROM INTERCONNECTION CHARGES FOR THE FIXED-LINE BUSINESS

In the case where the NBTC had ordered the Company to enter into interconnection agreements with other mobile operators' networks which were not under True Group and the Company had objected such order, the Supreme Administrative Court had revoked the NBTC's order for the reason that the Company is only a private contractual party with TOT who was the owner of the fixed-line network; therefore, the Company need not to enter into such interconnection agreements. Also, there was a related case where the NBTC had an order announcing the

temporary IC rate for fixed line which placed the Company at risk of being charged for the IC from other operators including mobile operators which might cause the increasing expense for fixed-line business who had been operating their businesses before the expiry of the Joint Operation and Joint Venture Agreements. On August 3, 2010, the Company filed a lawsuit against the NBTC at the Central Administrative Court to revoke the NBTC's notification of the temporary IC rate. On December 26, 2012, the Central Administrative Court had the order to dismiss the case and the Company had appealed the case to the Supreme Administrative Court and currently the case was in the adjudication procedure of the Supreme Administrative Court.

Furthermore, DTAC filed a complaint to the Central Administrative Court requesting the Company and TOT to jointly pay the network usage and interconnection fees in the amount of Baht 3.28 billion. On December 26, 2018, the Central Administrative Court ruled that the Company had to pay the interconnection fee in the amount of Baht 1,832.2 million. However, the Company had already appealed the case to the Supreme Administrative Court.

RISKS FROM ENTERING INTO CONTRACTS RELATED TO HOLDING SHARES IN HUTCHISON GROUP AND HSPA AGREEMENTS BETWEEN CAT AND TRUE GROUP

True Group opposed the order of the NTC, acting on behalf of the NBTC, as the NBTC's secretary-general notified the Company and Real Move of the resolution and order of the NTC, acting on behalf of the NBTC required an amendment to the agreement to merge by purchasing shares in the Hutchison Group to be in accordance with the NTC's notification on Criteria and Method of Merger and Cross shareholding in Telecommunication Business B.E. 2553 (2011) and an amendment to the agreement with CAT regarding providing mobile service in CDMA and HSPA systems to be in accordance with the NTC's notification on Measurement to Prevent Monopoly and Unfair Trade Practice in Telecommunication Business B.E. 2549 (2006) and the Frequency Allocation Act B.E. 2553 (2010). The Company and Real Move were of view that such NTC's resolution and order were unclear and unlawful, therefore, the Company and Real Move filed a lawsuit against the NBTC and the NBTC's secretary-general to the Central Administrative Court. On February 23, 2015, the Central Administrative Court had the order to revoke the NTC acting on behalf of the NBTC's meeting resolution no. 30/2554 on September 28, 2011. The revocation order had retroactive effect to the day such order was issued. Currently, the NBTC and the NBTC's secretary-general had submitted an appeal to revoke the decision of the Central Administrative Court to the Supreme Administrative Court and the Company and Real Move had already taken action pursuant to the legal proceedings for such appeal. Currently, the case is in the adjudication process of the Supreme Administrative Court.

RISKS IN RELATION TO HSPA AGREEMENT

True Group had negotiated with CAT and the case had already been settled. Therefore, there was no risk for this case anymore.

RISKS RELATED TO THE FACT THAT TRUE GROUP COMPETE WITH TOT AND CAT WHO WERE THE GRANTORS OF THE JOINT OPERATION AGREEMENT AND THE AGREEMENT TO OPERATE, WHICH MIGHT LEAD TO DISPUTES, WHICH COULD AFFECT TRUE GROUP'S OPERATIONS

The Company and True Move used to operate their businesses under the Joint Operation Agreement and/or the Agreement to Operate with TOT and/or CAT, as the case may be. The Agreement to Operate between True Move and CAT had already expired on September 15, 2013. During the period which True Move operated and provided services under the Protection of Subscribers Notification together with the NCPO's order no. 94/2557 and other relevant rules, True Move and CAT are of different views regarding the obligation to be a service provider and the rights to use devices and equipment. This different views might affect the business operation of the companies in True Group.

However, the Joint Operation Agreement stipulated that the Company had obligations to build the fixed-line network TOT for the fixed line service. TOT would collect the fee from all customers of the network and made the revenue sharing with the Company in proportion specified in the Joint Operation Agreement. When the mentioned Agreement expired on October 28, 2017, the Company and TOT had jointly operated in management of relevant parts and there might be some case which the views of both were different. There was a risk that TOT might deem the Company breach of contract.

RISKS FROM DISPUTE WITH TOT REGARDING DAMAGES CLAIM FOR HIGH SPEED INTERNET (ADSL) SERVICE

On 28 October 2005, TOT filed an arbitration claim against the Company, claiming that the Company was in breach of the Joint Operation and Joint Investment Agreement by allowing other parties to provide high speed internet service (ADSL). TOT claimed the compensation amount of Baht 2,010.21 million plus interest. In addition, TOT has claimed continuous damages from July 2005 at the rate of Baht 180.00 million per month, plus interest. TOT also requested an order prohibiting the Company from providing ADSL service or allowing any other parties to provide ADSL service. Later, on 6 November 2015, TOT filed the amendment to increase claim amount of the damages from the lack of revenue from broadband ADSL services from September 2001 to August 2015 in the amount of Baht 63,457.91 million with interest at the rate of MLR + 1 amounting Baht 22,748.37 million, totaling Baht 86,206.28 million. On September 4, 2018, the arbitration had an award that the Company pay for the breach of contract using devices to provide ADSL service from September 2011 to August 2015 in the amount of Baht 59,120.65 million and the interest of Baht 16,978.65 million, totaling Baht 76,099.31 million and the interest at the rate of 6.6875% of the principal, calculated until the day of complete payment. Also, the Company had to pay damages for continuous breach of contract in item 1 from October 2015 to December 2017 in the amount of Baht 17,076.92 million and the interest of Baht 1,298.04 million, totaling Baht 18,374.97 million, together with the interest at the rate of 6.6875% of the principal (Baht 17,076.92 million) from January 2018 until the day of complete payment of the Company. The Company has submitted a motion to revoke the award of the arbitration to the Central Administrative Court on October 11, 2018. The case is currently in the adjudication process of the Central Administrative Court.

RISK FROM CAT CLAIMING MOBILE DOMESTIC ROAMING FEE (ROAMING) FROM TRUE GROUP

Real Move had negotiated with CAT and the case had already been settled. Therefore, there was no risk anymore.

RISKS FROM LICENSING THE OPERATIONS OF THE TELEVISION AND/OR TELECOMMUNICATIONS BUSINESSES

The NBTC's regulatory policy affects changes in overall business structure, resulting in an even more intensifying competitive landscape. True Group may be put at risk from uncertainty and inequality of the NBTC's regulation policy between the previous concessionaires that shift to become the licensees and the new licensees, resulting in an advantage and disadvantage among players in the same or related markets. Furthermore, True Group might incur incremental costs of providing services from regulations that might be imposed in the future including the risk from new regulatory and competition rules which impose on the licensees under True Group.

RISKS FROM DISPUTES ON INTERNATIONAL TRADES BETWEEN CHINA AND USA

The disputes on international trades between China and USA, together with the accuse of USA that some private companies of China secretly do business with the country which was under trade sanctions of USA, might affect True Group because True Group had many business partners in China who were manufacturers and distributors of telecommunication systems and devices and some parts of products used in the production of telecommunication system and devices of the mentioned partners had to be imported from USA. This might cause risk that USA ordered the US companies not to distribute such products to the business partners of True Group.

However, True Group realized the problems arising from the mentioned dispute and prepare the backup plan by procuring the products from partners in other countries as the replacement. True Group had proceeded this plan for a period to ensure that the risk from the mentioned dispute is decreased

RISKS RELATING TO THE FINANCIAL SITUATION

RISKS RELATED TO TRUE GROUP'S LEVERAGED POSITION

The Company and its subsidiaries had interest-bearing debt (short-term, current portion of long-term and long-term borrowings excluding finance leases) totaling Baht 149.0 billion at the end of 2018, increasing from Baht 119.5 billion at the end of 2017 due to additional borrowings to support the Group's business expansion including working capital requirements and license fee payment. The Group's capital structure remained at a comfortable level with the net debt to EBITDA ratio decreasing to 2.3 times at the end of 2018 compared to 2.5 times at the end of 2017 driven by growing EBITDA. True Group's future funding sources may include additional borrowing and/or debenture issuance. As such, it may be at risk of not being able to obtain reasonable funding for principal repayments and/or interest payments and its business expansion plan could be affected. Nevertheless, the Company and/or its subsidiaries should be able to raise new borrowings to repay existing debts and adjust their principal repayments to be in line with their cash flows. In addition, the Group has various funding sources including cash flow from operations, vendor financing, selling assets as well as its unit holding in DIF.

RISKS FROM FOREIGN EXCHANGE RATE

As at December 31, 2018, True Group had no consolidated non-current borrowings (excluding finance leases) denominated in foreign currencies.

The carrying amounts and fair values of certain non-current borrowings (excluding finance lease liabilities) are as follows (see more details in the note to financial statements section 26):

Consolidated financial statements			
	Carrying amounts	Fair values	
	2018 Baht Million	2017 Baht Million	2018 Baht Million
Debentures	64,116.74	44,122.74	63,185.53

A part of True Group's payables is US dollar denominated. In order to manage the risks arising from fluctuations in currency exchange rates, the Group adopts the following foreign currency risk management practices:

- Entering into forward foreign exchange contracts;
- Negotiating payment terms for foreign currency settlements on an individual transaction basis;
- Negotiating with foreign suppliers to share foreign exchange exposure; and
- Using US dollar currency deposited in foreign currency deposit accounts to settle payment denominated in US dollar currency.

RISKS FROM IMPAIRMENT OF INVESTMENTS/ ASSETS

True Group normally conducts thorough valuations and feasibility studies of each project before investing or acquiring assets. A test for impairment is carried out when there is a factor indicating that an investment might be impaired. Therefore, the Group does not foresee any material impairment risk in its financial reports.

RISKS OF THE INSTRUMENTS

Credit risk: Credit risk refers to the risk that the issuer may be unable to pay interest (if any), or repay the principal or investment for any reason. Cessation by the issuer of paying interest or the principal constitutes default under the debentures. If the issuer is declared bankrupt or in default of debt payment under the debentures, the debentureholders' right to apply for debt payment will rank pari passu with that of other unsubordinated and unsecured creditors of the issuer. Investors can consider the credit ratings prepared by credit rating agencies to assess the issuer's credit risk, to support their investment decisions. If the issuer's credit rating is low, the debentures' or issuer's credit risk will be high. The returns to be received by investors should also be high, to compensate for the high risk of the debentures or issuer.

In addition to the issuer's credit rating, investors should study its performance before making an investment. Investors should also follow up on updated information about the issuer, and the revisions to credit ratings on the websites of the Office of the Securities and Exchange Commission, the credit rating agencies, or the Thai Bond Market Association.

Price risk: If any applicable additional term provides for listing of the debentures, the issuer will list the relevant debenture tranches offered for sale under the programme, on the Thai Bond Market Association. If market interest rate rises after investors have invested in the debentures, the trading value per unit of the debentures may decrease according to the market mechanism.

Liquidity risk: Liquidity risk refers to the risk that occurs when debentureholders wish to sell the debentures in the secondary market prior to the maturity date. Debentureholders may be unable to sell the debentures immediately at their preferred price due to low liquidity of the debt instrument secondary market. The issuer will not trade the debentures on the Bond Electronic Exchange (BEX). Debentureholders may trade the debentures at commercial banks, securities companies, or any other juristic entities having debt instruments dealing license.

RISKS FROM HAVING MAJORITY SHAREHOLDERS HOLDING MORE THAN A 50-PERCENT STAKE IN THE COMPANY

As at 15th March 2018, the group of majority shareholders who held more than 50 percent in True was CP Group which comprised Charoen Pokphand Group Co., Ltd. and its affiliated companies. The CP Group totally held 50.65 percent of the total issued and paid-up shares of True. In this regard, investors may be exposed to a risk from the circumstance in which majority shareholders hold more than a 50-percent stake in True. This is because the group of majority shareholders may control agenda which require majority votes, such as appointments of directors. Therefore, retail shareholders may not be able to accumulate sufficient votes to check and balance agenda proposed by the majority shareholders. However, the Board of Directors focuses on operating the business guided by the principles of corporate governance. The Company has provided the opportunity for minority shareholders to propose the Annual General Meeting's agenda and nominate candidates to be selected as directors of the Board prior to the Annual General Meeting. With regard to matters related to major shareholders and transactions that may result in a conflict of interest with the Company, the Company processes the matter in accordance with procedures set forth in the "Connected Transaction Regulation" which strictly follows the legal framework.

EMERGING RISKS

True is aware of emerging risks, and therefore, have conducted surveys and workshops among relevant departments to gather information and discuss possible emerging risk issues of each functions, including risks that may arise from both internal and external factors. Risks of all departments were identified and prioritized before given mitigation and remedy measures.

1. Drastic changes in technologies and innovation from disruptive innovations and/or new technologies

Technological advancement and innovations in products and services have undeniably taken a leap growth and catalyzed increasing consumer demand in the digital era. As a result, the Company is required to develop

both the digital infrastructure and business model to adapt to the expanding value chain, as well as develop innovative products and services. In order to maintain our leadership in technology and respond to changing consumer lifestyles and expectations, the Company needs to continuously develop digital innovation capabilities, including the infrastructure, organizational agility, and the role in the evolving digital ecosystem.

True is also aware of the leap growth of disruptive innovation and new technologies , the emergence of which might outpace an organization's ability to keep up and remain competitive. The business model must continuously be improved and adapted in order to meet rapidly changing consumer expectations and needs in the digital era, or else, the Company's efficiency and competitiveness will decline and will not be able to respond to consumers demand and will be out of business, eventually.

True regularly reviews and develops its business policy to enable flexibility and quick response to rapid changes in businesses. The Company invests in digital infrastructure and innovation, focusing on becoming a player in Digital Platform business and a digital service provider, through cutting-edge technology systems as well as in-house development and partnerships in order to develop its capabilities and competitiveness. Moreover, True continuously develops its human capital with a focus on innovation and technology, in terms of process and product, with consideration of economic, social, and environmental factors to prepare ourselves for the Company's future businesses.

2. Data Privacy & Security

Cyber attack is one of the most high-impact threats which affect the Country's economy and national security. This threat has become greater in terms of both probability and effects in accordance with the advancement in technology. Information and communications technology (ICT) has a prominent role in the daily life of today's society. As consumers gain more access to gigabytes of data at increasing speeds in the era of the Internet of Things (IoT) and Big Data, and increasing amounts of personal information are stored in cloud technology, Telecom service providers need to manage data appropriately and legally in order to ensure the highest protection of customers' data privacy and security.

The increase in data and technological advancements and accessibility in data transmission and storage implicate the increasing risk of data breach and cyber crime. If the data security system is not up to date with rapid technology changes, there is a risk of threat which can cause negative impact to consumers and the Company. This would negatively affect the credibility of the Company's data security system, the reputation, and financial status. Therefore, the management and security system of data privacy and security are of the utmost importance and ones among the foremost priorities of the Company.

True has a Data Privacy & Security Policy and Information Security Management (ISM), which complies with ISO 27001, a Data Access Policy for business units, as well as a Third-Party Security Policy. The Company continuously improves and develops data security system to prepare for future technology, employing both penetration tests and loophole checks, along with fostering ethical conduct and responsibility in handling data among employees at all times.

CORPORATE AND OTHER SIGNIFICANT INFORMATION

CORPORATE INFORMATION

(1) TRUE CORPORATION PUBLIC COMPANY LIMITED

True Corporation Public Company Limited (“the Company”), with the security symbol “TRUE” on the Stock Exchange of Thailand, was established on 13th November 1990 initially under the name of CP Telecommunication Co., Ltd. with authorized capital of Baht 1,000 million to undertake a major telecommunication infrastructure project, and registered as a public company limited on 11th February 1993. The Public Company Registration No. 0107536000081

As at 31st December 2018, the Company’s authorized capital is Baht 133,474,621,856 divided into 33,368,655,464 ordinary shares with a par value of Baht 4 per share. The Company’s paid-up capital is Baht 133,472,781,204 divided into 33,368,195,301 ordinary shares with a par value of Baht 4 per share.

The Company’s head office is located at:

18 True Tower, Ratchadaphisek Road,
Huai Khwang, Bangkok 10310
Telephone: (662) 859-1111 Fax: (662) 859-9134
Website: www.truecorp.co.th

(2) INFORMATION OF THE COMPANY’S SUBSIDIARIES, ASSOCIATED COMPANIES AND OTHER INVESTMENTS

Company Name	Address	Type of Business	Paid-up Capital	% of investment
AP&J Production Co., Ltd.	105/1,Thetsaban Songkhro Road, Ladao, Jatujak, Bangkok 10900 Tel. (662) 954-3512 Fax. (662) 954-3513	Entertainment	THB 16.67 million divided into 166,667 ordinary shares with a par value of Baht 100 each and fully paid up.	70.00
Asia Wireless Communication Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Mobile equipment Lessor	THB 5,720.92 million divided into 1,144.18 million ordinary shares with a par value of Baht 5 each and fully paid up.	100.00

Company Name	Address	Type of Business	Paid-up Capital	% of investment
Bangkok Inter Teletech Public Company Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Holding Company	THB 16,229 million divided into 6,491.74 million ordinary shares with a par value of Baht 2.50 each and fully paid up.	99.74
BFKT (Thailand) Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Mobile equipment Lessor	THB 23,358.32 million divided into 233.58 million ordinary shares with a par value of Baht 100 each and fully paid up.	100.00
Cineplex Co., Ltd.	118/1 Tipco Tower, Rama VI Road ,Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Program production	THB 1,283.43 million divided into 128.34 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
Hutchison CAT Wireless MultiMedia Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 950 million divided into 95 million ordinary shares with a par value of Baht 10 each and fully paid up.	68.20
Hutchison MultiMedia Services (Thailand) Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 230 million divided into 23 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
Hutchison Telecommunications (Thailand) Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 54 million divided into 3.6 million ordinary shares with a par value of Baht 15 each and fully paid up.	100.00
Hutchison Wireless MultiMedia Holdings Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Holding company	THB 10 million divided into 590,000 ordinary shares and 410,000 preference shares with a par value of Baht 10 each and fully paid up.	92.26

Company Name	Address	Type of Business	Paid-up Capital	% of investment
Internet Knowledge Service Center Co., Ltd.	2/4 Chubb Tower, 10 th Floor, Vibhavadee-Rangsit Road, Thungsonghong, Laksi, Bangkok 10210 Tel. (662) 779-7777 Fax. (662) 779-7111	Non-government telecommunication	THB 50 million divided into 12 million ordinary shares with a par value of Baht 10 each, 2.67 million ordinary shares fully paid up and 9.33 million ordinary shares call-up Baht 2.50 each.	56.93
KSC Commercial Internet Co., Ltd.	2/4 Chubb Tower, 10 th Floor, Vibhavadee-Rangsit Road, Thungsonghong, Laksi, Bangkok 10210 Tel. (662) 779-7777 Fax. (662) 779-7111	Internet services provider	THB 153.04 million divided into 15.3 million ordinary shares with a par value of Baht 10 each and fully paid up.	56.84
MKSC World Dot Com Co., Ltd.	2/4 Chubb Tower, 10 th Floor, Vibhavadee-Rangsit Road, Thungsonghong, Laksi, Bangkok 10210 Tel. (662) 779-7777 Fax. (662) 779-7111	Internet services and distributor	THB 139.64 million divided into 13.95 million ordinary shares and 0.01 million preference shares with a par value of Baht 10 each fully paid up.	91.08
Panther Entertainment Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Artist management and related business	THB 555 million divided into 105.5 million ordinary shares with a par value of Baht 10 each 15.50 million ordinary shares fully paid up and 90 million ordinary shares call-up Baht 4.44 each.	99.99
Real Move Company Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Reseller of mobile phone services	THB 7,000 million divided into 70 million ordinary shares with a par value of Baht 100 each and fully paid up.	99.74
Samut Pakan Media Corporation Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 1 million divided into 10,000 ordinary shares with a par value of Baht 100 each and fully paid up.	99.69

Company Name	Address	Type of Business	Paid-up Capital	% of investment
Satellite Service Company Limited	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Sales and rental of equipment related to Pay Television	THB 1,338 million divided into 223 million ordinary shares with a par value of Baht 6 each and fully paid up.	99.53
SM True Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Artist management and related business	THB 20 million divided into 0.2 million ordinary shares with a par value of Baht 100 each and fully paid up.	51.00
Song Dao Company Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 1 million divided into 10,000 ordinary shares with a par value of Baht 100 each and fully paid up.	99.71
Tele Engineering & Services Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 25 million divided into 2.5 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
Telecom Asset Management Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Marketing Management	THB 2.5 million divided into 1 million ordinary shares with a par value of Baht 10 each and call-up Baht 2.50 each.	100.00
Telecom Holding Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Holding Company	THB 39,160.99 million divided into 5,082.62 million ordinary shares with a par value of Baht 8 each, 4,332.62 million ordinary shares is fully paid up and 750 million ordinary shares is called-up for Baht 6 each.	100.00
Telecom K S C Co., Ltd.	2/4 Chubb Tower, 10 th Floor, Vibhavadee Rangsit Road, Thungsonghong, Laksi, Bangkok 10210 Tel. (662) 779-7777 Fax. (662) 779-7111	Dormant	THB 250,000 divided into 100,000 ordinary shares with a par value of Baht 10 each and call-up Baht 2.50 each.	34.39

Company Name	Address	Type of Business	Paid-up Capital	% of investment
Thai News Network (TNN) Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	News Channel	THB 1,600 million divided into 20 million ordinary shares with a par value of Baht 100 each, 10 million ordinary shares fully paid up and 10 million ordinary shares call-up Baht 60 each.	100.00
True Digital & Media Platform Co., Ltd	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Trading and internet provider including online digital media services on website and telecommunication devices	THB 500 million divided into 5 million ordinary shares with a par value of Baht 100 each and fully paid up.	100.00
True Digital Park Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Business solution provider	THB 100.75 million divided into 40 million ordinary shares with a par value of Baht 10 each, 100,000 ordinary shares fully paid up and 39.90 million ordinary shares call-up Baht 2.50 each.	100.00
True Distribution & Sales Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Distribution Center Services	THB 16,301 million divided into 163.01 million ordinary shares with a par value of Baht 100 each and fully paid up.	99.70
True4U Station Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Television and related business	THB 3,260 million divided into 70 million ordinary shares with a par value of Baht 100 each, 10 million ordinary shares fully paid up and 60 million ordinary shares call-up Baht 37.67 each.	100.00

Company Name	Address	Type of Business	Paid-up Capital	% of investment
True Icontent Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Contents provider	THB 201 million divided into 20.1 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
True Incube Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Holding Company	THB 40 million divided into 16 million ordinary shares with a par value of Baht 10 each and call-up Baht 2.50 each.	100.00
True E-Logistics Co., Ltd (formerly "True Information Technology Co., Ltd.")	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Consultancy and management services related to logistics	THB 1,347 million divided into 134.7 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
True International Communication Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 22 million divided into 850,000 ordinary shares with a par value of Baht 100 each, 10,000 ordinary shares fully paid up and 840,000 ordinary shares call-up Baht 25 each.	100.00
True International Gateway Co., Ltd.	1 Fortune Town Building, 15 th Floor, Ratchadapisek Road, Din Dang, Bangkok 10400 Tel. (662) 641-1800	Telecommunication and internet service	THB 436 million divided into 4.36 million ordinary shares with a par value of Baht 100 each and fully paid up.	100.00
True Internet Corporation Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Telecommunication services and internet solution provider	THB 10,000 million divided into 100 million ordinary shares with a par value of Baht 100 each and fully paid up.	100.00

Company Name	Address	Type of Business	Paid-up Capital	% of investment
True Life Plus Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Telecommunication services reseller	THB 2,195 million divided into 257.5 million ordinary shares with a par value of Baht 10 each, 97.5 million ordinary shares fully paid up and 160 million ordinary shares call-up Baht 7.625 each	100.00
True Media Solutions Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Advertising sale and agency	THB 25 million divided into 2.5 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
True Move Company Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Telecommunication management services	THB 3,387.07 million divided into 677.41 million ordinary shares with a par value of Baht 5 each and fully paid up.	99.70
True Move H Universal Communication Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Wireless Telecommunication services	THB 141,959.30 million divided into 14,195.93 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
True Multimedia Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Mobile equipment lessor	THB 6,562 million divided into 656.2 million ordinary shares with a par value of Baht 10 each and fully paid up.	91.08
True Music Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Content provider	THB 200,000 divided into 20,000 ordinary shares with a par value of Baht 10 each and fully paid up.	99.67
True Public Communication Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 97 million divided into 970,000 ordinary shares with a par value of Baht 100 each and fully paid up.	100.00

Company Name	Address	Type of Business	Paid-up Capital	% of investment
True Touch Company Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Call centre services	THB 173.70 million divided into 1.93 million ordinary shares with a par value of Baht 90 each and fully paid up.	100.00
True United Football Club Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Football Club and related activities management	THB 320 million divided into 32 million ordinary shares with a par value of Baht 10 each and fully paid up.	70.00
True Visions Cable Public Company Limited	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Pay Television via cable system	THB 7,608.65 million divided into 760.86 million ordinary shares with a par value of Baht 10 each and fully paid up.	99.10
True Visions Group Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Pay Television	THB 24,516.70 million divided into 305.17 million ordinary shares with a par value of Baht 100 each, 225.17 million ordinary shares fully paid up and 80 million ordinary shares call-up Baht 25 each.	100.00
True Visions Public Company Limited	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Dormant	THB 2,266.72 million divided into 755.57 million ordinary shares with a par value of Baht 3 each and fully paid up.	99.53
True Vistas Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Production and distribution of movies films	THB 46.63 million divided into 4.66 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
K.I.N. (Thailand) Co., Ltd.	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Holding Company	USD 1 divided into 1 ordinary share with a par value of USD 1 each and fully paid up.	100.00

Company Name	Address	Type of Business	Paid-up Capital	% of investment
Gold Palace Investments Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Holding Company	USD 15.22 million divided into 15.22 million ordinary shares with a par value of USD 1 each and fully paid up.	100.00
Golden Light Co., Ltd.	Suite 308, St James Court, St Denis Street, Port Louis, Republic of Mauritius	Holding Company	USD 17.72 million divided into 17.72 million ordinary shares with a par value of USD 1 each and fully paid up.	100.00
Goldsky Co., Ltd.	Suite 308, St James Court, St Denis Street, Port Louis, Republic of Mauritius	Holding Company	USD 4.97 divided into 4.97 million ordinary shares with a par value of USD 1 each and fully paid up.	100.00
Rosy Legend Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Holding Company	USD 1 divided into 1 ordinary share with a par value of USD 1 each and fully paid up.	99.74
Prospect Gain Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Holding Company	USD 1 divided into 1 ordinary share with a par value of USD 1 each and fully paid up.	100.00
True Internet Technology (Shanghai) Company Limited	Room 2202-05, Johnson Building, No.145 Pujiang Road, Shanghai 200127, P.R.China Tel. (86) 21 5889 0800 - 8049 Fax. (86) 21 5889 0800 - 8033	Developing, designing, producing and sale of software products	USD 16 million divided into 16 million ordinary shares with a par value of USD 1 each and fully paid up.	100.00
True Trademark Holdings Company Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Holding Company	USD 4.97 divided into 4.97 million ordinary shares with a par value of USD 1 each and fully paid up.	100.00
Asia Infonet Co., Ltd.	1 Fortune Town, 14 th , 17 th Floors, Ratchadapisek Road, Din Dang, Bangkok 10400 Tel. (662) 641-1800	Dormant	THB 15 million divided into 1.5 million ordinary shares with a par value of Baht 10 each and fully paid up.	65.00

Company Name	Address	Type of Business	Paid-up Capital	% of investment
Transformation Films Co., Ltd.	6, Soi Nak Niwat 12 , Nak Niwat Road, Lat Phrao, Bangkok 10230 Tel. (662) 932-5600 Fax. (662) 932-5600	Manufacturing and filmmaker	THB 245 million divided into 2.45 million ordinary shares with a par value of Baht 100 each And fully paid up.	34.69
True CJ Creations Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Production House	THB 115.50 million divided into 1,108,800 ordinary shares and 46,200 preference shares with a par value of Baht 100 each and fully paid up.	51.00
True Voice Company Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Voice recognised service and related software and hardware	THB 24 million divided into 240,000 ordinary shares with a par value of Baht 100 each and fully paid up.	55.00
True GS Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Home shopping	THB 340 million divided into 3.4 million ordinary shares with a par value of Baht 100 each and fully paid up.	46.80
True Axion Interactive Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Games and application development	THB 177 million divided into 177,000 ordinary shares with a par value of Baht 1,000 each and fully paid up.	40.00
NEC Corporation (Thailand) Co., Ltd.	3 Rajanakarn Building, 22 nd Floor and 29th Floor, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 Tel. (662) 259-1192 Fax. (662) 259-1199	Telecommunication equipment manufacturer	THB 350.30 million divided into 350,300 ordinary shares with a par value of Baht 1,000 each and fully paid up.	9.42
Thai Smart Card Co., Ltd.	191 Silom Complex Building, 27 th Floor, Room No. 2, Silom Road, Bangrak, Bangkok 10500 Tel. (662) 856-2000 Fax. (662) 856-2001	Central Service Bureau for clearing electronic payment transactions	THB 1,600 million divided into 160 million ordinary shares with a par value of Baht 10 each and fully paid up.	15.76

Company Name	Address	Type of Business	Paid-up Capital	% of investment
Supernap (Thailand) Co., Ltd..	390/2 Hemaraj Industrial Estate Chonburi 2, Moo 2, Kao Khan song, Sriracha, Chonburi 20230 Tel. (663) 312-5100	Data centers	THB1,410.01 million divided into 200 million ordinary shares with a par value of Baht 10 each, 1,000 ordinary shares fully paid up and 140,999 million ordinary shares call-up Baht 8.954 each and 59 million ordinary shares call-up Baht 2.50 each.	15.00
Clearing House for Number Portability Co., Ltd.	98, Sathorn Square Office Tower, Room No. 403, 4 th Floor, North Sathorn Road, Silom, Bangrak, Bangkok 10500 Tel. (662) 108-1544	Provide mobile number portability service	THB 2 million divided into 20,000 ordinary shares with a par value of Baht 100 each and fully paid up.	19.97
PUUN Intelligent Co., Ltd.	145/161 Soi Khubon 27 Yaek 7, Tharaeng, BangKhen, Bangkok 10220	Provide computer program service	THB 256,015 divided into 37,327 ordinary shares and 13,876 preference shares with a par value of Baht 5 each fully paid up.	11.95

(3) REFERENCE

- Registrar : Thailand Securities Depository Company Limited.
93 Ratchadaphisek Road, Dindaeng,
Bangkok 10400, Thailand
Telephone: (66 2) 009 9000
Fax: (66 2) 009 9991
Call Center : (66 2) 009 9999
Website: <http://www.set.or.th/tsd>
E-mail: SETContactCenter@set.or.th
- Auditor : Mr. Prasit Yuengsrikul
Certified Public Accountant (Thailand) No. 4174
PricewaterhouseCoopers ABAS Limited
179/74-80 Bangkok City Tower, 15th Floor,
South Sathorn Road, Sathorn, Bangkok 10120
Telephone: (662) 286-9999, (662) 344-1000
Fax: (662) 286-5050
- Debenture Registrar/
Debentureholders'
Representative : Bank of Ayudhya Public Company Limited
1222 AA Floor Rama III Road, Bang Phongphang,
Yannawa, Bangkok 10120
Telephone: (662) 296-2030, (662) 296-5695, (662) 296-5715,
(662) 296-2988, (662) 296-2796, (662) 296-4788
Fax: (662) 683-1389, (662) 683-1298

OTHER SIGNIFICANT INFORMATION

APPOINTMENT OF EXECUTIVE OFFICERS

- (1) The Board of Directors Meeting No. 1/2562 held on 28th February 2019 has passed the resolutions to appoint Mr. Siripoj Kunakornphan as President (Co) in replacement of Mr. Vichaow Rakphongphairoj, who has been appointed as Vice Chairman of the Executive Committee effective from 1st March 2019 onwards.

After the appointment comes into effect, the Company's President (Co) are (1) Dr. Kittinut Tikawan and (2) Mr. Siripoj Kunakornphan

- (2) On 28th February 2019, Miss Yupa Leewongcharoen has been appointed as Co-Group Chief Financial Officer, effective from 1st March 2019 onwards.

After the appointment comes into effect, the Company's Co-Group Chief Financial Officer are (1) Mr. William Harris and (2) Miss Yupa Leewongcharoen

- (3) On 28th February 2019, Mr. Pakpong Akaniwan has been appointed as Senior Group Managing Director, effective from 1st March 2019 onwards.

In this regard, the Company has already notified the Stock Exchange of Thailand of the appointment of the President (Co) and Co-Group Chief Financial Officer and submitted information of the above new executives to the Securities and Exchange Commission.

SUMMARY OF AGREEMENTS IN RELATION TO THE BUSINESSES OPERATION OF THE GROUP

- (1) The Joint Operation Agreement for the Provision of Subscription Cable Television Services (the "Agreement"), entered into between MCOT Public Company Limited (then the Mass Communication Organization of Thailand) and True Visions Cable Public Company Limited (then Thai Cable Vision Public Company Limited), with a term of 25 years, commencing from 1st January 1995 to 31st December 2019, with the first amendment on 7th September 1994, second amendment on 9th November 1994, third amendment on 17th April 1998, and fourth amendment on 8th October 2009, and the Memorandum of Agreement between MCOT Public Company Limited and True Visions Cable Public Company Limited, dated 8th October 2009

The objective of this Agreement is to jointly operate a business providing subscription cable television services, where True Visions Cable Public Company Limited (the "Company") is granted the right to operate a business of providing subscription cable television services.

The Company has a duty to comply with the Agreement by delivering all assets and delivering all receiver equipment to MCOT Public Company Limited ("MCOT"), namely the transmission equipment such as the head-end equipment and broadcast studio equipment. The delivery of such equipment, which is worth no less than Baht 50 million, shall be made to MCOT by 1st January 1995, and the equipment, which is worth no less than Baht 120 million, shall be delivered to MCOT within five years from the date of the second amendment (9th November 1994). The ownership of the receiver equipment, namely the Set-Top Converter system of the members, shall be vested in MCOT upon the expiry of the Agreement. In this regard, the Company shall invest a total of no less than Baht

100 million for use in the business operation, which are expenses in relation to the supply of equipment and accessories. The Company has a duty to maintain the equipment and tools to ensure they are in good functional condition at all times. In operating under this Agreement, the Company agrees to pay consideration for the joint operation in the amount of 6.5% of gross revenue in each year before the deduction of any expenses.

With regard to the termination of the Agreement, it is specified that if the Company fails to comply with any of the provisions therein, MCOT shall give written notice to the Company to comply with the Agreement within a reasonable time. Should the Company fail to take appropriate action in the specified period, the Company must give written clarification to MCOT. Upon considering the clarification, MCOT shall once again notify the Company to take appropriate action within a reasonable time. If the Company fails to comply within this specified time, MCOT is entitled to demand damages or order the suspension of the provision of services and/or is entitled to immediately terminate the Agreement. Where the Cabinet resolved that termination is necessary for state security, MCOT is entitled to terminate the Agreement in whole or in part by giving at least 180-days' prior notice to the Company

- (2) HSPA Equipment-leasing agreement to provide mobile service (the “HSPA Equipment-Leasing Agreement”) between CAT Telecom as the Lesser and BFKT as the Lessor dated 27th January 2011, for the period of 14.5 years (27th January 2011 - 3rd August 2025) and the attached MOU dated 27th January 2011 and dated 17th February 2011.**

The Objective of HSPA Equipment-Leasing Agreement is for CAT Telecom to lease HSPA equipment from BFKT and BFKT will also install the equipment on CAT Telecom Network and telecommunication tower in central and provincial area. BFKT agrees to rent out and agree to manage, change, fix and maintain the leasing HSPA equipment around the country for 14.5 years (in accordance with the duration of CAT Telecom's type 3 license). BFKT receives the rental fee in return from CAT Telecom calculated based on the number of the sites ready for the commercial service and in accordance with the criteria and calculation method stated in the Agreement. However, BFKT or CAT Telecom may adjust or make change to the rental fee from time to time as per the terms and conditions specified in the HSPA Equipment-Leasing Agreement.

- (3) The Wholesaling of Mobile Service Agreement (HSPA) (the “Agreement”) between CAT Telecom as the wholesaler and Real Move as a reseller for the period of 14.5 years (27th January 2011 - 3rd August 2025) and the attached MOU dated 27th January 2011 and dated 17th February 2011.**

The agreement is made in accordance with the NTC's Rule on the Operation of Telecommunication Business by Wholesaling and Reselling which is announced in the Royal Gazette, number 123 special parts 136 NG, dated December 29, 2006 including other rules relating to the reselling of mobile service to be announced in the future. By the above mentioned wholesale of mobile service, CAT Telecom agrees to wholesale its mobile service to Real Move or other resellers obtaining a license to resale from the NBTC.

Real Move has agreed to buy mobile capacity from CAT Telecom as stipulated in the Agreement and the volume of the wholesale capacity can be mutually agreed from time to time. At present, the purchased mobile capacity can support approximately 13.3 million nominal subscribers within 31st December 2012. By this, the conditions and terms of the Agreement will be used as a standard wholesaling agreement and apply to every reseller. CAT Telecom has the right to utilize capacity by wholesaling to other resellers. Furthermore, CAT Telecom will inquire Real Move or other resellers their need of buying additional capacity every year so that CAT Telecom can extend its network capacity accordingly in the future.

(4) Asset and Revenue Sale and Transfer Agreement

- (4.1) Asset and Revenue Sale and Transfer Agreement between BFKT (Thailand) Limited (“BFKT”) as a seller and Digital Telecommunications Infrastructure Fund (“the Fund”) (Previously known as TRUE Telecommunications Growth Infrastructure Fund (“TRUEGIF”)) as a purchaser (“BFKT Asset and Revenue Sale and Transfer Agreement”) for the period of 12 years (24th December 2013 - 3rd August 2025)

The objective of BFKT Asset and Revenue Sale and Transfer Agreement is to sell and transfer to the Fund

- (i) the rental of the BFKT Telecom Assets being 1,485 telecommunications towers and 9,169 links of FOC grid and transmission equipment pursuant to the HSPA Equipment-Leasing Agreement, (including all claims and other rights arising out such revenue as specified in the relevant Asset and Revenue Sale and Transfer Agreement) from the Commencement Date until the Expiry Date; and
- (ii) the rental of up to 50 telecommunications towers of BFKT from the date following the earlier of the Expiry Date and the date on which the HSPA Equipment-Leasing Agreement is terminated prior to its term or extended term (the “HSPA Termination Date”), until the 10th anniversary of such date

In each case less certain costs and expenses for operation and maintenance, rental payments under land leases (including property tax) insurance premiums and costs associated with securing rights of way (the “BFKT Relevant Costs”), provided that the BFKT Relevant Costs will be subject to applicable annual escalation, (collectively, the “BFKT Sale Revenue”).

BFKT irrevocably grants to the Fund the option to purchase certain BFKT Telecom Assets (the “BFKT Main Specified Assets”) at Baht 10 million (the “Option Price”) exercisable upon the earlier of the Expiry Date and the HSPA Termination Date (the “Option”) consisting of 1,435 telecommunications towers and 9,169 links of FOC grid and transmission equipment comprising 47,250 km of FOC.

Upon the Fund exercising the Option and making payment of the Option Price, if there are any BFKT Main Specified Assets that cannot be transferred and delivered to the Fund on the closing of the transfer of the BFKT Main Specified Assets (the “BFKT Main Specified Asset Closing Date”), BFKT shall pay to the Fund the terminal value of such BFKT Main Specified Assets. Upon the payment of such terminal value in full, BFKT shall be relieved from its obligation to deliver and transfer the relevant BFKT Main Specified Assets to the Fund.

The terminal value in relation to any BFKT Main Specified Assets shall be an amount equal to 18 times the aggregate amount of the BFKT Monthly Sale Revenue (as defined below) for the 12 months preceding the month in which the BFKT Main Specified Asset Closing Date occurs (the “BFKT Terminal Value”).

On or prior to the earlier of the Expiry Date and the HSPA Termination Date, BFKT shall enter into a lease agreement to lease to any True Group entity one slot on the remaining BFKT Towers that are not the BFKT Main Specified Assets (the “BFKT Remaining Specified Asset Leasing Agreement”).

having a term of at least ten years from the date following the earlier of the Expiry Date and the HSPA Termination Date, (the “BFKT Final Long Stop Date”) and shall procure and deliver to the Fund the monthly net revenue generated from the rental of the BFKT Remaining Specified Assets until the BFKT Final Long Stop Date or, if earlier, the transfer of the BFKT Remaining Specified Asset to the Fund, each in accordance with the terms and conditions of the BFKT Asset and Revenue Sale and Transfer Agreement.

Subject to the terms and conditions set out in the BFKT Asset and Revenue Sale and Transfer Agreement, BFKT shall, at any time during the term of the BFKT Remaining Specified Asset Leasing Agreement and upon it obtaining evidence of the legal and valid land rights and/or leases in relation to the sites where any BFKT Remaining Specified Assets are located or operated, sell and transfer to the Fund and the Fund shall purchase and accept such BFKT Remaining Specified Assets at a price (the “BFKT Remaining Specified Asset Purchase Price”) to be agreed between the Fund and BFKT in accordance with the BFKT Asset and Revenue Sale and Transfer Agreement.

Title and risk of loss or damage to the BFKT Sale Revenue, BFKT Main Specified Assets and BFKT Remaining Specified Assets shall pass to the Fund upon the relevant closing, except as otherwise provided in the BFKT Asset and Revenue Sale and Transfer Agreement.

Prior to the BFKT Main Specified Asset Closing Date, if a trigger event as specified in the BFKT Asset and Revenue Sale and Transfer Agreement occurs, the Fund may demand BFKT to make payment of the net present value of all remaining BFKT Sale Revenue owed under the BFKT Asset and Revenue Sale and Transfer Agreement plus the BFKT Terminal Value of the BFKT Main Specified Assets (the “BFKT Outstanding Sale Revenue”) and exercise or enforce all or any part of the rights of the Fund available under the BFKT Asset and Revenue Sale and Transfer Agreement.

BFKT shall be liable in respect of any claim in relation to the BFKT Transferred Specified Assets if a notice of such claim is given by the Fund within two years from the relevant BFKT Asset Closing Date, except for claims arising out of certain material matters as set out in the BFKT Asset and Revenue Sale and Transfer Agreement for which there shall be no time limitation for giving notice of claims (other than pursuant to applicable law). Such matters include, among others, BFKT’s warranties on its authority and capacity, ownership of the BFKT Transferred Specified Assets and breach of material undertakings.

The aggregate liability of BFKT in respect of (i) the BFKT Sale Revenue in relation to the HSPA Equipment-Leasing Agreement shall not exceed the BFKT Outstanding Sale Revenue; (ii) the BFKT Main Specified Assets transferred to the Fund shall not exceed their BFKT Terminal Value; (iii) the BFKT Remaining Specified Assets transferred to the Fund shall not exceed the purchase price of the BFKT Remaining Specified Assets paid by the Fund; (iv) the BFKT Sale Revenue in relation to the BFKT Remaining Specified Assets Leasing Agreement shall not exceed the net present value of all remaining net rental revenue owed; and (v) all other breaches the aggregate liabilities shall not exceed 50 per cent of the BFKT Purchase Price. BFKT shall be liable for any actual damages, losses, claims, taxes (other than VAT), stamp duty, liabilities and related costs and expenses, arising out of or resulting from the entry into, exercise and enforcement under the BFKT Asset and Revenue Sale and Transfer Agreement.

Insurance: BFKT undertakes (a) to procure that, within 45 days from the BFKT Revenue Closing Date, the Fund shall be named as co-insured and co-beneficiary under all True Group’s insurance policies in

relation to the BFKT Telecom Assets; (b) to procure that all True Group's insurance policies in relation to the BFKT Telecom Assets are maintained in accordance with the terms set out in the BFKT Asset and Revenue Sale and Transfer Agreement; (c) upon the relevant BFKT Asset Closing Date, to arrange for an insurance policy for the BFKT Transferred Specified Assets under the name of the Fund, provided that the Fund shall be responsible for the insurance premiums with respect to such insurance policy; (d) not to modify any term of True Group's insurance policies in relation to the BFKT Transferred Specified Assets without the prior written consent of the Fund, which shall not be unreasonably withheld; and (e) to ensure that all insurance proceeds are used to repair, reinstate or otherwise replace the assets which are the subject of an insurance claim giving rise to such insurance proceeds.

(4.2) Asset and Revenue Sale and Transfer Agreement between Asia Wireless Communication Company Limited ("AWC") as a seller and the Fund ("AWC Asset and Revenue Sale and Transfer Agreement") as a purchaser for the period of 12 years (24th December 2013 - 3rd August 2025)

The objective of AWC Asset and Revenue Sale and Transfer Agreement is to sell and transfer to the Fund

- (i) the rental of the AWC Towers being 4,360 telecommunications towers pursuant to the AWC Leasing Agreement, (including all claims and other rights arising out of such revenue as specified in the relevant Asset and Revenue Sale and Transfer Agreement) from the Commencement Date until the date on which the AWC Leasing Agreement expires (the "AWC Expiry Date"); and
- (ii) the rental of up to 392 telecommunications towers of AWC from the date following the earlier of the AWC Expiry Date and the date on which the AWC Leasing Agreement is terminated prior to its term or extended term (the "AWC Termination Date"), until the 10th anniversary of such date,

In each case less certain costs and expenses for operation and maintenance, rental payments under land leases (including property tax) and insurance premiums (the "AWC Relevant Costs"), provided the AWC Relevant Costs will be subject to applicable annual escalation, (collectively, the "AWC Sale Revenue") and

Upon the earlier of the AWC Expiry Date and the AWC Termination Date, AWC shall transfer to the Fund, and the Fund shall accept, certain AWC Towers being 3,968 telecommunications towers (the "AWC Main Specified Assets") on the date which is scheduled to be the closing date for the transfer and delivery of the AWC Main Specified Assets (the "AWC Main Specified Asset Closing Date"),(the AWC Sale Revenue and the AWC Main Specified Assets are collectively, the "AWC Sale Assets").

For the AWC Main Specified Assets that cannot be transferred and delivered on the AWC Main Specified Asset Closing Date, AWC shall pay the Fund the terminal value of the relevant AWC Main Specified Assets on the AWC Main Specified Asset Closing Date. Upon the payment of such terminal value in full, AWC shall be relieved from its obligations to deliver and transfer the relevant AWC Main Specified Assets to the Fund. The terminal value in relation to any AWC Main Specified Assets shall be an amount equal to 14 times the aggregate amount of the AWC Monthly Sale Revenue (as defined below) for the 12 months preceding the month in which the AWC Main Specified Assets Closing Date occurs (the "AWC Terminal Value").

AWC undertakes that it shall enter into a lease agreement to lease to any True Group entity one slot on the remaining AWC Towers that are not the AWC Main Specified Assets (the “AWC Remaining Specified Asset Leasing Agreement”) which include up to 392 telecommunications towers (the “AWC Remaining Specified Assets”), having a term of at least ten years from the earlier of the date following the AWC Expiry Date and the AWC Termination Date, (the “AWC Final Long Stop Date”) and shall procure and deliver to the Fund the monthly net revenue generated from the rental of the AWC Remaining Specified Assets until the AWC Final Long Stop Date or, if earlier, the transfer of the AWC Remaining Specified Asset to the Fund, each, in accordance with the terms and conditions of the AWC Asset and Revenue Sale and Transfer Agreement.

Subject to the terms and conditions set out in the AWC Asset and Revenue Sale and Transfer Agreement, AWC shall, at any time during the term of the AWC Remaining Specified Asset Leasing Agreement and upon it obtaining evidence of the legal and valid land rights and/or leases in relation to the sites where any AWC Remaining Specified Assets are located, sell and transfer to the Fund and the Fund shall purchase and accept such AWC Remaining Specified Assets at a price to be agreed between the Fund and AWC in accordance with the AWC Asset and Revenue Sale and Transfer Agreement.

Title and risk of loss or damage to the AWC Sale Revenue, AWC Main Specified Assets and AWC Remaining Specified Assets shall pass to the Fund upon the relevant closing, except as otherwise provided in the AWC Asset and Revenue Sale and Transfer Agreement.

The aggregate liability of AWC in respect of (i) the AWC Sale Revenue in relation to the AWC Leasing Agreement shall not exceed the AWC Outstanding Sale Revenue; (ii) the AWC Main Specified Assets transferred to the Fund shall not exceed their AWC Terminal Value; (iii) the AWC Remaining Specified Assets transferred to the Fund shall not exceed the purchase price of the AWC Remaining Specified Assets paid by the Fund; (iv) the AWC Sale Revenue in relation to the AWC Remaining Specified Assets Leasing Agreement shall not exceed the net present value of all remaining net rental revenue owed; and (v) all other breaches the aggregate liabilities shall not exceed 50 per cent of the AWC Purchase Price. AWC shall be liable for any actual damages, losses, claims, taxes (other than VAT), stamp duty, liabilities and related costs and expenses, arising out of or resulting from the entry into, exercise and enforcement under the AWC Asset and Revenue Sale and Transfer Agreement.

Insurance: AWC undertakes: (a) to procure that, within 45 days from the AWC Revenue Closing Date, the Fund shall be named co-insured and co-beneficiary under all True Group’s insurance policies in relation to the AWC Towers; (b) to procure that all True Group’s insurance policies in relation to the AWC Towers are maintained in accordance with the terms set out in the AWC Asset and Revenue Sale and Transfer Agreement; (c) upon the relevant AWC Asset Closing Date, to arrange for an insurance policy for the AWC Transferred Specified Assets under the name of The Fund, provided that The Fund shall be responsible for the insurance premiums with respect to such insurance policy; (d) not to modify any term of True Group’s insurance policies in relation to the AWC Towers without the prior written consent of The Fund, which shall not be unreasonably withheld; and (e) to ensure that all insurance proceeds are used to repair, reinstate or otherwise replace the assets which are the subject of an insurance claim giving rise to such insurance proceeds.

- (4.3) Additional Asset and Revenue Sale and Transfer Agreement between Asia Wireless Communication Company Limited (“AWC”) as a seller and the Fund (“AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No.1”) as a purchaser for the period of 10 years (1st March 2015 - 3rd August 2025)

The objective of AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No.1 is for AWC to sell and transfer to the Fund, and the Fund to purchase and accept, the revenue expected to be received by AWC from the rental of AWC’s telecommunications towers being 338 telecommunications towers (“AWC Towers for Additional Investment No. 1”) pursuant to the Additional AWC Leasing Agreement, (including all claims and other rights arising out of such revenue as specified in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No.1)

In each case less certain costs and expenses for operation and maintenance, rental payments under land leases (including house and land tax) and insurance premiums (the “AWC Relevant Costs”), provided the AWC Relevant Costs will be subject to applicable annual escalation, (collectively, the “AWC Sale Revenue for Additional Investment No. 1”) and

Upon the Additional AWC Expiry Date or the date on which the Additional AWC Leasing Agreement is terminated prior to its term or extended term, as the case may be, AWC shall transfer to the Fund, and the Fund shall accept, certain AWC Towers for Additional Investment No. 1 (the “AWC Assets for Additional Investment No. 1”) on the date which is scheduled to be the closing date for the transfer and delivery of the AWC Assets for Additional Investment No. 1 (the “AWC Asset Closing Date for Additional Investment No. 1”), (the AWC Sale Revenue for Additional Investment No. 1 and the AWC Assets for Additional Investment No. 1 are collectively, the “AWC Sale Assets for Additional Investment No. 1”).

For the AWC Assets for Additional Investment No. 1 that cannot be transferred and delivered on the AWC Asset Closing Date for Additional Investment No. 1, AWC shall pay the Fund the terminal value of the relevant AWC Assets for Additional Investment No. 1 on the AWC Asset Closing Date for Additional Investment No. 1. Upon the payment of such terminal value in full, AWC shall be relieved from its obligations to deliver and transfer the relevant AWC Assets for Additional Investment No. 1 to the Fund. The terminal value in relation to any AWC Assets for Additional Investment No. 1 shall be an amount equal to 14 times the aggregate amount of the AWC Monthly Rental Revenue for the 12 months preceding the month in which the AWC Assets Closing Date for Additional Investment No. 1 occurs (the “AWC Terminal Value”).

In case of any change to the monthly rental revenue of the AWC Towers for Additional Investment No. 1 pursuant to the Additional AWC Leasing Agreement as a result of CAT Telecom agreeing to terminate its exclusive right to use the AWC Towers for Additional Investment No. 1 under the HSPA Equipment-Leasing Agreement, the parties agree that the terminal value in relation to any AWC Assets for Additional Investment No.1 shall remain to be an amount equal to 14 times the aggregate amount of the AWC Monthly Rental Revenue for Additional Investment No. 1 for the 12 months preceding the month in which the AWC Asset Closing Date for Additional Investment No.1 occurs as if there has been no change in the monthly rental revenue of the AWC Towers for Additional Investment No.1 as a result thereof, subject to the terms and conditions set out in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No.1.

Title and risk of loss or damage to the AWC Sale Revenue for Additional Investment No. 1 and AWC Assets for Additional Investment No. 1 shall pass to the Fund upon the relevant closing dates, except as otherwise provided in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 1.

The aggregate liability of AWC in respect of (a) the AWC Sale Revenue for Additional Investment No. 1 shall not exceed the AWC Outstanding Sale Revenue; (b) the AWC Assets for Additional Investment No. 1 transferred to the Fund shall not exceed their AWC Terminal Value; (c) all other breaches the aggregate liabilities shall not exceed 50 per cent of the AWC Purchase Price for Additional Investment No. 1. AWC shall be liable for any actual damages, losses, claims, taxes (other than VAT), stamp duty, liabilities and related costs and expenses, arising out of or resulting from the entry into, exercise and enforcement under the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 1.

Insurance: AWC undertakes: (a) to procure that, within 45 days from the AWC Revenue Closing Date for Additional Investment No. 1, the Fund shall be named co-insured and co-beneficiary under all True Group's insurance policies in relation to the AWC Towers for Additional Investment No. 1; (b) to procure that all True Group's insurance policies in relation to the AWC Towers for Additional Investment No. 1 are maintained in accordance with the terms set out in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 1; (c) upon the relevant AWC Asset Closing Date for Additional Investment No. 1, to arrange for an insurance policy for the AWC Transferred Specified Assets under the name of the Fund, provided that the Fund shall be responsible for the insurance premiums with respect to such insurance policy; (d) not to modify any term of True Group's insurance policies in relation to the AWC Towers without the prior written consent of the Fund, which shall not be unreasonably withheld; and (e) to ensure that all insurance proceeds are used to repair, reinstate or otherwise replace the assets which are the subject of an insurance claim giving rise to such insurance proceeds.

- (4.4) **Additional Asset and Revenue Sale and Transfer Agreement No.2 between Asia Wireless Communication Company Limited (“AWC”) as a seller and the Fund (“AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No.2”) (1st December 2017 - 3rd August 2025)**

Subject to the satisfaction of all conditions precedent specified in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2, AWC shall sell and transfer to the Fund, and the Fund shall purchase and accept, the revenue expected to be received by AWC from the rental of AWC's telecommunications towers being 149 telecommunications towers and other relevant passive telecommunications equipment (if any) (“AWC Towers for Additional Investment No. 2”) pursuant to the Additional AWC Leasing Agreement No. 2, (including all claims and other rights arising out of such revenue as specified in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2) from the Commencement Date for Additional Investment No. 2 until the expiry date of the Additional AWC Leasing Agreement No. 2 (“Additional AWC Expiry Date”) less certain costs and expenses for operation and maintenance, rental payments under land leases (including house and land tax) and insurance premiums (the “AWC Relevant Costs”), provided the AWC Relevant Costs will be subject to

applicable annual escalation, (collectively, the “AWC Sale Revenue for Additional Investment No. 2”) on the closing date which is specified in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2 (the “AWC Revenue Closing Date for Additional Investment No. 2”).

Upon the Additional AWC Expiry Date or the date on which the Additional AWC Leasing Agreement No. 2 is terminated prior to its term or extended term, as the case may be, AWC shall transfer to the Fund, and the Fund shall accept, the AWC Towers for Additional Investment No. 2 (the “AWC Assets for Additional Investment No. 2”) on the date which is scheduled to be the closing date for the transfer and delivery of the AWC Assets for Additional Investment No. 2 (the “AWC Asset Closing Date for Additional Investment No. 2”). (The AWC Sale Revenue for Additional Investment No. 2 and the AWC Assets for Additional Investment No. 2 are collectively, the “AWC Sale Assets for Additional Investment No. 2”).

Conditions precedent to be satisfied on or before the AWC Revenue Closing Date for Additional Investment No. 2 include, but are not limited to, (a) all relevant corporate approvals and authorisations of AWC required for entering into and performance of its obligations under the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2 having been obtained, (b) the execution and perfection of the Transaction Documents for Additional Investment No. 2, (c) the execution of credit facility agreement to obtain financing for the Fund’s acquisition of the Additional AWC Towers for Additional Investment No. 2, (d) the Fund having obtained the unitholders’ resolution to execute the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2 pursuant to TN. 1/2554 Notification, and (e) no material adverse effect having occurred from the date of the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2. If the conditions precedent are not satisfied or waived within 14 Business Days from the signing date of the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2, AWC or the Fund may (provided that the failure to satisfy the relevant conditions precedent has not solely resulted from any breach of the obligations by such party) terminate the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2, and neither AWC nor the Fund shall have any claim against the other under it, save for any claim arising from a breach of any obligation to fulfill the relevant conditions precedent and to complete and make effective the transactions pursuant to the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2.

The purchase price of the AWC Sale Assets for Additional Investment No. 2 is THB 545,713,306 (the “AWC Purchase Price for Additional Investment No. 2”). AWC shall be responsible for any relevant Thailand specific business tax owed by the Fund in relation to the assets and revenues sale and transfer transaction.

AWC shall, on the AWC Asset Closing Date for Additional Investment No. 2, transfer to the Fund the AWC Assets for Additional Investment No. 2, subject to the terms and conditions set out in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2. Conditions to be satisfied on or before the AWC Asset Closing Date for Additional Investment No. 2 include, but are not limited to, the details and evidence of legal and valid land rights and/or lawful leases in relation to the sites on which the AWC Assets for Additional Investment No. 2 are located.

For the AWC Assets for Additional Investment No. 2 that cannot be transferred and delivered on the AWC Asset Closing Date for Additional Investment No. 2, AWC shall pay the Fund the terminal value of the relevant AWC Assets for Additional Investment No. 2 on the AWC Asset Closing Date for

Additional Investment No. 2. Upon the payment of such terminal value in full, AWC shall be relieved from its obligations to deliver and transfer the relevant AWC Assets for Additional Investment No. 2 to the Fund. The terminal value in relation to any AWC Assets for Additional Investment No. 2 shall be an amount equal to 14 times the aggregate amount of the AWC Monthly Rental Revenue for Additional Investment No. 2 for the 12 months preceding the month in which the AWC Asset Closing Date for Additional Investment No. 2 occurs (the "AWC Terminal Value").

In case of any change to the monthly rental revenue of the AWC Towers for Additional Investment No. 2 pursuant to the Additional AWC Leasing Agreement No. 2 as a result of CAT Telecom agreeing to the interpretation of its exclusive right to use the AWC Towers for Additional Investment No. 2 under the HSPA Equipment-Leasing Agreement, the parties agree that the terminal value in relation to any AWC Assets for Additional Investment No. 2 shall remain to be an amount equal to 14 times the aggregate amount of the AWC Monthly Rental Revenue for Additional Investment No. 2 for the 12 months preceding the month in which the AWC Asset Closing Date for Additional Investment No. 2 occurs as if there has been no change in the monthly rental revenue of the AWC Towers for Additional Investment No. 2 as a result thereof, subject to the terms and conditions set out in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2.

Title and risk of loss or damage to the AWC Sale Revenue for Additional Investment No. 2 and the AWC Assets for Additional Investment No. 2 shall pass to the Fund upon the relevant closing dates, except as otherwise provided in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2.

The AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2 constitute an outright and absolute sale of the AWC Sale Revenue for Additional Investment No. 2 and not a security arrangement for any obligations of AWC. The Fund shall have full title and interest in the AWC Sale Revenue for Additional Investment No. 2 as from, and including, the AWC Revenue Closing Date for Additional Investment No. 2, shall be free to further dispose of the AWC Sale Revenue for Additional Investment No. 2 and shall be fully entitled to receive and retain for its own account the AWC Sale Revenue for Additional Investment No. 2.

AWC shall procure and deliver to the Fund the applicable AWC Sale Revenue for Additional Investment No. 2 until the date on which the applicable AWC Sale Revenue for Additional Investment No. 2 has been paid in full, no later than the last Business Day of each calendar month, beginning in the month in which the AWC Revenue Closing Date for Additional Investment No. 2 occurs.

Each in the amount as follows (the "AWC Monthly Rental Revenue for Additional Investment No. 2"):

AWC Monthly Rental Revenue for Additional Investment No. 2 shall be calculated based on 149 telecommunications towers as per below.

Year	AWC Monthly Rental Revenue for Additional Investment No.2 per tower (Baht/month)
2017 (December)	21,495
2018	21,317
2019	21,134
2020	20,944
2021	20,750
2022	20,549
2023	20,342
2024	20,130
2025 (7 months)	19,910

Remarks: The AWC Monthly Rental Revenue for Additional Investment No. 2 above is based on a term of the Additional AWC Leasing Agreement No. 2 which is currently scheduled to expire on August 3, 2025. If the Additional AWC Leasing Agreement No. 2 is extended, the AWC Monthly Rental Revenue for Additional Investment No. 2 per tower for the extended period shall be in line with the relevant rentals under the Additional AWC Leasing Agreement No. 2 expected to be received from BFKT during the extended period.

Prior to the AWC Asset Closing Date for Additional Investment No. 2, if a trigger event as specified in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2 occurs, the Fund may demand AWC to make payment of the net present value of all remaining AWC Sale Revenue for Additional Investment No. 2 owed plus the AWC Terminal Value of the AWC Assets for Additional Investment No. 2 (collectively, the “AWC Outstanding Sale Revenue for Additional Investment No. 2”) and exercise or enforce all or any part of the rights of the Fund available under the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2. The trigger events include, among others, non-payment by AWC of the AWC Monthly Rental Revenue for Additional Investment No. 2 for three consecutive months, non-payment by AWC of the AWC Monthly Rental Revenues for Additional Investment No. 2 for two consecutive months if the Net Interest Bearing Debt to EBITDA ratio exceeds 5:1, AWC’s failure to perform certain obligations specified in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2 and such failure remains uncured within a specified period, AWC’s default on financial indebtedness in an aggregate principal amount exceeding Baht 1.0 billion, insolvency or creditors’ proceedings being initiated against AWC and termination or default under the Additional AWC Leasing Agreement No. 2 under certain circumstances described in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2.

If the non-payment by AWC of the AWC Monthly Rental Revenue for Additional Investment No. 2 for three consecutive months, or for two consecutive months in case of a failure to maintain the agreed financial ratio, is caused by BFKT’s failure to pay the applicable AWC Sale Revenue for Additional Investment No. 2 in relation to the Additional AWC Leasing Agreement No. 2 as a result of a default by CAT Telecom of its obligation to pay its rental payments to BFKT under the HSPA Equipment-Leasing Agreement and such default by CAT Telecom is not caused by a breach by Real Move of its obligation

under the HSPA Wholesale Agreement, then the Fund will not be entitled to call a trigger event and demand AWC to pay to the Fund the AWC Outstanding Sale Revenue for Additional Investment No. 2.

Other key obligations of AWC are the following:

- 1) From the relevant closing of the transfer of the AWC Assets for Additional Investment No. 2 (the "AWC Assets for Additional Investment No. 2 Closing Date"), AWC shall at its own expense: (1) in relation to any land and/or property leases which cannot be assigned and/or novated to the Fund, procure that each of the Fund, tenants of the AWC Assets for Additional Investment No. 2, the Telecom Asset Manager and their designated persons has the right to access and to use the relevant sites; (2) in relation to any contracts with respect to the AWC Assets for Additional Investment No. 2 which cannot be assigned and/or novated to the Fund, procure that the Fund can enjoy the rights and benefits of AWC under such contracts; (3) for a period of nine months following the AWC Assets for Additional Investment No. 2 Closing Date, AWC shall, at its own expenses, undertake the following: (a) give to the Fund such information and assistance as it may reasonably require relating to the relevant AWC Assets for Additional Investment No. 2 which have been delivered and transferred to the Fund (the "AWC Transferred Specified Assets"); and (b) use reasonable endeavours to provide the Fund with such facilities and services as The Fund may reasonably require (at the cost of AWC) to enable the AWC Transferred Specified Assets to be used in all material respects in the same manner in which they were used immediately prior to its relevant AWC Asset for Additional Investment No. 2 Closing Date; and (c) retain the documents relating to the AWC Transferred Specified Assets and shall allow the Fund reasonable access to such documents.

- 2) From the AWC Assets for Additional Investment No. 2 Closing Date, if, as a result of (A) a site or part thereof, which has been assigned and/or novated to the Fund, in relation to any AWC Transferred Specified Asset being seized, taken into custody or otherwise rendered unsuitable for use by any tenant due to any illegality to access or to use such site or any part thereof which is not attributable to the Fund or any tenant of such Transferred Specified Assets which is not a True Group entity, (B) prior to the leases being assigned or novated to the Fund, the validity, legality or any right to use a site pursuant to any lease for any AWC Transferred Specified Assets being challenged which is not attributable to the Fund or any tenant of such Transferred Specified Assets which is not a True Group entity, or (C) AWC fails to procure the access to and use of the relevant sites by the Fund, the tenants, the Telecom Asset Manager or their designated persons (the "AWC Affected Site"), thereby resulting in any tenant or The Fund being unable to access, operate and/or use the AWC Transferred Specified Assets, then AWC shall, at its own costs and expenses: (1) procure or obtain a new site that both the parties agree would be substantially equivalent to the AWC Affected Site (both parties acting reasonably) having regard to: (a) its location; (b) the tenants' network coverage that would be available from the new site; and (c) the capacity and space available to install the AWC Transferred Specified Assets and other tenants' telecommunications equipment at the new site; and (2) relocate the AWC Transferred Specified Assets which are located on the AWC Affected Site or procure new equipment and assets having at least the same quality, specifications and capacity as the AWC Transferred Specified Assets to be installed on the new site and shall ensure that the capacity, performance and space availability of the AWC Transferred Specified Assets or the new equipment and assets, which are relocated and installed on the new site, remain the same as they were located on the AWC Affected Site prior to such site becoming the AWC Affected Site.

- 3) In case that AWC fails to relocate the AWC Transferred Specified Assets or procure the new assets and such failure has not been remedied to the Fund's reasonable satisfaction within the period specified in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2, AWC shall: (1) purchase and/or procure the purchase of the relevant AWC Transferred Specified Assets which are located or installed on the AWC Affected Site (the "AWC Affected Assets") at the price equal to the AWC Terminal Value (the "AWC Affected Assets Purchase Price") plus interest at 7.5 percent per annum from the AWC Assets for Additional Investment No. 2 Closing Date to and including the date on which AWC pays the AWC Affected Assets Purchase Price to the Fund; (2) pay the Fund all costs and expenses in connection with the sale and transfer of the AWC Affected Assets and all lease and rental payments of the AWC Affected Assets that the tenants of such AWC Affected Assets do not pay the Fund due to such tenants being unable to use the AWC Affected Assets, up to the date on which AWC pays the AWC Affected Assets Purchase Price to the Fund; and (3) pay the Fund all costs, expenses, damages, losses, claims and liabilities incurred or to be incurred by the Fund arising out of or resulting from the use of the AWC Affected Site, the leases and the relocation of the AWC Affected Assets and the tenants' claims against the Fund due to the tenants being unable to use the AWC Affected Assets.

- 4) Subject to AWC's compliance with its obligations in relation to the repurchase of the AWC Affected Assets as described above, the Fund shall pay AWC the full amount of the rental payments in relation to the AWC Affected Assets that the Fund received from the relevant tenants that are True Group entities pursuant to the relevant lease agreements between such entities and the Fund plus interest at 7.5 percent per annum from the date on which the Fund received each relevant rental payment from the relevant lessees that are True Group entities pursuant to the lease agreement between such entities and the Fund to and including the date on which the Fund pays such rental payments to AWC, provided that such amount shall not exceed the relevant AWC Affected Assets Purchase Price.

- 5) The obligation of AWC in relation to the relocation and repurchase of the AWC Affected Assets, located on the sites of which their leases have been assigned or novated to the Fund, being seized, taken into custody or otherwise rendered unsuitable for use by any tenant due to any illegality to access or to use such site or any part thereof shall be limited to five years after the date of the assignment or novation of such site to the Fund.

- 6) If CAT Telecom fails to pay BFKT the rental payments under the HSPA Equipment-Leasing Agreement or the HSPA Equipment-Leasing Agreement is terminated due to a default of CAT Telecom and BFKT fails to pay the rental payments under the Additional AWC Leasing Agreement No. 2, thereby resulting in AWC's failure to pay the Fund the AWC Sale Revenue for Additional Investment No. 2 which is not a trigger event under the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2, upon the Fund's request, AWC shall use its best endeavors or shall procure that BFKT uses its best endeavors to pursue any legally permissible and valid claim against CAT Telecom. The Fund agrees to be responsible for any costs and expenses in connection with such claim. Upon AWC's or BFKT's receipt of any damages award or compensation, AWC shall or shall procure that BFKT shall pay to the Fund the compensation or amounts paid by CAT Telecom in accordance with the terms and conditions set out in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2. AWC or BFKT, whoever is the person making the claim, shall have the right to deduct any costs and expenses incurred in connection with such claim from the compensation or amounts paid by CAT Telecom before paying such amount to the Fund in case the Fund has not paid such costs and expenses to AWC or BFKT, as the case may be.

From the AWC Revenue Closing Date for Additional Investment No. 2, AWC irrevocably grants the Fund a right of first offer to purchase rights, benefits, interest and/or investment in relation to telecommunications infrastructure assets of AWC or any other True Group entity (other than AWC Sale Assets for Additional Investment No. 2 and certain other assets) which the Fund can invest in pursuant to the laws and regulations of the Thai SEC (the "AWC Additional Assets") until the earlier of (a) the fifth anniversary of the AWC Revenue Closing Date for Additional Investment No. 2 or the fifth anniversary of the registration date of the Fund's capital increase No. 1 in accordance with the Securities and Exchange Act, whichever is later, and (b) the date on which any telecommunications operator holds more units issued by the Fund than True holds, in accordance with the following terms and conditions: (1) If, AWC and/or any True Group entity (the "ROFO Seller") wishes to sell any AWC Additional Assets to any third party, AWC shall and shall procure that such True Group entity shall, issue a written notice (the "Offer Notice") to the Fund containing the details as described in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2, including, without limitation, all material terms and conditions of the lease of such AWC Additional Assets (if any). (2) If the Fund wishes to buy such AWC Additional Assets, it shall, within 10 Business Days of its receipt of the Offer Notice or such longer period as the ROFO Seller may agree, notify the ROFO Seller in writing that it wishes to purchase such AWC Additional Asset (the "AWC Transferred Assets") on the terms specified in the Offer Notice (the "Acceptance Notice"). Within three months from the date of the Acceptance Notice, the Fund shall use its best endeavors to obtain the unitholders' approval which may be required for the purchase of the AWC Transferred Assets; and AWC shall and/or shall procure that the relevant True Group entity shall use their best endeavors to obtain all consents and approvals which may be required in accordance with applicable laws, regulations and contracts for the sale of the AWC Transferred Assets. After having obtained the relevant consents and approvals, the Fund and the ROFO Seller shall enter into definitive agreements and complete the sale and transfer of the AWC Transferred Assets within three months after all consents and approvals have been obtained by the Fund and the ROFO Seller. (3) If, (a) the Fund does not send the ROFO Seller the Acceptance Notice within the specified period; (b) the Fund or the ROFO Seller is unable to obtain the relevant consents and approvals required, within three months from the date of the Acceptance Notice, or (c) the parties are unable to complete the sale and transfer of the AWC Transferred Assets within three months from the date on which all relevant consents and approvals required were obtained, the ROFO Seller shall have the right to sell the AWC Transferred Assets to any third party on the same or more favorable (as to the ROFO Seller) terms and conditions as specified in the Offer Notice within six months thereafter. If the ROFO Seller cannot complete the sale of such AWC Transferred Assets to such third party within such six-month period and if any time thereafter the ROFO Seller wishes to sell such AWC Transferred Assets, then the Fund shall again have the right of first offer to purchase such AWC Transferred Assets and similar procedures shall be complied with in full.

For a right of first offer of AWC, if the Fund purchases any AWC Transferred Assets and wishes to sell such AWC Transferred Assets to any third party, the Fund shall issue a written notice to AWC containing, (a) the offer price proposed by the Fund, and (b) all material terms and conditions for the sale of the relevant AWC Transferred Assets proposed by the Fund. Upon receipt of such notice, AWC shall have a right of first offer to purchase such AWC Transferred Assets in accordance with the terms and conditions set out in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2. AWC may assign its right to purchase the AWC Transferred Assets to any other True Group entity without prior consent of the Fund.

Under the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2, AWC's liability is limited by, among other customary items, the following: (1) AWC shall be liable in respect of any claim in relation to the AWC Transferred Specified Assets if a notice of such claim is given by the Fund within two years from the AWC Assets for Additional Investment No. 2 Closing Date, except for claims arising out of certain material matters as set out in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2 for which there shall be no time limitation for giving notice of claims (other than pursuant to applicable law). Such matters include, among others, AWC's warranties on its authority and capacity, ownership of the AWC Transferred Specified Assets and breach of relevant undertakings; (2) The aggregate liability of AWC in respect of (a) the AWC Sale Revenue for Additional Investment No. 2 shall not exceed the AWC Outstanding Sale Revenue for Additional Investment No. 2; (b) the AWC Assets for Additional Investment No. 2 transferred to the Fund shall not exceed their AWC Terminal Value; and (c) all other breaches the aggregate liabilities shall not exceed 50 percent of the AWC Purchase Price for Additional Investment No. 2. AWC shall be liable for any actual damages, losses, claims, taxes (other than VAT), stamp duty, liabilities and related costs and expenses, arising out of or resulting from the entry into, exercise and enforcement under the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2.

Insurance: AWC undertakes: (1) to procure that, within 45 days from the AWC Revenue Closing Date for Additional Investment No. 2, the Fund shall be named co-insured and co-beneficiary under all True Group's insurance policies in relation to the AWC Towers for Additional Investment No. 2; (2) to procure that all True Group's insurance policies in relation to the AWC Towers for Additional Investment No. 2 are maintained in accordance with the terms set out in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2; (3) upon the AWC Asset Closing Date for Additional Investment No. 2, to arrange for an insurance policy for the AWC Transferred Specified Assets under the name of the Fund, provided that the Fund shall be responsible for the insurance premiums with respect to such insurance policy; (4) not to modify any term of True Group's insurance policies in relation to the AWC Towers without the prior written consent of the Fund, which shall not be unreasonably withheld; and (5) to ensure that all insurance proceeds are used to repair, reinstate or otherwise replace the assets which are the subject of an insurance claim giving rise to such insurance proceeds.

Without limitation to any other right which the Fund may have under the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2 or any applicable law, AWC agrees to indemnify the Fund, the Management Company and their respective representatives against any and all actual damages, losses, claims, taxes, stamp duty, liabilities and related costs and expenses, including reasonable attorneys' fees and disbursements awarded against, incurred by any of them arising out of or resulting from a breach of covenant, agreement or warranty or any misrepresentation by AWC pursuant to the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2, except in the case of the Fund's, the Management Company's or their respective representatives' own fault, gross negligence or willful misconduct. With respect to the indemnities of the Fund, without limitation to any other right which AWC may have under the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2 or any applicable law, the Fund agrees to indemnify AWC and its representatives against any and all actual damages, losses, claims, taxes, stamp duty, liabilities and related costs and expenses, including reasonable attorneys' fees and disbursements awarded against, incurred by any of them arising out of or resulting from a breach of covenant, agreement or warranty or any misrepresentation by the Fund pursuant to the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2, except in the case of AWC's or their representatives' own fault, gross negligence or willful misconduct.

Except as permitted under the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2, neither AWC nor the Fund may, without the prior written consent of the other, assign, grant any security interest over or otherwise transfer the benefit of the whole or any part of the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2.

The AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2 is governed by the laws of Thailand. The Courts of Thailand shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of or in connection with the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2.

(5) Asset Sale and Transfer Agreement

(5.1) Asset Sale and Transfer Agreement between True Corporation Public Company Limited (“True”) as a seller and the Fund as a purchaser (“True Asset Sale and Transfer Agreement”)

The objective of True Asset Sale and Transfer Agreement is to sell and transfer to the Fund, and the Fund shall purchase the following New Tower Assets:

3,000 towers by 31st December 2014; and

3,000 towers by 31st December 2015

(each, the “Scheduled Delivery Date”)

From the date following each Scheduled Delivery Date until 31st December 2020 (the “True Final Long Stop Date”), if, on 31st December of each year, there are any New Tower Assets which cannot be delivered to the Fund, True shall pay delay damages to the Fund in an amount equal to the amount that the Fund is required to refund to TUC under the TUC Master Lease Agreement for any unavailable New Tower Assets in relation to such year (the “Annual Rental Shortfall”), plus 15 per cent per annum.

On the True Final Long Stop Date, if there are any New Tower Assets which cannot be delivered to the Fund, True shall pay to the Fund an amount equal to 12 times the Annual Rental Shortfall for the year 2020 in accordance with the terms and conditions of the True Asset Sale and Transfer Agreement.

Upon the earlier of the date True delivers all New Tower Assets to the Fund and the True Final Long Stop Date, if any New Tower Asset delivered by True to the Fund is not in accordance with the applicable specifications in the True Asset Sale and Transfer Agreement, the applicable party will be entitled to receive compensation from the other party for any difference in such specifications, subject to the terms of the True Asset Sale and Transfer Agreement.

Title to and risk of loss or damage to the New Tower Assets shall pass to the Fund upon each delivery of the relevant New Tower Assets (a “Delivery”) which shall be in accordance with the process specified in the True Asset Sale and Transfer Agreement.

Prior to each relevant Delivery, True shall warrant and represent to the Purchaser that, among others, the New Tower Assets to be delivered shall be legally and beneficially owned by True and shall be free from all encumbrances.

Key obligation of True from each relevant Delivery and in respect of the delivered New Tower Assets, True shall at its own expense in relation to any land and/or property leases which cannot be assigned or novated to the Fund, procure that each of the Fund, the lessees of the New Tower Assets, the Telecom Asset Manager and their designated persons has the right to access and to use the relevant sites;

The aggregate liability of True in respect of all breaches under the True Asset Sale and Transfer Agreement shall not exceed the True Purchase Price. True shall be liable for any actual damages, losses, claims, taxes (other than VAT), stamp duty, liabilities and related costs and expenses, arising out of or resulting from the entry into, exercise and enforcement under the True Asset Sale and Transfer Agreement.

True undertakes from the relevant Delivery: (a) to procure that, until the Fund's relevant insurances are put in place, all True Group's insurance policies in relation to the True Transferred Specified Assets are maintained in accordance with the terms set out in the True Asset Sale and Transfer Agreement; (b) to arrange a policy for the True Transferred Specified Assets under the name of the Fund, provided that the Fund shall be responsible for the insurance premiums with respect to such insurance policy; (c) not to modify any term of True Group's insurance policies in relation to the True Transferred Specified Assets without the prior written consent of the Fund, which shall not be unreasonably withheld; and (d) to ensure that all insurance proceeds are used to repair, reinstate or otherwise replace the assets which are the subject of an insurance claim giving rise to such insurance proceeds.

True shall be liable in respect of any claim in relation to the True Transferred Specified Assets if a notice of such claim is given by the Fund within two years from the relevant Delivery, except for claims arising out of certain material matters as set out in the True Asset Sale and Transfer Agreement for which there shall be no time limitation for giving notice of claims. Such matters include, among others (other than pursuant to applicable law), True's warranties on its authority and capacity, ownership of the New Tower Assets and breach of material undertakings;

The obligation of True in relation to the relocation and repurchase of the True Affected Assets on the site (or part of a site) which has been assigned or novated to the Fund, in relation to any True Transferred Specified Asset being seized, taken into custody or otherwise rendered unusable by any tenant due to any illegality to access or to use such site or any part thereof shall be limited to five years after the date of the assignment or novation of such site to the Fund.

(5.2) Asset Sale and Transfer Agreement between True Internet Corporation Company Limited (“TICC”) as a seller and the Fund as a purchaser (“TICC Asset Sale and Transfer Agreement”)

The objective of TICC Asset Sale and Transfer Agreement is to sell and transfer (i) 5,112 km of core FOC grid (including transmission equipment) located in the upcountry region of Thailand; and (ii) the upcountry broadband system with a capacity of approximately 1.2 million ports (the “TICC Sale Assets”).

Title and risk of loss or damage to the TICC Sale Assets shall pass to the Fund upon the closing of the sale and transfer, except as otherwise provided in the TICC Asset Sale and Transfer Agreement, provided that the risk of loss or damage to the TICC Sale Assets that are under construction shall pass to the Fund upon the delivery of such under construction assets which shall be in accordance with the process specified in the TICC Asset Sale and Transfer Agreement.

From the Asset Closing Date, TICC shall at its own expense, procure that each of the Fund, the lessees of the TICC Sale Assets, the Telecom Asset Manager and their designated persons has the right to access and to use the relevant right of way with respect to such assets in accordance with the terms and conditions of the TICC Asset Sale and Transfer Agreement.

In relation to any contracts with respect to the TICC Sale Assets which cannot be assigned or novated to the Fund, procure that the Fund can enjoy the rights and benefits of TICC under such contracts.

From the Asset Closing Date, TICC shall be liable in respect of any claim in relation to the TICC Transferred Specified Assets if a notice of such claim is given by the Fund within two years from the Asset Closing Date, except for claims arising out of certain material matters as set out in the TICC Asset Sale and Transfer Agreement for which there shall be no time limitation for giving notice of claims (other than pursuant to applicable law). Such matters include, among others, TICC's warranties on its authority and capacity, ownership of the TICC Sale Assets and breach of relevant material undertakings.

The aggregate liability of TICC in respect of all breaches under the TICC Asset Sale and Transfer Agreement shall not exceed the TICC Purchase Price. TICC shall be liable for any actual damages, losses, claims, taxes (other than VAT), stamp duty, liabilities and related costs and expenses, arising out of or resulting from the entry into, exercise and enforcement under the TICC Asset Sale and Transfer Agreement.

TICC undertakes to procure that: (a) until the Fund's relevant insurances are put in place, all True Group's insurance policies in relation to the TICC Sale Assets are maintained in accordance with the terms set out in the TICC Asset Sale and Transfer Agreement; (b) to arrange relevant insurance policies in relation to the TICC Sale Assets under the name of the Fund, provided that the Fund shall be responsible for the insurance premiums with respect to such insurance policies; and (C) not to modify any term of True Group's relevant insurance policies for the TICC Sale Assets without the prior written consent of the Fund, which shall not be unreasonably withheld and delayed.

(5.3) Asset Sale and Transfer Agreement between TUC as a seller and The Fund as a purchaser (“TUC Asset Sale and Transfer Agreement for Additional Investment No.2”)

Subject to the satisfaction of all conditions precedent specified in the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2, TUC shall sell and transfer to the Fund, and the Fund shall purchase and accept the ownership in: (1) on the closing date for the transfer and delivery of the TUC Sale Assets for Additional Investment No. 2 (the “TUC Asset Closing Date for Additional Investment No. 2”), (a) 350 telecommunications towers; and (b) 1,113 km of FOC (or approximately 62,594 core km in capacity) currently used for provision of mobile services located in the upcountry region of Thailand (the “TUC Sale Assets for Additional Investment No. 2”); and : (2) on the closing date for the transfer

and delivery of the TUC Sale Assets for Additional Investment No. 3 (the “TUC Asset Closing Date for Additional Investment No. 3”), (a) 2,589 telecommunications towers; and (b) 8,017 km of FOC (or approximately 252,006 core km in capacity) currently used for provision of mobile services located in the upcountry region of Thailand (the “TUC Sale Assets for Additional Investment No. 3”); (collectively, the “TUC Sale Assets for Additional Investment No. 2 and No. 3”).

Condition precedents stated in TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 are the following: (1) Conditions precedent to be satisfied on or before each of the TUC Asset Closing Date for Additional Investment No. 2 and the TUC Asset Closing Date for Additional Investment No. 3 include, but are not limited to, (a) all relevant corporate approvals and authorisations of TUC required for entering into and performance of its obligations under the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 having been obtained, (b) the execution and perfection of the Transaction Documents for Additional Investment No. 2, (c) the Fund having obtained the unitholders’ resolution to execute the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 pursuant to TN. 1/2554 Notification, (d) with respect to the TUC Sale Assets for Additional Investment No. 2, the execution of credit facility agreement to obtain financing for the Fund’s acquisition of the TUC Sale Assets for Additional Investment No. 2, (e) with respect to the TUC Sale Assets for Additional Investment No. 3, the execution of credit facility agreement to obtain partial financing for the Fund’s acquisition of the TUC Sale Assets for Additional Investment No. 3 (if any) and the Fund’s capital increase No. 1 having been duly registered in accordance with the Securities and Exchange Act, and (f) no material adverse effect having occurred from the date of the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2. (2) With respect to the TUC Sale Assets for Additional Investment No. 2, if the conditions precedent are not satisfied or waived within 14 Business Days from the signing date of the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2, TUC or the Fund may (provided that the failure to satisfy the relevant condition has not solely resulted from any breach of the obligations by such party) terminate the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 and neither TUC nor the Fund shall have any claim against the other under it, save for any claim arising from a breach of any obligation to fulfill the relevant conditions and to complete and make effective the transactions pursuant to the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2. (3) With respect to the TUC Sale Assets for Additional Investment No. 3, if the conditions precedent are not satisfied or waived within 14 Business Days from the date which is scheduled to be the TUC Asset Closing Date for Additional Investment No. 3 pursuant to the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2, TUC or the Fund may (provided that the failure to satisfy the relevant condition has not solely resulted from any breach of the obligations by such party) terminate the sale and transfer to the extent in relation to the TUC Sale Assets for Additional Investment No. 3 and neither TUC nor the Fund shall have any claim against the other with respect thereto, save for any claim arising from a breach of any obligation to fulfill the relevant conditions and to complete and make effective the sale and transfer of the TUC Sale Assets for Additional Investment No. 3 pursuant to the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2.

The purchase price of the TUC Sale Asset for Additional Investment No. 2 is THB3,629,906,842 (the “TUC Purchase Price for Additional Investment No. 2”) and the purchase price of the TUC Sale Assets for Additional Investment No. 3 (the “TUC Purchase Price for Additional Investment No. 3”) shall be in the amounts set out in the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2

and shall be paid in full by the Fund on the TUC Asset Closing Date for Additional Investment No. 2 or the TUC Asset Closing Date for Additional Investment No. 3, as the case may be.

Title and risk of loss or damage to the TUC Sale Assets for Additional Investment No. 2 and No. 3 shall pass to the Fund upon each closing of the relevant sale and transfer, except as otherwise provided in the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2. On each relevant closing of the relevant sale and transfer of the TUC Sale Assets for Additional Investment No. 2 and No. 3, TUC shall warrant and represent to the Purchaser that, among others, the relevant TUC Sale Assets for Additional Investment No. 2 and No. 3 to be sold and transferred shall be legally and beneficially owned by TUC and shall be free from all encumbrances.

Key obligations of TUC are the following:

- 1) From the signing date of the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 to the TUC Asset Closing Date for Additional Investment No. 3, TUC undertakes that it shall, if there is any change in the location of any site or type of certain TUC Sale Assets for Additional Investment No. 3 which are telecommunication towers from those set out in the agreement, promptly provide the Fund with an update of the TUC Sale Assets for Additional Investment No. 3 which are certain telecommunication towers and their proposed sites and type every three months from the last business day of the month in which TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 is executed, provided such change shall not adversely impact net economic value of the unitholders from those which has been approved by the meeting of the unitholders of the Purchaser No. 1/2017 held on November 23, 2017. The parties agree that if there is any change in the type of such telecommunication towers which is not in compliance with the above conditions, the parties shall, in good faith, enter into negotiations, with an ultimate view to achieving a fair and equitable compensation for the Fund. The final list of the TUC Sale Assets for Additional Investment No. 3 which are telecommunication towers shall be agreed between the parties at least five business days prior to the TUC Asset Closing Date for Additional Investment No. 3.
- 2) From each closing of the relevant TUC Sale Assets for Additional Investment No. 2 and No. 3 (the "Relevant Asset Closing Date"), TUC shall at its own expense: (a) procure that each of the Fund, the lessees of the relevant TUC Sale Assets for Additional Investment No. 2 and No. 3 which are FOC, the Telecom Asset Manager and their designated persons has the right to access and to use the relevant right of way with respect to such assets in accordance with the terms and conditions of the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2; (b) in relation to any land and/or property leases which cannot be assigned or novated to the Fund, procure that each of the Fund, the lessees of the TUC Sale Assets for Additional Investment No. 2 and No. 3 which are telecommunications towers, the Telecom Asset Manager and their designated persons has the right to access and to use the relevant sites; and (c) in relation to any contracts with respect to the TUC Sale Assets for Additional Investment No. 2 and No. 3 which cannot be assigned or novated to the Fund, procure that the Fund can enjoy the rights and benefits of TUC under such contracts. (d) For a period of nine months following the Relevant Asset Closing Date: TUC shall (a) give to the Fund such information and assistance as it may reasonably require relating to the TUC Sale Assets for Additional Investment No. 2 and No. 3 which have been delivered and transferred to the Fund upon the Relevant Asset Closing Date (the "TUC Transferred Specified Assets"); and (b) use reasonable endeavors to

provide the Fund with such facilities and services as the Fund may reasonably require (at the cost of TUC) to enable the TUC Transferred Specified Assets to be used in all material respects in the same manner in which they were used immediately prior to the Relevant Asset Closing Date; and (c) retain the documents relating to the TUC Transferred Specified Assets and shall allow the Fund reasonable access to such documents.

Additional obligations of TUC relating to the transferred telecommunications towers are the following:

(1) From the Relevant Asset Closing Date, if, as a result of (A) a site (or part of a site) on which any TUC Transferred Specified Asset which are telecommunication towers are operated, which has been assigned or novated to the Fund, being seized, taken into custody or otherwise rendered unsuitable for use by any tenant due to any illegality to access or to use such site or any part thereof which is not attributable to the Fund or any tenant of such TUC Transferred Specified Asset which is not a True Group entity, (B) prior to the relevant land and/or property leases being assigned or novated to the Fund, the validity, legality or any right to use a site pursuant to any asset or property leases for any TUC Transferred Specified Asset which are telecommunication towers being challenged which is not attributable to the Fund or any tenant of such TUC Transferred Specified Asset which is not a True Group entity, or (C) TUC fails to procure the access and use of the relevant sites by the Fund, the tenants, the Telecom Asset Manager and their designated persons (the "TUC Affected Site"), any tenant or the Fund is unable to access, operate and/or use the TUC Transferred Specified Assets which are telecommunication towers then TUC shall, at its own costs and expenses: (i) procure or obtain a new site that both the parties agree would be substantially equivalent to the TUC Affected Site (both parties acting reasonably) having regard to its location, the tenants' network coverage that would be available from the new site, and the capacity and space available to install the TUC Transferred Specified Assets which are telecommunication towers and other tenants' telecommunications equipment at the new site; and (ii) relocate the TUC Transferred Specified Assets (which are telecommunication towers) which are located on the TUC Affected Site or procure new equipment and assets having at least the same quality, specifications and capacity as such TUC Transferred Specified Assets to be installed on the new site and shall ensure that the capacity, performance and space availability of such TUC Transferred Specified Assets or the new equipment and assets, which are relocated and installed on the new site, remain the same as they were located on the TUC Affected Site prior to such site becoming the TUC Affected Site. (2) In case that TUC fails to relocate the TUC Transferred Specified Assets (which are telecommunication towers) or procure the new assets and such failure has not been remedied to the Fund's reasonable satisfaction within the period specified in the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2, TUC shall: (A) purchase and/or procure the purchase of such relevant TUC Transferred Specified Assets which are located or installed on the TUC Affected Site(s) (the "TUC Affected Assets") at the price that the Fund paid TUC for such TUC Affected Assets (the "TUC Affected Assets Purchase Price") plus interest at 7.5 percent per annum from the Relevant Asset Closing Date to and including the date on which TUC pays the purchase price of the TUC Affected Assets to the Fund; (B) pay the Fund all costs and expenses in connection with the sale and transfer of the TUC Affected Assets and all lease and rental payments of the TUC Affected Assets that the tenants of such TUC Affected Assets do not pay the Fund due to such tenants being unable to use the TUC Affected Assets, up to the date on which TUC pays the Fund the TUC Affected Assets Purchase Price; and (C) pay the Fund all costs, expenses, damages, losses, claims and liabilities incurred or to be incurred by the Fund arising out of or resulting from the use of the TUC Affected Sites, the leases and the relocation

of the TUC Affected Assets and the tenants' claims against the Fund due to the tenants being unable to use the TUC Affected Assets. (3) Subject to TUC's compliance with its obligations in relation to the repurchase of the TUC Affected Assets as described above, the Fund shall pay TUC the full amount of the rental payments in relation to the TUC Affected Assets that the Fund has received from the relevant lessees of such assets pursuant to the Master Leases plus interest at 7.5 percent per annum from the date on which the Fund received each rental payment from the relevant lessees of such assets pursuant to the Master Leases to and including the date on which the Fund pays such rental payments to TUC which shall not exceed the purchase price of the relevant TUC Affected Assets. (4) The obligation of TUC in relation to the relocation and repurchase of the TUC Affected Assets on the site (or part of a site) which has been assigned or novated to the Fund, in relation to any TUC Transferred Specified Asset being seized, taken into custody or otherwise rendered unsuitable for use by any tenant due to any illegality to access or to use such site or any part thereof shall be limited to five years after the date of the assignment or novation of such site to the Fund.

From the TUC Asset Closing Date for Additional Investment No. 2, TUC irrevocably grants the Fund a right of first offer to purchase rights, benefits, interest and/or investment in relation to telecommunications infrastructure assets of TUC or any other True Group entity (other than TUC Sale Assets) which the Fund can invest in pursuant to the laws and regulations of the Thai SEC (the "TUC Additional Assets") until the earlier of (a) the fifth anniversary of the TUC Asset Closing Date for Additional Investment No. 2 or the fifth anniversary of the registration date of the Fund's capital increase No. 1 in accordance with the Securities and Exchange Act, whichever is later, and (b) the date on which any telecommunications operator holds more units issued by the Fund than True holds, in accordance with the following terms and conditions: (1) If, TUC and/or any True Group entity (the "ROFO Seller") wishes to sell any TUC Additional Assets to any third party, TUC shall and shall procure that such True Group entity shall, issue a written notice (the "Offer Notice") to the Fund containing the details as described in the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2, including among others, all material terms and conditions of the lease of such TUC Additional Assets (if any). (2) If the Fund wishes to buy such TUC Additional Assets, it shall notify, within 10 Business Days of its receipt of the Offer Notice or such longer period as the ROFO Seller may agree, the ROFO Seller in writing that it wishes to purchase such TUC Additional Asset (the "TUC Transferred Assets") on the terms specified in the Offer Notice (the "Acceptance Notice"). Within three months from the date of the Acceptance Notice, the Fund shall use its best endeavors to obtain the unitholders' approval which may be required for the purchase of the TUC Transferred Assets; and TUC shall and/or shall procure that the relevant True Group entity shall use their best endeavors to obtain all consents and approvals which may be required in accordance with applicable laws, regulations and contracts for the sale of the TUC Transferred Assets. After having obtained the relevant consents and approvals, the Fund and the ROFO Seller shall enter into definitive agreements and complete the sale and transfer of the TUC Transferred Assets within three months after all consents and approvals have been obtained by the Fund and the ROFO Seller. (3) If, (a) the Fund does not send the ROFO Seller the Acceptance Notice within the specified period; (b) the Fund or the ROFO Seller is unable to obtain the relevant consents and approvals required within three months from the date of the Acceptance Notice, or (c) the parties are unable to complete the sale and transfer of the TUC Transferred Assets within three months from the date on which all relevant consents and approvals required were obtained, the ROFO Seller shall have the right to sell the TUC Transferred Assets to any third party on the same or more favorable (as to the ROFO Seller) terms and conditions as specified in the Offer Notice within six months thereafter. If the ROFO Seller cannot complete the

sale of such TUC Transferred Assets to such third party within such six month period and if any time thereafter the ROFO Seller wishes to sell such TUC Transferred Assets, then the Fund shall again have the right of first offer to purchase such TUC Transferred Assets and similar procedures shall be complied with in full. For a right of first offer of TUC, if the Fund purchases any TUC Transferred Assets and wishes to sell such TUC Transferred Assets to any third party, the Fund shall issue a written notice to TUC containing, (a) the offer price proposed by the Fund, and (b) all material terms and conditions for the sale of the relevant TUC Transferred Assets. Upon receipt of such notice, TUC shall have a right of first offer to purchase such TUC Transferred Assets in accordance with the terms and conditions set out in the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2. TUC may assign its right to purchase the TUC Transferred Assets to any other True Group entity without prior consent of the Fund.

From the Relevant Asset Closing Date, TUC shall be liable in respect of any claim in relation to the TUC Transferred Specified Assets if a notice of such claim is given by the Fund within two years from the Relevant Asset Closing Date, except for claims arising out of certain material matters as set out in the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 for which there shall be no time limitation for giving notice of claims (other than pursuant to applicable law). Such matters include, among others, TUC's warranties on its authority and capacity, ownership of the TUC Sale Assets for Additional Investment No. 2 and No. 3 and breach of relevant material undertakings. However, the aggregate liability of TUC in respect of all breaches under the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 shall not exceed the TUC Purchase Price for Additional Investment No. 2 in respect of TUC Sale Assets for Additional Investment No. 2 and the TUC Purchase Price for Additional Investment No. 3 in respect of TUC Sale Assets for Additional Investment No. 3. TUC shall be liable for any actual damages, losses, claims, taxes (other than VAT), stamp duty, liabilities and related costs and expenses, arising out of or resulting from the entry into, exercise and enforcement under the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2.

Insurance: TUC undertakes: (1) to procure that, until the Fund's relevant insurances are put in place, all True Group's insurance policies in relation to the TUC Sale Assets for Additional Investment No. 2 and No. 3 are maintained in accordance with the terms set out in the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2; (2) to arrange relevant insurance policies in relation to the TUC Sale Assets for Additional Investment No. 2 and No. 3 under the name of the Fund, provided that the Fund shall be responsible for the insurance premiums with respect to such insurance policies; and (3) not to modify any term of True Group's relevant insurance policies for the TUC Sale Assets for Additional Investment No. 2 and No. 3 without the prior written consent of the Fund, which shall not be unreasonably withheld and delayed.

Without limiting any other rights which the Fund may have under the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 or any applicable law, TUC agrees to indemnify the Fund, the Management Company and their respective representatives from and against any and all actual damages, losses, claims, taxes, stamp duty, liabilities and related costs and expenses, including reasonable attorneys' fees and disbursements awarded against, incurred by any of them arising out of or resulting from a breach of covenant, agreement or warranty or any misrepresentation by TUC pursuant to the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2, except in the case of the Fund's, the Management Company's or their respective representative's own fault, gross negligence

or willful misconduct. With respect to the indemnities of the Fund, Without limiting any other rights which TUC may have under the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 or any applicable law, the Fund agrees to indemnify TUC and its representatives from and against any and all actual damages, losses, claims, taxes, stamp duty, liabilities and related costs and expenses, including reasonable attorneys' fees and disbursements awarded against, incurred by any of them arising out of or resulting from a breach of covenant, agreement or warranty or any misrepresentation by the Fund pursuant to the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2, except in the case of TUC's or their representative's own fault, gross negligence or willful misconduct.

Except as permitted under the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2, neither TUC nor the Fund may, without the prior written consent of the other, assign, grant any security interest over or otherwise transfer the benefit of the whole or any part of the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2.

Pursuant to terms of the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 and No. 3, in case there is any change in the location of the TUC Towers for Additional Investment No. 3, the Parties shall enter into negotiations, with an ultimate view to achieving a fair and equitable compensation for the Fund if such change is not in compliance with the criteria set out therein. The Parties have agreed on the actions required and the compensation to the Fund in case there is any overlap in relation to the TUC Towers for Additional Investment No. 3 in accordance with the terms and conditions of the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 and No. 3 as follows:

- (1) Upon the Fund's technical adviser completing the review of information on the location of a maximum number of 586 telecommunications towers (which are part of the TUC Towers for Additional Investment No. 3) on which the desktop analysis have not been conducted ("Non-reviewed TUC Towers") in order to consider whether or not they are located "in Close Proximity" (as defined below) by reviewing the summary delivered to the Fund under the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 and No. 3, (provided that such review shall be no later than one month from the closing date for the transfer and delivery of the TUC Towers for Additional Investment No. 3), the Fund shall notify TUC of the details and number of the towers that may be considered to be located in Close Proximity ("Towers located in Close Proximity") (if any). If the Fund does not notify TUC of any Towers located in Close Proximity within such one-month period, it shall be deemed that there is no Tower located in Close Proximity. If there is a notification of the Towers located in Close Proximity, it shall be deemed that the Towers located in Close Proximity are only those as notified to TUC by the Fund within such one-month period.

- (2) Within one month after its receipt of the list of the Towers located in Close Proximity from the Fund, TUC shall provide additional details to the Fund, by identifying whether each of the Towers located in Close Proximity having or not having functional equipment that is in-use being installed thereon as at the date of the preparation of the list ("Period for Preparing the Equipment Information")

- (3) Upon its receipt of the information on equipment from TUC or upon the expiry of the Period for Preparing the Equipment Information, the Fund shall instruct its technical adviser to conduct a full audit on the Towers located in Close Proximity (which shall complete within 9 months from the end

of the Period for Preparing the Equipment Information (“Full Technical Audit Period”). During the Full Technical Audit Period, the Fund has the right to notify TUC the details of the Towers located in Close Proximity that the technical adviser has identified as may be considered an “Overlapping Tower” (as defined below) (“Potential Overlapping Tower”) for TUC’s consideration. If the Fund does not notify TUC of the details and number of the Potential Overlapping Towers within the Full Audit Period, it shall be deemed that there is no Potential Overlapping Tower. If there is a notification of the Potential Overlapping Towers, it shall be deemed that the Potential Overlapping Towers are only those as notified to TUC by the Fund within the Full Technical Audit Period.

- (4) TUC shall have one month from each of its receipt of the list of Potential Overlapping Towers (“TUC’s Consideration Period on the Overlap”) to consider and contest that such Potential Overlapping Towers are not the “Overlapping Towers.” In case the parties cannot agree on whether or not any Potential Overlapping Tower is an “Overlapping Tower” within the one-month period from the receipt of the notification from the Fund, such Potential Overlapping Tower shall be deemed an “Overlapping Tower”.

- (5) Upon TUC’s acceptance that any Potential Overlapping Tower is the “Overlapping Towers” or the expiry of the TUC’s Consideration Period on the Overlap (whichever is earlier), TUC undertakes to:
 - (A) replace the Overlapping Tower with other tower which is in use and located in Thailand and have the same type (i.e. ground base, rooftop or IBC) and not less than the same capacity (i.e. having not less than the same number of slots) with the Overlapping Tower which is being replaced; or

 - (B) use such tower by having a functional equipment being utilised and installed thereon.

TUC shall complete the above action and notify the Fund of the details of the Overlapping Towers that have been rectified (“Rectified Overlapping Towers”) within nine months (or a longer period as agreed by the Fund to be extended) from the earlier of (i) the expiry of the TUC’s Consideration Period on the Overlap and (ii) the TUC’s acceptance that the Potential Overlapping Tower is the “Overlapping Towers” (“Rectify Period for the Overlap”).

- (6) The Fund shall have the right to instruct its technical adviser to conduct the overlapping audit on any Rectified Overlapping Tower (“Additional Overlapping Audit”) (the costs and expenses relating to the Additional Overlapping Audit shall be borne by TUC only for an amount exceeding costs and expenses for the first 5 Rectified Overlapping Towers which shall be first borne by the Fund). Upon the Fund’s technical adviser completing the Additional Overlapping Audit, the Fund shall have the right to notify TUC (provided that such notification shall be no later than 18 months from (1) the expiry of the Rectify Period for the Overlap and (2) the Fund’s receipt of the complete information on the Rectified Overlapping Towers which TUC has an obligation to deliver) of any Rectified Overlapping Tower which remains an Overlapping Tower. If the Fund does not notify TUC of any Rectified Overlapping Tower remains being the Overlapping Tower within such 18-months period, it shall be deemed that there is no Rectified Overlapping Tower which remains an Overlapping Tower. If there is a notification of the number and details of the Rectified Overlapping Towers which remain the Overlapping Towers, the details of the Rectified Overlapping Towers which remain the Overlapping Towers are only those as notified to TUC by the Fund within such 18-month period.

- (7) Within 30 days from its receipt of a notice from the Fund, TUC must repurchase the relevant Overlapping Tower at the price the Fund pays TUC for such Overlapping Tower plus interest at 7.5% p.a. from the date immediately after the 30-day period until TUC pays the repurchase price to the Fund. Upon TUC's repurchase of the Overlapping Towers, TUC's obligations to lease and make rental payments for the leased slots in relation to the relevant Overlapping Towers under the Amended and Restated Tower Master Lease, Operation and Management Agreement, shall be terminated.
- (8) The obligations of TUC pursuant to the agreed arrangement regarding the TUC Towers which are overlapping shall not in anyway prejudice TUC's obligations as the anchor tenant under the Amended and Restated Tower Master Lease, Operation and Management Agreement. TUC as the anchor tenant shall continue to make rental payments with respect to the Overlapping Towers and (upon the replacement) the replacing towers, to the Fund in accordance with the terms and conditions of the Amended and Restated Tower Master Lease, Operation and Management Agreement.

“Overlapping Tower” means a Non-reviewed TUC Tower which (a) is located in Close Proximity (as defined below) with any other TUC Tower for Additional Investment No. 3 delivered to the Fund or any other telecommunications tower which is the Telecom Infrastructure Assets acquired by the Fund from True Group as at the closing date for the transfer and delivery of the TUC Towers for Additional Investment No. 3; and (b) is not in use by having any functional equipment being utilised and installed thereon.

“In Close Proximity” means a situation where any Non-reviewed TUC Tower has the site-to-site distance from any other telecommunications tower which is the TUC Towers for Additional Investment No. 3 which has been delivered to the Fund or any other telecommunications tower which is the Telecom Infrastructure Assets acquired by the Fund from True Group as at the closing date for the transfer and delivery of TUC Towers for Additional Investment No. 3, of which the details to be agreed between the parties in accordance with the technical standards of telecommunication towers.

The TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 is governed by the laws of Thailand. The Courts of Thailand shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of or in connection with the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2.

(5.4) Asset Sale and Transfer Agreement between True Move as a seller and the Fund as a purchaser (“True Move Asset Sale and Transfer Agreement for Additional Investment No.2”)

Subject to the satisfaction of all conditions precedent specified in the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2, True Move shall sell and transfer to the Fund, and the Fund shall purchase and accept the ownership in: (1) on the closing date for the transfer and delivery of the True Move Sale Assets for Additional Investment No. 2 (the “True Move Asset Closing Date for Additional Investment No. 2”), 542 km of FOC (or approximately 117,147 core km in capacity) currently used for provision of mobile and internet services located in the BMA (the “True Move Sale Assets for Additional Investment No. 2”); and (2) on the closing date for the transfer and delivery of the True Move Sale Assets for Additional Investment No. 3 (the “True Move Asset Closing Date for Additional Investment No. 3”), (a) approximately 546 km of FOC (or approximately 117,871 core km in capacity) currently used for provision of mobile and internet services located in the BMA;

and (b) approximately 5,933 km of FOC (or approximately 220,428 core km in capacity) currently used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the upcountry region of Thailand (the “True Move Sale Assets for Additional Investment No. 3”); (collectively, the “True Move Sale Assets for Additional Investment No. 2 and No. 3”).

Condition precedents stated in True Move Asset Sale and Transfer Agreement for Additional Investment No. 2 are the following: (1) Conditions precedent to be satisfied on or before each of the True Move Asset Closing Date for Additional Investment No. 2 and the True Move Asset Closing Date for Additional Investment No. 3 include, but are not limited to, (a) all relevant corporate approvals, authorisations of True Move required for entering into and performance of its obligations under the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2 having been obtained, (b) the execution and perfection of the Transaction Documents for Additional Investment No. 2, (c) the Fund having obtained the unitholders’ resolution to execute the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2 pursuant to TN. 1/2554 Notification, (d) with respect to the True Move Sale Assets for Additional Investment No. 2, the execution of credit facility agreement to obtain financing for the Fund’s acquisition of to the True Move Sale Assets for Additional Investment No. 2, (e) with respect to the True Move Sale Assets for Additional Investment No. 3, the execution of credit facility agreement to obtain partial financing for the Fund’s acquisition of to the True Move Sale Assets for Additional Investment No. 3 (if any) and the Fund’s capital increase No. 1 having been duly registered in accordance with the Securities and Exchange Act, and (f) no material adverse effect having occurred from the date of the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2. (2) With respect to the True Move Sale Assets for Additional Investment No. 2, if the conditions precedent are not satisfied or waived within 14 Business Days from the signing date of the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2, True Move or the Fund may (provided that the failure to satisfy the relevant condition has not solely resulted from any breach of the obligations by such party) terminate the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2 and neither True Move nor the Fund shall have any claim against the other under it, save for any claim arising from a breach of any obligation to fulfill the relevant conditions and to complete and make effective the transactions pursuant to the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2. (3) With respect to the True Move Sale Assets for Additional Investment No. 3, if the conditions precedent are not satisfied or waived within 14 Business Days from the date which is scheduled to be the True Move Asset Closing Date for Additional Investment No. 3 pursuant to the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2, True Move or the Fund may (provided that the failure to satisfy the relevant condition has not solely resulted from any breach of the obligations by such party) terminate the sale and transfer to the extent in relation to the True Move Sale Assets for Additional Investment No. 3 and neither True Move nor the Fund shall have any claim against the other with respect thereto, save for any claim arising from a breach of any obligation to fulfill the relevant conditions and to complete and make effective the sale and transfer of the True Move Sale Assets for Additional Investment No. 3 pursuant to the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2.

The purchase price of the True Move Sale Assets for Additional Investment No.2 is THB5,312,107,901 (the “True Move Purchase Price for Additional Investment No. 2”) and the purchase price of the True Move Sale Assets for Additional Investment No. 3 (the “True Move Purchase Price for Additional Investment No. 3”) shall be in the amounts set out in the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2 and shall be paid in full by the Fund on the True Move Asset Closing Date for Additional Investment No. 2 or the True Move Asset Closing Date for Additional Investment No. 3, as the case may be.

Title and risk of loss or damage to the True Move Sale Assets for Additional Investment No. 2 and No. 3 shall pass to the Fund upon each closing of the relevant sale and transfer, except as otherwise provided in the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2.

On each relevant closing of the relevant sale and transfer of the True Move Sale Assets for Additional Investment No. 2, True Move shall warrant and represent to the Purchaser that, among others, the relevant True Move Sale Assets for Additional Investment No. 2 to be sold and transferred shall be legally and beneficially owned by True Move and shall be free from all encumbrances.

From each closing of the relevant True Move Sale Assets for Additional Investment No. 2 and No. 3 (the "Relevant Asset Closing Date"), True Move shall at its own expense: (1) procure that each of the Fund, the lessees of the relevant True Move Sale Assets for Additional Investment No. 2 and No. 3 which are FOC, the Telecom Asset Manager and their designated persons has the right to access and to use the relevant right of way with respect to such assets in accordance with the terms and conditions of the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2; (2) in relation to any contracts with respect to the True Move Sale Assets for Additional Investment No. 2 and No. 3 which cannot be assigned or novated to the Fund, procure that the Fund can enjoy the rights and benefits of True Move under such contracts; (3) for a period of nine months following the Relevant Asset Closing Date: (a) give to the Fund such information and assistance as it may reasonably require relating to the True Move Sale Assets for Additional Investment No. 2 and No. 3 which have been delivered and transferred to the Fund upon the Relevant Asset Closing Date (the "True Move Transferred Specified Assets"); and (b) use reasonable endeavors to provide the Fund with such facilities and services as the Fund may reasonably require (at the cost of True Move) to enable the True Move Transferred Specified Assets to be used in all material respects in the same manner in which they were used immediately prior to the Relevant Asset Closing Date; and (c) retain the documents relating to the True Move Transferred Specified Assets and shall allow the Fund reasonable access to such documents.

From the True Move Asset Closing Date for Additional Investment No. 2, True Move irrevocably grants the Fund a right of first offer to purchase rights, benefits, interest and/or investment in relation to telecommunications infrastructure assets of True Move or any other True Group entity (other than True Move Sale Assets) which the Fund can invest in pursuant to the laws and regulations of the Thai SEC (the "True Move Additional Assets") until the earlier of (a) the fifth anniversary of the True Move Asset Closing Date for Additional Investment No. 2 or the fifth anniversary of the registration date of the Fund's capital increase No. 1 in accordance with the Securities and Exchange Act, whichever is later, and (b) the date on which any telecommunications operator holds more units issued by the Fund than True holds, in accordance with the following terms and conditions: (1) If, True Move and/or any True Group entity (the "ROFO Seller") wishes to sell any True Move Additional Assets to any third party, True Move shall and shall procure that such True Group entity shall, issue a written notice (the "Offer Notice") to the Fund containing the details as described in the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2, including among others, all material terms and conditions of the lease of such True Move Additional Assets (if any). (2) If the Fund wishes to buy such True Move Additional Assets, it shall notify, within 10 Business Days of its receipt of the Offer Notice or such longer period as the ROFO Seller may agree, the ROFO Seller in writing that it wishes to purchase such True Move Additional Asset (the "True Move Transferred Assets") on the terms specified in the

Offer Notice (the "Acceptance Notice"). Within three months from the date of the Acceptance Notice, the Fund shall use its best endeavours to obtain the unitholders' approval which may be required for the purchase of the True Move Transferred Assets; and True Move shall and/or shall procure that the relevant True Group entity shall use their best endeavours to obtain all consents and approvals which may be required in accordance with applicable laws, regulations and contracts for the sale of the True Move Transferred Assets. After having obtained the relevant consents and approvals, the Fund and the ROFO Seller shall enter into definitive agreements and complete the sale and transfer of the True Move Transferred Assets within three months after all consents and approvals have been obtained by the Fund and the ROFO Seller. (3) If, (a) the Fund does not send the ROFO Seller the Acceptance Notice within the specified period; (b) the Fund or the ROFO Seller is unable to obtain the relevant consents and approvals required within three months from the date of the Acceptance Notice, or (c) the parties are unable to complete the sale and transfer of the True Move Transferred Assets within three months from the date on which all relevant consents and approvals required were obtained, the ROFO Seller shall have the right to sell the True Move Transferred Assets to any third party on the same or more favorable (as to the ROFO Seller) terms and conditions as specified in the Offer Notice within six months thereafter. If the ROFO Seller cannot complete the sale of such True Move Transferred Assets to such third party within such six-month period and if any time thereafter the ROFO Seller wishes to sell such True Move Transferred Assets, then the Fund shall again have the right of first offer to purchase such True Move Transferred Assets and similar procedures shall be complied with in full.

For a right of first offer of True Move, If the Fund purchases any True Move Transferred Assets and wishes to sell such True Move Transferred Assets to any third party, the Fund shall issue a written notice to True Move containing, (a) the offer price proposed by the Fund, and (b) all material terms and conditions for the sale of the relevant True Move Transferred Assets. Upon receipt of such notice, True Move shall have a right of first offer to purchase such True Move Transferred Assets in accordance with the terms and conditions set out in the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2. True Move may assign its right to purchase the True Move Transferred Assets to any other True Group entity without prior consent of the Fund.

From the Relevant Asset Closing Date, True Move shall be liable in respect of any claim in relation to the True Move Transferred Specified Assets if a notice of such claim is given by the Fund within two years from the Relevant Asset Closing Date, except for claims arising out of certain material matters as set out in the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2 for which there shall be no time limitation for giving notice of claims (other than pursuant to applicable law). Such matters include, among others, True Move's warranties on its authority and capacity, ownership of the True Move Sale Assets for Additional Investment No. 2 and No. 3 and breach of relevant material undertakings. However, the aggregate liability of True Move in respect of all breaches under the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2 shall not exceed the True Move Purchase Price for Additional Investment No. 2 in respect of True Move Sale Assets for Additional Investment No. 2 and the True Move Purchase Price for Additional Investment No. 3 in respect of True Move Sale Assets for Additional Investment No. 3. True Move shall be liable for any actual damages, losses, claims, taxes (other than VAT), stamp duty, liabilities and related costs and expenses, arising out of or resulting from the entry into, exercise and enforcement under the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2.

Insurance: True Move undertakes: (1) to procure that, until the Fund's relevant insurances are put in place, all True Group's insurance policies in relation to the True Move Sale Assets for Additional Investment No. 2 and No. 3 are maintained in accordance with the terms set out in the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2; (2) to arrange relevant insurance policies in relation to the True Move Sale Assets for Additional Investment No. 2 and No. 3 under the name of the Fund, provided that the Fund shall be responsible for the insurance premiums with respect to such insurance policies; and (3) not to modify any term of True Group's relevant insurance policies for the True Move Sale Assets for Additional Investment No. 2 and No. 3 without the prior written consent of the Fund, which shall not be unreasonably withheld and delayed.

Without limiting any other rights which the Fund may have under the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2 or any applicable law, True Move agrees to indemnify the Fund, the Management Company and their respective representatives from and against any and all actual damages, losses, claims, taxes, stamp duty, liabilities and related costs and expenses, including reasonable attorneys' fees and disbursements awarded against, incurred by any of them arising out of or resulting from a breach of covenant, agreement or warranty or any misrepresentation by True Move pursuant to the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2, except in the case of the Fund's, the Management Company's or their respective representative's own fault, gross negligence or willful misconduct. With respect to indemnities of the Fund, without limiting any other rights which True Move may have under the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2 or any applicable law, the Fund agrees to indemnify True Move and its representatives from and against any and all actual damages, losses, claims, taxes, stamp duty, liabilities and related costs and expenses, including reasonable attorneys' fees and disbursements awarded against, incurred by any of them arising out of or resulting from a breach of covenant, agreement or warranty or any misrepresentation by the Fund pursuant to the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2, except in the case of True Move's or their representative's own fault, gross negligence or willful misconduct.

Except as permitted under the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2, neither True Move nor the Fund may, without the prior written consent of the other, assign, grant any security interest over or otherwise transfer the benefit of the whole or any part of the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2.

The True Move Asset Sale and Transfer Agreement for Additional Investment No. 2 are governed by the laws of Thailand. The Courts of Thailand shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of or in connection with the True Move Asset Sale and Transfer Agreement for Additional Investment No. 2.

(6) Master Lease, Operation and Management Agreements

- (6.1) Master Lease, Operation and Management Agreement between TUC as a lessee and the Fund as a lessor (“TUC Master Lease, Operation and Management Agreement”) for the period of 14 years (24th December 2013 - 31st December 2027)**

The objective of TUC Master Lease, Operation and Management Agreement is to lease slots on telecommunications towers and lease passive facilities in relation to certain towers, (collectively, the “Leased Properties”) including operates and manages Leased Properties until 31st December 2027.

The Leased Properties will consist of at least (the “Minimum Leased Properties”):

- (a) 6,619 slots on 3,000 towers commencing from 1st January 2015;
- (b) 13,993 slots on 6,000 towers commencing from 1st January 2016; and
- (c) 15,249 slots on 6,000 towers commencing from 1st January 2017

The rental rates for the Leased Property are divided into 3 types as listed below and are subject to applicable discounts and/or adjustments as described below:

Type I: ground-based towers: Baht 25,400 per month per slot;

Type II: rooftop-based towers: Baht 23,200 per month per slot; and

Type III: IBC/DAS: Baht 39,400 per month per slot

The following adjustments/discounts to the rental rate apply under the conditions described below:

- (a) founder tenant discount: 32%
- (b) volume discount (regardless of which type):
 - 1 - 3,000 slots: no discount;
 - 3,001 - 5,000 slots: 30% discount;
 - 5,001 - 10,000 slots: 35% discount; and
 - 10,001 slots and more: 40% discount

If TUC or other founder tenants, at any time during the terms of the lease, wishes to lease, operate and manage additional slots, TUC/or other founder tenants will be entitled to both founder tenant discount and volume discount for the rental rates.

Annual escalation at a fixed rate of 2.7% per annum applies from January 2015.

TUC will make net rental payments for the lease, operation and management of the Leased Properties in advance on the 7th (or the next business day) of each month starting from January 2014. TUC will make the net rental payments to the Fund in advance on a monthly basis for the Minimum Leased Properties – one year in advance for slots on the first batch of 3,000 towers to be delivered by 31st December 2014 and two years in advance for slots on the second batch of 3,000 towers to be delivered by 31st December 2015.

At the end of each year starting from 2015 until 2020, the Fund will return to TUC the respective part of the advance payment proceeds should the number of towers available for TUC to lease, operate and manage falls below the respective Minimum Leased Properties in relation to such year. the Fund shall return such advance payment proceeds to TUC within the next Business Day from the date True has made payment in respect of the delay damages for late and/or non delivery of the relevant New Tower Assets to the Fund pursuant to the terms of True Asset Sale and Transfer Agreement.

Upon the earlier of the date True delivers all New Tower Assets to the Fund and 31st December 2020, if any New Tower Asset delivered by True to the Fund does not satisfy the specifications in the True Asset Sale and Transfer Agreement causing the advance rental payments made by TUC to be different from the actual rental payments TUC is obligated to pay to the Fund for the lease of the Leased Properties,

such differences will be paid to the applicable party by the other party in accordance with the terms of the TUC Master Lease, Operation and Management Agreement.

The Fund shall be responsible for the rental payments under the land leases in respect of the site where the Leased Properties are located whereby (a) during the term of the lease, TUC shall be the person making the rental payments under the land leases in respect of the site where the Leased Properties are located which such method has been reflected in the amount of the net advance annual rental payments in the table attached to the summary of the TUC Master Lease, Operation and Management Agreement and (b) for the renewal term, the Fund shall be the person making the rental payments under the land leases in respect of the site where the Leased Properties are located.

The Fund shall be responsible for obtaining and maintaining, in respect of any Leased Properties, adequate insurance (including third party liability insurance and any other coverage) customary for the Leased Properties, and paying for relevant insurance premiums and TUC shall be responsible for obtaining and maintaining, in respect of any telecommunications equipment that TUC installs or places on any Leased Property, adequate insurance, including third party liability insurance and any other coverage, customary for such telecommunications equipment.

Each of the Fund and TUC agrees to indemnify each other for all losses and damages arising from breaches of their respective representations, warranties and covenants under the TUC Master Lease, Operation and Management Agreement, subject to customary carve-outs.

TUC is allowed to sublease the slots that it leases, operates and manages under the TUC Master Lease, Operation and Management Agreement, without prior consent of the Fund, as follows:

- (i) the Minimum Leased Properties to any third party;
- (ii) any slots (in addition to the Minimum Leased Properties) to (a) any other founder tenants, (b) True or any of its existing or future subsidiaries and/or any non-True entity awarded to operate telecommunications business using 1800 MHz frequency, (c) CAT, (d) TOT and (e) other telecommunications operators by exchanging for use of other telecommunications operator's slots without consideration; and
- (iii) any slots (in addition to the Minimum Leased Properties) to any third party other than those listed in (ii) above whereby the rental rate that TUC pays to the Fund for such slots shall be calculated by applying the discount that is applicable to the sub-lessee if such sub-lessee were to directly lease, operate and manage the Leased Properties from the Fund without the founder tenant discount; provided that the Fund may agree to give additional discounts to TUC in case TUC leases such slots for the purpose of subleasing to other third party.

If any reinforcement or enhancement of any towers that the Fund acquired from TUC or True and/or its subsidiaries which are subject to the lease, operation and management under the TUC Master Lease, Operation and Management Agreement, is required or necessary (either due to TUC's and/or third party tenant's request), TUC will perform such reinforcement or enhancement in all cases but at the Fund's

cost plus a reasonable margin. If the Fund lacks funding for such reinforcement or enhancement, TUC will advance the costs of such reinforcement or enhancement. The Fund will reimburse TUC for such costs together with the applicable margin within 30 days from the date of invoice by TUC. If it fails to do so, the Fund agrees to pay TUC interest on the outstanding but unpaid amount at the rate of 7.5% per annum from the due date until such payment is made in full. If the Fund fails to reimburse TUC within the specified period, TUC is permitted to off-set such costs together with the applicable margin and interest against the monthly rental payment due and payable by TUC to the Fund.

(6.2) Amended and Restated TUC Master Lease, Operation and Management Agreement between TUC as lessee and the Fund as lessor (“Amended and Restated Tower Master Lease, Operation and Management Agreement”)

The provisions of the Amended and Restated Tower Master Lease, Operation and Management Agreement become effective upon the completion of sale of TUC Towers for Additional Investment No. 2 , which is November 28, 2017 (the “Effective Date for Additional Investment No. 2”) provided that certain provisions in relation to the Towers to be sold by TUC to the Fund under the Additional Investment No. 3 (the “TUC Towers for Additional Investment No. 3”) will become effective upon the completion of sale of TUC Towers for Additional Investment No. 3 (the “Effective Date for Additional Investment No. 3”).

For the purpose of the summary of the Amended and Restated Tower Master Lease, Operation and Management Agreement, the immediately next sale and lease of any Additional Assets by any member of True Group to the Fund after the Additional Investment No. 2 shall be referred to as the “Additional Investment No. 3.”

The properties that TUC leases, operates and manages under the Amended and Restated Tower Master Lease, Operation and Management Agreement are slots on telecommunications towers, and passive facilities in relation to certain towers (collectively, the “Leased Properties”).

The Leased Properties will consist of at least (the “Minimum Leased Properties”)

- (1) Properties from True Tower Assets as part of the Initial Telecom Infrastructure Assets
 - (a) 6,619 slots on 3,000 towers commencing from January 1, 2015;
 - (b) 13,993 slots on 6,000 towers commencing from January 1, 2016; and
 - (c) 15,249 slots on 6,000 towers commencing from January 1, 2017.
- (2) Properties from TUC Towers for Additional Investment No. 2 Subject to successful closing of the sale of TUC Towers for Additional Investment No. 2, 700 slots on 350 towers commencing from the Effective Date for Additional Investment No. 2.
- (3) Properties from TUC Towers for Additional Investment No. 3 Subject to successful closing of the sale of TUC Towers for Additional Investment No. 3 by TUC to the Fund, 5,178 slots on 2,589 towers commencing from the Effective Date for Additional Investment No. 3.

Rental rates of the Leased Properties are as follows:

- (1) From December 25, 2013 until the Effective Date for Additional Investment No. 2, the rental rates for the Leased Property are divided into 3 types as listed below and are subject to applicable discounts and/or adjustments as described below:
 - (a) Type I: ground-based towers: Baht 25,400 per month per slot;
 - (b) Type II: rooftop-based towers: Baht 23,200 per month per slot; and
 - (c) Type III: IBC/DAS: Baht 39,400 per month per slot.

The following adjustments/discounts to the rental rate apply under the conditions described below:

- (a) founder tenant discount: 32 percent;
- (b) volume discount (regardless of which type):
 - (i) 1 – 3,000 slots: no discount;
 - (ii) 3,001 – 5,000 slots: 30 percent discount;
 - (iii) 5,001 – 10,000 slots: 35 percent discount; and
 - (iv) 10,001 slots and more: 40 percent discount.
- (2) From November 28, 2017, the rental rates for the Leased Property will be divided into 3 types as listed below:
 - (a) Type I: ground-based towers: Baht 14,626 per month per slot;
 - (b) Type II: rooftop-based towers: Baht 13,359 per month per slot; and
 - (c) Type III: IBC/DAS: Baht 22,687 per month per slot.

provided that TUC will be entitled to the following founder tenant rental rates so long as not less than 50 percent of the Fund's net cash generated from the Telecom Infrastructure Assets and any telecom infrastructure assets or revenue acquired by the Fund under the Additional Investment No. 3 are from True Group:

- (a) Type I: ground-based towers: Baht 10,969.50 per month per slot;
- (b) Type II: rooftop-based towers: Baht 10,019.25 per month per slot; and
- (c) Type III: IBC/DAS: Baht 17,015.25 per month per slot.

If TUC or other founder tenants, at any time during the terms of the lease, wishes to lease, operate and manage additional slots, TUC or other founder tenants will be entitled to the founder tenant rental rates except in the case of subleasing by TUC under paragraph (3) of the right to sublease under the heading "Assignment" below. Moreover, Annual escalation at a fixed rate of 2.7 percent per annum applies to the above rental rates from January 2019.

With respect to rental payment for Properties from True Tower Assets, TUC will make rental payments for the lease, operation and management of the Leased Properties in advance on the 7th day (or the next business day) of each month starting from January 2014. See amount of the net advance annual rental payments in the table attached to the summary of the Amended and Restated Tower Master Lease, Operation and Management Agreement. TUC will make the rental payments to the Fund in advance on a monthly basis for the Minimum Leased Properties in relation to the Properties from True

Tower Assets – one year in advance for slots on the first batch of 3,000 towers delivered in 2014 and two years in advance for slots on the second batch of 3,000 towers delivered in 2015. After the initial term, the rental payment in relation to the Leased Properties from True Tower Assets shall be in advance on a monthly basis on the 7th day (or the next business day) of each month on the actual number of leased slots (without one year or two years in advance).

With respect to the properties from TUC Towers for Additional Investment No. 2 and Properties from TUC Towers for Additional Investment No. 3, from the Effective Date for Additional Investment No. 2 or the Effective Date for Additional Investment No. 3, as the case may be, TUC will make rental payments for the lease, operation and management of the Leased Properties in advance on the 7th day (or the next business day) of each month.

The term of the lease, operation and management of Leased Properties is:

- (1) Properties from True Tower Assets: until December 31, 2027 and upon the occurrence of the Effective Date for Additional Investment No. 3 occurs, the term will be extended to expire on September 15, 2033;
- (2) Properties from TUC Towers for Additional Investment No. 2 and TUC Towers for Additional Investment No. 3 (subject to the relevant completion of the assets sale under the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2): until September 15, 2033.

In respect of the Properties from True Tower Assets, at least two years prior to the expiry of the current term (being December 31, 2027 or upon the Effective Date for Additional Investment No. 3, September 15, 2033), TUC and/or other founder tenants shall notify the Fund should it wish to reserve its right to renew the lease term for at least one slot on each tower from the True Tower Assets after the expiry of the current term on December 31, 2027 or September 15, 2033, as the case may be, and TUC and/or other founder tenants shall pay a reserve fee to the Fund on a monthly basis whereby the Fund shall reserve at least one slot on such towers for lease, operate and manage by TUC and/or other founder tenants for the renewal term. The reserve fee shall be in the following amount:

- (1) For year 2026 or 2032 (as the case may be): an amount equivalent to the rental fee for lease of one slot on 3,000 towers at the rental rate for year 2026 or 2032, as the case may be (the applicable founder tenant rental rates (if eligible) with annual escalation at 2.7 percent per annum);
- (2) For year 2027 or 2033 (as the case may be): an amount equivalent to the rental fee for lease of one slot on 6,000 towers at the rental rate for year 2027 or 2033, as the case may be (the applicable founder tenant rental rates (if eligible) with annual escalation at 2.7 percent per annum).

In relation to Properties from TUC Towers for Additional Investment No. 2 and TUC Towers for Additional Investment No. 3, at least two years prior to the expiry of its respective current term, TUC and/or other founder tenants shall notify the Fund should it wish to reserve its right to renew the lease term for at least one slot on each tower from TUC Towers for Additional Investment No. 2 or TUC Towers for Additional Investment No. 3 at a mutually agreed market rate subject to an agreed founder tenant rental rate (if eligible).

The Fund shall be responsible for the rental payments under the land leases and relevant property tax in respect of the site where the Leased Properties are located whereby: (1) during the term of the lease, TUC shall be the person making the rental payments under the land leases and relevant property tax in respect of the site where the Leased Properties are located which (i) in respect of the True Tower Assets, such method has been reflected in the amount of the net advance annual rental payments in the table attached to the summary of the Amended and Restated Tower Master Lease, Operation and Management Agreement; and (ii) in respect of TUC Towers for Additional Investment No. 2 and TUC Towers for Additional Investment No. 3, such method has been reflected in the amount of the monthly net rental payments, provided that in each case, if a new law on property tax is enacted, the parties shall enter into good faith discussion on the responsibility and allocation in relation to property tax or similar tax under such new law for the Leased Properties; and (2) for the renewal term (being the term after December 31, 2027 or upon the Effective Date for Additional Investment No. 3, after September 15, 2033), the Fund shall be the person making the rental payments under the land leases and relevant property tax in respect of the site where the Leased Properties are located.

Subject to the Amended and Restated Tower Master Lease, Operation and Management Agreement, the Fund has the right to further lease to any third party and allow any third party to operate and manage any of the properties other than the Leased Properties or slots and facilities that are allocated to TUC and other founder tenants, subject to the rights of TUC described below. (1) If the Fund desires to lease to any third party and allow any third party to operate and manage or otherwise negotiates the lease, operation and management for any available slots, it must first offer such lease, operation and management to TUC, and TUC has the right to accept such lease, operation and management, provided that it be on no less favorable terms than that offered to the third party (and any discounts that would be applicable to such third-party lessee would also apply to TUC) and provided that the Fund shall not lease the slots on the Towers to third party at a rental rate which is lower than 12.5 percent of the then current rental rate (taking into account the escalation of 2.7 percent per annum). (2) In the case that the Fund at any time enters into an agreement with a third-party lessee in respect of the same property that is subject to the Amended and Restated Tower Master Lease, Operation and Management Agreement on terms more favorable than as provided to TUC, TUC has the right to cause the Fund to amend the Amended and Restated Tower Master Lease, Operation and Management Agreement so that TUC shall also have such more favorable terms.

The Fund shall not be responsible for the operation and management of any network or the management of any asset. TUC shall be responsible, by itself or through any person it may appoint, for maintaining, operating and managing the Leased Property and relevant towers and sites where the Leased Property is located in accordance with the service levels set out in the Amended and Restated Tower Master Lease, Operation and Management Agreement and the rules and regulations of the NBTC.

With respect to a right to install equipment, TUC has the right to install, maintain and operate: (a) any active telecommunications equipment; (b) any passive facilities for its own use and/or use by its sub-lessee; and (c) any other equipment, if required or necessary for the purpose of carrying out its maintenance work under the Amended and Restated Tower Master Lease, Operation and Management Agreement, on the Leased Property or the sites where the Leased Property are located subject to the terms and conditions set out in the Amended and Restated Tower Master Lease, Operation and Management Agreement.

In relation to use of Leased Properties and sites, TUC agrees to use, operate and manage the Leased Properties and sites in accordance with the terms and conditions set out in the Amended and Restated Tower Master Lease, Operation and Management Agreement. Such conditions include, among others, not to do or permit to be done anything that would become a nuisance or annoyance to the Fund or additional lessee, to keep the sites where the Leased Properties are located clean or in appropriate working condition, to take all reasonable precautions to avoid causing damage to the sites where the Leased Properties are located or any structure or building thereon, to ensure that the equipment and facilities installed and/or maintained in the Leased Properties or the sites where the Leased Properties are located are in compliance with applicable laws, not to use the Leased Properties for any purpose other than in relation to telecommunications activities and/or broadcasting (if legally permitted), to notify the Fund as soon as reasonably practicable after it becomes aware of any case of fire, flood, emergency or accidents affecting the sites where the Leased Properties are located.

For relocation of Towers in case of non-renewal of site leases, TUC shall, at its own costs and expenses, be responsible for relocating towers in respect of the True Tower Assets, TUC Towers for Additional Investment No. 2 and TUC Towers for Additional Investment No. 3 from the site where the Leased Properties are located to a new site if the land leases in respect such site cannot be renewed or extended. The Fund shall pay TUC a monthly compensation of Baht 6.6 million ("Compensation for Relocation") for TUC's responsibility relating to the tower relocation in respect of the True Tower Assets, TUC Towers for Additional Investment No. 2 and TUC Towers for Additional Investment No. 3. Annual escalation at a fixed rate of 2.7 percent per annum applies to such compensation from January 2019.

Insurance: The Fund shall be responsible for obtaining and maintaining, in respect of any Leased Properties, adequate insurance (including third party liability insurance and any other coverage) customary for the Leased Properties, and paying for relevant insurance premiums. On the other hand, TUC shall be responsible for obtaining and maintaining, in respect of any telecommunications equipment that TUC installs or places on any Leased Property, adequate insurance, including third party liability insurance and any other coverage, customary for such telecommunications equipment.

Each of the Fund and TUC agrees to indemnify each other for all losses and damages arising from breaches of their respective representations, warranties and covenants under the Amended and Restated Tower Master Lease, Operation and Management Agreement, subject to customary carve-outs.

Each of the Fund and TUC may transfer or assign its rights and/or obligations under the Amended and Restated Tower Master Lease, Operation and Management Agreement to any third party upon obtaining prior written consent of the other party.

TUC is allowed to sublease the slots that it leases, operates and manages under the Amended and Restated Tower Master Lease, Operation and Management Agreement, without prior consent of the Fund, as follows:

- (1) the Minimum Leased Properties to any third party;
- (2) any slots (in addition to the Minimum Leased Properties) to (a) any other founder tenants, (b) True or any of its existing or future subsidiaries and/or any non-True entity awarded to operate

telecommunications business using 1800 MHz frequency, (c) CAT, (d) TOT and (e) other telecommunications operators by exchanging for use of other telecommunications operator's slots without consideration; and

- (3) any slots (in addition to the Minimum Leased Properties) to any third party other than those listed in (2) above whereby the rental rate that TUC pays to the Fund for such slots shall be calculated by applying the discount that is applicable to the sub-lessee if such sub-lessee were to directly lease, operate and manage the Leased Properties from the Fund without the founder tenant discount; provided that the Fund may agree to give additional discounts to TUC in case TUC leases such slots for the purpose of subleasing to other third party.

The Fund may not sell, transfer or otherwise dispose of the Leased Properties without prior written consent from TUC (such consent not to be unreasonably withheld or delayed) and the Fund shall procure that the entity purchasing and/or accepting such transfer shall agree in writing, as a condition precedent to the sale, transfer or disposal, to abide by the terms and conditions of the Amended and Restated Tower Master Lease, Operation and Management Agreement along with any rights, liabilities and obligations arising thereunder.

If any reinforcement or enhancement of any towers that the Fund acquired from TUC or True and/or its subsidiaries which are subject to the lease, operation and management under the Amended and Restated Tower Master Lease, Operation and Management Agreement, is required or necessary (either due to TUC's and/or third party tenant's request), TUC will perform such reinforcement or enhancement in all cases but at the Fund's cost plus a reasonable margin. If the Fund lacks funding for such reinforcement or enhancement, TUC will advance the costs of such reinforcement or enhancement and the Fund will reimburse TUC for such costs together with the applicable margin within 30 days from the date of invoice by TUC. If it fails to do so, the Fund agrees to pay TUC interest on the outstanding but unpaid amount at the rate of 7.5 percent per annum from the due date until such payment is made in full. If the Fund fails to reimburse TUC within the specified period, TUC is permitted to off-set such costs together with the applicable margin and interest against the monthly rental payment due and payable by TUC to the Fund.

With respect to the termination of agreement, each party has the right to terminate the lease, operation and management if, among other circumstances, the other party fails to comply with any of its material obligations under the Amended and Restated Tower Master Lease, Operation and Management Agreement, including (on the part of TUC) a failure to pay the rent for a certain period of time, bankruptcy, or if it becomes unlawful for either party to perform its material obligations under the Amended and Restated Tower Master Lease, Operation and Management Agreement. Although, TUC has the right to terminate the Amended and Restated Tower Master Lease, Operation and Management Agreement if, among others, there is no member of True Group that requires, or has the rights under the law to lease the Leased Properties for the purpose of carrying out its business as a result of termination or expiry of its spectrum licenses for the operation of telecom business to which telecommunications towers relates.

TUC shall, at all times, be responsible for (a) any value added tax (VAT), sales tax and/or service tax and (b) from the Effective Date for Additional Investment No. 2, any other payments in relation to the taxes referred to in (a) (if any) which are in relation to those taxes incurred from the Effective Date for Additional Investment No. 2 onward, and in relation to each of (a) and (b), that is chargeable in respect

of the amount payable by TUC under the Amended and Restated Tower Master Lease, Operation and Management Agreement.

The Amended and Restated Tower Master Lease, Operation and Management Agreement is governed by the laws of Thailand. The Courts of Thailand shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of or in connection with the Amended and Restated Tower Master Lease, Operation and Management Agreements.

Advance annual rental payment for Properties which are from True Tower Assets as part of the Initial Telecom Infrastructure Assets under the Amended and Restated Tower Master Lease, Operation and Management Agreement

Year	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
Annual advance rental in relation to the first-batch of 3000 towers (Baht: million)	1,006 ¹	805 ¹	906 ³	930 ³	964 ³	990 ³	1,016 ³	1,044 ³	1,072 ³	1,101 ³	1,131 ³	1,161 ³	1,193 ³	1,225 ³	1,258 ³	1,292 ³	1,327 ³	1,362 ³	1,399 ³	-
Annual landlease rental payment in relation to the first batch of 3,000 towers (Baht million)	(306)	(319)	(332)	(338)	(354)	(362)	(369)	(378)	(386)	(395)	(403)	(412)	(421)	(430)	(440)	(450)	(460)	(470)	(480)	-
Annual advance net rental revenue in relation to the first batch of 3,000 towers (Baht million)	700 ¹	486 ¹	574 ³	592 ³	610 ³	628 ³	647 ³	666 ³	686 ³	706 ³	727 ³	749 ³	771	794 ³	818 ³	842 ³	867 ³	893 ³	919 ³	-
Annual advance rental in relation to the second- batch of 3000 towers (Baht: million)	934 ¹	997 ³	1,024 ⁴	1,052 ⁴	1,072 ⁴	1,100 ⁴	1,130 ⁴	1,161 ⁴	1,192 ⁴	1,224 ⁴	1,258 ⁴	1,292 ⁴	1,326 ⁴	1,362 ⁴	1,399 ⁴	1,437 ⁴	1,476 ⁴	1,515 ⁴	-	-
Annual land lease rental payment in relation to the second batch of 3,000 towers (Baht million)	(366)	(381)	(388)	(396)	(397)	(405)	(414)	(423)	(432)	(442)	(452)	(462)	(472)	(482)	(493)	(504)	(515)	(526)	-	-
Annual advance net rental revenue in relation to the second batch of 3,000 towers (Baht million)	568 ²	616 ⁴	636 ⁴	656 ⁴	675 ⁴	695 ⁴	716 ⁴	738 ⁴	760 ⁴	782 ⁴	806 ⁴	830 ⁴	854 ⁴	880 ⁴	906 ⁴	933 ⁴	961 ⁴	989 ⁴	-	-

Remark: 1. This is calculated based on 3,820 Antenna Slots on ground-based Towers and 2,799 Antenna Slots on rooftop based Towers
 2. This is calculated based on 5,568 Antenna Slots on ground-based Towers and 1,806 Antenna Slots on rooftop based Towers
 3. This is calculated based on 4,579 Antenna Slots on ground-based Towers and 2,809 Antenna Slots on rooftop based Towers
 4. This is calculated based on 6,045 Antenna Slots on ground-based Towers and 1,816 Antenna Slots on rooftop based Towers

(6.3) Master Lease, Operation Maintenance and Management Agreement between TICC as a lessee and the Fund as a lessor (“TICC Master Lease Agreement”) for the period of 13 years and 5 years, as the case may be, starting from 24th December 2013

The objective of TICC Master Lease Agreement is to lease, operates, and manages (i) approximately 5,112 km of core FOC grid, whereby TICC will lease, operate and manage, for each year, at least the minimum as shown in the table attached to the summary of the TICC Master Lease, Operation and Management Agreement; (ii) transmission equipment related to the core FOC grid; (iii) upcountry broadband system which comprises passive telecommunications equipment (for exclusive use by TICC unless agreed otherwise by TICC after the initial 5 years); and (iv) upcountry broadband system which comprises active telecommunications equipment (for exclusive use by TICC), (collectively, the “Leased Properties”). The term of the lease, operation and management is:

- (1) until 2026, for core FOC grid and upcountry broadband system which are passive telecommunications equipment; and
- (2) until 2018, for transmission equipment that is related to the core FOC grid and upcountry broadband system which are active telecommunications equipment.

The rental rates for the leased property are equal to:

- (a) Core FOC grid:
 - (1) up to 76% of the core FOC grid (i.e. 93,370 core km): Baht 350 per month per core km; and
 - (2) in excess of 76% to 100% of the core FOC grid: Baht 1,100 per month per core km,

whereby, the annual net rental revenue for the core FOC grid that the Fund will receive will be calculated based on the above rate less operation and maintenance fee for core FOC grid at the rate of Baht 186 million per annum.

- (b) Transmission equipment related to the core FOC grid: Baht 38 million per annum.
- (c) Upcountry broadband system which comprises passive telecommunications equipment: Baht 791 million per annum (subject to future rate adjustments to be agreed, in case TICC agrees to release its right to exclusive use after year 5).
- (d) Upcountry broadband system which comprises active telecommunications equipment: Baht 317 million per annum.

The following adjustments/discounts to the rental rate apply under the conditions described below:

- (1) annual escalation for rental rate of upcountry broadband system (both active and passive telecommunications equipment) at 5% in 2015; and
- (2) at the rate equal to the Consumer Price Index (CPI) announced by the Ministry of Commerce of Thailand for the previous year and beginning from January 2016, such rate shall not exceed 3.5%; and
- (3) no escalation for rental rate of core FOC grid and transmission equipment.

The Fund shall be responsible for obtaining and maintaining third party liability insurance for the Leased Property, and paying for relevant insurance premiums.

If any upgrade of any Leased Properties or relevant assets that the Fund acquired from TICC or True or any of its subsidiaries which are subject to lease, operation and management under the TICC Master Lease, Operation and Management Agreement, is required or necessary, TICC will perform such upgrade at its own cost, whereby such upgrades shall become additional assets which if TICC wishes to sell to any person, TICC must first offer to sell such assets to the Fund.

(6.4) Amended and Restated Master Lease, Operation, Maintenance and Management Agreement between TICC, TUC as lessees and the Fund as a lessor (“Amended and Restated FOC Master Lease, Operation and Management Agreement”)

The provisions of the Amended and Restated FOC Master Lease, Operation and Management Agreement become effective upon the completion of sale of FOC for Additional Investment No. 2, which is November 28, 2017 (the “Effective Date for Additional Investment No. 2”) provided that certain provisions in relation to the FOC to be sold by TUC and True Move to the Fund under the Additional Investment No. 3 (the “FOC for Additional Investment No. 3”) will become effective upon the completion of sale of FOC for Additional Investment No. 3 (the “Effective Date for Additional Investment No. 3”).

For the purpose of the summary of the Amended and Restated FOC Master Lease, Operation and Management Agreement, the immediately next sale and lease of the any Additional Assets by any member of True Group to the Fund after the Additional Investment No. 2 shall be referred to as the “Additional Investment No. 3.”

The property that TICC and TUC lease, operate and manage under the Amended and Restated FOC Master Lease, Operation and Management Agreement consists of:

- (a) Properties from part of the Initial Telecom Infrastructure Assets
 - TICC
 - (i) 5,112 km of upcountry FOC, whereby TICC leases, operates and manages, for each year, at least the minimum as shown in the table attached to the summary of the Amended and Restated FOC Master Lease, Operation and Management Agreement;
 - (ii) transmission equipment related to the FOC;
 - (iii) upcountry broadband system which comprises passive telecommunications equipment (for exclusive use by TICC unless agreed otherwise by TICC after year 2018); and
 - (iv) upcountry broadband system which comprises active telecommunications equipment (for exclusive use by TICC),
- (b) Properties from part of the FOC for Additional Investment No. 2, subject to successful closing of the sale of the relevant FOC for Additional Investment No. 2,
 - TUC
 - (i) 80 percent of TUC FOC for Additional Investment No. 2 being, FOC for provision of mobile services in provincial areas with a length of 1,113 km (or 62,594 core km); and
 - (ii) 80 percent of True Move Core FOC for Additional Investment No. 2 being, FOC for provision of mobile and internet services in BMA with an approximate length of 542 km (or approximately 117,147 core km).

- (c) Properties from part of the FOC for Additional Investment No. 3 - Subject to successful closing of the sale of the relevant FOC for Additional Investment No. 3

TICC

- (i) 80 percent of FOC for FTTx to be sold by True Move to the Fund under the Additional Investment No. 3, being the FOC for FTTx for provision of internet and broadband internet services in provincial areas with an approximate length of 5,933 km (or approximately 220,428 core km) (the “True Move FOC for FTTx for Additional Investment No. 3”).

TUC

- (i) 80 percent of FOC to be sold by TUC to the Fund under the Additional Investment No. 3, being the FOC for provision of mobile services in provincial areas with an approximate length of 8,017 km (or approximately 252,006 core km) (the “TUC FOC for Additional Investment No. 3”); and
- (ii) 80 percent of FOC to be sold by True Move to the Fund under the Additional Investment No. 3, being the FOC for FTTx for provision of mobile and internet services in BMA with an approximate length of 546 km (or approximately 117,871 core km) (the “True Move Core FOC for Additional Investment No. 3”),

(collectively, the “Leased Properties”).

FOC properties acquired by the Fund as part of the Initial Telecom Infrastructure Assets, FOC for Additional Investment No. 2 and FOC for Additional Investment No. 3 which the Fund can lease to TUC, TICC or other founder lessee under the Amended and Restated FOC Master Lease, Operation and Management Agreement is collectively referred to as the “Properties.”

Rental rates of Leased Properties are as follows:

- (1) From December 25, 2013 until the Effective Date for Additional Investment No. 2, the rental rates for the Leased Properties are:
 - (a) FOC:
 - (i) up to 76 percent of the FOC (i.e. 93,370 core km): Baht 350 per month per core km; and
 - (ii) in excess of 76 percent to 100 percent of the FOC: Baht 500 per month per core km, whereby, the annual net rental revenue for the FOC that the Fund will receive will be calculated based on the above rate less a discount at the rate of Baht 186 million per annum.
 - (b) Transmission equipment related to the FOC: Baht 38 million per annum.
 - (c) Upcountry broadband system which comprises passive telecommunications equipment: Baht 791 million per annum (subject to future rate adjustments to be agreed, in case TICC agrees to release its right to exclusive use after year 2018).
 - (d) Upcountry broadband system which comprises active telecommunications equipment: Baht 317 million per annum.

(2) From the Effective Date for Additional Investment No. 2 onward, the rental rates for the Leased Properties are:

(2.1) Properties from part of the Initial Telecom Infrastructure Assets

- (a) FOC: Baht 350 per month per core km whereby, the annual net rental revenue for the FOC that the Fund will receive will be calculated based on the above rate less a discount at the rate of Baht 186 million per annum.
- (b) Transmission equipment related to the FOC: Baht 38 million per annum. For year 2019 to 2021 (upon the Effective Date for Additional Investment No. 3): Baht 35.34 million per annum (taken into account 7 percent discount).
- (c) Upcountry broadband system which comprises passive telecommunications equipment:
 - (i) For year 2017 - Baht 832.13 million per annum; (ii) For year 2018 onward - the annual rental for the previous year plus annual escalation (based on CPI), (subject to future rate adjustments to be agreed, in case TICC agrees to release its right to exclusive use after year 2018).
 - (d) Upcountry broadband system which comprises active telecommunications equipment
 - (i) For year 2017 - Baht 333.48 million per annum;
 - (ii) For year 2018 – Baht 333.48 million per annum plus annual escalation (based on CPI);
 - (iii) For year 2019 (upon the Effective Date for Additional Investment No. 3) - the annual rental of year 2018 (minus 7 percent discount as a result of the expiry of the lease of Wifi and DSLAM) plus annual escalation (based on CPI); and
 - (iv) For year 2020-2021, the annual rental for the previous year plus annual escalation (based on CPI).

(2.2) Properties from part of the FOC for Additional Investment No. 2

- (a) TUC FOC for Additional Investment No. 2: Baht 350 per month per core km whereby, the annual net rental revenue for the FOC that the Fund will receive will be calculated based on the above rate less a discount at the rate of Baht 12 million per annum.
- (b) True Move Core FOC for Additional Investment No. 2: Baht 350 per month per core km whereby, the annual net rental revenue for the FOC that the Fund will receive will be calculated based on the above rate less a discount at the rate of Baht 6 million per annum.

(2.3) Properties from part of the FOC for Additional Investment No. 3

- (a) True Move FOC for FTTx for Additional Investment No. 3: Baht 350 per month per core km whereby, the annual net rental revenue for the FOC that the Fund will receive will be calculated based on the above rate less a discount at the rate of Baht 65 million per annum.
- (b) TUC FOC for Additional Investment No. 3: Baht 350 per month per core km whereby, the annual net rental revenue for the FOC that the Fund will receive will be calculated based on the above rate less a discount at the rate of Baht 88 million per annum.
- (c) True Move Core FOC for Additional Investment No. 3: Baht 350 per month per core km whereby, the annual net rental revenue for the FOC that the Fund will receive will be calculated based on the above rate less a discount at the rate of Baht 6 million per annum.

The following adjustments to the rental rate apply under these conditions: annual escalation for rental rate of upcountry broadband system (both active and passive telecommunications equipment) which are part of the Initial Telecom Infrastructure Assets: (i) at 5 percent in 2015; and (ii) at the rate equal to the Consumer Price Index (CPI) announced by the Ministry of Commerce of Thailand for the previous year and beginning from January 2016, such rate shall not exceed 3.5 percent and in case the Consumer Price Index (CPI) is a minus figure, there shall be no adjustment to the rental rate. For FOC and transmission equipment, there will be no escalation for rental rate of FOC and transmission equipment.

The term of the lease, operation and management is:

- (a) Properties from part of the Initial Telecom Infrastructure Assets:
 - (i) for FOC and upcountry broadband system which are passive telecommunications equipment, until December 31, 2026 and upon the occurrence of the Effective Date for Additional Investment No. 3 occurs, the term will be extended to expire on September 15, 2033 (the "Initial Term"); and
 - (ii) for transmission equipment that is related to the FOC and upcountry broadband system which are active telecommunications equipment (except for Wifi and DSLAM which shall be leased until December 31, 2018), until December 31, 2018 and upon the occurrence of the Effective Date for Additional Investment No. 3 occurs, the term will be extended to expire on December 31, 2021.
- (b) Properties from part of the FOC for Additional Investment No. 2 and FOC for Additional Investment No. 3 - Subject to successful closing of the sale of FOC for Additional Investment No. 2 or the sale of FOC for Additional Investment No. 3, as the case may be, from the Effective Date for the Additional Investment No. 2 or the Effective Date for Additional Investment No. 3, as the case may be, until September 15, 2033.

The renewal of the term of the lease, operation and management is as follows: (a) In relation to the FOC and upcountry broadband system which comprises passive telecommunications equipment which are Properties part of the Initial Telecom Infrastructure Assets, at least two years prior to the expiry of its respective current term (initial term or, as the case may be, extended term), TICC and/or other founder tenants shall notify the Fund should it wish to renew and/or extend the term of the lease of the relevant properties for a period as mutually agreed by the parties and at a mutually agreed market rate subject to applicable agreed discounts, however, such discounts shall not be less than that TICC and/or other founder tenants are entitled. (b) In relation to the transmission equipment that is related to the FOC and upcountry upcountry broadband system which comprises active telecommunications equipment which are part of the Initial Telecom Infrastructure Assets, at least one years prior to the expiry of its respective current term, TICC and/or other founder tenants shall notify the Fund should it wish to renew and/or extend the term of the lease of the relevant properties for a period as mutually agreed by the parties and at a mutually agreed market rate subject to applicable agreed discounts, however, such discounts shall not be less than that TICC and/or other founder tenants are entitled. (c) In relation to the Properties from part of FOC for Additional Investment No. 2 and the Properties from part of FOC for Additional Investment No. 3, TICC and/or TUC and/or other founder lessee shall extend the lease term (which will expire on September 15, 2033 (the "Initial Term")) for the lease of at least 80 percent of total core km of these properties for another (i) ten years from the Initial Term or

(ii) the remaining term of the telecommunications license held by TICC or any member of True Group, whichever is shorter if upon the expiry of the Initial Term, TICC or any member of True Group has obtained the telecommunications license required to provide broadband service from the NBTC provided that one of the following condition is met:

- (1) the total annual revenue of True Group from broadband service based on True's annual report for the year 2032 exceed Baht 16,546,000,000; or
- (2) the total market share of True Group in broadband service as of the most recent public data published by a competent authority is more than 33 percent,

on the same terms and conditions except for the applicable monthly rate (which shall be not less than Baht 350 per core km) as mutually agreed between the parties, unless otherwise agreed between the parties.

The Fund has the right to further lease to any third party and allow any third party to operate and manage any available FOC and transmission equipment not subject to the lease, operation and management by TICC and/or TUC under the Amended and Restated FOC Master Lease, Operation and Management Agreement, subject to the rights of TICC and TUC described below.

- (a) If the Fund desires to lease to any third party and allow any third party to operate and manage or otherwise negotiates the lease, operation and management for any available property not subject to the lease, operation and management by TICC and/or TUC under the Amended and Restated FOC Master Lease, Operation and Management Agreement, it must first offer such lease, operation and management to TICC and TUC, and TICC and/or TUC has the right to accept such lease, operation and management, provided that it be on no less favorable terms than that offered to such third party (and any discounts that would be applicable to such third party lessee would also apply to TICC and/or TUC) and provided that the Fund shall not lease the available FOC to any third party at a rental rate which is lower than Baht 500 per core km per month.
- (b) If the Fund at any time enters into an agreement with a third-party lessee in respect of the same type of property subject to the Amended and Restated FOC Master Lease, Operation and Management Agreement on terms more favorable than as provided to TICC and TUC, TICC and/or TUC has the right to cause the Fund to amend the Amended and Restated FOC Master Lease, Operation and Management Agreement so that TICC and TUC shall also have such more favorable terms.

The Fund shall not be responsible for the operation and management of any network or asset. TICC and/or TUC shall be responsible, by itself or through any person it may appoint, for maintaining, operating and managing the Leased Property and the available FOC in accordance with the service levels set out in the Amended and Restated FOC Master Lease, Operation and Management Agreement and the rules and regulations of the NBTC.

TICC and TUC agree to use, operate and manage the Leased Properties in accordance with the terms and conditions set out in the Amended and Restated FOC Master Lease, Operation and Management Agreement. Such conditions include, among others, to take all reasonable precautions

to avoid causing damage to the Leased Properties, not to use the Leased Properties for any purpose other than in relation to the telecommunications activities and/or broadcasting (if legally permitted), to notify the Fund as soon as reasonably practicable after it becomes aware of any case of fire, flood, emergency or accidents affecting the Leased Properties.

The Fund shall not be responsible for the procurement of the rights of way with respect to the Properties. TICC and TUC acknowledge and confirm that the contractual rights of way in relation to the Properties by the Fund are granted in the name of TICC or TUC or in the name of any other founder lessee (if any) throughout the term of the lease under the Amended and Restated FOC Master Lease, Operation and Management Agreement. Upon the expiry of the Amended and Restated FOC Master Lease, Operation and Management Agreement, TICC and TUC shall procure the rights of way with respect to the Properties to the extent that TICC, TUC or any other True Group entity is permitted by law and there is no other lessee in accordance with the terms and conditions of the Amended and Restated FOC Master Lease, Operation and Management Agreement. However, The Fund agrees to be responsible for the fees in relation to the rights of way in the amount and method to be agreed by the Fund and TICC and TUC, provided that the fees in relation to the rights of way may be changed by reference to the fees in relation to rights of way imposed on TICC and TUC with respect to the Properties in accordance with the terms and conditions set out in the Amended and Restated FOC Master Lease, Operation and Management Agreement. Moreover, TUC and TICC agree to be responsible for costs and expenses for moving FOC underground in respect of the FOC from the Initial Telecom Infrastructure Assets, the FOC for Additional Investment No. 2 and the FOC for Additional Investment No. 3 (provided that the Compensation for Relocation is paid by the Fund to TUC in accordance with the terms of the Amended and Restated Tower Master Lease, Operation and Management Agreement) and for the difference between the fees in relation to the rights of way laid on the electricity poles and the fees in relation to the rights of way for underground ducts for parts of FOC that will be moved underground.

In relation to non-compete agreement, TUC and TICC shall not (and shall procure that no member of True Group shall), without the prior written consent of the Fund, build any new FOC on the same routes as those of the FOC which is parts of Initial Telecom Infrastructure Assets, FOC for Additional Investment No. 2, FOC for Additional Investment No. 3 or any other FOC which was sold to the Fund and/or leased by any member of True Group as of November 28, 2017 (and Effective Date for Additional Investment No. 3 upon which the acquisition of the FOC for Additional Investment No. 3 has properly taken place), except in either of the following cases: (a) the available FOC of the Fund to be leased by any member of True Group does not have sufficient capacity in any technical respect to fully meet the requirements of the relevant member(s) of True Group, provided that reasonably sufficient evidence and explanations relating to such technical insufficient capacity are provided to the Fund for information; or (b) the Fund refuses to lease any available capacity of the FOC to any member of True Group; or (c) the Parties cannot agree on the commercially reasonable terms for the lease of the available FOC.

In each of the foregoing cases, it is agreed that any member of True Group may, at its sole discretion, build and roll out a new FOC on the same route(s) as those of the Properties to meet the requirements of the relevant member(s) of True Group, provided however that TUC or TICC shall first notify the Fund of its intention to lease the available capacity of the FOC of the Fund (together with details of the capacity and other relevant technical requirements as required by the relevant member(s) of True Group), and the Fund shall, within 30 days of its receipt of such notice from TUC or TICC, notify TUC or TICC whether it

will lease the available capacity of the FOC to the relevant member(s) of True Group in full compliance with the notified requirements as aforesaid, together with commercially reasonable terms applicable to the lease thereof. In the event that the FOC made available by the Fund for such route(s) does not have sufficient capacity or does not fully meet the technical requirements of the relevant member(s) of True Group in any respect, as the case may be, TUC or TICC shall, or shall procure that the relevant member(s) of True Group shall, provided always that it is proved to be technically and operationally feasible for such member(s) of True Group to do so, lease the Fund's available FOC up to 100% (one hundred per cent) of the available capacity first, and TUC or TICC and/or any member of True Group may elect, at its sole discretion, to build and roll out an additional new FOC on the same routes, subject however to certain conditions as follows: if (a) upon the expiry of the 30-day period mentioned above, the Fund does not respond to TUC or TICC's notice; or (b) the Fund notifies TUC or TICC that it refuses to lease the available capacity of its FOC to the relevant member(s) of True Group; or (c) the Fund has offered TUC or TICC the applicable terms for the lease of its available capacity of the FOC, but TUC or TICC and the Fund cannot agree on the commercially reasonable terms for such lease within 30 days of the date on which the applicable lease terms were offered by the Fund to TUC or TICC, then the relevant member(s) of True Group, may elect, at its sole discretion, to build and roll out a new FOC on the same route(s) as those of the Properties. TUC or TICC shall, as soon as practicable after the completion of the new FOC, notify the Fund in writing of the pertinent information relating to such new FOC as built and rolled out by the relevant member(s) of True Group. The provisions of non-compete agreement shall survive the expiry of the term of the lease, operation and management under this Amended and Restated FOC Master Lease, Operation and Management Agreement.

In respect of the Properties from part of the Telecom Infrastructure Assets, TICC has the exclusive right to lease, operate and manage the upcountry broadband system from the Fund. After December 31, 2018, TICC may agree to release the exclusivity right, subject to terms and conditions agreed by TICC.

The Fund shall be responsible for obtaining and maintaining third party liability insurance for the Leased Property, and paying for relevant insurance premiums.

Each of the Fund and TICC and/or TUC agrees to indemnify each other for all losses and damages arising from breaches of their respective representations, warranties and covenants under the Amended and Restated FOC Master Lease, Operation and Management Agreement, subject to customary carve-outs.

With respect to assignment, each of the Fund and TICC and/or TUC may transfer or assign its rights and/or obligations under the Amended and Restated FOC Master Lease, Operation and Management Agreement to any third party upon obtaining prior written consent of the other party. TICC and TUC may use or further provide services in relation to the Leased Property under the Amended and Restated FOC Master Lease, Operation and Management Agreement to its customers and may sub-lease the Leased Properties to other parties. Moreover, The Fund may not sell, transfer or otherwise dispose of the Leased Properties without prior written consent from TICC and TUC (such consent not to be unreasonably withheld or delayed) and the Fund shall procure that the entity purchasing and/or accepting such transfer shall agree in writing, as a condition precedent to the sale, transfer or disposal, to abide by the terms and conditions of the Amended and Restated FOC Master Lease, Operation and Management Agreement along with any rights, liabilities and obligations arising thereunder.

If any upgrade of any Leased Properties or relevant assets that the Fund acquired from TICC and/or TUC or True or any of its subsidiaries which are subject to lease, operation and management under the Amended and Restated FOC Master Lease, Operation and Management Agreement, is required or necessary, TICC and/or TUC will perform such upgrade at its own cost, whereby such upgrades shall become additional assets which if TICC and/or TUC wishes to sell to any person, TICC and/or TUC must first offer to sell such assets to the Fund.

With respect to the termination of agreement, each party has the right to terminate the lease, operation and management if, among other circumstances, the other party fails to comply with any of its material obligations under the Amended and Restated FOC Master Lease, Operation and Management Agreement, including (on the part of TICC and/or TUC) a failure to pay the rent for a certain period of time, bankruptcy or if it becomes unlawful for either party to perform its material obligations under the Amended and Restated FOC Master Lease, Operation and Management Agreement. Although, TUC or TICC has the right to terminate the Amended and Restated FOC Master Lease, Operation and Management Agreement if, among others, there is no member of True Group that requires, or has the rights under the law to lease the Leased Properties for the purpose of carrying out its business as a result of termination or expiry of its telecommunication license for the operation of telecom business to which the FOC relates.

The Amended and Restated FOC Master Lease, Operation and Management Agreement is governed by the laws of Thailand. The Courts of Thailand shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of or in connection with the Amended and Restated FOC Master Lease, Operation and Management Agreements.

Minimum FOC which are Properties from part of the Initial Telecom Infrastructure Assets to be leased, operated and managed by TICC each year

Year	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033
Minimum core																					
FOC grid (% of total core-km)	60	60	61	62	63	65	66	67	68	69	69	70	71	72	72	72	72	72	72	72	72

(7) Long-Term Lease Agreement and FOC Sub-Lease, Operation and Management Agreement

(7.1) Long-Term Lease Agreement between AWC as a lessor and the Fund as a lessee (“Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1”) for the period of 20 years (from 5th March 2015)

The objective of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1 is for the Fund to lease FOC of 7,981 km. in upcountry regions (“Leased Property”) for the period of 20 years.

AWC acknowledges and consent that the Fund may seek benefits from the Leased Property by sub-leasing such property. The Fund shall have no obligation in relation to the operation, maintenance

and management of the Leased Property. The sub-lessee which sub-leases the Leased Property from the Fund shall be responsible for the operation, maintenance and management of the Leased Property. The Fund will initially sub-lease part of the Leased Property to TICC, and TICC shall have the obligations in relation to the operation, maintenance and management of the Leased Property in accordance with service standards specified in the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1 and the FOC Sub-lease, Operation and Management Agreement (which will be later defined) between the Fund and TICC. The Fund shall not be responsible to AWC for any damage incurred to the Leased Property as a result of the sub-lease or any fault in the operation, maintenance and management of the Leased Property by TICC and/or any founder sub-lessee which is a True Group entity. AWC agrees that it shall not demand the Fund to be liable for any damage arising out thereof.

From the date of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1, AWC shall procure that each of the Fund, the Fund's sub-lessee of the Leased Property, the Telecom Asset Manager and their designated persons has the right to access the Leased Property pursuant to the terms and conditions of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1.

From the date of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1, if, as a result of any defect of the Leased Property or any other events that result in the sub-lessee being unable to use such Leased Property, the Fund and AWC acknowledge that TICC, as the founder sub-lessee under the FOC Sub-Leased, Operation and Management Agreement, will have the obligations in relation to the operation and maintenance of the Leased Property, including rectifying, modifying or relocating the Leased Property to ensure their normal use at TICC's own expenses in accordance with the terms and conditions of the FOC Sub-Lease, Operation and Management Agreement. In case that TICC fails to rectify, modify or relocate the Leased Property according to the FOC Sub-Lease, Operation and Management Agreement, AWC shall arrange for the same pursuant to the terms and conditions of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1.

Upon the Fund's exercising the option to purchase and making payment of the Option Price, if there is any part of the Leased Property that cannot be transferred and delivered to the Fund on the closing date of the transfer of the Leased Property (the "Leased Property Closing Date"), AWC shall pay to the Fund the fair value of such part of the Leased Property that cannot be transferred and delivered to the Fund. The parties agree that the fair value shall be from either the average price obtained from two appraisers approved by the SEC pursuant to the relevant notifications and appointed by each of the parties to appraise the property or any other method as agreed by the parties. In case of the appraisals by the two appraisers, if the average prices obtained from each appraiser differ more than 50 per cent from the lower average price, both parties shall mutually agree to the fair value of the Leased Property that cannot be transferred and delivered to the Fund. Upon AWC's payment of such fair value in full, AWC shall be relieved of its obligation to deliver and transfer such part of the Leased Property to the Fund.

From the Leased Property Closing Date, AWC shall, at its own costs:

- (a) procure (by itself or other person it may appoint) the Fund and sub-lessees of the Leased Property which have been delivered and transferred to the Fund on the Leased Property Closing Date ("Transferred Assets"), The Telecom Asset Manager and their designated persons are

entitled to use and access the rights of way with respect to such property in accordance with the terms and conditions of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1, provided that if other True Group entity or any other person approved by the Fund is responsible for the rights of way with respect to the Transferred Assets and leases such Leased Property, AWC shall no longer have such responsibility; and

- (b) in relation to any agreements with respect to the Transferred Assets which cannot be assigned and/or novated to the Fund, procure that the Fund can enjoy the rights and benefits of AWC under such agreements.

AWC may (by itself or other person it may appoint) change the Leased Property by replacement of new FOC with equal or longer FOC core km in length at its own expenses. After such change of the Leased Property, AWC shall notify the Fund of such change on annual basis.

If, as a result of AWC's (by itself or other person it may appoint) constructing or procuring additional FOC (whether by addition to or replacement of new FOC on the same route with increasing core km in length) for leasing to other tenants or in support of additional capacity, which is not the maintenance of the leased FOC pursuant to the terms and conditions of the FOC Sub-Lease, Operation and Management Agreement, AWC agrees to grant to the Fund the right to purchase, lease or otherwise invest in such additional FOC at the fair value.

AWC may (by itself or other person it may appoint) change the Leased Property by deployment of new FOC with equal or longer core km of FOC which is neither for leasing to other persons nor is it in support of additional capacity, the parties agree that the FOC so changed shall be the maintenance of the leased FOC pursuant to the terms and conditions of the FOC Sub-Lease, Operation and Management Agreement and shall be part of the Leased Property from which the Fund may seek benefits throughout the term of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1, whereby AWC agrees not to charge additional rental in such a case.

During the term of the lease, AWC's aggregate liability in relation to breaches of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1 shall not exceed the Leased Value. AWC shall be liable for any actual damages, losses, claims, taxes (other than VAT), stamp duty, liabilities and related costs and expenses, arising out of or resulting from the entry into, exercise and enforcement under the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1;

If the Fund exercises the option to purchase and AWC has transferred the Leased Property to the Fund, as from the Leased Property Closing Date:

- (1) AWC shall be liable in respect of any claim in relation to the Transferred Assets if a notice of such claim is given by the Fund within two years from the Leased Property Closing Date, except for claims arising out of certain material matters as set out in the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1 for which there shall be no time limitation for giving notice of claims. Such matters include (other than pursuant to applicable law), among others, AWC's misrepresentation on its authority and capacity, ownership of the Transferred Assets and breach of material undertakings;

- (2) In respect of (a) any part of the Transferred Assets, the liability of AWC shall not exceed the fair value of such part of the Transferred Assets, whereas the parties agree that the fair value shall be the average price obtained from two appraisers approved by the SEC office pursuant to the relevant notifications and appointed by each party to appraise the property or by other method as agreed by the parties; (b) all other breaches occurring after the Leased Property Closing Date, the aggregate liabilities of AWC shall not exceed 50 per cent of the Lease Value and the Option Price of such asset. Parties agree that both parties shall have no liability for damage caused to the Transferred Assets due to force majeure.

The insurance relating to the Leased Property shall be in accordance with the terms and conditions of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1.

(7.2) Long-Term Lease Agreement with TICC as a lessor and the Fund as a lessee (“Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2”)

Subject to the satisfaction of all conditions precedent specified in the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2, TICC shall lease to the Fund, and the Fund accept the long-term lease from TICC of: (1) on the closing date for the delivery of the TICC Leased Property for Additional Investment No. 2 (the “TICC Leased Property Closing Date for Additional Investment No. 2”), 670 km of FOC (or 80,014 core km in capacity) currently used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the BMA (the “TICC Leased Property for Additional Investment No. 2”); and (2) on the closing date for the delivery of the TICC Leased Property for Additional Investment No. 3 (the “TICC Leased Property Closing Date for Additional Investment No. 3”), approximately 12,872 km of FOC (or approximately 619,986 core km in capacity) currently used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the BMA (the “TICC Leased Property for Additional Investment No. 3”); (collectively, the “TICC Leased Property for Additional Investment No. 2 and No. 3”).

Condition precedents stated in Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 are the following: (1) Conditions precedent to be satisfied on or before each of the TICC Leased Property Closing Date for Additional Investment No. 2 and the TICC Leased Property Closing Date for Additional Investment No. 3 include, but are not limited to, (a) all relevant corporate approvals, authorisations of TICC required for entering into and performance of its obligations under the TICC Long-term Lease Agreement in Relation to FOC for Additional Investment No. 2 having been obtained, (b) the execution and perfection of the Transaction Documents for Additional Investment No. 2, (c) the Fund having obtained the unitholders’ resolution to execute the TICC Long-term Lease Agreement in Relation to FOC for Additional Investment No. 2 pursuant to TN. 1/2554 Notification, (d) with respect to the TICC Leased Property for Additional Investment No. 2, the execution of credit facility agreement to obtain financing for the Fund’s acquisition of the long-term lease of the TICC Leased Property for Additional Investment No. 2, (e) with respect to the TICC Leased Property for Additional Investment No. 3, the execution of credit facility agreement to obtain partial financing for the Fund’s acquisition of the long-term lease of the TICC Leased Property for Additional Investment No. 3 (if any) and the Fund’s capital increase No. 1 having been duly registered in accordance with the Securities and Exchange Act, and (f) no material adverse effect having occurred from the date of the TICC Long-term Lease Agreement in Relation to FOC for Additional Investment No. 2. (2) With respect to the TICC Leased Property for Additional Investment No. 2, if the conditions precedent are not satisfied or waived within

14 Business Days from the signing date of the TICC Long-term Lease Agreement in Relation to FOC for Additional Investment No. 2 , TICC or the Fund may (provided that the failure to satisfy the relevant condition has not solely resulted from any breach of the obligations by such party) terminate the TICC Long-term Lease Agreement in Relation to FOC for Additional Investment No. 2 and neither TICC nor the Fund shall have any claim against the other under it, save for any claim arising from a breach of any obligation to fulfill the relevant conditions and to complete and make effective the transactions pursuant to the TICC Long-term Lease Agreement in Relation to FOC for Additional Investment No. 2. (3) With respect to the TICC Leased Property for Additional Investment No. 3, if the conditions precedent are not satisfied or waived within 14 Business Days from the date which is scheduled to be the TICC Leased Property Closing Date for Additional Investment No. 3 pursuant to the TICC Long-term Lease Agreement in Relation to FOC for Additional Investment No. 2, TICC or the Fund may (provided that the failure to satisfy the relevant condition has not solely resulted from any breach of the obligations by such party) terminate the long-term lease to the extent in relation to the TICC Leased Property for Additional Investment No. 3 and neither TICC nor the Fund shall have any claim against the other with respect thereto, save for any claim arising from a breach of any obligation to fulfill the relevant conditions and to complete and make effective the long-term lease of the TICC Leased Property for Additional Investment No. 3 pursuant to the TICC Long-term Lease Agreement in Relation to FOC for Additional Investment No. 2.

The lease value of the TICC Leased Property for Additional Investment No. 2 is THB3,410,271,951 (the “TICC Lease Value for Additional Investment No. 2”) and the lease value of the TICC Leased Property for Additional Investment No. 3 (the “TICC Lease Value for Additional Investment No. 3”) shall be in the amounts set out in the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 and shall be paid in full by the Fund on the TICC Leased Property Closing Date for Additional Investment No. 2 or the TICC Leased Property Closing Date for Additional Investment No. 3, as the case may be.

The term of the lease for both TICC Leased Property for Additional Investment No. 2 and TICC Leased Property for Additional Investment No. 3 shall be 30 years from the TICC Leased Property Closing Date for Additional Investment No. 2 or TICC Leased Property Closing Date for Additional Investment No. 3, as the case may be.

For a use of Leased Property for Additional Investment No. 2 and No. 3, TICC acknowledges and consents that the Fund may seek benefits from the TICC Leased Property for Additional Investment No. 2 and No. 3 by sub-leasing such property. The Fund shall have no obligation in relation to the operation, maintenance and management of the TICC Leased Property for Additional Investment No. 2 and No. 3. The sub-lessee which sub-leases the TICC Leased Property for Additional Investment No. 2 and No. 3 from the Fund shall be responsible for the operation, maintenance and management of the TICC Leased Property for Additional Investment No. 2 and No. 3. The Fund will initially lease part of the TICC Leased Property for Additional Investment No. 2 and No. 3 back to TICC, and TICC shall have the obligations in relation to the operation, maintenance and management of the TICC Leased Property for Additional Investment No. 2 and No. 3 in accordance with service standards specified in the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 and the FOC Sub-Lease, Operation and Management Agreement between the Fund and TICC (as amended) (the “Amended and Restated FOC Sub-Lease, Operation and Management Agreement”). The Fund

shall not be responsible to TICC for any damage incurred to the TICC Leased Property for Additional Investment No. 2 and No. 3 as a result of the sub-lease or any fault in the operation, maintenance and management of the TICC Leased Property for Additional Investment No. 2 and No. 3 by TICC as the founder sub-lessee and/or any other sub-lessee which is a True Group entity. TICC agrees that it shall not demand the Fund to be liable for any damage arising out thereof. Other than above, the Fund agrees to use the TICC Leased Property for Additional Investment No. 2 and No. 3 in accordance with the terms and conditions set out in the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2. Such conditions include, but are not limited to, TICC's prompt notification upon being aware of any fire, flood, emergency or accident affecting the TICC Leased Property for Additional Investment No. 2 and No. 3.

Key obligations of TICC are the following:

- (1) From each closing of the relevant TICC Leased Property for Additional Investment No. 2 and No. 3 (the "Relevant Leased Property Closing Date"), TICC shall procure that each of the Fund, the Fund's sub-lessee of the TICC Leased Property for Additional Investment No. 2 and No. 3, the Telecom Asset Manager and their designated persons has the right to access the TICC Leased Property for Additional Investment No. 2 and No. 3 pursuant to the terms and conditions of the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2.
- (2) From the Relevant Leased Property Closing Date, if, as a result of any defect of the TICC Leased Property for Additional Investment No. 2 and No. 3 or any other events that result in the sub-lessee being unable to use such TICC Leased Property for Additional Investment No. 2 and No. 3, the Fund and TICC acknowledge that TICC, as the founder sub-lessee under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, will have the obligations in relation to the operation and maintenance of the TICC Leased Property for Additional Investment No. 2 and No. 3, including rectifying, modifying or relocating the TICC Leased Property for Additional Investment No. 2 and No. 3 to ensure their normal use at TICC's own expenses in accordance with the terms and conditions of the Amended and Restated FOC Sub-Lease, Operation and Management Agreement.

With respect to rights of way, the Fund shall have no responsibility in relation to the rights of way with respect to the TICC Leased Property for Additional Investment No. 2 and No. 3. The Fund and TICC acknowledge that TICC and/or True Group entity, as the founder sub-lessee under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement shall have the obligations in relation to the rights of way with respect to the TICC Leased Property for Additional Investment No. 2 and No. 3 throughout the term of the Amended and Restated FOC Sub-Lease, Operation and Management Agreement. Upon the expiry of the FOC Sub-Lease, Operation and Management Agreement or TICC or other True Group entity no longer being the sub-lessee of the TICC Leased Property for Additional Investment No. 2 and No. 3, TICC shall procure to obtain the rights of way with respect to the TICC Leased Property for Additional Investment No. 2 and No. 3 to the extent that TICC or other True Group entity is permitted by law and no other sub-lessee of the Fund is able to obtain the rights of way with respect to the TICC Leased Property for Additional Investment No. 2 and No. 3 in accordance with the terms and conditions of the Amended and Restated FOC Sub-Lease, Operation and Management Agreement.

TICC irrevocably grants to the Fund the option to purchase the TICC Leased Property for Additional Investment No. 2 at Baht 200 million and the TICC Leased Property for Additional Investment No. 3 at Baht 1,300 million (the "Option Prices"), each exercisable upon the expiry date of the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2, provided that within 2 years prior to such expiry date the Fund notifies TICC of whether or not its wishes to exercise the options (the "Options"). Upon the Fund exercising the Options and making payment of the Option Prices, if there is any part of the TICC Leased Property for Additional Investment No. 2 and No. 3 that cannot be transferred and delivered to the Fund on the closing date of the transfer of the TICC Leased Property for Additional Investment No. 2 and No. 3 (the "TICC Leased Property Closing Date"), TICC shall pay to the Fund the fair value of such part of the TICC Leased Property for Additional Investment No. 2 and No. 3 that cannot be transferred and delivered to the Fund. The parties agree that the fair value shall be from either the average price obtained from two appraisers approved by the SEC pursuant to the relevant notifications and appointed by each of the parties to appraise the property or any other method as agreed by the parties. In the case of the appraisals by the two appraisers, if the average prices obtained from two appraisers are more than 50 percent different from the lower average price, both parties shall mutually agree to the fair value of the TICC Leased Property for Additional Investment No. 2 and No. 3 that cannot be transferred and delivered to the Fund. Upon TICC's payment of such fair value in full, TICC shall be relieved of its obligation to deliver and transfer such part of the TICC Leased Property for Additional Investment No. 2 and No. 3 to the Fund. Key obligations of TICC after transfer of Leased Property: From the TICC Leased Property Closing Date, TICC shall, at its own costs: (1) procure the Fund and sub-lessees of the TICC Leased Property for Additional Investment No. 2 and No. 3 which have been delivered and transferred to the Fund on the TICC Leased Property Closing Date (the "TICC Transferred Assets"), the Telecom Asset Manager and their designated persons are entitled to use and access the rights of way with respect to such property in accordance with the terms and conditions of the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2, provided that if other True Group entity or any other person approved by the Fund is responsible for the rights of way with respect to the TICC Transferred Assets and leases such TICC Leased Property for Additional Investment No. 2 and No. 3, TICC shall no longer have such responsibility; and (2) in relation to any agreements with respect to the TICC Transferred Assets which cannot be assigned and/or novated to the Fund, procure that the Fund can enjoy the rights and benefits of TICC under such agreements.

For a right of first offer of TICC, If the Fund exercises the Options and wishes to sell the TICC Transferred Assets to any third party, the Fund shall issue a written notice to TICC containing, (a) the offer price proposed by the Fund, and (b) all material terms and conditions for the sale of such TICC Transferred Assets proposed by the Fund. Upon receipt of such notice, TICC shall have a right of first offer to purchase such TICC Transferred Assets in accordance with the terms and conditions set out in the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2. Although, TICC may assign its right to purchase the TICC Transferred Assets to any other True Group entity without prior consent of the Fund.

Addition to Leased Property: (1) TICC may (by itself or other person it may appoint) change the TICC Leased Property for Additional Investment No. 2 and No. 3 by replacement of new FOC with equal or longer FOC core km in length at its own expenses. After such change of the Leased Property, TICC shall notify the Fund of such change on an annual basis. (2) If, as a result of TICC's (by itself or other person

it may appoint) constructing or procuring additional FOC (whether by addition to or replacement of new FOC on the same route with increasing core km in length) for leasing to other tenants or in support of additional capacity, which is not the maintenance of the leased FOC pursuant to the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, TICC agrees to grant to the Fund the right to purchase, lease or otherwise invest in such additional FOC at the fair value. The parties agree that the fair value shall be from either the average price obtained from two appraisers approved by the SEC pursuant to the relevant notifications and appointed by each party to appraise the property or any other method as agreed by the parties. In the case of the appraisals by the two appraisers, if the average prices obtained from the two appraisers are more than 50 percent different from the lower average price, both parties shall mutually agree to the fair value of such additional FOC. (3) TICC may (by itself or other person it may appoint) change the TICC Leased Property for Additional Investment No. 2 and No. 3 by deployment of new FOC with equal or longer FOC core km which is neither for leasing to other persons nor is it in support of additional capacity, the parties agree that the FOC so changed shall be the maintenance of the leased FOC pursuant to the Amended and Restated FOC Sub-Lease, Operation and Management Agreement and shall be part of the TICC Leased Property for Additional Investment No. 2 or the TICC Leased Property for Additional Investment No. 3, as the case may be, from which the Fund may seek benefits throughout the term of the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2, whereby TICC agrees not to charge additional rental in such a case.

In relation to limitation of liability of TICC, during the term of the lease, TICC's aggregate liability in relation to breaches of the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 shall not exceed the TICC Lease Value for Additional Investment No. 2 in respect of the TICC Leased Property for Additional Investment No. 2 and the TICC Lease Value for Additional Investment No. 3 in respect of the TICC Leased Property for Additional Investment No. 3. TICC shall be liable for any actual damages, losses, claims, taxes (other than VAT), stamp duty, liabilities and related costs and expenses, arising out of or resulting from the entry into, exercise and enforcement under the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2. If the Fund exercises the Options and TICC has transferred the TICC Leased Property for Additional Investment No. 2 and No. 3 to the Fund, TICC shall, as from the TICC Leased Property Closing Date: (a) TICC shall be liable in respect of any claim in relation to the TICC Transferred Assets if a notice of such claim is given by the Fund within two years from the TICC Leased Property Closing Date, except for claims arising out of certain material matters as set out in the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 for which there shall be no time limitation for giving notice of claims. Such matters include (other than pursuant to applicable law), among others, TICC's misrepresentation on its authority and capacity, ownership of the Transferred Assets and breach of material undertakings; (b) in respect of (i) any part of the TICC Transferred Assets, the liability of TICC shall not exceed the fair value of such part of the TICC Transferred Assets, whereas the parties agree that the fair value shall be the average price obtained from two appraisers approved by the SEC Office pursuant to the relevant notifications and appointed by each party to appraise the property or by other method as agreed by the parties; (ii) all other breaches occurring after the TICC Leased Property Closing Date, the aggregate liabilities of TICC shall not exceed 50 percent of the TICC Lease Value for Additional Investment No. 2 and the TICC Lease Value for Additional Investment No. 3, as the case may be, and the Option Price of such assets. Parties agree that both parties shall have no liability for damage caused to the TICC Transferred Assets due to force majeure.

Insurance: From the date of the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2, TICC undertakes: (1) to procure that all True Group's insurance policies for third-party liability insurance in relation to the TIC Leased Property are maintained in accordance with the terms set out in the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2; (2) to arrange for the relevant insurance policy for the TICC Leased Property under the name of the Fund, provided that the Fund shall be responsible for the insurance premiums with respect to such insurance policy; and (3) not to modify any term of True Group's insurance policies in relation to the TICC Leased Property without the prior written consent of the Fund, which shall not be unreasonably withheld.

Without limiting any other right which the Fund may have under the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 or any applicable law, TICC agrees to indemnify the Fund, the Management Company and their respective representatives against any and all actual damages, losses, claims, taxes, stamp duty, liabilities and related costs and expenses, including reasonable attorneys' fees and disbursements awarded against, incurred by any of them arising out of or resulting from a breach of covenant, agreement or warranty or any misrepresentation by TICC pursuant to the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2, except in the case of the Fund's, the Management Company's or their respective representatives' own fault, gross negligence or willful misconduct. With respect to indemnities of the Fund without limiting any other right which TICC may have under the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 or any applicable law, the Fund agrees to indemnify TICC and its representatives against any and all actual damages, losses, claims, taxes, stamp duty, liabilities and related costs and expenses, including reasonable attorneys' fees and disbursements awarded against, incurred by any of them arising out of or resulting from a breach of covenant, agreement or warranty or any misrepresentation by the Fund pursuant to the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2, except in the case of TICC's or their representatives' own fault, gross negligence or willful misconduct.

Except as permitted under the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2, neither TICC nor the Fund may, without the prior written consent of the other, assign, grant any security interest over or otherwise transfer the benefit of the whole or any part of the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2.

TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 is governed by the laws of Thailand. The Courts of Thailand shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of or in connection with the TICC Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2.

(7.3) FOC Sub-Leased, Operation, Maintenance and Management Agreement between TICC as a sub-lessee and the Fund as a lessor ("FOC Sub-Leased, Operation and Management Agreement) for the period of 11 years (5th March 2015 - 7th December 2026)

The objective of the TICC Sub-Leased, Operation and Management Agreement is for the Fund to sub-lease FOC of 7,981 km. which the Fund obtains the long term lease from AWC and is entitle to seek benefits therefore by sub-leasing it in accordance with the Long-Term Lease Agreement in Relation to FOC for

Additional Investment No. 1. ("the Property Sub-leaseable by the Fund"), whereby TICC will sub-lease, operate and manage, for each year, at least the minimum as specified in the Sub-Leased, Operation and Management Agreement (the "Sub-Leased Property").

The rental rates for the Sub-Leased Property are equal to:

- (1) for the Sub-Leased Property of up to 213,818 core km: Baht 350 per month per core km; and
- (2) for the Sub-Leased Property in excess of 213,818 core km to 303,453 core km: Baht 1,100 per month per core km.

whereby, the annual net rental revenue for the Sub-Leased Property that the Fund will receive will be calculated based on the above rate less a discount at the rate of Baht 88 million per annum.

No upward or downward adjustment to the rental rate for the Sub-Leased Property during the term of the sub-lease except as agreed by the parties pursuant to the terms and conditions set out in the FOC Sub-Lease, Operation and Management Agreement.

TICC may further sub-lease the Sub-Leased Property in accordance with the terms and conditions of the FOC Sub-Lease, Operation and Management Agreement.

The Fund (by itself or other person it may appoint) shall be responsible for obtaining and maintaining adequate insurance coverage for the Property Sub-leaseable by the Fund, including third party liability insurance coverage, and paying for relevant insurance premiums. TICC as the sub-lessee and/or a lessee of the sub-lessee shall be responsible, at its cost and expense, to obtain and keep in force, insurance in relation to its own equipment connected and/or linked to the sub-leased property leased by it under this Agreement, including third party liability insurance.

(7.4) Amended and Restated FOC Sub-Lease, Operation and Management for Additional Investment No. 1 between TICC as a sub-lessee and the Fund as a sub-lessor ("Amended and Restated FOC Sub- Lease, Operation and Management Agreement")

The provisions of the Amended and Restated FOC Sub-Lease, Operation and Management Agreement become effective upon the completion of sale of FOC for Additional Investment No. 2, which is November 28, 2017 (the "Effective Date for Additional Investment No. 2") provided that certain provisions in relation to the FOC to be leased by TICC to the Fund under the Additional Investment No. 3 (the "FOC for Additional Investment No. 3") will become effective upon the completion of lease of FOC for Additional Investment No. 3 (the "Effective Date for Additional Investment No. 3").

For the purpose of the summary of the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, the immediately next sale and lease of the any Additional Assets by any member of True Group to the Fund after the Additional Investment No. 2 shall be referred to as the "Additional Investment No. 3."

The property that TICC sub-leases, operates and manages under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement consists of:

- (a) Properties from part of Telecom Infrastructure Assets for Additional Investment No. 1
 - (i) 7,981 km (303,453 core-km) of FOC whereby TICC will sub-lease, operate and manage, for each year, at least the minimum as shown in the table attached to the summary of the Amended and Restated FOC Sub-Lease, Operation and Management Agreement.
- (b) Properties from TICC FOC for FTTx for Additional Investment No. 2
 - (i) Subject to successful closing of the long-term lease of TICC FOC for FTTx for Additional Investment No. 2, 80 percent of 670 km of FTTx Access BMA (80,014 core-km).
- (c) Properties which the Fund obtains the long-term lease from TICC of approximately 12,872 km of FTTx Access BMA (619,986 core-km) and is entitled to seek benefits therefore by sub-leasing it in accordance with the Long-Term Lease Agreement in relation to FOC for Additional Investment No. 3 (the “TICC FOC for FTTx for Additional Investment No. 3”)
 - (i) Subject to successful closing of the long-term lease of TICC FOC for FTTx for Additional Investment No. 3, 80 percent of approximately 12,872 km of FTTx Access BMA (619,986 corekm),

(collectively, the “Sub-Leased Properties”)

FOC properties acquired by the Fund as part of the Telecom Infrastructure Assets for Additional Investment No. 1, TICC FOC for FTTx for Additional Investment No. 2 and TICC FOC for FTTx for Additional Investment No. 3 which the Fund can sub-lease to TICC, or other sub-lessee under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement is collectively referred to as the “Properties Subleasable by the Fund.”

Rental rates of the Sub-Leased Properties are as follows:

- (1) From March 5, 2015 until the Effective Date for Additional Investment No. 2, the rental rates for the Sub-Leased Properties (i.e. Properties from part of Telecom Infrastructure Assets for Additional Investment No. 1) are:
 - (a) up to 213,818 core km of FOC: Baht 350 per month per core km; and
 - (b) in excess of 213,818 core km to 303,453 core km of FOC: Baht 1,100 per month per core km,

whereby, the annual net rental revenue for the FOC that the Fund will receive will be calculated based on the above rate less a discount at the rate of Baht 88 million per annum.

- (2) From the Effective Date for Additional Investment No. 2 onward, the rental rates for the Sub-Leased Properties are:

(2.1) Properties from part of Telecom Infrastructure for Additional Investment No. 1

- (a) Baht 350 per month per core km whereby, the annual net rental revenue for the FOC that the Fund will receive will be calculated based on the above rate less a discount at the rate of Baht 88 million per annum.

(2.2) Properties from TICC FOC for FTTx for Additional Investment No. 2

- (a) Baht 350 per month per core km whereby, the annual net rental revenue for the FOC that the Fund will receive will be calculated based on the above rate less a discount at the rate of Baht 7 million per annum.

(2.3) Properties from TICC FOC for FTTx for Additional Investment No. 3

- (a) Baht 350 per month per core km whereby, the annual net rental revenue for the FOC that the Fund will receive will be calculated based on the above

No upward or downward adjustment to the rental rate for the Sub-Leased Properties during the term of the sub-lease except as agreed by the parties pursuant to the terms and conditions set out in the Amended and Restated FOC Sub-Lease, Operation and Management Agreement.

The term of the sub-lease, operation and management is:

- (a) Properties from part of Telecom Infrastructure Assets for Additional Investment No. 1 – until December 7, 2026 and upon the occurrence of the Effective Date for Additional Investment No. 3 occurs, the term will be extended to expire on September 15, 2033.
- (b) Properties from TICC FOC for FTTx for Additional Investment No. 2 and Properties from TICC FOC for FTTx for Additional Investment No. 3 - Subject to successful closing of the lease of TICC FOC for FTTx for Additional Investment No. 2 or the lease of TICC FOC for FTTx for Additional Investment No. 3, as the case may be, from the Effective Date for the Additional Investment No. 2 or the Effective Date for Additional Investment No. 3, as the case may be, until September 15, 2033.

The renewal of the term of the sub-lease, operation and management is as follows:

- (a) TICC and/or other founder sub-lessee shall extend the sub-lease term for the sub-lease of the Sub-Leased Properties for at least 71 percent of total core km of Properties from part of Telecom Infrastructure Assets for Additional Investment No. 1, and for at least 80 percent of total core km of Properties from TICC FOC for FTTx for Additional Investment No. 2 and Properties from TICC FOC for FTTx for Additional Investment No. 3 for another (a) ten years from the Initial Term or (b) the remaining term of the telecommunication license held by TICC or any member of True Group, whichever is shorter if upon the expiry of the Initial Term, TICC or any member of True Group has obtained the telecommunication license required to provide broadband service from the NBTC provided that one of the following condition is met:

- (i) the total annual revenue of True Group from broadband service based on True's annual report for the year 2025 or 2032, as the case may be exceed Baht 16,546,000,000; or
 - (ii) the total market share of True Group in broadband service as of the most recent public data published by a competent authority is more than 33 percent
- (b) At least two years prior to the expiry of its respective current term, TICC and/or other founder sub-lessee shall notify the Fund should it wish to reserve its right to renew the sub-lease, operation and management of all or part of the FOC sub-leased, operated and managed under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement at a mutually agreed market rate subject to an agreed discount, including the founder tenant discount, however, such discounts shall not be less than that TICC and/or other founder sub-lessee are entitled to.

The Fund has the right to further sub-lease to any third party and allow any third party to operate and manage any available FOC not subject to the sub-lease, operation and management by TICC and/or other founder sub-lessees under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, subject to the rights of TICC and/or other founder sub-lessees described below.

- (a) If the Fund desires to sub-lease to any third party and allow any third party to operate and manage or otherwise negotiates the sub-lease, operation and management for any available property not subject to the sub-lease, operation and management by TICC and/or other founder sub-lessees under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, it must first offer such sublease, operation and management to TICC and/or other founder sub-lessees, and TICC and/or other founder sub-lessees has the right to accept such sub-lease, operation and management, provided that it be on no less favorable terms than that offered to such third party (and any discounts that would be applicable to such third-party sub-lessee would also apply to TICC and/or other founder sub-lessees).
- (b) If the Fund at any time enters into an agreement with a third-party sub-lessee in respect of the same type of property subject to the Amended and Restated FOC Sub-Lease, Operation and Management Agreement on terms more favorable than as provided to TICC and/or other founder sub-lessees, TICC and/or other founder sub-lessees have the right to cause the Fund to amend the Amended and Restated FOC Sub-Lease, Operation and Management Agreement so that TICC and/or other founder sub-lessees shall also have such more favorable terms.

With respect to maintenance, operation and management, the Fund shall not be responsible for the operation and management of any network or asset. TICC shall be responsible, by itself or through any person it may appoint, for maintaining (repairing any existing damaged FOC or procuring new FOC of at least the same capacity for replacement), operating and managing the Sub-Leased Property and the available FOC in accordance with the service levels set out in the Amended and Restated FOC Sub-Lease, Operation and Management Agreement and the rules and regulations of the NBTC. If TICC

fails to maintain the Network Availability level of the Property Sub-leaseable by the Fund as set out in the Amended and Restated FOC Sub-Lease, Operation and Management Agreement for two consecutive months, TICC agrees to pay a penalty to the Fund at the rate of two percent of the amount of monthly fee payable in such two months. Upon the Fund's request after there is any third party sub-lessee leasing any property from the Fund in accordance with the terms of the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, the parties agree to enter into good faith discussion with a view to determine the reasonable and appropriate penalty payable by TICC and/or other founder sub-lessees in case TICC and/or founder sub-lessees cannot meet the required service level as set out in the Amended and Restated FOC Sub-Lease, Operation and Management Agreement.

TICC agrees to use, operate and manage the Sub-Leased Properties in accordance with the terms and conditions set out in the Amended and Restated FOC Sub-Lease, Operation and Management Agreement. Such conditions include, among others, to take all reasonable precautions to avoid causing damage to the Sub-Leased Properties, not to use the Sub-Leased Properties for any purpose other than in relation to the telecommunications business and/or radio broadcasting or radio and television business, except for any further sub-lease of the Sub-Leased Property under the terms and conditions set out in the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, and to notify the Fund as soon as reasonably practicable after it becomes aware of any case of fire, flood, emergency or accidents affecting the Sub-Leased Properties.

TICC may further sub-lease the Sub-Leased Property. However, TICC shall not further sub-lease any dark fiber capacity which forms part of the Sub-Leased Property to any person at a rate lower than the rate that the Fund charges to its third party sub-lessee, except in the following cases:

- (a) a further sub-lease of any dark fiber to entities already in effect before the date of the Amended and Restated FOC Sub-Lease, Operation and Management Agreement;
- (b) a further sub-lease of any dark fiber to True or any True Group entity;
- (c) a further sub-lease of any dark fiber in accordance with the applicable law and/or the NBTC's order;
- (d) a further sub-lease of any dark fiber other than the cases under (a) to (c) above with the Fund's written consent.

The Fund (by itself or other person it may appoint) shall be responsible for obtaining and maintaining third party liability insurance for the Sub-Leased Property, and paying for relevant insurance premiums.

The Fund shall not be responsible for the procurement of the rights of way with respect to the Property Sub-leaseable by the Fund. TICC acknowledges and confirms that the contractual rights of way in relation to the Property Sub-leaseable by the Fund are granted in the name of TICC or in the name of any other founder sub-lessee (if any) throughout the term of the sublease under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement. Upon the expiry of the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, TICC shall procure the rights of way with respect to the Property Sub-leaseable by the Fund to the extent that TICC is permitted by law and there is no other sub-lessee in accordance with the terms and conditions of the Amended and Restated FOC Sub-Lease, Operation and Management Agreement. However, The Fund agrees to be responsible for the fees in relation to the rights of way with respect to the Property Sub-leaseable by the Fund in

the amount and method to be agreed by the Fund and TICC, provided that the fees in relation to the rights of way may be changed by reference to the fees in relation to rights of way imposed on TICC with respect to the Property Sub-leaseable by the Fund in accordance with the terms and conditions set out in the Amended and Restated FOC Sub-Lease, Operation and Management Agreement. Moreover, TICC agrees to be responsible for costs and expenses for moving FOC underground in respect of the FOC from Telecom Infrastructure for Additional Investment No. 1, the FOC for Additional Investment No. 2 and the FOC for Additional Investment No. 3 (provided that the Compensation for Relocation is paid by the Fund to TUC in accordance with the terms of the Amended and Restated Tower Master Lease, Operation and Management Agreement) and for the difference between the fees in relation to the rights of way laid on the electricity poles and the fees in relation to the rights of way for underground ducts for parts of FOC that will be moved underground.

In relation to non-compete agreement, TICC shall not (and shall procure that no member of True Group shall), without the prior written consent of the Fund, build any new FOC on the same routes as those of the FOC which is part of the Telecom Infrastructure Assets for Additional Investment No. 1, TICC FOC for FTTx for Additional Investment No. 2, TICC FOC for FTTx for Additional Investment No. 3 or any other FOC which was sold to the Fund and/or leased by any member of True Group as of the Effective Date for Additional Investment No. 2 November 28, 2017 (and Effective Date for Additional Investment No. 3 upon which the acquisition of the FOC for Additional Investment No. 3 has properly taken place), except in either of the following cases: (a) the available FOC of the Fund to be leased by any member of True Group does not have sufficient capacity in any technical respect to fully meet the requirements of the relevant member(s) of True Group, provided that reasonably sufficient evidence and explanations relating to such technical insufficient capacity are provided to the Fund for information; or (b) the Fund refuses to lease any available capacity of the FOC to any member of True Group; or (c) the Parties cannot agree on the commercially reasonable terms for the lease of the available FOC.

In each of the foregoing cases, it is agreed that any member of True Group may, at its sole discretion, build and roll out a new FOC on the same route(s) as those of the Properties Sub-leaseable by the Fund to meet the requirements of the relevant member(s) of True Group, provided however that TICC shall first notify the Fund of its intention to lease the available capacity of the FOC of the Fund (together with details of the capacity and other relevant technical requirements as required by the relevant member(s) of True Group), and the Fund shall, within 30 days of its receipt of such notice from TICC, notify the TICC whether it will lease the available capacity of the FOC to the relevant member(s) of True Group in full compliance with the notified requirements as aforesaid, together with commercially reasonable terms applicable to the lease thereof. In the event that the FOC made available by the Fund for such route(s) does not have sufficient capacity or does not fully meet the technical requirements of the relevant member(s) of True Group in any respect, as the case may be, TICC shall, or shall procure that the relevant member(s) of True Group shall, provided always that it is proved to be technically and operationally feasible for such member(s) of True Group to do so, lease the Fund's available FOC up to 100% (one hundred per cent) of the available capacity first, and TICC and/or any member of True Group may elect, at its sole discretion, to build and roll out an additional new FOC on the same routes, subject however to certain conditions below.

If: (a) upon the expiry of the 30-day period mentioned above, the Fund does not respond to TICC's notice; or (b) the Fund notifies TICC that it refuses to lease the available capacity of its FOC to the

relevant member(s) of True Group; or (c) the Fund has offered TICC the applicable terms for the lease of its available capacity of the FOC, but TICC and the Fund cannot agree on the commercially reasonable terms for such lease within 30 days of the date on which the applicable lease terms were offered by the Fund to TICC shall, then the relevant member(s) of True Group, may elect, at its sole discretion, to build and roll out a new FOC on the same route(s) as those of the Properties Sub-leaseable by the Fund. TICC, as soon as practicable after the completion of the new FOC, notify the Fund in writing of the pertinent information relating to such new FOC as built and rolled out by the relevant member(s) of True Group. The provisions of non-compete agreement shall survive the expiry of the term of the sub-lease, operation and management under this Amended and Restated FOC Sub-Lease, Operation and Management Agreement.

Each of the Fund and TICC agrees to indemnify each other for all losses and damages arising from breaches of their respective representations, warranties and covenants under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, subject to customary carve-outs. The Fund and TICC acknowledge and agree that the Fund obtains the long term lease from AWC with respect to the Property Sub-leaseable by the Fund under the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1 and from TICC with respect to the Property Sub-leaseable by the Fund under the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2. In the event that any parts of the Property Sub-leaseable by the Fund have any defects existing prior to the respective Lease Commencement Date(s) under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, TICC in its capacity as the sub-lessee under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement shall not be responsible for fixing such defects and such fixing shall not be TICC's obligations with respect to the maintenance, operation and management. TICC agrees that it shall not have any claim against the Fund as a result of such defects.

If the Property Sub-leaseable by the Fund has any defects or due to any events which require any rectification, replacement or relocation of the Property Sub-leaseable by the Fund, resulting in TICC being unable to use any parts of the Sub-Leased Property, TICC agrees to continue to pay to the Fund the monthly fee applicable to such parts of the Sub-Leased Property under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement in all respects. Provided however that, if the rectification, replacement or relocation of the Property Sub-leaseable by the Fund resulting in TICC being unable to use any parts of the Sub-Leased Property is caused by any third party sub-lessee's fault, TICC shall not be required to pay the Fund the monthly fee applicable to the relevant parts of the Sub-Leased Property which cannot be used for the period during which TICC cannot sub-lease such relevant parts of the Sub-Leased Property. Upon TICC's request, if TICC incurs any other damage as a result of it being unable to use any parts of the Sub-Leased Property caused by any third party sub-lessee's fault, the parties agree to enter into good faith discussion with a view to determine the reasonable and appropriate damages which the Fund and/or the third party sub-lessee should compensate to TICC.

Each of the Fund and TICC may transfer or assign its rights and/or obligations under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement to any third party upon obtaining prior written consent of the other party. TICC may use or further provide services in relation to the Sub-Leased Property under the Amended and Restated FOC Sub-Lease, Operation and Management

Agreement to its customers and may further sub-lease as specified under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement. Moreover, the Fund may not sell, transfer or otherwise dispose of its right to the Sub-Leased Properties without prior written consent from TICC (such consent not to be unreasonably withheld or delayed) and the Fund shall procure that the entity purchasing and/or accepting such transfer shall agree in writing, as a condition precedent to the sale, transfer or disposal, to abide by the terms and conditions of the Amended and Restated FOC Sub-Lease, Operation and Management Agreement along with any rights, liabilities and obligations arising thereunder.

With respect to the termination of agreement, each party has the right to terminate the sub-lease, operation and management in various circumstances as specified in the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, such as the other party fails to comply with any of its material obligations under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, including (on the part of TICC) a failure to pay the rent for a certain period of time, bankruptcy or if it becomes unlawful for either party to perform its material obligations under the Amended and Restated FOC Sub-Lease, Operation and Management Agreement, or termination of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1 or termination of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2, as the case may be. Although, TICC has the right to terminate the Amended and Restated FOC Sub-Lease, Operation and Management Agreement if, among others, there is no member of True Group that requires, or has the rights under the law to sub-lease the Sub-Leased Properties for the purpose of carrying out its business as a result of termination or expiry of its telecommunication licenses for the operation of telecom business to which FOC relates.

The Amended and Restated FOC Sub-Lease, Operation and Management Agreement is governed by the laws of Thailand. The Courts of Thailand shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of or in connection with the Amended and Restated FOC Sub-Lease, Operation and Management Agreements.

Approximate Minimum FOC which are Properties from part of Telecom Infrastructure for Additional Investment No. 1 to be sub-leased, operated and managed by TICC each year

YEAR	MINIMUM FOC (APPROXIMATE CORE-KM)
2015	197,240
2016	198,727
2017	200,149
2018	201,783
2019	203,268
2020	204,749
2021	206,224
2022	207,889
2023	209,480
2024	210,950
2025	212,343
2026	213,818
2027 - 15 September 2033	213,818

(8) Letter of Agreement relating to the HSPA Telecom Infrastructure Assets between TUC TICC and the Fund (“Letter of Agreement relating to the HSPA Telecom Infrastructure Assets”)

Subject to the closing of the acquisition of the Telecom Infrastructure Assets for Additional Investment No. 3, TUC and TICC agrees to lease the HSPA Telecom Infrastructure Assets which are currently under the revenue sale scheme. Such assets are the current assets of BFKT and AWC which BFKT and AWC are currently selling revenue from the lease of such assets (AWC sells revenue obtained from BFKT and BFKT sells revenue obtained from CAT) to the Fund and such assets will be acquired by the Fund from AWC and BFKT (subject to the Fund’s exercise its call option) after the expiry of the HSPA Equipment-Leasing Agreement, the AWC Leasing Agreement, the Additional AWC Leasing Agreement No. 1 and the Additional AWC Leasing Agreement No. 2 pursuant to the terms of the relevant Assets and Revenue Sale and Transfer Agreements (including the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2). The lease term shall be from after the expiry date of the HSPA Equipment- Leasing Agreement, the AWC Leasing Agreement, the Additional AWC Leasing Agreement No. 1 and the Additional AWC Leasing Agreement No. 2, until September 15, 2033 and the amount of assets to be leased shall be further discussed and agreed by the parties, provided that net cash to be generated from those assets will not be less than the amount the Fund is receiving from BFKT and AWC under the net revenue sale scheme in respect of those assets.

The Letter of Agreement relating to HSPA Telecom Infrastructure Assets is governed by the laws of Thailand. The Courts of Thailand shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of or in connection with the Letter of Agreement relating to HSPA Telecom Infrastructure Assets.

(9) Other agreements or letters with the Fund

- (9.1) Master Services Agreement dated December 24, 2013 between the Telecom Asset Management Company Limited (“Telecom Asset Management”) and the Fund (as amended and supplemented including pursuant to a supplement agreement dated March 5, 2015 and a supplement agreement No. 2 between the Telecom Asset Manager and the Fund) (“Master Service Agreement”)**

The Fund appoints the Telecom Asset Manager as the provider of the following services:

- (1) administrative services for the relevant telecommunications infrastructure assets owned by the Fund as set out in the Master Services Agreement (the “Managed Assets”). Such services include, among others, arrangements for site access, site agreement management, monitoring and reporting on annual budgets and forecasts, insurance arrangements and monthly fees (under the Amended and Restated Master Lease, Operation and Management Agreements and any other lease agreements) and invoicing arrangements (the “Administrative Services”); and
- (2) marketing services for the relevant telecommunications infrastructure assets owned by the Fund and allocated to be marketed by the Telecom Asset Manager as set out in the Master Services Agreement (the “Marketing Assets”). Such services include, among others, annual marketing plans to lease out available slots and/or capacities in the relevant Managed Assets and assisting in executions of lease agreements by any new tenant (the “Marketing Services”),

(collectively, the “Services”).

The provision of the Services is regulated by specific performance indicators (“KPIs”) set out in the Master Services Agreement. The KPIs include, among others, controls on spending and income based on budgetary projections, and renewal of site lease agreements. Failure to meet certain KPIs for a specified period shall result in a reduction in charges. The KPIs are annually reviewed and amended by mutual agreement of the parties in accordance with the terms and conditions of the Master Services Agreement.

Subject to the terms and conditions of the Master Services Agreement, charges for the Services are as per below.

- (1) Charges for the Administrative Services consist of:

- an annual fixed charge of THB3 million for year 2013 and THB18.3 million for year 2014, subject to annual escalation at the rate equal to the Consumer Price Index (CPI) announced by the Ministry of Commerce of Thailand for the previous year, subject to a maximum of 3.5 percent commencing in year 2015; and
- monthly charge equal to 0.15 percent of the Fund’s monthly net revenue (after deducting costs associating with rights of way, insurance, and rental payments under land leases) generated from the Managed Assets

(2) Charges for the Marketing Services consist of:

- a monthly charge equal to 2 percent of the Fund's monthly revenue received from any tenant(s) leasing the Marketing Assets in addition to those leased or committed to lease by the founder tenants on the date of the relevant Amended and Restated Master Lease, Operation and Management Agreements with an additional annual charge equal to 3 percent on any amount in excess of the annual budgeted revenue for the Marketing Assets for such year;
- a charge of THB20 million payable on each January 1, 2015 and January 1, 2016, with respect to the True Tower Assets allocated to be marketed by the Telecom Asset Manager commencing in year 2015 and 2016, respectively;
- subject to a completion of sale and lease of the Telecom Infrastructure Assets for Additional Investment No. 2 and the completion of the immediately next sale and lease of additional telecom infrastructure assets by any member of True Group to the Fund after the Additional Investment No. 2 (the "Telecom Infrastructure Assets for Additional Investment No. 3"), as the case may be, a charge of THB20 million payable on each January 1, 2018 and January 1, 2019 with respect to the new Marketing Assets that are the Telecom Infrastructure Assets for Additional Investment No. 2 and Telecom Infrastructure Assets for Additional Investment No. 3 allocated to be marketed by the Telecom Asset Manager commencing in year 2018 and 2019, respectively.

An additional charge payable upon (a) a renewal of any lease agreement by a third party tenant in relation to the Marketing Assets, or (b) the additional Marketing Assets allocated to be marketed by the Telecom Asset Manager, each at the rate to be agreed between the Fund and the Telecom Asset Manager.

If, in any year, the Fund's annual revenue from the Marketing Assets exceeds an amount equal to 110 percent of the annual long term projected revenue for the Marketing Assets for any relevant year, the Telecom Asset Manager shall be entitled to additional compensation in an amount equal to 10 percent of the amount in excess of such 110 percent threshold which is the amount shown in the below table.

**THE AMOUNT OF 110 PERCENT OF THE
ANNUAL LONG TERM PROJECTED
REVENUE FOR THE MARKETING ASSETS
(THB/MILLION)**

YEAR	
2015	171
2016	519
2017	713
2018	861
2019	963
2020	1,010
2021	1,058
2022	1,109
2023	1,160
2024	1,212
2025	1,273
2026	1,340
2027	1,420

Note:

- (1) After year 2027, the threshold shall be subject to annual escalation at the rate equal to the Consumer Price Index (CPI) announced by the Ministry of Commerce of Thailand for the previous year, subject to a maximum of 3.5 percent
- (2) The threshold shall be reviewed and amended upon the additional Marketing Assets allocated to be marketed by the Telecom Asset Manager.

Subject to the terms and conditions of the Master Services Agreement, charges for the Services may be adjusted in certain circumstances, including, among others, if the Fund's annual revenue from the Marketing Assets in any year falls below the annual budgeted revenue for the Marketing Assets for such year by 5 percent or more for two consecutive years, the annual fixed charge in relation to the Administrative Services for the following year will be reduced in a percentage equal to an average percentage of the amount the Telecom Asset Manager fails to meet the annual budgeted revenue in such two years. If the Telecom Asset Manager fails to meet the annual budgeted revenue for the Marketing Assets by 5 percent or more for three consecutive years, the Fund shall have the right to terminate the Master Services Agreement.

For the purpose of determining an adjustment to the annual fixed charge in relation to the Administrative Services, the actual annual revenues for the previous two years will be the revenues that the Fund should receive from leasing the Marketing Assets to any tenants before taking into account any promotions or discounts offered by the Fund to the tenants of the Marketing Assets in accordance with the terms and conditions specified in the Master Services Agreement.

The term of the Services commenced on the closing of the sale of the Initial Telecom Infrastructure Assets and continue for an initial term of 15 years which ends on December 25, 2028 (the "Initial Term") and automatically be extended for a period of five years (the "Extended Term") unless otherwise terminated in accordance with the terms of the Master Services Agreement.

The Master Services Agreement can be terminated under certain circumstances, such as, among others, a material default by Telecom Asset Manager or the Fund which remains uncured within a specified remedy period, insolvency proceedings being taken against the Telecom Asset Manager, the Telecom Asset Manager's failure to comply with certain material KPIs for a specified period, including failure to meet the projected revenues, for a certain specified period, and the Fund's failure to pay charges for the Services for certain consecutive payments, subject to the terms and conditions set out in the Master Services Agreement.

Each party shall not assign, novate or otherwise transfer any of its rights or obligations under the Master Services Agreement to any person without the prior written consent of the other party, such consent not to be unreasonably withheld or delayed.

The Master Services Agreement is governed by the laws of Thailand. The Courts of Thailand shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of or in connection with the Master Services Agreement.

(9.2) Lock-up Agreement dated December 24, 2013 between True and the Fund (“Lock-up Agreement”) (as amended including pursuant to an amendment agreement between True and the Fund) (“Lock-up Agreement”)

True undertakes that True Group shall subscribe for and shall hold and maintain, at all times:

- (1) from the Fund Registration Date until the date that is five years from the Fund Registration Date, at least 18 percent of the total Investment Units issued by the Fund under the Initial Public Offering; and
- (2) from the date of the registration of first capital increase of the Fund (the “Fund Capital Increase Date”) until the date that is 3 years from the Fund Capital Increase Date, the newly issued Investment Units from the first capital increase subscribed by True Group (in aggregate) in the portion of up to 18 percent of all Investment Units newly issued under the offering for the first capital increase; and
- (3) from the Fund Capital Increase Date until the date that is 1 year from the Fund Capital Increase Date, the newly issued Investment Units from the first capital increase subscribed by True Group in the portion exceeding 18 percent of all Investment Units newly issued under the offering for the first capital increase (if any).

Such lock up requirement shall not restrict the sale and purchase of the Investment Units within True Group. True Group means True and any of its subsidiaries which True directly or indirectly holds not less than 50 percent of the total issued shares in such subsidiaries.

The Lock-up Agreement is governed by the laws of Thailand. The Courts of Thailand shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of or in connection with the Lock-up Agreement.

(9.3) Letter of Undertaking dated December 24, 2013 by TUC (“Letter of Undertaking”)

TUC undertakes that from the Initial Investment Date until CAT Telecom commences payments to BFKT pursuant to the HSPA Equipment-Leasing Agreement, it shall pay or procure the payments of the monthly sale revenues to the Fund in accordance with the Asset and Revenue Sale and Transfer Agreement between BFKT and the Fund.

The Letter of Undertaking is governed by the laws of Thailand. The courts of Thailand shall have exclusive jurisdiction to hear and determine any suit, action or proceedings and to settle any disputes which may arise out of or in connection with the Letter of Undertaking.

(9.4) Letter of Support dated December 24, 2013 by TUC to BFKT

TUC intends:

- (1) together with its affiliates, to remain the single largest shareholder of BFKT;
- (2) not to take or approve any action that would result in BFKT not remaining commercially and financially viable; and
- (3) to continue to support BFKT, to the extent permitted by applicable law, with commercially reasonable measures to cause a timely fulfillment of BFKT’s financial and other obligations.

With respect to the effective period of the Letter of Support, from the commencement of rental payments by CAT Telecom to BFKT pursuant to the HSPA Equipment-Leasing Agreement until BFKT’s obligations to transfer the net revenues to the Fund are no longer outstanding under the Asset and Revenue Sale and Transfer Agreement between BFKT and the Fund.

The Letter of Support does not represent a legally binding obligation of TUC or a direct or indirect guarantee by TUC to pay or procure payment of the monthly net revenues due to the Fund from BFKT or ensure the distribution of dividends or other amounts under the Investment Units of the Fund.

SHAREHOLDERS

TRUE CORPORATION PUBLIC COMPANY LIMITED

MAJOR SHAREHOLDER^{1/}

(AS OF 15TH MARCH 2018)

Name	No. of Shares (Million Shares)	% of Total Issued Shares
1. CP Group ^{2/}	16,901.79	50.65
2. CHINA MOBILE INTERNATIONAL HOLDINGS LIMITED ^{3/}	6,006.36	18.00
3. UBS AG HONG KONG BRANCH ^{4/}	3,008.18	9.02
4. THAI NVDR COMPANY LIMITED ^{5/}	2,434.78	7.30
5. CREDIT SUISSE AG, SINGAPORE BRANCH ^{4/}	1,462.88	4.38
6. UBS AG LONDON BRANCH ^{4/}	309.96	0.93
7. HSBC (SINGAPORE) NOMINEES PTE LTD ^{6/}	236.93	0.71
8. STATE STREET EUROPE LIMITED ^{7/}	211.77	0.63
9. CHASE NOMINEES LIMITED ^{7/}	167.35	0.50
10. Electricity Generating Authority of Thailand Registered Provident Fund	135.29	0.41

1/ There is no cross shareholding between the Company and its major shareholders.

2/ Consisting of

- (1) Charoen Pokphand Group Company Limited ("CPG"), which operates businesses in investment, chemical products import and distribution, and provides technical services, where the top ten shareholders are Mr. Sumet Jiavavanon 12.96%, Mrs. Somurai Jarupanich 8.42%, Mr. Dhanin Clearavanont 6.48%, Mr. Nakul Clearavanont 6.00%, C.P. Holding (Thailand) Company Limited 4.47%, Mr. Phongthep Chiaravanont 4.26%, Mrs. Phatanee Leksrisompong 4.22%, Mr. Manas Chiaravanond 4.22%, Mrs. Somsri Lamsam 4.21%, Mr. Noppadol Clearavanont 3.00% and Mrs. Nuchanart Chiaravanond 3.00%), held 19.62% of TRUE's shares
 - (2) Orient Glory Group Limited which operates business in investment (100% held by CPG), held 8.33% of TRUE's shares
 - (3) Unique Network Company Limited which operates business in investment (41.06% held by Thana Holding Company Limited and 58.94% held by Art Telecom Service Company Limited), held 4.35% of TRUE's shares
 - (4) Glory Summer Enterprises Limited which operates business in investment (100% held by CPG), held 4.38% of TRUE's shares
 - (5) Worth Access Trading Limited which operates business in investment (100% held by CPG Overseas Company Limited), held 3.05% of TRUE's shares.
 - (6) Wide Broad Cast Company Limited which operates business in investment (58.55% held by Thana Holding Company Limited and 41.45% held by Telecommunication Network Company Limited), held 2.84% of TRUE's shares
 - (7) C.P. Interfood (Thailand) Company Limited which operates businesses in production and wholesale of ready-made meat products (99.99% held by CPG), held 2.26% of TRUE's shares
 - (8) C.P.Foods International Limited which operates business in investment (100% held by CPF), held 1.42% of TRUE's shares
 - (9) Jumbo Kingdom Ventures Limited which operates business in investment (100% held by CPG), held 0.92% of TRUE's shares
 - (10) Charoen Pokphand Holding Company Limited which operates business in investment (99.99% held by CPG), held 0.80% of TRUE's shares
 - (11) Bangkok Produce Merchandising Public Company Limited which operates businesses in buying and selling of animal feed raw materials (99.44% held by Charoen Pokphand Foods Public Company Limited ("CPF"), held 0.80% of TRUE's shares
 - (12) Kasetphand Industry Company Limited which operates businesses in production and distribution of livestock farming equipment products (99.99% held by CPG), held 0.64% of TRUE's shares
 - (13) C.P. Holding (Thailand) Company Limited which operates business in investment (99.99% held by Charoen Pokphand Holding Company Limited), held 0.63% of TRUE's shares and
 - (14) Creative Light Investments Limited which operates business in investment (100% held by Charoen Pokphand Holding Company Limited), held 0.61% of TRUE's shares
- (All 14 companies do not undertake the same business and compete with TRUE GROUP)

3/ The company is registered under the Law of Hong Kong and invests in the SET without disclosing that its investment is neither for itself nor for others. True is not authorised to request for the aforementioned disclosure.

4/ The company is registered under the Law of Switzerland and invests in the SET without disclosing that its investment is neither for itself nor for others. True is not authorised to request for the aforementioned disclosure.

5/ NVDR is a subsidiary wholly owned by the SET. The NVDR is a security automatically listed by the SET. By investing in NVDRs, the investor will receive the same financial benefits, as those who invest directly in the company's ordinary shares. The only difference between investing in the NVDR and the company's ordinary shares is that NVDR holders do not have the rights to vote.

6/ The company is registered under the Law of Singapore and invests in the SET without disclosing that its investment is neither for itself nor for others. True is not authorised to request for the aforementioned disclosure.

7/ The company is registered under the Law of Great Britain and invests in the SET without disclosing that its investment is neither for itself nor for others. True is not authorised to request for the aforementioned disclosure.

DIVIDEND POLICY

The Company has a policy to declare dividend at least 50% of its net profits from the Company's Financial Statements subject to statutory reserves and availability of cash and in accordance with the relevant regulations and conditions of its credit facilities.

For the dividend policy of subsidiary companies, Board of Directors considers the dividend payment from the balance of cash flows taking into account the capital expenditure requirements. Subject to the availability of cash flows and a legal reserves, the Board of Directors shall consider the payment of dividends on a case-by-case basis.

HISTORICAL DIVIDEND PAYMENT

In the past, the Company had paid dividend

1. from its Year 2015 net profit at the rate of Baht 0.06667 per share. The payment was made in two forms, i.e. (1) partially in stock dividend at the rate of 200 existing shares per 3 stock dividends, which was an equivalent of Baht 0.06 per share, and (2) partially in cash dividend at the rate of Baht 0.00667 per share and
2. from its Year 2017 net profit at the rate of Baht 0.031 per share.

MANAGEMENT STRUCTURE

1. THE BOARD OF DIRECTORS

The Company's Articles of Association stipulates that the Board of Directors shall consist of not less than 5 directors and not less than one half of them shall reside within the Kingdom. The qualifications of the Company's directors shall be as prescribed by law.

As of 31st December 2018, the Company's Board of Directors consisted of 18 directors as follows:

- (1) 3 Executive Directors
- (2) 15 Non-Executive Directors consisted of:
 - 6 Independent Directors, accounting for one-third of the total numbers of the board which is in compliance with the regulation of the Capital Market Supervisory Board
 - 9 Directors from various organizations irrelevant to the Company's business management, including representatives of the major Shareholders.

DEFINITIONS:

Executive Director means

A director who holds a management position or engages in the Company's business management

Non-Executive Director means

A director who does not hold a management position and does not engage in the Company's business management, whether or not he or she is an Independent Director.

Independent Director means

A director who is independent of any major Shareholders, the group of major Shareholders and the management of any juristic person who is the major Shareholder of the Company including any relationship that would interfere with the exercise of independent judgment and have qualification as prescribed by the regulations of the Stock Exchange of Thailand, Capital Market Supervisory Board and the Corporate Governance Policy of the Company.

The Board of Directors of the Company (as of 31st December 2018) was as follows:

Name		Position
1. Dr. Kosol	Petchsuwan	Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance Committee
2. Mr. Joti	Bhokavanij	Independent Director, Chairman of the Audit Committee, Member of the Finance Committee and Member of the Compensation and Nominating Committee
3. Dr. Harald	Link	Independent Director and Chairman of the Compensation and Nominating Committee
4. Prof. Rawat	Chamchalearn	Independent Director
5. Mr. Xu	Genluo	Independent Director
6. Mrs. Preeprame	Seriwongse	Independent Director and Member of the Audit Committee
7. Mr. Dhanin	Cheatravanont	Chairman of the Board
8. Dr. Ajva	Taulananda	Vice Chairman, Chairman of the Finance Committee and Member of the Corporate Governance Committee
9. Prof. Athueck	Asvanund	Vice Chairman
10. Dr. Li	Zhengmao	Vice Chairman and Member of the Compensation and Nominating Committee
11. Prof. Dr. Warapatr Todhanakasem		Director, Member of the Finance Committee and Member of the Corporate Governance Committee
12. Mr. Umroong	Sanphasitvong	Director, Member of the Finance Committee and Member of the Compensation and Nominating Committee
13. Mr. Vichaow	Rakphongphairoj	Director
14. Mr. Chatchalal	Jiaravanon	Director
15. Mr. Soopakij	Cheatravanont	Director and Member of the Compensation and Nominating Committee
16. Mr. Narong	Cheatravanont	Director
17. Dr. Xia	Bing	Director and Member of the Finance Committee
18. Mr. Suphachai	Cheatravanont	Director

All Directors have qualifications as prescribed by law. None is prohibited person under the laws and does not possess any untrustworthy characteristics under the regulations of the Securities and Exchange Commission (“SEC”).

All Directors perform their duties with dedication and take their responsibilities very seriously. They cooperate on all decisions affecting the Company, entailing major work and responsibility. They attend all meetings except in unavoidable circumstances. Any director who is unable to attend the meetings will notify the Board of their absence in advance while providing their comments on the major agenda items. In addition, the Board of Directors gives priority to attend training courses organized by the Thai Institute of Directors Association (“IOD”).

AUTHORIZED DIRECTORS

Any two of five directors, namely, Mr. Soopakij Clearavanont, Mr. Suphachai Clearavanont, Mr. Chatchaval Jiaravanon, Prof. Athueck Asvanund, Mr. Vichaow Rakphongphairoj, jointly sign with the Company's seal affixed. In case of the signing of the Financial Statements, certified letter of Financial Statements and other documents relating thereto, anyone of the above-mentioned five directors signs with the Company's seal affixed.

AUTHORITIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- Oversee compliance of the conducting of the Company's business with the applicable laws, objectives and Articles of Association of the Company and resolutions of the Shareholders' meetings. In this regard, the Board shall perform their duty with prudence, due care, in good faith to preserve the interests of the Company and Shareholders, and disclose information to the Shareholders in an accurate, adequate, transparent and timely manner;
- Oversee the Company's Corporate Governance for long - term sustainability;
- Annually review and approve visions, strategy, missions, business plans and financial target and monitor the implementation thereof;
- Evaluate the performance of the Company, Chairman of the Executive Committee and the President (Co);
- Ensure senior management succession;
- Adopt policies regarding business ethics and codes of conduct, disclosure, related party transactions and insider trading, and monitor compliance with those policies adhering to moderation, reasonableness and self-immunity system;
- Oversee compliance with accounting standards, risk management, financial and other controls and applicable laws;
- Provide the process for receiving any complaints and information concerning fraud; and
- Recommend Board nominees to the Shareholders.

With regard to the management of the Company, the Board of Directors has the authority to make any decision related to the Company's regular operations except for matters that require an approval from the Shareholders' meeting as specified by laws. In addition, the Board of Directors may grant its authorization to one or more directors, or any other person, to perform any acts on its behalf. However, for any decision on major operations such as a major investment or a major loan procurement, the management team shall propose the said transactions to the Board of Directors for approval.

AUTHORITIES AND RESPONSIBILITIES OF THE CHAIRMAN OF THE BOARD

- The Chairman has the duties and responsibilities of the chief of the Board of Directors to supervise, follow up and monitor the due performance of the Board of Directors and other Board-committees to achieve business objectives and plans.
- Preside over the Board of Directors' meeting
- Preside over the Shareholders' meeting and conduct the meeting to be in compliance with the Company's Articles of Association and the Agenda
- Perform any duties specified by laws as the duties to be performed by the Chairman

2. COMMITTEE

2.1 AUDIT COMMITTEE

The Audit Committee of the Company has three years term, as of 31st December 2018, the Audit Committee consisted of 3 Independent Directors as follows:

Name	Position
1. Mr. Joti Bhokavanij	Chairman of the Audit Committee
2. Dr. Kosol Petchsuwan	Member of the Audit Committee
3. Mrs. Preeprame Seriwongse	Member of the Audit Committee

Remark:

- Mr. Joti Bhokavanij is knowledgeable and experienced in reviewing the Company's financial statements. Details about his education and working experiences are as appeared in the annual report and the Annual Registration Statement for the Year 2018 ("Report 56-1").
- In the Year 2018, the Audit Committee held 7 meetings, one of which was a meeting with the external auditor without the presence of management.

The scope of duty and responsibilities of the Audit Committee:

1. To review the Company's financial reporting process to ensure that it provides accurate and adequate reports;
2. To review the Company's internal control system including risk management and internal audit system to ensure that they are suitable and effective, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;
3. To review the Company's compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, and the laws relating to the Company's business;
4. To review the Company's internal control procedure relating to the compliance with the anti-corruption measure;
5. To consider and make recommendation on the appointment, re-appointment, and removal of an independent person to be the Company's auditor, and to propose the auditing fee, as well as to attend a non-management meeting with an auditor at least once a year;
6. To consider the Connected Transactions, or the transactions that may lead to conflicts of interest, to ensure that they are in compliance with the laws and the regulations of the Stock Exchange of Thailand, and are reasonable and for the highest benefit of the Company;
7. To prepare, and to disclose in the Company's annual report, an Audit Committee's Report which will be signed by the Audit Committee's Chairman and consist of at least the following information:

- a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - b) an opinion on the adequacy of the Company's internal control system,
 - c) an opinion on the compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, or the laws relating to the Company's business,
 - d) an opinion on the effectiveness of the Company's internal control procedure relating to the compliance with the anti-corruption measure,
 - e) an opinion on the suitability of an auditor,
 - f) an opinion on the transactions that may lead to conflicts of interests,
 - g) the number of Audit Committee meetings, and the attendance of such meetings by each committee member,
 - h) overall opinion or observation gained by the Audit Committee from its performance of duties in accordance with the charter, and
 - i) any other information which, in the Audit Committee's opinion, should be made known to the shareholders and general investors, within to the scope of duties and responsibilities as assigned by the Company's Board of Directors; and
8. To perform any other acts as required by law or as delegated by the Board of Directors

In this regard, the Company has disclosed the Charter of the Audit Committee on the Company's website www.truecorp.co.th and disclosed the Report of the Audit Committee for the Year 2018 in the annual report, Report 56-1 and on the Company's website.

2.2 COMPENSATION AND NOMINATING COMMITTEE

The Compensation and Nominating Committee is responsible for making recommendations to the Board of Directors regarding the compensation of directors, nomination of directors, members of the Board's Committees and the President (Co) and making evaluation performance of Chairman of the Executive Committee and the President (Co) before proposing to the Board of Directors Meeting. As of 31st December 2018, the Compensation and Nominating Committee consisted of 5 Directors, of which 2 are Independent Directors, 3 are Directors and Chairman of the Compensation and Nominating Committee is an Independent Director. Details are as follows:

Name	Position
1. Dr. Harald Link	Chairman of the Compensation and Nominating Committee
2. Mr. Joti Bhokavanij	Member of the Compensation and Nominating Committee
3. Dr. Li Zhengmao	Member of the Compensation and Nominating Committee
4. Mr. Soopakij Chearavanont	Member of the Compensation and Nominating Committee
5. Mr. Umroong Sanphasitvong	Member of the Compensation and Nominating Committee

In this regard, the Company has disclosed the Charter of the Compensation and Nominating Committee on the Company's website www.truecorp.co.th and disclosed the Report of the Compensation and Nominating Committee for the Year 2018 in the annual report, Report 56-1 and on the Company's website.

2.3 FINANCE COMMITTEE

The Finance Committee assists the Board of Directors in overseeing the financial management and performance of the Company. To perform this role, the Finance Committee shall provide opinions and advices to the Board of Directors regarding financial strategies, annual budget, substantial borrowing or indebtedness, securities issuance, acquisitions or disposals of material assets and material investment proposal. As of 31st December 2018, the Finance Committee consisted of 5 directors of which 1 is Independent Director, 4 are Directors and 1 finance committee member. Details are as follows:

Name		Position
1. Dr. Ajva	Taulananda	Chairman of the Finance Committee
2. Mr. Joti	Bhokavanij	Member of the Finance Committee
3. Dr. Xia	Bing	Member of the Finance Committee
4. Mr. Umroong	Sanphasitvong	Member of the Finance Committee
5. Prof. Dr. Warapatr Todhanakasem		Member of the Finance Committee
6. Mr. Yuan	Lihua	Member of the Finance Committee

In this regard, the Company has disclosed the Charter of the Finance Committee on the Company's website www.truecorp.co.th and disclosed the Report of the Finance Committee for the Year 2018 in the annual report, Report 56-1 and on the Company's website.

2.4 CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee is responsible for assisting the Board of Directors to establish and review the Company's corporate governance policy and Anti-Corruption Policy and Measure as well as ensuring that the Company has a sound and appropriate corporate governance practice. As of 31st December 2018, the Corporate Governance Committee consisted of 3 Directors, of which 1 are Independent Directors and 2 are Directors as follows:

Name		Position
1. Dr. Kosol	Petchsuwan	Chairman of the Corporate Governance Committee
2. Dr. Ajva	Taulananda	Member of the Corporate Governance Committee
3. Prof. Dr. Warapatr Todhanakasem		Member of the Corporate Governance Committee

In this regard, the Company has disclosed the Charter of the Corporate Governance Committee on the Company's website www.truecorp.co.th and disclosed the Report of the Corporate Governance Committee for the Year 2018 in the annual report, Report 56-1 and on the Company's website.

The Details of Directors' Attendance in the Year 2018

	Name	Board of Directors	Audit Committee	Compensation & Nominating Committee	Finance Committee	Corporate Governance Committee
1.	Dr. Kosol	Petchsuwan	5/5	7/7		4/4
2.	Mr. Joti	Bhokavanij	5/5	7/7	2/2	5/5
3.	Mrs.Preeprame	Seriwongse	5/5	7/7		
4.	Dr.Harald	Link	2/5		2/2	
5.	Prof.Rawat	Chamchalerm	5/5			
6.	Mr. Xu	Genluo	5/5			
7.	Mr. Dhanin	Chearavanont	3/5			
8.	Dr. Ajva	Taulananda	5/5		5/5	3/4
9.	Prof. Athueck	Asvanund	5/5			
10.	Dr. Li	Zhengmao	1/5	1/2		
11.	Prof.Dr. Warapatr	Todhanakasem	5/5		4/5	4/4
12.	Mr.Umroong	Sanphasitvong	5/5	2/2	5/5	
13.	Mr. Vichaow	Rakphongphairoj	5/5			
14.	Mr. Chatchal	Jiaravanon	3/5			
15.	Mr. Soopakij	Chearavanont	2/5	1/2		
16.	Mr. Narong	Chearavanont	5/5			
17.	Dr. Xia	Bing	1/5		2/5	
18.	Mr. Suphachai	Chearavanont	5/5			

2.5 EXECUTIVE COMMITTEE

The Executive Committee is responsible for assisting the Board of Directors to formulate business direction, mission, strategies, business plan and financial goals as approved by the Board of Directors. As of 31st December 2018, the Executive Committee consisted of the following members:

Name	Position
1. Mr. Suphachai	Clearavanont
2. Mr. Noppadol	Dej-udom
3. Mr. Adhiruth	Thothaveesansuk
4. Mr. Vichaow	Rakphongphairoj
5. Dr. Kittinut	Tikawan
6. Mr. William	Harris
7. Mr. Kachorn	Chiaravanont
8. Mr. Suphakit	Vuntanadit
9. Mr. Birathon	Kasemsri Na Ayudhaya
10. Miss Yupa	Leewongcharoen
11. Miss Sarinra	Wongsuppaluk
12. Mr. Chestha	Moo-ming
	Secretary of the Executive Committee

THE SCOPE OF DUTY AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE:

1. Formulate business direction, mission, strategies, business plan and financial goals and submit to the Board of Directors for approval including ensure President (Co) and Executives have the effective implementation of the Company's business plan in accordance with relevant laws and regulations;
2. Review and approve matters related to the business such as Investments, Asset Acquisition and Distribution, Contingent Liabilities and Borrowing, Budget and Expenditure, Organization Management and Human Resource Matter etc. that subject to authority delegated from the Board of Directors. In addition, Executive Committee has no authority to approve any related party transaction or transaction which may have conflicts of interest with the Company or its subsidiaries, such transaction must be carried out according to relevant laws and regulations;
3. Scrutinize issues and tasks prior to their submission to the Board of Directors for consideration, except where the tasks are under the responsibility or authority of other sub committees, they will be scrutinized by such related Committees prior to being directly submitted to the Board of Directors;
4. Acknowledge of internal audit reports concerning preventive and audit measures. Damage or possible loss which could severely affect the company must be immediately reported by the Group Internal Audit to the Executive Committee; and
5. Consider or approve any issues which are assigned by the Board of Directors.

3. THE EXECUTIVE OFFICERS

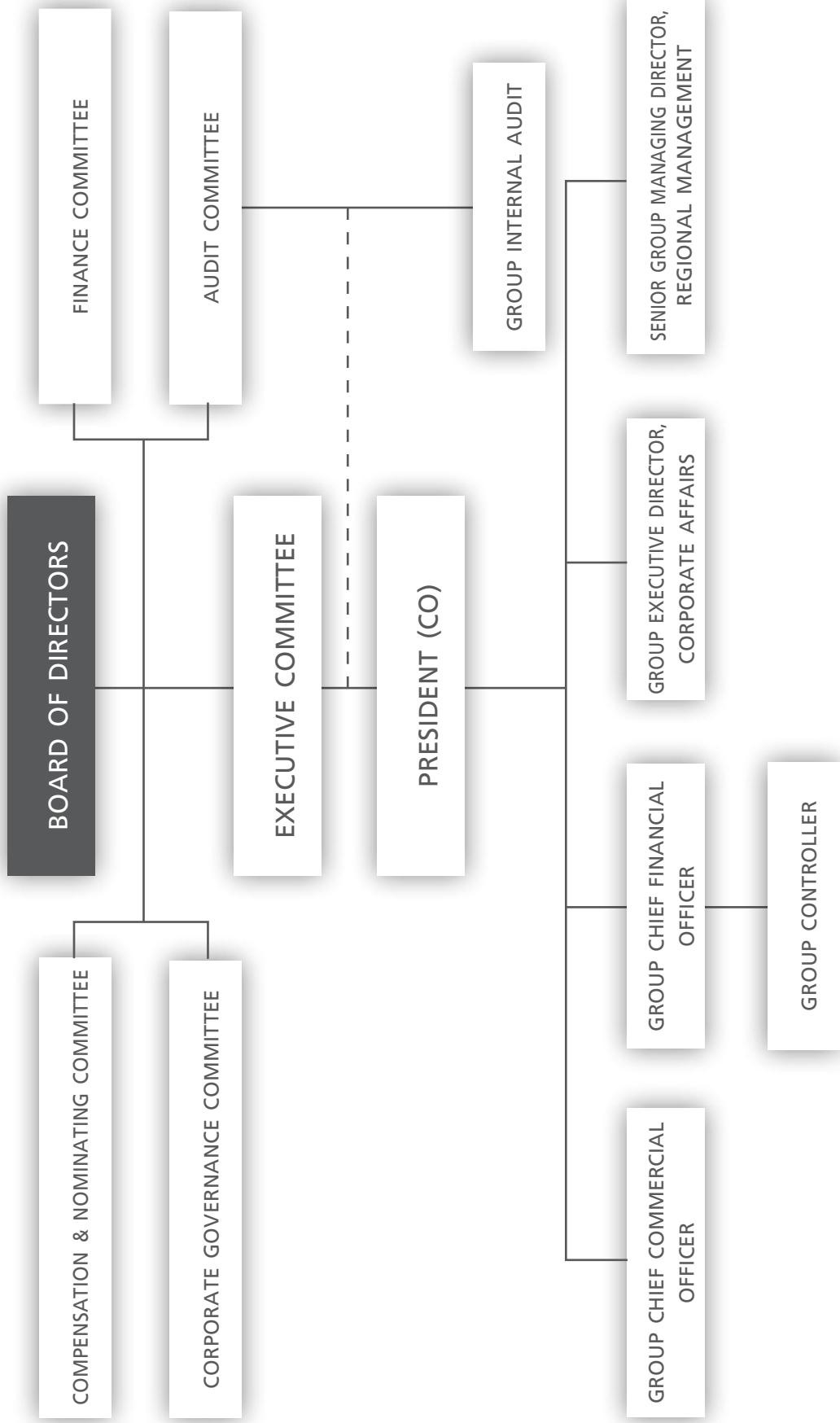
As of 31st December 2018, there were 9 Executive Officers ^{1/}, namely:

Name	Position	
1. Mr. Vichaow	Rakphongphairoj	President (Co)
2. Dr. Kittinut	Tikawan	President (Co)
3. Mr. William	Harris	Group Chief Financial Officer
4. Mr. Suphakit	Vuntanadit	Group Chief Commercial Officer
5. Mr. Kachorn	Chiaravanont	Group Executive Director of Corporate Affairs
6. Mr. Charoen	Limkangwanmongkol	Senior Group Managing Director - Regional Management
7. Mr. Anat	Mekpaiboonvatana	Senior Group Managing Director - Regional Management
8. Mr. Siripoj	Kunakornphan	Senior Group Managing Director - Regional Management
9. Mrs. Raksa-orn	Tantivess	Group Controller

Remark: ^{1/} The term "Executive Officers" in this section is defined by the notification of the Securities and Exchange Commission (the "SEC") which means the President; persons with managerial authority who are among the top four ranked individuals in the Company, after the President; and all other persons who occupy a position equivalent to the fourth ranking, including persons holding the position of departmental manager or equivalent or higher in accounting or finance.

In this regard, all Executive Officers have qualifications as prescribed by laws and are not prohibited under the laws and do not possess any untrustworthy characteristics under regulations of the SEC.

Management Structure



AUTHORITIES AND RESPONSIBILITIES OF PRESIDENT (CO)

President (Co) is the highest management position of the Company and appointed by the Board of Directors.

The relationship between the Board of Directors and the management is in the form of collaboration. The Board of Directors acts as the regulator in terms of providing consultation, comments and suggestions to the management, as well as providing support to the operation of the Company's business, and monitoring the management and the Company's performance without interfering with the operation of the Company's business. The President (Co) is responsible for implementing the Board of Directors' policy, and managing and supervising the operation of the Company's business in accordance with the Articles of Association of the Company, the Shareholders' resolutions, the Board of Directors' resolutions, the Company's business direction and relevant legislations.

The authorities and responsibilities of the President (Co) are as follows:

- Formulate business strategies and action plans for the Company according to the Company's business direction and mission as approved by the Board of Directors;
- Ensure the strategic alignment of the Company and the effective implementation of the Company's business plan;
- Direct, control and monitor the Company's day-to-day business and risk management according to the Company's business direction, business plan and budget as approved by the Board of Directors;
- Ensure that the Company conducts its business in accordance with relevant laws and regulations;
- Submit reports on the Company's business activities and operating performance to the Board of Directors on a regular basis. If the Board of Directors provides comments or suggestions to management, the President (Co) will be responsible for executing those comments or suggestions in order to achieve an effective outcome;
- Engage in any contract or agreement and to approve any expenses as a delegation of authority as defined in the Company's policy and guideline on Signing Authority. However, in the case of entering into any related party transaction or transaction which may have conflicts of interest with the Company or its subsidiaries, such transaction must be carried out according to relevant laws and regulations and
- Execute any other tasks assigned by the Board of Directors.

4. COMPANY SECRETARY AND THE PERSON SUPERVISING ACCOUNTING (CHIEF ACCOUNTANT)

The Board of Directors appointed Mrs. Rangsinee Sujaritsunchai as a Company Secretary since 27th February 2009. The Company Secretary is responsible for providing advice on laws and regulations related to the Board, helping organize the Board's activities, monitoring compliance with the Board's resolutions and undertaking duties as prescribed in the Securities and Exchange Act B.E. 2535 and its amendment. The Company discloses information regarding the Company Secretary in the "Information of the Company Secretary".

Mrs. Raksa-orn Tantivess has been appointed as Group Controller, effective from 1 January 2018. Mrs. Raksa-orn is responsible for supervising accounting. Mrs. Raksa-orn is qualified according to SEC's rules. In this regard, the Company has disclosed information of Group Controller in the "Information of the Person Supervising Accounting"

5. REMUNERATION OF THE COMPANY'S DIRECTORS AND EXECUTIVE OFFICERS

(1) MONETARY REMUNERATION

(1.1) Remuneration of Directors

During 1st January - 31st December 2018, the 16 directors of the Company were remunerated in the total amount of Baht 31,200,000; details are as follows:

	Remuneration per person (Baht)	Total (Baht)
Group 1		
- Chairman Mr. Dhanin Clearavanont	3,600,000	
- Independent Directors who are the Chairman of the Committee Dr. Kosol Petchsuwan Mr. Joti Bhokavanij and Dr. Harald Link	3,600,000	
	Total	14,400,000
Group 2		
- Independent Directors who are Committee members Mrs. Preprame Seriwongse	2,400,000	
	Total	2,400,000
Group 3		
- Vice Chairman Dr. Ajva Taulananda and Professor Athueck Asvanund	1,800,000	
	Total	3,600,000
Group 4		
- Independent Directors Professor Rawat Chamchalerm and Mr. Xu Genluo - Directors Mr. Suphachai Clearavanont Mr. Soopakij Clearavanont, Mr. Chatchaval Jiaravanon, Mr. Vichaow Rakphongphairoj, Mr. Umroong Sanphasitvong, Mr. Narong Clearavanont and Prof. Dr. Warapatr Todhanakasem	1,200,000	
	Total	10,800,000
Grand Total		31,200,000

(1.2) Remuneration of Executive Officers

The 9 executives received remuneration totaling Baht 223.90 million in the Year 2018 (from 1st January 2018 to 31st December 2018) comprising of salary, performance pay and other benefits.

(2) OTHER REMUNERATION

(2.1) Directors' Remuneration

- None -

(2.2) Executive Officers' Remuneration

(2.2.1) Provident Fund

The Company provides provident fund plan for its Executive Officers which require the Company to make monthly contribution to the fund at 3-7% of the Executive Officers' salary. In 2018, the Company made contributions for 9 Executive Officers in the aggregate amount of Baht 8.93 million.

(2.2.2) Employee Joint Investment Program Year 2017 - 2020 ("EJIP")

The Company has implemented the EJIP which is a long-term incentive plan with a period of 4 years (including Silent Period), starting from 1st January 2017 to 31st December 2020. Eligible Executive Officers must have working period until the initial contribution date of not less than 3 years. The Company will deduct from payroll of eligible Executive Officers who voluntarily joins program in each month till the end of the program period as follows:

- (1) The Company will deduct from payroll of eligible Executive Officers for President and MD or equivalent level at the rate of 5% on a monthly basis. The Company will contribute 10% of the Executive Officers' salary.
- (2) The Company will deduct from payroll of eligible Executive Officers for Director or equivalent level at the rate of 3% or 5% on a monthly basis. The Company will contribute in the equivalent rate of the Executive Officers' contribution, and
- (3) The Company will deduct from payroll of eligible Executive Officers for Deputy Director or equivalent at the rate of 3% on a monthly basis. The Company will contribute 3% of the Executive Officers' salary.

In 2018, 9 Executive Officers joined the program and the Company made contributions in the aggregate amount of Baht 14.89 million.

6. PERSONNEL

As of 31st December 2018, the total number of employees was as follows:

Work Group and Classification	Number of Employees
Management	442
Service Area & Network Operation	1,674
Marketing & Sales	596
Information Technology	71
Customer Services	376
Finance & Accounting	261
Support	890
Total	4,310

Source: The Company

EMPLOYEES' REMUNERATION AND WELFARE

(1) Monetary Remuneration

- Monthly Salary
- Annual Performance Pay: between zero and 4 times the monthly salary, subject to the Company's performance and financial status.
- Retirement: the employee must be aged 60 years or can take early retirement with agreement between the Company and the employee. Severance pay will be paid according to the labor law.
- From 1st January - 31st December 2018, the total remuneration for employees was approximately Baht 4,802.27 million, comprising wages and salaries of Baht 3,721.39 million, bonuses of Baht 597.75 million, social security fund of Baht 68.26 million, provident fund of Baht 236.31 million, and other benefits of Baht 178.56 million.

(2) Welfare

- Health Plans and Employee Welfare
 - In-house Clinic
 - Annual Medical Check-up
 - New Employees' Medical Check-up
 - Group Health Insurance
 - Group Accident Insurance
 - Group Life Insurance
 - Social Security Fund
 - Provident Fund

- Annual Leave

The employee shall be entitled to paid annual leave of 10, 12 or 15 working days per calendar year depending on the seniority of their position or their number of years of service as follows:

- Assistant Director or equivalent level and upwards: 15 working days
- Below Assistant Director or equivalent level:
 - a) Past probation to less than 3 years 10 working days
 - b) 3 years upwards to less than 5 years 12 working days
 - c) 5 years upwards 15 working days

7. EMPLOYEE TRAINING AND DEVELOPMENTS

The Company believes that “Employee” play importance roles for building values under the Company’s strategies and directions, therefore the Company places great emphasis on the training and development of its employees to prepare themselves for more complicated challenges, particularly in telecommunication technologies and business competition which rapidly grow. The Company’s Employee Training and Developments focus on professional development and career opportunities for employees including support employees to learn and gain more knowledge and develop their skills, leadership and new experience to interface with change of business trend and jointly build sustainability with the Company.

The “Learning & Development Center” was established with primary objective to build the employees’ competence, which will be the cornerstone of individual and professional development and career opportunities for employees. The Learning & Development Center acts as the change agent by being the change facilitator, who supports the Company’s new strategies and directions and encourages all employees to prepare themselves for more complicated challenges.

To achieve the above goal, the Learning & Development Center has developed variety of programs through cooperation from business lines. It encourages employee’s readiness for complicate challenges by applying 70:20:10 (Action learning: Self-learning: Class room training) learning model. Moreover, the Learning & Development Center has prepared a number of platforms i.e. a Learning & Development Center at True Tower 2 on Pattanakarn Road that has been designed to provide an ideal learning atmosphere. The new center also features modern systems for displaying information of the Company’s developments and for training registrations. Moreover, a simulator and technical Lab have been installed to aid in job training so that the employees will have the proper skills to succeed in their tasks. The Company has also developed and provided True HR application in Prompt2Learn categories which employees can easily learn through their smart phone from everywhere. This helps employees fulfill their current assignments and achieve their career goals. People development will ultimately strengthen organizational performance.

In addition, the Company has applied knowledge management, which has been created based on learning culture for all employees to encourage a learning and knowledge-sharing community which will effectively applied with the employees’ jobs by determining systematically standard of development, verification, and knowledge management for every department. It has a People Committee that is responsible for selecting and approving knowledge that is consistent with the Company’s core competency development strategy and business continuity, as well as supports the organization’s operations.

The Company has offered approximately 582 training courses per year. In 2018, the total Training Man-days was 63,830 with an expenditure of THB 141.1 million. There are development courses for employees at all levels; for example, Organization Culture 4Cs, Effective Communications, Planning and Organizing, and Effective Self Development.

In 2018, the Company focused on the followings: 1) Leadership development and build Cross-Functional Team working culture through Actions Learning Projects with Subject Matter Experts as Coach 2) Sales & Customer Touch Points Development., 3) Skills-development courses, which included, among others, Effective Communications, Problem Solving and Decision Making, Negotiations, Project Management, Risk Management, Finance for Non-Finance Manager and Operation Management., 4)The core business, business and product development and new technologies which also answered to the Thailand 4.0 roadmap. Those courses included, for example, 4G Technology, FTTx, Internet Of Thing(IoT), Trend of Technology, Digital TV, Data Analytic for Business, Wi-Fi Skill, Super Speed Fiber 1 Gbps. In addition, the Company also provided a safety program for technicians and engineers, and the commercial and customer services development courses for salesman, customer service officers, and technicians, e.g. True Products & Services, Service Excellence, Managing Your Image, Presentation Excellence, True Dialogue, and Information Technology Trainings. These included the customer service and all supporting systems for the Company such as data communication network systems and information technology security systems., 5) Training for sustainable development, e.g. courses on sustainability, the Code of Conduct, which is the rule of working to build the good corporate governance, and anti-corruption in workplace.

Furthermore, the Learning & Development Center has cooperated with both public and private academic institutes to provide courses in ICT and related technology, such as Bachelor of Business Administration (Modern Trade Business Management) of Panyapiwat Institute of Management. In addition, the Learning & Development Center has established Capability Center and extended the collaboration with Technical Institutes under Office of the Vocational Education Commission. These are crucial parts of the Company's Corporate Social Responsibility and Social Enterprise activities in order to become a role model for large enterprises in creating value for society and the Country.

**INFORMATION OF DIRECTORS, EXECUTIVE OFFICERS, CONTROLLING PARTIES,
THE PERSON TAKING THE HIGHEST RESPONSIBILITY IN FINANCE AND
ACCOUNTING, THE PERSON SUPERVISING ACCOUNTING AND
COMPANY SECRETARY (AS OF 31ST DECEMBER 2018)**

DIRECTORS

MR. JOTI BHOKAVANIJ

**INDEPENDENT DIRECTOR, CHAIRMAN OF THE AUDIT
COMMITTEE, MEMBER OF THE FINANCE COMMITTEE
AND MEMBER OF THE COMPENSATION AND
NOMINATING COMMITTEE**

AGE 76 YEARS

DATE OF APPOINTMENT

22nd December 1999

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual : - None -
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual : - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Fellow of the Association of Chartered Certified Accountants, England

Programme for Management Development, Harvard Business School, USA

Marketing Management Programme, Stanford University, Graduate School of Business, USA

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Director Accreditation Program (DAP)

Chairman 2000

Director Certification Program (DCP)

IOD National Director Conference 2012 - Moving Corporate Governance Forward :

Challenge for Thai Directors

Monitoring the Quality of Financial Reporting (MFR)
 Successful Formulation & Execution of Strategy (SFE)
 How to Measure the Success of Corporate Strategy (HMS)
 Monitoring Fraud Risk Management (MFM)
 Monitoring the Internal Audit Function (MIA)
 Monitoring the System of Internal Control and Risk Management (MIR)
 CG Forum 2/2015 : Board's and Management's Responsibilities on Internal Control
 IOD Seminar: Nomination Committee Best Practice Guideline
 IOD Seminar: Audit Committee Forum

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Sep 2017 - Present	Independent Director and Chairman of the Audit Committee, True Corporation Public Company Limited
Feb 2011 - Present	Member of the Finance Committee and Member of the Compensation and Nominating Committee, True Corporation Public Company Limited
1999 - Sep 2017	Independent Director and Member of the Audit Committee, True Corporation Public Company Limited
2002 - Oct 2017	Director, True Move Company Limited Director, Bangkok Inter Teletech Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

Aug 2016 - Present	Member of the Corporate Governance Committee, Siam Makro Public Company Limited
2013 - Present	Independent Director and Member of the Audit Committee, Siam Makro Public Company Limited
2013 - Present	Chairman, Bangkok Ranch Public Company Limited
2012 - Present	Independent Director, Loxley Public Company Limited
2012 - Apr 2018	Member of the Audit Committee, Loxley Public Company Limited
Non - Listed Companies in the Stock Exchange of Thailand	
2009 - Present	Director, Thai Smart Card Company Limited

DR. KOSOL PETCHSUWAN**INDEPENDENT DIRECTOR, MEMBER OF THE AUDIT
COMMITTEE AND CHAIRMAN OF THE CORPORATE
GOVERNANCE COMMITTEE**

AGE 79 YEARS**DATE OF APPOINTMENT**11th February 1993**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)**Ordinary share:

- Individual : - None -
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual : - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Doctor of Philosophy (Engineering), Imperial College London

Bachelor of Engineering, Imperial College London

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Director Accreditation Program (DAP)

Director Certification Program (DCP)

Audit Committee Program (ACP)

Role of the Chairman Program (RCP)

Financial Institutions Governance Program (FGP)

Finance for Non-Finance Directors (FND)

Monitoring Fraud Risk Management (MFM)

Monitoring of the Quality of Financial Reporting (MFR)

Monitoring the Internal Audit Function (MIA)

Monitoring the System of Internal Control and Risk Management (MIR)

Chartered Director Class (R-CDC)

Audit Committee Effectiveness Seminar: What Works Best – Global Practices vs. Practices in Thailand

2012 Theme: Innovative Approaches to Create Value for Business and Society

IOD Director Briefing 1/2013 Thailand's Economic Outlook 2013

IOD Tea Talk : "Effective Regulation and Corporate Governance in Asia"

The 2nd National Director Conference 2013 “Board Leadership Evolution”

IOD Director Briefing 2/2014 : The Four Pillars of Board Effectiveness

Directors Forum 2014 : Family Business Governance of Sustainability

Improving Corporate Governance Key to Advancing Thailand (the 3rd National Director Conference 2014)

CG Forum 2/2015 : Board's and Management's Responsibilities on Internal Control

Thailand Competitiveness Conference 2015 : Building Competitive Thailand for Sustainability and Inclusiveness

National Director Conference 2017 “Steering Governance in a Changing World”

Updated COSO Enterprise Risk Management : Integrating with Strategy and Performance

Learn, unlearn and relearn - Audit Committee in the Age of Disruption

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Dec 1999 - Present	Independent Director and Member of the Audit Committee, True Corporation Public Company Limited
Jun 2011 - Present	Chairman of the Corporate Governance Committee, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

2014 - Present Member of the National Legislative Assembly

DR. HARALD LINK**INDEPENDENT DIRECTOR AND CHAIRMAN OF THE
COMPENSATION AND NOMINATING COMMITTEE**

AGE 64 YEARS**DATE OF APPOINTMENT**1st March 2010**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)**Ordinary share:

- Individual: 1,266,974 shares (0.00%)
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Honorary Doctor of Business Administration (Management), Rajamangala University of Technology Srivijaya
MBA, St. Gallen University, Switzerland

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Director Accreditation Program 03/2016

MAJOR EXPERIENCETrue Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

- | | |
|---------------------|--|
| Sep 2017- Present | Independent Director and Chairman of the Compensation and
Nominating Committee, True Corporation Public Company Limited |
| Mar 2010 - Sep 2017 | Independent Director, True Corporation Public Company Limited |

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- | | |
|--------------------|---|
| Jul 2017 - Present | Chairman, B. Grimm Power Public Company Limited |
| 1998 - Present | Independent Director, Siam City Cement Public Company Limited |

Non - Listed Companies in the Stock Exchange of Thailand

- | | |
|----------------|---------------------------------------|
| 1987 - Present | Chairman, B. Grimm Group of Companies |
| Present | Director, Carrier Ltd. |
| | Director, Siemens Ltd. |
| | Director, Merck Ltd. |

PROF. RAWAT CHAMCHALERM

INDEPENDENT DIRECTOR

AGE 74 YEARS

DATE OF APPOINTMENT

1st March 2010

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 417,842 shares (0.00%)
- Spouse : 76,728 shares (0.00%)

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -

- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Master Degree of Laws, Chulalongkorn University

Bachelor of Laws, Thammasat University

Barrister at Law, Thai Bar Association

Degree: National Defence College, Joint Public-Private Course (Class 1)

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Director Accreditation Program (DAP)

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Mar 2010 - Present Independent Director, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- | | |
|----------------|--|
| 2013 - Present | Chairman of the Board and Independent Director,
Sino-Thai Engineering and Construction Public Company Limited |
| Present | Independent Director, Loxley Public Company Limited |
| | Independent Director, Sermsuk Public Company Limited |
| | Advisor, Bangkok Airways Public Company Limited |

Non - Listed Companies in the Stock Exchange of Thailand

- | | |
|---------|---|
| Present | Advisor, AP Honda Co., Ltd. |
| | Vice Chairman, Don Muang Tollway Public Company Limited |

Present	Adjunct Professor, Faculty of Law, Chulalongkorn University Adjunct Professor, Institute of Legal Education Thai Bar Association Adjunct Professor, Master Degree, Mahidol University Adjunct Professor, Doctoral, Bangkokthonburi University Adjunct Professor, Faculty of Law, Mae Fah Luang University Lecturer in Justice Affairs, the Ministry of Justice Lecturer in Department of Special Investigation, the Ministry of Justice Lecturer in Administration Development, the Ministry of Interior of Thailand
2004 - Present	Special Lecturer, Office of the Attorney General, Ministry of Interior of Thailand Advisor, Athletic Association of Thailand Patron : His Majesty the King Expert Member in Law, Special Committee in the Council of State
2002 - Present	Director, Thai National Food Commission Chairman of the Ethics Committee, National Bureau of Agricultural Commodity and Food Standards
2001 - Present	Director, Board of Directors on Disclosure of Information Member of the Council of State, Office of the Council of State
1995 - Present	Director, National Olympic Committee of Thailand

MR. XU GENLUO

INDEPENDENT DIRECTOR

AGE 60 YEARS

DATE OF APPOINTMENT

2nd September 2014

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: - None -
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Electronics Major, Hangzhou Institute of Electronic Engineering

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)

- None -

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

2014 - Present Independent Director, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

Present Director, Thai-Chinese Rayong Industrial Services Co., Ltd.

Sep 2018 - Present Executive Director and Senior Adviser, Thai - Chinese Rayong Industrial Realty Development Co., Ltd.

2014 - Present President, Holley Holding (Thailand) Co., Ltd.

2007 - Present Vice-Chairman, Chinese-Thai Enterprise Association

2007 - Sep 2018 President, Thai - Chinese Rayong Industrial Realty Development Co., Ltd.

MRS. PREEPRAME SERIWONGSE**INDEPENDENT DIRECTOR AND MEMBER
OF THE AUDIT COMMITTEE****AGE 63 YEARS****DATE OF APPOINTMENT**15th September 2017**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)**Ordinary share:

- Individual : - None -
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual : - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Master of Science in Computer Information System (MIS), (Outstanding Performance Certificate)

Assumption University (ABAC)

Bachelor of Science in Statistics, Faculty of Commerce and Accountancy, Chulalongkorn University

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Director Certification Program (DCP)

Tea Talk 1/2018 "Dealing with Cyber Risk in the Boardroom"

Advanced Audit Committee Program (AACP 30/2018)

MAJOR EXPERIENCETrue Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

- | | |
|---------|--|
| Present | Independent Director and Member of the Audit Committee,
True Corporation Public Company Limited |
|---------|--|

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- | | |
|-------------|--|
| 2007 - 2018 | Director and Chairman of the Audit Committee,
Thai Smart Card Company Limited |
| 2010 - 2018 | Advisor, Gosoft (Thailand) Company Limited |

MR. DHANIN CHEARAVANONT**CHAIRMAN OF THE BOARD****AGE 79 YEARS****DATE OF APPOINTMENT**11th February 1993**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)**Ordinary share:

- Individual: - None -
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -
- Spouse : - None -

FAMILY RELATIONSHIP

Mr. Soopakij Clearavanont's, Mr. Narong Clearavanont's and Mr. Suphachai Clearavanont's father

EDUCATION

Commercial School, Hong Kong

Shantou Secondary School, The People's Republic of China

The National Defence College of Thailand

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS ASSOCIATION (IOD)

Director Accreditation Program (DAP)

MAJOR EXPERIENCETrue Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Present	Chairman of the Board, True Corporation Public Company Limited Director, Telecom Holding Company Limited
Nov 2001 - Sep 2017	Chairman of the Compensation and Nominating Committee, True Corporation Public Company Limited
2003 - Oct 2017	Honorary Chairman, True Move Company Limited
Apr 2000 - Oct 2017	Director, True Move Company Limited Director, Bangkok Inter Teletech Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

Present	Chairman, Charoen Pokphand Foods Public Company Limited Chairman, CP All Public Company Limited
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Non - Listed Companies in the Stock Exchange of Thailand

Present	Senior Chairman, Charoen Pokphand Group Company Limited
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DR. AJVA TAU LANANDA**VICE CHAIRMAN OF THE BOARD, CHAIRMAN
OF THE FINANCE COMMITTEE AND MEMBER
OF THE CORPORATE GOVERNANCE COMMITTEE**

AGE 80 YEARS**DATE OF APPOINTMENT**11th February 1993**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)**Ordinary share:

- Individual : - None -
- Spouse : 135,601 Shares (0.00%)

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)TUC

- Individual : - None -
- Spouse : 40,000 units

FAMILY RELATIONSHIP

- None -

EDUCATION

Honorary Doctorate in Management, The University of Thai Chamber of Commerce

Honorary Doctorate in Engineering, Ramkhamhaeng University

Honorary Doctorate in Engineering, Chulalongkorn University

Doctorate in Industrial Engineering and System, Illinois Institute of Technology, USA

Master of Industrial Engineering, Iowa State of University, USA

Bachelor of Industrial Engineering, Chulalongkorn University

Special Certificate: Public – Private Joint Defence curriculum, Class 1, The National Defence College of Thailand

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Director Accreditation Program (DAP)

Chairman 2000

Director Certification Program (DCP)

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Present	Vice Chairman of the Board, True Corporation Public Company Limited Chairman of the Finance Committee and Member of the Corporate Governance Committee, True Corporation Public Company Limited
Present	Director, Telecom Holding Company Limited Director, True E-Logistics Company Limited (Formerly named True Information Technology Company Limited)
2009 – Jan 2017	Director, True Internet Corporation Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand	
- None -	
Non - Listed Companies in the Stock Exchange of Thailand	
1992 - 2017	Vice Chairman, Charoen Pokphand Group Company Limited
Present	Chairman, Board of Trustee of Thailand Management Association

PROF. ATHUECK ASVANUND* **VICE CHAIRMAN OF THE BOARD AND SENIOR ADVISOR**

AGE 67 YEARS**DATE OF APPOINTMENT**22nd August 1997**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)**Ordinary share:

- Individual : - None -
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual : - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Master of Laws, specialized in International Legal Studies, New York University, USA

Bachelor of Laws (Honours), Thammasat University

TRAINING

Capital Market Academy Leader Program (Class 3), Capital Market Academy

Program for Senior Executive on Administrative Justice (Class 19), Judicial Training Institute

The Rule of Law for Democracy (Class 4), College of Constitution, The Constitutional Court of Thailand

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS ASSOCIATION (IOD)

Director Accreditation Program (DAP)

MAJOR EXPERIENCETrue Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

2017 - Present	Vice Chairman of the Board and Senior Advisor, True Corporation Public Company Limited
1997 - 2017	Vice Chairman of the Board and Group General Counsel, True Corporation Public Company Limited
1997 - Present	Director, Subsidiaries of True Corporation Public Company Limited

*Authorized Director

2002 - Present	Director, True Move Company Limited Director, Bangkok Inter Teletech Public Company Limited
2010 - Present	Director, True Move H Universal Communication Company Limited
2008 - Feb 2009	Company Secretary, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

1997 - Present	Advisor to the Board of Directors, CP All Public Company Limited
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Non - Listed Companies in the Stock Exchange of Thailand

Present	Director, Amata B.Grimm Power Co., Ltd.
Jan 2017 - Present	Chairman of Legal office, Attaching to Senior Chairman of Charoen Pokphand Group, Charoen Pokphand Group Company Limited
Aug 2010 - Present	Director, Magnolia Finest Corporation Limited
Present	Lecturer, Business Law, Faculty of Law, Chulalongkorn University

DR. LI ZHENGMAO**VICE CHAIRMAN OF THE BOARD AND MEMBER
OF THE COMPENSATION AND NOMINATING COMMITTEE**

AGE 56 YEARS**DATE OF APPOINTMENT**2nd September 2014**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)**Ordinary share:

- Individual : - None -
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual : - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

PhD in Radio Engineering Department, Southeast University of China

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

- None -

MAJOR EXPERIENCETrue Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

2014 - Present	Vice Chairman of the Board and Member of the Compensation and Nominating Committee, True Corporation Public Company Limited
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Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

2009 - Present	Vice President, China Mobile Communications Corporation
Present	Director & Deputy General Manager, China Mobile Communications Co., Ltd. Non-Executive Director, China Communications Services Corporation Ltd.

PROF. DR. WARAPATR TODHANAKASEM

**DIRECTOR, MEMBER OF THE FINANCE
COMMITTEE AND MEMBER OF THE
CORPORATE GOVERNANCE COMMITTEE**

AGE 69 YEARS

DATE OF APPOINTMENT

1st March 2012

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 201,947 shares (0.00%)
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

TUC

- Individual: - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Ph.D. in Business Economics, University of Illinois, Urbana-Champaign, USA

M.S. in Economics, University of Illinois, Urbana-Champaign, USA

M.B.A. in Finance, Kellogg School of Management, Northwestern University, Evanston, Illinois, USA

B.Econ. (1st Class Honor), Thammasat University

LL.B., Thammasat University

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Director Certification Program (DCP)

Director Accreditation Program (DAP)

The Role of Chairman (RCM)

Role of the Compensation Committee (RCC)

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Sep 2017 - Present	Member of the Corporate Governance Committee, True Corporation Public Company Limited
2012 - Present	Director and Member of the Finance Committee, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

2010 - Present	Independent Director, Khon Kaen Sugar Industry Public Company Limited
2009 - Present	Chairman and Independent Director, Prinsiri Public Company Limited
2013 - Present	Director, Amata Vn Public Company Limited

Non - Listed Companies in the Stock Exchange of Thailand

June 2012 - Present	Director, Institute of Research and Development for Public Enterprises of Thailand (IRDP)
2010 - Present	Chairman, Pantavanij Company Limited
2007 - Present	Expert Director, Faculty of Commerce and Accountancy, Thammasat University Arbitrator, The Securities and Exchange Commission

MR. UMROONG SANPHASITVONG

**DIRECTOR, MEMBER OF THE FINANCE
COMMITTEE AND MEMBER OF THE
COMPENSATION AND NOMINATING COMMITTEE**

AGE 66 YEARS

DATE OF APPOINTMENT

16th November 2001

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 1,744,804 shares (0.01%)
- Spouse : 5,271 shares (0.00%)

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

TUC

- Individual: - None -
- Spouse : 3,000 units

FAMILY RELATIONSHIP

- None -

EDUCATION

Master of Accounting, Thammasat University

Bachelor of Accounting, Thammasat University

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Director Certification Program (DCP)

Company Secretary

Board Performance Evaluation

DCP Refresher

IOD National Director Conference 2012 – Moving Corporate Governance Forward: Challenge for Thai Directors

Role of the Compensation Committee

Ethical Leadership Program

IT Governance

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Present	Member of the Finance Committee and Member of the Compensation and Nominating Committee, True Corporation Public Company Limited
2001 - Present	Director, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

Present	Director, CP All Public Company Limited Director, Siam Makro Public Company Limited
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Non - Listed Companies in the Stock Exchange of Thailand

Present	Deputy Group CFO, Charoen Pokphand Group Company Limited Director, CPPC Public Company Limited Director, C.P. Lotus Corporation Director, ICONSIAM Company Limited (Formerly named Grand River Place Corporation Company Limited) Director, The Icon Siam Residences Corporation Limited (Formerly named Grand River Front Corporation Company Limited) Director, The Icon siam Superlux Residence Corporation Limited (Formerly named Grand River Park Corporation Company Limited) Director, The Iconsiam Chaopraya River Holdings Company Limited Director, Thai Smart Card Company Limited Director, Ascend Group Company Limited Director, Asia Freewill Company Limited Director, Suksapiwat Company Limited Director, OHT Company Limited Director, Siam River Holdings Company Limited Director, Siam Makro Holding (Thailand) Ltd.
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MR. VICHAOW RAKPHONGPHAIROJ*

DIRECTOR AND PRESIDENT (CO)

AGE 61 YEARS

DATE OF APPOINTMENT

30th November 2000

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 2,702,500 shares (0.01%)
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

TUC

- Individual: 12,000 units
- Spouse : - None -

FAMILY RELATIONSHIP

Mr. Dhanin Clearavanont's nephew

EDUCATION

Master of Business Administration, Pepperdine University, USA

Master of Electrical Engineering, University of Wisconsin, USA

Bachelor of Electrical Engineering, Arizona State University, USA

TRAINING

Senior Executives on Justice Administration Program (No. 15)

Capital Market Academy Leader Program (No. 14)

Advanced Security Management Program : ASMP (No. 7)

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)

Director Certification Program (DCP No. 16)

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

- | | |
|---------------------|---|
| Feb 2017 - Present | Director and President (Co),
True Corporation Public Company Limited |
| May 2016 – Feb 2017 | Director and Deputy Chief Executive Officer,
True Corporation Public Company Limited |

*Authorized Director

Present	Director and President (Co), True Move H Universal Communication Company Limited Director, True E-Logistics Company Limited (Formerly named True Information Technology Company Limited) Director, Telecom Holding Company Limited Director, True Touch Company Limited Director, Cineplex Company Limited Director, True Visions Group Company Limited Director, True Incube Company Limited Director, True Digital Park Company Limited
May 2018 - Present	Director, True Distribution & Sales Company Limited
Jul 2013 - Sep 2018	Director, Telecom Asset Management Company Limited
May 2006 - Apr 2018	Director, True Move Company Limited
Apr 2006 - Apr 2018	Director, Bangkok Inter Teletech Public Company Limited
2014 - May 2016	Director and Group Chief Operating Officer - Network Quality and Operation & Maintenance Broadband, Mobile, CATV, True Corporation Public Company Limited
2012 - 2013	Director and Group Chief Operating Officer - Network Quality and Operation and Maintenance, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

Present	Chairman of Executive Committee, Pantavanij Company Limited Chairman of Executive Committee, Freewill Solutions Company Limited Director, Thai Smart Card Company Limited
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MR. CHATCHAVAL JIARAVANON*

DIRECTOR

AGE 57 YEARS

DATE OF APPOINTMENT

11th February 1993

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 1,504,237 shares (0.00%)
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -
- Spouse : - None -

FAMILY RELATIONSHIP

Mr. Dhanin Chearavanont's nephew

EDUCATION

Bachelor of Business Administration, University of Southern California, USA

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Director Accreditation Program (DAP)

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

1993 - Present	Director and Managing Director - Group Investment, True Corporation Public Company Limited
2000 - Present	President and CEO, Telecom Holding Company Limited
Present	Director, K.I.N. (Thailand) Company Limited
	Director, Panther Entertainment Company Limited
	Director, Satellite Service Company Limited
	Director, True E-Logistics Company Limited
	(Formerly named True Information Technology Company Limited)
	Director, True Media Solutions Company Limited
	Director, True Touch Company Limited
	Director, True Visions Group Company Limited
	Director, Cineplex Company Limited
2009 - Feb 2017	Director, True Internet Corporation Company Limited

* Authorized Director

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

Nov 2014 - Present	Director, WP Energy Public Company Limited
Feb 2017 - Present	Independent Director and Member of the Audit Committee, SVI Public Company Limited
2013 - Present	Director, SVI Public Company Limited
2007 - Present	Chairman, Finansia Syrus Securities Public Company Limited
2001 - Present	Independent Director and Member of the Audit Committee, Ticon Industrial Connection Public Company Limited
2000 - Present	Director, AEON Thana Sinsap (Thailand) Public Company Limited

Non - Listed Companies in the Stock Exchange of Thailand

Present	Chairman, Thai Kodama Company Limited Director, ECHO Autoparts (Thailand) Company Limited Director, CPPC Public Company Limited Director, WP Gas Company Limited Director, WP Solutions Company Limited Director, WP Solar Company Limited
1990 - 2018	Director, Metro Machinery Company Limited

MR. SOOPAKIJ CHEARAVANONT *

**DIRECTOR AND MEMBER OF THE COMPENSATION
AND NOMINATING COMMITTEE**

AGE 55 YEARS

DATE OF APPOINTMENT

11th February 1993

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 6,865,095 shares (0.02%)
- Spouse : 3,045 shares (0.00%)

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -
- Spouse : - None -

FAMILY RELATIONSHIP

Mr. Dhanin Clearavanont's son,

Mr. Narong Clearavanont's and Mr. Suphachai Clearavanont's elder brother

EDUCATION

Honorary Degree of Doctor of Philosophy in Business Administration, Ramkhamhaeng University, Thailand

Bachelor of Science Degree in the College of Business and Public Administration of New York University, USA

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Director Accreditation Program (DAP) 92/2011

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

- | | |
|---------|---|
| Present | Director and Member of the Compensation and Nominating Committee,
True Corporation Public Company Limited
Executive Chairman, True Visions Group Company Limited
Chairman, SM True Company Limited
Chairman, Satellite Service Company Limited
Chairman, True Media Solutions Company Limited
Chairman, Panther Entertainment Company Limited
Chairman, Cineplex Company Limited
Chairman (Honorary), True CJ Creations Company Limited |
|---------|---|

* Authorized Director

1993 - May 2018	Executive Chairman, Telecom Holding Company Limited
1996 - May 2018	Director, True Information Technology Co., Ltd.
2002 - Oct 2017	Director, True Move Company Limited
2002 - Oct 2017	Director, Bangkok Inter Teletech Public Company Limited
2009 - Feb 2017	Director, True Internet Corporation Company Limited
1995 - Jan 2017	Director, True Internet Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

Present	Director, C.P. All Public Company Limited
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Non - Listed Companies in the Stock Exchange of Thailand

Present	Chairman, Charoen Pokphand Group Company Limited
	Chairman, Chia Tai Group Company Limited
	Chairman, Chia Tai Enterprises International Limited
	Chairman, CT Bright Holdings Limited
	Chairman, C.P. Lotus Corporation
	Chairman, Chia Tai Real Estate Group Company Limited
	Chairman, Zheng Xin Bank Company Limited
	Co-Chairman, Shanghai Kinghill Limited
	Vice Chairman, C.P. Pokphand Company Limited
	Vice Chairman, Chia Tai China Investment Limited
	Director, Ping An Insurance (Group) Company of China
	Director, SAIC Motor-CP Company Limited

Royal Awards & Decorations

2018	The Special Church Medal as a token of appreciation for contribution to the celebration of the 120 years of the diplomatic relations' establishment between Thailand and Russia
2017	The Russian Foreign Ministry Decorations for Interaction Badge
2013	Knight Grand Cross (First Class) of the Most Noble Order of the Crown of Thailand
2012	Companion (Fourth Class) of the Most Exalted Order of the White Elephant
2010	Companion (Fourth Class) of the Most Noble Order of the Crown of Thailand
2008	Companion (Fifth Class) of the Most Exalted Order of the White Elephant

MR. NARONG CHEARAVANONT

DIRECTOR

AGE 54 YEARS

DATE OF APPOINTMENT

29th April 2008

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 304,269 shares (0.00%)

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -

FAMILY RELATIONSHIP

Mr. Dhanin Chearavanont's son,

Mr. Soopakij Chearavanont's younger brother and Mr. Suphachai Chearavanont's elder brother

EDUCATION

Honorary Doctor of Business Administration, Ramkhamhaeng University

Advance Management Program : Transforming Proven Leaders into Global Executives, Harvard Business School, Harvard University

Bachelor of Science, Major Business Administration, New York University, USA

TRAINING

Systematic Innovation of Products, Processes and Services, MIT Sloan Executive Education (2015)

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Director Accreditation Program (DAP) (2007)

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

2008 - Present	Director, True Corporation Public Company Limited
2011 - Present	Vice Chairman, SM True Company Limited
2010 - Present	Director, Panther Entertainment Company Limited
2009 - Present	Director, Cineplex Company Limited
	Director, Satellite Service Company Limited
Present	Director and Executive Vice Chairman, True Visions Group Company Limited
	Director, True CJ Creations Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

2013 - Present	Director, Siam Makro Public Company Limited
1999 - Present	Director, CP All Public Company Limited
Non - Listed Companies in the Stock Exchange of Thailand	
Present	Senior Vice Chairman, Charoen Pokphand Group Company Limited
	Director, Siam Makro Holding (Thailand) Limited
	Director, True Iconsiam Company Limited
	Director, The Iconsiam Chaopraya River Holdings Company Limited
	Director, Siam River Holdings Company Limited
	Director, Whizdom Assets Corporation Limited
	Director, Whizdom Society Development Corporation Company Limited
	Director, Whizdom Landmark Corporation Limited
	Director, Shanghai Changfa Shopping Center Company Limited
	Director, Shanghai Yalian Supermarket Company Limited
	Director, Shanghai Jialian Supermarket Company Limited
	Director, Zhengzhou Lotus Supermarket Chain Store Company Limited
	Director, Foshan Nanhai Huanantong Trading Development Company Limited
	Director, Guangdong Huanantong Trading Development Company Limited
	Director, Zhanjing C.P. Lotus Supermarket Company Limited
	Director, Shanghai Xinlian Supermarket Company Limited
	Director, Lotus Distribution Investment Limited
	Governance Committee, Leadership Development Institute
2013 - Present	Director, Shanghai Yilian Supermarket Company Limited
	Director, Shanghai Ailian Supermarket Company Limited
	Director, Shanghai Songlian Supermarket Company Limited
	Director, Wenzhou Yichu Ailian Supermarket Company Limited
	Director, OHT Company Limited
2012 - Present	Director, Shanghai Cailian Supermarket Company Limited
	Director, Nantung Tonglian Supermarket Company Limited
	Director, Kunshan Tailian Supermarket Company Limited
	Director, C.P. Zonglian (Shanghai) Management Company Limited
	Chief Executive Officer, Shanghai Litai Logistics Company Limited
	Director, Shantou Lotus Supermarket Chain Store Co., Ltd.
	Director, Guangzhou Lotus Supermarket Chain Store Co., Ltd.
2011 - Present	Director, Chia Tai Qingdao Holdings (Hongkong) Limited
	Director, Chia Tai Xiangyang Holdings (Hongkong) Limited
	Director, Chia Tai Qingdao Holdings Limited

2011 - Present	Director, Chia Tai Xiangyang Holdings Limited Executive Director, The ICON SIAM Superlux Residences Corporation Limited (formerly : Grand River Park Corporation Limited) Executive Director, The ICON SIAM Residences Corporation Limited (formerly : Grand River Front Corporation Limited) Executive Director, The ICONSIAM Company Limited (formerly : Grand River Place Corporation Limited) Senior Executive Assistant to Chairman, Charoen Pokphand Group “Global Talent Recruitment”
2010 - Present	Vice Chairman, Marketing and Distribution Business (Thailand) Vice Chairman, Marketing and Distribution Business (China) Vice Chairman, Real Estate & Land Development Business (China) Vice Chairman, Shanghai Kinghill Limited Vice Chairman, CP Lotus Corporate Management Company Limited
2009 - Present	Director, Wuxi Ailian Supermarket Chain Store Company Limited Director, Wuxi Yilian Supermarket Company Limited Director, Taizhou Yilian Supermarket Company Limited Director, Hefei Ailian Supermarket Company Limited Director, Changsha Chulian Supermarket Co., Ltd. Director, Wuhan Yichu Ailian Supermarket Co., Ltd. Director, Changsha Ailian Supermarket Co., Ltd. Director, Guangzhou Lotus Supermarket Chain Store Company Limited
2008 - Present	Executive Director, CPPC Company Limited Executive Director, Beston Action Utility Wear (Lianyungang) Co., Ltd. Executive Director, Jiangsu CP Lotus Supermarket Chain Store Co., Ltd. Executive Director, Zhejiang CP Trading Company Limited Director, Foshan C.P. Lotus Management Consulting Company Limited
2007 - Present	Senior Vice Chairman, CP Lotus Corporation Company Limited Senior Vice Chairman, Chia Tai (China) Investment Company Limited
2005 - Present	Director, Qingdao Lotus Supermarket Chain Store Company Limited
2004 - Present	Executive Director, Xi'an Lotus Supermarket Chain Store Co., Ltd.
2003 - Present	Executive Director, Shantou Lotus Supermarket Chain Store Co., Ltd. Executive Director, Tai'an Lotus Supermarket Chain Store Co., Ltd. Executive Director, Beijing CP Lotus Supermarket Chain Store Co., Ltd. (Formerly Beijing Lotus Supermarket Chain Store Company Limited)
2002 - Present	Executive Director, Business Development Bank
2001 - Present	Director, Yangtze Supermarket Investment Company Limited
2000 - Present	Director, Wuhan Lotus Supermarket Chain Store Company Limited Director, Shanghai Lotus Supermarket Chain Store Company Limited

DR. XIA BING**DIRECTOR AND MEMBER OF THE FINANCE COMMITTEE**

AGE 45 YEARS**DATE OF APPOINTMENT**8th September 2016**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)**Ordinary share:

- Individual : - None -
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual : - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Doctoral degree in Industrial Economy, Jiangxi University of Finance and Economics

MBA, Jiangxi University of Finance and Economics

Bachelor degree of Communication Management Engineering, Beijing University of Posts and Telecommunications

Bachelor degree of Telecommunication Engineering, Beijing University of Posts and Telecommunications

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS ASSOCIATION (IOD)

- None -

MAJOR EXPERIENCETrue Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Sep 2016 - Present	Director and Member of the Finance Committee, True Corporation Public Company Limited
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Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

Jul 2016 - Present	General Manager of Marketing Department, China Mobile Communications Corporation
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MR. SUPHACHAI CHEARAVANONT*

**DIRECTOR AND CHAIRMAN OF THE
EXECUTIVE COMMITTEE**

AGE 51 YEARS

DATE OF APPOINTMENT

11th February 1993

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 7,783,084 shares (0.02%)
- Spouse : 1,930,255 shares (0.01%)

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -
- Spouse : - None -

FAMILY RELATIONSHIP

Mr. Dhanin Clearavanont's son, Mr. Soopakij Clearavanont's and Mr. Narong Clearavanont's younger brother

EDUCATION

Honorary Doctorate degree in Business Management, Khon Kaen University

Honorary Doctorate degree in Mass Communications, Ramkamhaeng University

Bachelor of Business Administration in Financial Management, Boston University, USA

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Director Accreditation Program (DAP) 92/2011

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

True Corporation Public Company Limited

Feb 2017 - Present Director and Chairman of the Executive Committee

1999 - Feb 2017 Director, President and Chief Executive Officer

True's Subsidiaries

Present Director and Chief Executive Officer, True Visions Group Company Limited

Director, Satellite Service Company Limited

Director, Panther Entertainment Company Limited

Director, True Music Company Limited

Director, TRUE4U Station Company Limited

Director, Cineplex Company Limited

* Authorized Director

Present	Director, True Media Solutions Company Limited Director, True Move H Universal Communication Company Limited Director, True Incube Company Limited Director, True Touch Company Limited Director, K.I.N. (Thailand) Company Limited
2006 - Dec 2018	Director, BEBOYDCG Company Limited
1993 - May 2018	Director, Telecom Holding Company Limited
2010 - Mar 2017	Chief Executive Officer, True Move H Universal Communication Company Limited
Apr 2001 - Oct 2017	Chief Executive Officer, True Move Company Limited
Apr 2001 - Oct 2017	Director, Bangkok Inter Teletech Public Company Limited
1995 – Jan 2017	Director, True Internet Company Limited
2005 - 2015	Director, K.I.N. (Thailand) Company Limited
<u>Positions held in Other Organizations in the Last Year</u>	
Other Listed Companies in the Stock Exchange of Thailand	
- None -	
Non - Listed Companies in the Stock Exchange of Thailand	
Present	Chairman, Global Compact Network Thailand (GCNT) Independent Committee for Education Reform (ICER) Member in the public and private sectors committee for driving the nation's economy under Public-Private Collaboration Project Team Leader of private sectors working group for basic education and leadership development Director of the Telecommunications Association of Thailand under the Royal Patronage (TCT) Director, Magnolia Finest Corporation Limited
Jul 2017 - Present	President, The Thai Federation of ICT Technology Association (TFIT)
2017 - Present	Advisor, The Thai Chamber of Commerce Advisor, The University Council of the University of the Thai Chamber of Commerce
2016 - Present	Chief Executive Officer, Charoen Pokphand Group Company Limited Chairman, Steering Committee, UN Global Compact Local Network in Thailand
2015 - Present	Vice Chairman, Charoen Pokphand Group Company Limited
2010 - Present	Director and Advisor of Master of Science Program and Doctor of Philosophy Program in Technopreneurship and Innovation Management (TIP), Chulalongkorn University Advisor to Executive Chairman of Rajaprajanugroh Foundation Director of Ramathibodi Foundation
2008 - Present	The Bangkok Art and Culture Centre Foundation Committee Member of Management Committee on Nation-wide Strategic Approach Eye Provisioning Project
2006 - Present	Chairman of the Sub Committee for Fund Raising Thai Red Cross Eye Bank Member of the Thai Red Cross Eye Bank Committee
2000 - Present	Chairman, Freewill Solutions Company Limited

EXECUTIVE OFFICERS

DR. KITTINUT TIKAWAN

PRESIDENT (CO)

AGE 46 YEARS

DATE OF APPOINTMENT

26th December 2017

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 2,705,672 shares (0.01%)

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Doctor of Philosophy (Ph.D.) in Organization Development, Assumption University

Certificate of Berkeley Executive Program, Haas School of Business, University of California – Berkeley

Master of Business Administration, Assumption University

Master of Science in Information Systems, Assumption University

Bachelor of Business Administration in Marketing, Assumption University

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)

- None -

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Dec 2017 - Present	President (Co), True Corporation Public Company Limited
Feb 2018 - Present	President (Co), True Move H Universal Communication Company Limited
Aug 2018 - Present	Director, True Incube Company Limited
May 2018 - Present	Director, Real Move Company Limited
	Director, True Distribution & Sales Company Limited
	Director, True Internet Corporation Company Limited
	Director, True Move H Universal Communication Company Limited

Aug 2017 - Dec 2017	Executive Assistant to Chairman of the Executive Committee
May 2016 - Jul 2017	Group Chief Commercial Officer, True Corporation Public Company Limited
Feb 2015 - May 2016	Head of Commercial & Business Development, Mobile (True Move)
Jan 2014 - Feb 2015	Managing Director, Retail Business
Nov 2012 - Jan 2014	Director, Retail Business - Device Product Management

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

MR. WILLIAM HARRIS **

GROUP CHIEF FINANCIAL OFFICER

AGE 57 YEARS

DATE OF APPOINTMENT

7th October 2009

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 2,751,011 shares (0.01%)
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Master of Business Administration, Major in Finance and Marketing, Wharton School of the University of Pennsylvania
Bachelor of Science in Economics, Wharton School of the University of Pennsylvania

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

- None -

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

May 2016 - Present	Group Chief Financial Officer, True Corporation Public Company Limited
2014 - Present	Director, True Visions Group Company Limited Director, True Vistas Company Limited
2011 - Present	Director, Rosy Legend Limited Director, Prospect Gain Limited Director, True Internet Technology (Shanghai) Company Limited
2006 - Present	Director, True Move Company Limited Director, Bangkok Inter Teletech Public Company Limited

** the Person taking the Highest Responsibility in Finance and Accounting

2010 - 2017	Director, True Trademark Holdings Company Limited Director, Gold Palace Investments Limited Director, Golden Light Company Ltd. Director, Gold Palace Logistics Limited
2009 - 2017	Executive Director - International Business Development and Assistant to CEO, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

MR. SUPHAKIT VUNTANADIT

GROUP CHIEF COMMERCIAL OFFICER

AGE 54 YEARS

DATE OF APPOINTMENT

1st January 2018

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: - None -
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Master Degree of Business Administration, California University of Pennsylvania, U.S.A.

Bachelor Degree of Economics, Thammasat University

Diploma, National Defence College, The Joint State - Private Sector Course Class 23, Thailand National Defence College

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

- None -

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Jan 2018 - Present	Group Chief Commercial Officer, True Corporation Public Company Limited
Nov 2012 - Dec 2017	Group Director, Corporate Marketing, True Corporation Public Company Limited
Nov 2018 - Present	Director, True Distribution & Sales Company Limited
May 2018 - Present	Director, True Internet Corporation Company Limited
Apr 2011 - Present	Director, Real Move Company Limited
Aug 2006 - Present	Director, True International Communication Company Limited
2012 - Present	Director, True Life Plus Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

MR. KACHORN CHIARAVANONT**GROUP EXECUTIVE DIRECTOR - CORPORATE AFFAIRS****AGE 52 YEARS****DATE OF APPOINTMENT**21st February 2012**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)**Ordinary share:

- Individual : 263,882 shares (0.00%)
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual : - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Bachelor Degree in Management, Fairleigh Dickinson University in New Jersey, USA

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS ASSOCIATION (IOD)

- None -

MAJOR EXPERIENCETrue Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Present	Group Executive Director - Corporate Affairs, True Corporation Public Company Limited Group Executive Director - Corporate Affairs, True Move H Universal Communication Company Limited Chairman and Director, True United Football Club Company Limited Director, True E-Logistics Company Limited (Formerly named True Information Technology Company Limited) Director, True Distribution & Sales Company Limited Director, Song Dao Company Limited Director, Cineplex Company Limited Director, True Media Solutions Company Limited Director, Satellite Service Company Limited Director, Panther Entertainment Company Limited
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Present	Director, Telecom Holding Company Limited Director, True Visions Group Company Limited
2017 - Present	Member of the Executive Committee, True Corporation Public Company Limited
Dec 2000 - Apr 2018	Director, Bangkok Inter Teletech Public Company Limited
2009 - Feb 2017	Director, True Internet Corporation Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

Present	Member of the Executive Committee, Charoen Pokphand Group Company Limited Vice Chairman of the Executive Committee, Thana Telecom Company Limited Director, CPPC Public Company Limited Director, Pokphand Enterprise Company Limited Director, True Leasing Company Limited Director, True Properties Company Limited Director, SAIC Motor-CP Company Limited Director, MG Sales (Thailand) Company Limited Director, Echo Autoparts (Thailand) Company Limited Director, Siam Land Flying Company Limited Director, Whizdom Assets Corporation Limited Director, Whizdom Society Development Corporation Company Limited Director, Whizdom Landmark Corporation Limited Director, True Iconsiam Company Limited Director, 84 Company Limited Director, NAVA 84 Company Limited
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MR. CHAROEN LIMKANGWANMONGKOL**SENIOR GROUP MANAGING DIRECTOR,
REGIONAL MANAGEMENT**

AGE 55 YEARS**DATE OF APPOINTMENT**26th October 2012**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)**Ordinary share:

- Individual : 1,355,682 shares (0.00%)
- Spouse : 282,311 shares (0.00%)

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual : - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Mini MBA, Chulalongkorn University

Bachelor Degree Business Administration, Assumption University

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

- None -

MAJOR EXPERIENCETrue Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Oct 2018 – Present	Senior Group Managing Director, Regional Management UPC II (Central & East, West & South), True Corporation Public Company Limited
Jan 2018 – Sep 2018	Senior Group Managing Director, Regional Management BMA I, True Corporation Public Company Limited
Aug 2017 – Dec 2017	Group Chief Commercial Officer, True Corporation Public Company Limited
Feb 2014 – Jul 2017	Group Managing Director - Regional Management, True Corporation Public Company Limited
Present	Managing Director, True Multimedia Company Limited Director, True Life Plus Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

MR. ANAT MEKPAIBOONVATANA

**SENIOR GROUP MANAGING DIRECTOR,
REGIONAL MANAGEMENT**

AGE 58 YEARS

DATE OF APPOINTMENT

21st February 2012

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 2,009,059 shares (0.01%)
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Master Degree of Marketing Management, West Coast University, USA

Bachelor of Mechanical Engineering, King Mongkut's University of Technology Thonburi

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

- None -

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Oct 2018 - Present	Senior Group Managing Director, Regional Management BMA, True Corporation Public Company Limited
Jan 2018 - Sep 2018	Senior Group Managing Director, Regional Management BMA II, True Corporation Public Company Limited
2014 - Dec 2017	Group Managing Director - Regional Management True Corporation Public Company Limited
May 2009 - Present	Director, True Distribution & Sales Company Limited
Present	Director, Samut Pakan Media Corporation Company Limited Director, Hutchison MultiMedia Services (Thailand) Limited Director, Tele Engineering and & Services Company Limited Director, Cineplex Company Limited

Present	Director, True Media Solutions Company Limited Director, Satellite Service Company Limited Director, Panther Entertainment Company Limited Director, True GS Company Limited Director, Telecom Holding Company Limited Director, True Visions Group Company Limited
2012 - 2014	Managing Director, True Visions Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

MR. SIRIPOJ KUNAKORNPHAN

**SENIOR GROUP MANAGING DIRECTOR,
REGIONAL MANAGEMENT**

AGE 55 YEARS

DATE OF APPOINTMENT

21st January 2014

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 1,333,293 shares (0.00%)

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual: - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Bachelor of Engineering Program in Electronics, King Mongkut's Institute of Technology Ladkrabang

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

Corporate Governance for Executives Program (April 2017)

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Oct 2018 - Present	Senior Group Managing Director, Regional Management UPC I (North & Northeast), True Corporation Public Company Limited
Jan 2018 - Sep 2018	Senior Group Managing Director, Regional Management UPC, True Corporation Public Company Limited
2014 - Dec 2017	Group Managing Director - Regional Management, True Corporation Public Company Limited
Present	Director, BFKT (Thailand) Limited
2008 - 2014	Chief Operating Officer, True Move Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

**THE PERSON SUPERVISING ACCOUNTING (CHIEF ACCOUNTANT)
WHO HAS QUALIFICATIONS AND CONDITIONS AS PER THE
NOTIFICATION OF THE DEPARTMENT OF BUSINESS DEVELOPMENT**

MRS. RAKSA-ORN TANTIVESS

DIRECTOR, GROUP CONTROLLER

AGE 52 YEARS

DATE OF APPOINTMENT

1st January 2018

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual: 185,623 shares (0.00%)

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

TUC

- Individual: 500 units

FAMILY RELATIONSHIP

- None -

EDUCATION

Certified Public Accountant (CPA), Thailand

Master of Science in Computer Information System, University of Miami, Florida, U.S.A.

Post-Graduate Diploma in Auditing, Thammasat University

Bachelor of Accountancy (2nd Class Honors) in Accounting, Chulalongkorn University

TRAINING

Internal Auditor Training Course I & II, ICAAT

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)**

- None -

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Jan 2018 - Present Director, Group Controller, True Corporation Public Company Limited

Dec 2016 - Dec 2017 Acting Chief Quality and Internal Control, True Corporation Public Company Limited

Sep 2009 - Nov 2016 Deputy Director, Controller Mobile, True Move Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

COMPANY SECRETARY

MRS. RANGSINEE SUJARITSUNCHAI

COMPANY SECRETARY

AGE 53 YEARS

DATE OF APPOINTMENT

27th February 2009

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31ST DECEMBER 2018)

Ordinary share:

- Individual : - None -
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31ST DECEMBER 2018)

- Individual : - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Master of Science (Accounting), Thammasat University

Bachelor of Accounting, Chulalongkorn University

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS
ASSOCIATION (IOD)

Company Secretary Program 19/2006 (CSP)

Effective Minutes Taking 5/2006 (EMT)

Corporate Governance and Social Responsibilities 1/2007 (CSR)

Anti-Corruption : The Practical Guide (ACPG 5/2013)

Anti-Corruption : The Practical Guide (ACPG 32/2016)

MAJOR EXPERIENCE

True Corporation Public Company Limited

2009 - Present	Company Secretary
2001 - Present	Secretary to the Audit Committee
	Secretary to the Compensation and Nominating Committee
	Secretary to the Corporate Governance Committee
	Assistant to the Secretary to the Finance Committee
2001 - 2009	Deputy Company Secretary
2000 - 2001	Assistant General Counsel - SEC & SET Compliance

**SECURITIES HOLDING OF THE COMPANY'S DIRECTORS AND EXECUTIVES AS AT
31ST DECEMBER 2018**

Name	Ordinary shares (shares)			
	As at 31 Dec 2017	Changes in 2018	As at 31 Dec 2018	
			Number of shares	%
1. Dr. Kosol Petchsuwan	-	Acquisition - Disposition -	-	-
Spouse and minor children	-	Acquisition - Disposition -	-	-
2. Mr. Joti Bhokavanij	-	Acquisition - Disposition -	-	-
Spouse and minor children	-	Acquisition - Disposition -	-	-
3. Dr. Harald Link	825,134	Acquisition 441,840 Disposition -	1,266,974	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
4. Prof. Rawat Chamchalerm	323,263	Acquisition 94,579 Disposition -	417,842	0.00
Spouse and minor children	76,728	Acquisition - Disposition -	76,728	0.00
5. Mr. Xu Genluo	-	Acquisition - Disposition -	-	-
Spouse and minor children	-	Acquisition - Disposition -	-	-
6. Mrs. Preeprame Seriwongse	-	Acquisition - Disposition -	-	-
Spouse and minor children	-	Acquisition - Disposition -	-	-
7. Mr. Dhanin Clearavanont	-	Acquisition - Disposition -	-	-
Spouse and minor children	-	Acquisition - Disposition -	-	-
8. Dr. Ajva Taulananda	-	Acquisition - Disposition -	-	-
Spouse and minor children	135,601	Acquisition - Disposition -	135,601	0.00
9. Prof. Athueck Asvanund	1,765,396	Acquisition - Disposition 1,765,396	-	-
Spouse and minor children	-	Acquisition - Disposition -	-	-

Name	Ordinary shares (shares)			
	As at 31 Dec 2017	Changes in 2018	As at 31 Dec 2018	
			Number of shares	%
10. Dr. Li Zhengmao	-	Acquisition - Disposition -	-	-
Spouse and minor children	-	Acquisition - Disposition -	-	-
11. Prof. Dr. Warapatr Todhanakasem	135,742	Acquisition 66,205 Disposition -	201,947	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
12. Mr. Umroong Sanphasitvong	1,650,226	Acquisition 94,578 Disposition -	1,744,804	0.01
Spouse and minor children	5,271	Acquisition - Disposition -	5,271	0.00
13. Mr. Vichaow Rakphongphairoj	2,078,281	Acquisition 624,219 Disposition -	2,702,500	0.01
Spouse and minor children	-	Acquisition - Disposition -	-	-
14. Mr. Chatchaval Jiaravanon	1,163,754	Acquisition 340,483 Disposition -	1,504,237	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
15. Mr. Soopakij Clearavanont	5,628,291	Acquisition 1,236,804 Disposition -	6,865,095	0.02
Spouse and minor children	3,045	Acquisition - Disposition -	3,045	0.00
16. Mr. Narong Clearavanont	304,269	Acquisition - Disposition -	304,269	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
17. Dr. Xia Bing	-	Acquisition - Disposition -	-	-
Spouse and minor children	-	Acquisition - Disposition -	-	-
18. Mr. Suphachai Clearavanont	6,511,948	Acquisition 1,271,136 Disposition -	7,783,084	0.02
Spouse and minor children	1,930,255	Acquisition - Disposition -	1,930,255	0.01
19. Dr. Kittinut Tikawan	2,074,883	Acquisition 630,789 Disposition -	2,705,672	0.01
Spouse and minor children	-	Acquisition - Disposition -	-	-

Name	Ordinary shares (shares)			
	As at 31 Dec 2017	Changes in 2018	As at 31 Dec 2018	
			Number of shares	%
20. Mr. William Harris	2,109,768	Acquisition 641,243 Disposition -	2,751,011	0.01
Spouse and minor children	-	Acquisition - Disposition -	-	-
21. Mr. Suphakit Vuntanadit ^{1/}	294,598	Acquisition 345,052 Disposition -	639,650	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
22. Mr. Kachorn Chiaravanont	1,095,299	Acquisition 156,055 Disposition 987,472	263,882	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
23. Mr. Charoen Limkangwanmongkol	989,663	Acquisition 366,019 Disposition -	1,355,682	0.00
Spouse and minor children	282,311	Acquisition - Disposition -	282,311	0.00
24. Mr. Anat Mekpaiboonvatana	1,668,576	Acquisition 340,483 Disposition -	2,009,059	0.01
Spouse and minor children	-	Acquisition - Disposition -	-	-
25. Mr. Siripoj Kunakornphan	993,471	Acquisition 339,822 Disposition -	1,333,293	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
26. Mrs. Raksa-orn Tantivess ^{2/}	82,343	Acquisition 103,280 Disposition -	185,623	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-

Remark : ^{1/} On 1st January 2018, Mr. Suphakit Vuntanadit was appointed as “Executives” defined by the Securities and Exchange Commission.

^{2/} On 1st January 2018, Mrs. Raksa-orn Tantivess was appointed as “Group Controller”.

**REPORT ON THE DIRECTORS' SHAREHOLDING IN THE COMPANY'S SUBSIDIARIES
AS OF 31ST DECEMBER 2018**

Director Company	Mr. Dhanin Clearavanont	Dr. Ajva Taulananda	Mr. Chatchaval Jiaravanon	Mr. Soopakij Clearavanont	Mr. Suphachai Clearavanont	Mr. Vichaow Rakphongphairoj		
	Change in 2018	Outstanding Share(s)	Change in 2018	Outstanding Share(s)	Change in 2018	Outstanding Share(s)	Change in 2018	Outstanding Share(s)
Telecom Holding Co., Ltd.	-	1	-	-	-	-	1	-
True E-Logistics Co., Ltd.	-	-	1	-	-	-	1	-
True Touch Company Limited	-	-	1	-	1	-	1	-
True Multimedia Co., Ltd.	-	-	1	-	1	-	1	-
Asia Wireless Communication Co., Ltd.	-	-	1	-	1	-	1	-
Real Move Company Limited	-	-	-	-	-	1	-	1
True Distribution & Sales Co., Ltd.	-	-	-	-	-	-	1	-
BFKT (Thailand) Limited	-	-	-	-	-	-	1	-
True Vistas Co., Ltd.	-	-	-	-	-	-	-	1
True Visions Group Co., Ltd.	-	-	-	-	-	-	-	1
True Move H Universal Communication Co., Ltd.	-	-	-	-	-	-	-	1
Telecom Asset Management Co., Ltd.	-	-	-	-	-	-	-	1

DIRECTORSHIP OF THE COMPANY'S DIRECTORS AND SENIOR EXECUTIVES IN SUSIDIARIES AND ASSOCIATED COMPANIES (AS OF 31ST DECEMBER 2018)

ID = Independent Director C = Chairman VC = Vice Chairman / = Director E = Executive * = Group Controller

CORPORATE GOVERNANCE

1. CORPORATE GOVERNANCE POLICY

The Company fully recognizes the importance of corporate governance and established its “Policy on Corporate Governance” in 2002. This is regularly modified to take account of changes in the Company’s business. It is also kept in line with the corporate governance-related laws and regulations and Corporate Governance Code for listed companies 2017 issued by the Securities and Exchange Commission to international standards. The details of Policy on Corporate Governance are posted on the Company’s website at www.truecorp.co.th.

2. THE BOARD’S COMMITTEES

The Committees of the Board of Directors consists of 5 committees as follows:

- 1) Audit Committee
- 2) Compensation and Nominating Committee
- 3) Finance Committee
- 4) Corporate Governance Committee
- 5) Executive Committee

The details of all Sub Committees are disclosed in topic “Management Structure”.

3. NOMINATION AND APPOINTMENT OF DIRECTORS AND TOP EXECUTIVES

1) INDEPENDENT DIRECTOR

The procedure for nominating an Independent Director of the Company is the same as the nomination of other directors of the Company, details of which are summarized in Item 2). Nonetheless, a person who will serve as the Company’s independent director must be independent of any major shareholder, the group of major shareholders and the management of any juristic person who is the major shareholder of the Company including free from any other relationship that would interfere with the exercise of independent judgment and holds qualifications defined in the Corporate Governance Policy of the Company (which are more rigorous than that defined by the Capital Market Supervisory Board in area of shareholding percentage). Details are as follows:

- (1) holding shares *not* exceeding 0.75 percent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, principal shareholder or controlling person of the Company, including the shares held by related persons of the independent director;
- (2) *neither being nor* having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary,

principal shareholder or controlling person of the Company unless the foregoing status has ended *not* less than two years prior to the date of appointment;

- (3) *not* being a person related by blood or registration under laws i.e. father, mother, spouse, sibling, and child, including spouse of the children; of other directors, executives, major shareholders, controlling persons, or persons to be nominated as director executive or controlling persons of the Company or its subsidiary;
- (4) *not* having a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, in the manner which may interfere with his or her independent judgment, and *neither being nor* having been a principal shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company unless the foregoing relationship has ended *not* less than two years prior to the date of appointment.

The term “business relationship” aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning rules on connected transactions *mutatis mutandis*. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

- (5) *neither being nor* having been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, and *not* being a principal shareholder or controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the Company unless the foregoing relationship has ended *not* less than two years from the date of appointment;
- (6) *neither being nor* having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the Company, and *neither being nor* having been a principal shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended *not* less than two years from the date of appointment;
- (7) *not* being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the major shareholder;
- (8) *not* operate any business which has the same nature as and is in significant competition with the business of the Company or subsidiary, or *not* being a principal partner in any partnership, or *not* being an executive director, employee, staff, or advisor who receives salary; or holding shares *not* exceeding one per cent of the total number of voting rights of any other company operating business which has the same nature as and is in significant competition with the business of the Company or subsidiary;

- (9) *not* having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs;
- (10) After having been appointed as independent director with qualifications complying with the criteria under the above (1) to (9), the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of the Company on the condition that such decision must be a collective one;
- (11) In case of any person *either* having *or* having had a business relationship or professional service exceeding the amount under the above (4) or (6), such person shall be waived from the prohibition concerning *neither* having *nor* having had a business relationship or professional service by the Board of Directors' approval only if the Company provides the opinion of the Board of Directors which perform duty under Section 89/7 of the Securities and Exchange Act B.E. 2535 that the appointment of such person does not impact his or her independent judgment and the Company shall disclose the information required by the Capital Market Supervisory Board in the notice of shareholders' meeting in the agenda for election of such independent director.

All Independent Directors of the Company are genuinely independent and are not authorized signatories binding the Company. All Independent Directors are qualified according to the regulations of the Capital Market Supervisory Board and the Policy on Corporate Governance of the Company.

2) DIRECTORS

The Company allows minority shareholders to submit nominations for directors before the Annual General Meeting of the Shareholders by using the form provided by the Company and sending it by registered mail to the Company within the specified period. The Company posts details, rules as well as procedures thereof on the Company's website www.truecorp.co.th.

The Compensation and Nominating Committee is responsible for appraising the qualifications of persons proposed as directors (including independent directors) of the Company in light of the significant prestige, experience required, an overall understanding of telecommunications technologies and industry and qualifications in line with the Company's business strategies to fill the role and with full qualifications required by law and without prohibition and trustworthy characteristics as per notification of the Office of Securities and Exchange Commission. The Committee's deliberations are presented to the Board of Directors for consideration and approval in case of replacement. In case of proposing additional Directors, the Board of Directors will present the relevant information, together with the Compensation and Nominating Committee's opinion, to the Shareholders' Meeting for consideration and approval.

Directors are appointed by shareholders by majority vote. All shareholders have the right to appoint directors. Each shareholder is entitled to one vote for each share held and shall exercise all the votes he or she holds to appoint one or several person(s) to be director(s), provided that he or she cannot divide his or her votes to any person to any extent. However, the Company complies with good corporate governance by allowing shareholders to exercise the right to appoint directors individually by nominating candidates together with their resumes for consideration and voting by shareholder's meeting individually. Candidates shall be appointed as directors in order of their ranks from the highest votes received until all of the director positions are filled.

In case the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman shall have a casting vote.

3) TOP EXECUTIVES

The Compensation and Nominating Committee shall consider qualifications of individuals to be nominated for election to be the President (Co), which is the top executive of the Company, taking into consideration their qualifications and experiences to find individuals appropriate to the business of the Company, and present the nomination and recommendations to the Board of Directors for consideration and approval.

4. SUPERVISION OF BUSINESS OPERATION OF SUBSIDIARIES AND ASSOCIATED COMPANIES

- 1) The Company has the following mechanisms to supervise business operation of subsidiaries and associated companies.
 - Sending individuals to represent the Company as directors and executives in subsidiaries and associated companies in accordance with shareholding proportion. The Board of Directors assigned the Chairman of the Executive Committee to consider sending the Company's representatives for such purpose.
 - Directors and executives of subsidiaries and associated companies are required to ensure that policies significant to the business operation of subsidiaries and associated companies are determined in harmony with the Company's business policies.
 - Subsidiaries are supervised to comply with requirements of the SET where such requirements are applicable to the subsidiaries, i.e. preparation of financial information, entering into related party transactions, acquisition or disposal of significant assets or any other significant transactions of such companies.
 - Ensuring that subsidiaries have appropriate and adequate internal control system and prepare financial information for the Company to enable the Company to prepare consolidated financial statement properly in accordance with Thai financial reporting standards.
 - Preparing summarized business operation result reports of subsidiaries by their business categories for presentation to the Board of Directors meeting regularly on a quarterly basis to monitor the business operation results of subsidiaries.
- 2) Agreement between the Company and other shareholders in the management of subsidiary companies and associated companies (shareholders' agreement) with significant effect on work management or control power or profit sharing other than remuneration proportional to normal shareholding
 - None -

5. INSIDER TRADING POLICY

The Board of Directors is aware of the importance of protecting the Company from personal insider trading. The Company has a code of conduct regarding inside information and insider trading, as well as the use of applicable

laws to monitor and prevent the personal use of confidential Company information by management and related persons. In addition, the Company has a policy of strict compliance to its requirement that Directors and senior management who have gained inside information on the Company by virtue of their positions do not use that information in any way that violates their responsibilities to the Company and its Shareholders. Material information which has not yet been disclosed is kept confidential, apart from disclosure to the relevant Director and senior management of the Company. Directors and senior management must report purchases, sales, transfers and assignations of securities issued by the Company to the Securities and Exchange Commission ("SEC") within three working days of the transaction's execution, and provide a copy of this report to the Company for its records and incorporation in its regular report to the Board of Directors. In this regard, Directors and senior management are required to submit an accurate report on the securities holding within the required period. This will be deemed one of the material obligations which senior management of the Company needs to be aware of and needs to meet. This gives confidence to Directors and senior management that the business is being managed and developed in a manner which is trustworthy, transparent, and consistent with the Corporate Governance Policy of the Company. It also provides shareholders, including general investors, with confidence in the Company's Directors and senior management.

Additionally, the Company has set the additional practice regarding insider information governance which is notification of prohibition period for trading the Company's securities before public disclosure of the Company's financial results. The Company shall inform to the directors, executives and officers who may access into information relating to financial statements including their spouse and minors not to trade the Company's securities in the period of 1 month prior to the public disclosure of financial statements and 1 business day after such disclosure. Other than Blackout Period, Directors and senior management including their spouses and minor children who wish to buy or sell the securities issued by the Company, shall notify the Company Secretary at least one business day in advance of the date of entering into such transaction.

6. REMUNERATION FOR AUDIT FIRM

1) AUDIT FEE

In 2018, the Company and subsidiaries paid audit fee to the firm, to which the auditors work for, in the total amount of Baht 29.42 million, of which Baht 17.18 million was paid in the 2018 fiscal year and the remaining Baht 12.24 million would be paid in the following year, comprising:

- Audit fee of the Company for 2018 in the amount of Baht 5.50 million, of which Baht 3.75 million was paid in the 2018 fiscal year and Baht 1.75 million would be paid in the following year.
- Audit fee of subsidiaries for 2018 in the amount of Baht 23.92 million, of which Baht 13.43 million was paid in the 2018 fiscal year and Baht 10.49 million would be paid in the following year.

2) NON-AUDIT FEE

The audit firm appointed by the Company provided services other than auditing to the Company and subsidiaries, i.e. examination by an agreed method and provision of consultations on taxes etc. during 2018, with remuneration

of Baht 5.15 million, of which Baht 0.61 million was paid by the Company and subsidiaries during the year, and the remaining Baht 4.54 million would be paid in the following year.

7. THE IMPLEMENTATION OF CORPORATE GOVERNANCE CODE FOR LISTED COMPANIES 2017

The Company has two levels of corporate governance oversight, by the Board of Directors and by management. The Board of Directors has established the Corporate Governance Committee which comprises Dr. Kosol Petchsuwan, Dr. Ajva Taulananda and Prof. Dr. Warapatr Todhanakasem. Corporate governance at management level is overseen by the President (Co) and other senior executives.

In the Year 2018, the Board of Directors' meeting No.5/2018 has reviewed CG CODE in order to apply practice principles in CG CODE that suitable for the Company's business and has the opinion that most of the principles are suitable to the Company's business, and only minor parts that are not suitable to the Company's business that in the Year 2018, the Company still could not comply with as the following information;

1. The Board of Directors comprise of at least 5 members and no more than 12 members.

Explanation: Currently, the Company has 18 directors of which suitable for the size of the Company's business. Since the Company has many types of business which are operated by the Company's subsidiaries, the Company needs to have more than 12 directors in order to direct and supervise the management of each Company's subsidiaries.

2. The Board of Directors shall composed of a majority of Independent Directors (more than 50%)

Explanation: Currently, the Company has Independent Directors in the ratio of one third of the total number of all directors, provided that all directors are professional and independently perform his duties in his roles and responsibilities. Board of Directors is of the opinion that the element of the Board of Directors is suitable and all directors are independent to take their roles, of which no different from the element that the Board of Directors composed of a majority of Independent Directors (more than 50%).

3. The Board of Directors has a term limit of nine years or less for Independent Directors.

Explanation: Since the Company's type of business is unique and complex, the Company requires Independent Directors who have knowledge, expertise, specific experience, and truly understanding in the Company's business, of which shall take time to study and understand. However, even Independent Directors take a position of Independent Directors more than 9 years; but with their professional and dignity, they shall still perform their roles independently.

4. The Chairman of the Board of Directors shall be Independent Director.

Explanation: Since the Company's type of business is unique and complex, the Company requires leader who have ability, experience, and truly understanding in business management. However, even the Chairman of the Board of Directors is not Independent Directors, but the Company has already set the sufficient internal control system and mechanism to balance power and transparency appropriately. In addition, the advantage of

having the Chairman of the Board of Directors from major shareholders is that the Chairman will strongly responsible for his role and will not abandon the Company in crisis situation, and also will build credibility to the finance institutions.

5. The Compensation Committee shall composed of a majority of Independent Directors (more than 50%)
6. The Nominating Committee shall composed of a majority of Independent Directors (more than 50%)

Explanation: (Point 5. and 6.) The Compensation and Nominating Committee of the Company consists of 5 members of which two are the Independent Director. From the past performance of such 5 members, all of them keep one's principle to perform their duties and responsibilities with their free discretion following the Charters of Compensation and Nominating Committee. The Committee also can independently share their approval and objection without intervention from management, the Company has already considered that the element of the Compensation and Nominating Committee is suitable for the Company.

In 2018, the Company complied with good corporate governance principles which could be summarized as follows.

SECTION 1 RIGHTS OF SHAREHOLDERS

1. Shareholder meetings

- 1.1 The Board of Directors realizes and places importance on rights of shareholders as well as equitable and fair treatment to shareholders, and, therefore, prescribed a policy relating to shareholders as a part of the Policy on Corporate Governance of the Company, taking into consideration rights of shareholders of all groups as much as possible, not limited only to the rights prescribed by law.
- 1.2 In 2018, the Company organized 1 shareholder meetings, i.e. the 2018 Annual General Meeting of the Shareholders (the "AGM") on 27 April 2018. All shareholder meetings of the Company were organized on such dates, at such time and venue by taking into account convenience of shareholders attending the meetings, by having organized the meetings on working days and hours, i.e. 14.00 hours at the Head Office of the Company, located in Bangkok where access thereto is convenient. Moreover, map and information on travel thereto were prepared as a document attached to the letters of invitation to the meetings and sent to all shareholders eligible to attend the meetings.
- 1.3 In all shareholder meetings, including the 2018 AGM, the Company informed shareholders, in the letters of invitation to the meetings and relevant documents, of the dates, times, venues, meeting agendas, all information relating to the matters to be decided in the meetings, as well as causes and backgrounds of the matters to be decided, by clearly specifying facts, reasons and objectives including comments of the Board of Directors in each agenda, emphasizing on details for those who have not been aware thereof to comprehend the matter easily. In addition, the Company also provided information on votes of shareholders in resolving to grant approval in each agenda proposed in the letters of invitation to the meetings, rules adopted in the meetings, classes of shares and voting rights as well as voting procedures by sending letters of invitation to the meetings to all shareholders entitled to attend the meetings in

advance of the meeting dates to enable shareholders to have sufficient time to consider the information and refrain from committing any act which may limit their opportunity to study information of the Company. The Company has no policy to hinder or create obstacles to prevent shareholders from communicating among them.

- 1.4 The Chairman of Audit Committee and representative of all other Sub Committee including the Chairman of the Executive Committee and President (Co) participated in the 2018 AGM.
- 1.5 In all previous shareholder meetings, including the 2018 AGM, the shareholder meetings have considered the matters in accordance with the agendas prescribed in the letters of invitation to the meetings delivered by the Company to shareholders in advance, without changing the sequence of the meeting agendas and without adding other agendas not specified in the letters of invitation to the meetings.
- 1.6 Remunerations of directors of the Company are in one format only, i.e. regular monthly remuneration determined on individual positions basis. The Company pays no other form of remuneration, such as meeting allowance and bonus or gratuity, to directors. The Company proposed the agenda on remunerations of directors to the AGM regularly on annual basis. As for 2018, the Compensation and Nominating Committee reviewed the appropriateness of the remunerations of directors, taking into consideration the performance standards of the same industry, as well as the experience, duties and responsibilities of directors, and recommended to the Board of Directors meeting that the same rate of remunerations as that previously approved by resolution of the 2017 AGM, which has never been changed since 2002, should be presented to the 2018 AGM for approval.
- 1.7 The Board of Directors concurred with the Audit Committee's recommendation to propose the appointment of the Company's auditor and the determination of the audit fee for the Year 2018 to the AGM for approval as the Company has done annually. To provide auditor information for shareholders prior to the AGM Day, the Company disclosed the following auditor information in the AGM invitation letter: name of the auditor, age, company name, educational background, working experience, experience in conducting the audit and expressing an opinion on the financial statements, family relationship with the Company's management, any relationship or conflicts of interests, which could affect the independence of their performing as well as the audit fee proposed for the year 2018 and its remuneration in the previous year.
- 1.8 The Company disclosed the dividend distribution policy of the Company and subsidiaries companies in the annual report and Report 56-1 and also presented it to the AGM for consideration regularly on annual basis, with clear information and supporting reasons for the 2018 AGM. The Company proposed to the shareholders' meeting to distribute dividends and to appropriate to the reserve fund from the 2017 operation result.
- 1.9 Regarding the agenda to consider the election of the directors, the Company nominated candidates for shareholders to elect as directors individually and provided details of the nominees proposed in the AGM invitation letter. The details of each nominee proposed for the election of the directors consisted of director's name and surname, current position, type of director to be elected, nomination criteria and procedure, family relationship (to the Company's management or major shareholders), date appointed as director, period of directorship, number of board or committee meetings attended during the year (if applicable), age, nationality, educational background, director training programs attended, working

experience, and number of companies in which they hold director or executive office in other organizations categorized as companies listed and non-listed in the Stock Exchange of Thailand, and companies which may have any conflicts of interests to the Company and number of the Company's shares holding by the director.

- 1.10 The Company clearly determined shareholder meeting agendas on individual matters, e.g. in the agenda relating to directors, the Company divided the matter on director election and that on consideration for approval of remunerations of directors into separate agendas.
- 1.11 In case several matters were proposed for consideration to the shareholder meeting in the same agenda, which had no related legal effect, the Company would require resolution made on each matter, for example, in respect of the director election agenda, the Company gave shareholders opportunity to vote for election of directors on individual basis by nominating one individual at a time for election as director by shareholders to give shareholders opportunity to elect directors of their real choices.
- 1.12 The Company facilitated all groups of shareholders, both natural persons and institutions, to exercise their rights to participate and cast their votes in meetings at no cost and without complicated procedures, and refrained from committing any act which limited shareholders' meeting attendance, provided spots where list of shareholders and number of shares held by them could be examined by their categories, which helped facilitating and expediting the registration on the meeting date.
- 1.13 In all shareholder meetings, including the 2018 AGM, the Company provided a channel for shareholders to send questions to the Company 7 days in advance of the meeting date through the e-mail address: ir_office@truecorp.co.th or via registered mail to the Investor Relations Department, True Corporation Public Company Limited, 18th Floor, True Tower, No.18, Ratchadaphisek Road, Huai Khwang, Bangkok 10310, 15 days in advance of the shareholder meeting. The Company publicized the matter for information of shareholders through the Company's website and in the letter of invitation to the meeting delivered to all shareholders eligible to attend the shareholder meeting.

2. Procedures on the shareholder meeting date

- 2.1 The chairman of the meeting ensures there is appropriate time set aside for discussion and encourages shareholders to express their opinions and ask questions related to the Company's operations.
- 2.2 Technology has been used during the shareholders meeting registration, vote counting and vote result announcement so the meeting is done promptly and accurately.
- 2.3 For the sake of transparency and historical record, the Company encourages the use of voting cards for every agenda that need to be voted. The Company also arranges an independent law office to verify the vote counting where the name of the independent law office and its representatives are introduced to shareholders before starting the agenda session. The voting cards will be kept as evidence if there is any dispute over the results after the meeting.

3. Preparation of minutes of the meeting and disclosure of shareholder meeting resolutions

- 3.1 The Company notified the Stock Exchange of Thailand of the 2018 AGM's resolutions specifying the number of approving, objecting and abstaining votes in each agenda item on the date the meetings were organized and posted on the Company's website on the next business day to provide shareholders and investors a chance to review the AGM's resolutions in a timely manner.
- 3.2 The Company also recorded details the following matters in the minutes of the shareholder meetings: (1) Voting and vote counting method, which was explained by the Secretary of the Meeting prior to convening the meeting in accordance with the agendas, (2) votes of shareholders, by clearly specifying either voting for, against or abstaining, and the number and proportion of votes in each agenda, (3) names and positions of directors, senior executives, auditors, legal advisor and vote counting supervisor participated in the meeting, (4) summarized essence of inquiries, comments and recommendations of shareholders including explanations of directors and executives in response to inquiries of shareholders in each agenda for information of shareholders who did not participate in the meetings.

4. There was no cross holding in the Company Group.

5. The Company distributed shareholding of minor shareholders in accordance with requirements of SET, i.e. as at 15 March 2018, which was the shareholder register closing date to determine the rights to attend the 2018 AGM, the Company had minor shareholders' shareholding proportion (free float) of 31.23 %, institution investors' shareholding proportion of 23.43 % and the shareholding proportion of the Board of Directors including related parties of 0.12 %.

SECTION 2 EQUITABLE TREATMENT OF SHAREHOLDERS

- 1. The Company has only one class of shares, i.e. ordinary shares, with equitable voting right, i.e. one share per one vote.
- 2. Provision of information prior to shareholder meetings
 - 2.1 When the meeting of the Board of Directors resolved to approve the organization of the 2018 AGM, the Company notified the Stock Exchange of Thailand of significant resolutions of the Board regarding the meeting schedule together with the meeting agendas as well as comments of the Board within the same day as the Board of Directors meeting date, and publicized the information on the Company's website on the next working day. Such disclosure was made 58 days in advance of the shareholder meeting date.
 - 2.2 The Company prepares letter of invitation to the meeting together with relevant documents in the Thai language for Thai shareholders and in the English language for foreign shareholders and delivered to all shareholders at the same time in advance of every meeting date. As for the 2018 AGM, the Company delivered the letters of invitation to the meetings together with relevant documents to shareholders 22 days in advance of the meeting.

2.3 The Company publicized the letters of invitation to the meetings and relevant documents, both in the Thai and the English languages, on the Company's website at the same time in advance of all meeting dates. As for the 2018 AGM, the Company publicized the letter of invitation to the meeting and relevant documents on the Company's website 31 days in advance of the meeting date to provide shareholders with sufficient time to study the meeting supporting information before receiving the information in hard copy format from the Company, and also publicized the information via electronic means of SET for information of shareholders.

2.4 Prior to the AGM's agenda session, the secretary of the meeting will notify shareholders regarding meeting rules, type of shares, voting rights, voting method, vote counting and vote result announcement. This process has regularly been done in the past years.

3. Protection of rights of minor shareholders

3.1 The Company allows shareholders who cannot attend meetings to cast a proxy vote, without any conditions that will make it difficult for shareholders to appoint their proxy. Moreover, the Company allows shareholders to submit their proxy form to the Company Secretary and Securities Department in advance of the meeting date for verification to save the shareholders' time on the meeting date.

3.2 The Company encourages the use of proxy forms on which shareholders can specify their voting preferences. The proxy forms are attached together with the invitation letter to the shareholder meeting. The Company provides options for shareholders to appoint 2 independent directors as their proxy (with their background information provided).

3.3 Under the agenda on election of directors in shareholder meeting, the Company would nominate candidates one by one for shareholders to consider and allow shareholders to exercise the right to elect directors individually.

3.4 The Company placed much emphasis on protection of the rights of minor shareholders. One of the practices the Company always adhered to was to request shareholders who were executives of the Company to refrain from adding meeting agenda not proposed in advance in all cases. Should there be any necessary additional agenda, it would be requested that a new shareholder meeting be held for such agenda to enable other shareholders to have sufficient time to study the information before making decision.

3.5 The Company provided opportunities and clearly prescribed rules to enable minor shareholders to propose matters to be included as meeting agendas and to nominate individuals for election as directors at least 3 months in advance of an AGM. Such practice has been adopted regularly every year up to present, and shareholders could submit information in accordance with such rules and in such format as prescribed and publicized by the Company on its website.

At the 2018 AGM, proposed issues were sent via registered mail to the Company from 1 October 2017 to 31 December 2017. The Company posted the above proposals on its website and through the SET's electronic system. Nevertheless, shareholders did not propose any issues or nominations for directors.

4. Prevention of the use of inside information

The Company monitored the use of inside information by including it in the good corporate governance policy and code of conducts, as well as the use of applicable laws to monitor and prevent the personal use of confidential Company information by management and related persons. Material information which has not yet been disclosed is kept confidential, apart from disclosure to the relevant senior management of the Company. Directors and senior management must report purchases, sales, transfers and assignations of securities issued by the Company to the Securities and Exchange Commission (SEC) within three working days of the transaction's execution, and provide a copy of this report to the Company for its records and incorporation in its regular report to the Board of Directors. In 2018, there was no case where Board members or executives take advantages of using inside information for trading securities issued by the Company and violating this practice.

For the Company's supervision concerning the use of inside information regarding the prohibition of insider trading before public disclosure of the Company's financial results, the Company has policy to the directors, executives and officers, who may access into information relating to financial statements including their spouse and minors, not to trade the Company's securities in the period of 1 month prior to the public disclosure of financial statements and 1 business day after such disclosure.

Other than Blackout Period, Directors and senior management including their spouses and minor children who wish to buy or sell the securities issued by the Company, shall notify the Company Secretary at least one business day in advance of the date of entering into such transaction.

The Company disclosed information on the number of shares of the Company held by each director and executive, separating into number of shares held personally and those held by their spouses. The number brought forward as at the end of 2017, the number acquired and disposed of during 2018 and the balance as at the end of 2018 were presented in the Report 56-1 and the 2018 Annual Report as well.

5. Conflicts of interests by directors

The Board of Directors formally prescribed "The Criteria and Procedures for Reporting the Interests of Directors and Executives", with which all directors and executives properly complied.

In addition, in a Board of Directors meeting, any director with material interest which could prevent the director from commenting freely would refrain from participating in the consideration of that agenda and that would be recorded in the minutes of the Board of Directors meeting.

6. Throughout the past and including 2018, the Company has never conducted transactions which provided financial assistance to companies which were not subsidiaries of the Company.
7. The Company adopted measures and steps for granting approvals of related party transactions as prescribed by law and in accordance with standards prescribed in the requirements of the Capital Market Supervisory Board and SET by implementing the "Rules of Entering into Related Party Transactions", which were approved by the Board of Directors. For related party transactions which required approval from shareholder meeting prior thereto, the Company would disclose information on such transactions in the letter of invitation to the meeting, e.g. names and relationships of related parties, nature of the transactions, the transaction pricing and valuation policy, reasons for making such transactions including opinions of the Board of Directors and the

independent financial advisor on such transactions, etc., and deliver the letter of invitation to the meeting within such time as fixed, and properly and completely fulfilled all relevant obligations in accordance with requirements of the Capital Market Supervisory Board and SET. In 2018, the Board of Directors Meeting No.5/2018 passed a resolution to approve the “Rules of Entering into Related Party Transactions” in order to enhance measures to prevent conflicts of interest that may arise from complex related party transactions. Throughout the past up to present, the Company has always been strictly complying with laws, requirements as well as regulations on related party transactions and have never done any related party transaction by violating or not complying with laws and rules for related party transactions as well as relevant requirements.

In 2018 the Company had no related party transaction which required prior approval from the shareholder meeting.

As for other types of related transactions, the Company did them fairly with prices and conditions in accordance with the normal course of trade (fair and at arms' length).

No related person of the Company in the shareholding structure of the Company Group held shares in any subsidiary and associated company exceeding 10 percent of the issued and paid-up shares thereof.

The Company disclosed the details of related transactions of all types made during 2018 in the annual report and Report 56-1 under the heading “Connected Transactions”.

8. The Company strictly complied with laws and requirements of the Capital Market Supervisory Board and SET relating to transactions on acquisition or disposal of assets. In case of transactions on acquisition or disposal of assets approved by shareholder meeting, the Company would disclose details thereof in the annual report and the 56-1 Form of that year. Up to present the Company has never entered into any transaction on acquisition or disposal of assets by violating or failing to comply with relevant laws and requirements.

Until now, the Company had no transaction on acquisition and disposal of assets which required compliance with notification of the Capital Market Supervisory Board and the Stock Exchange of Thailand.

SECTION 3 ROLE OF STAKEHOLDERS

1. Prescription of policy on treatment of stakeholders and compliance with the policy
 - 1.1 The Board of Directors recognizes the importance of acknowledging the rights of all stakeholders and their ability to positively influence the Company's conduct and activities, and vice versa. Accordingly, in the Year 2016, the Company has revised a “Code of Conduct” covering employees and stakeholders which includes:
 - Employees
 - The right to privacy and the right to be protected from any violation of that privacy
 - The right to receive fair and equal treatment
 - The right to fair and equal employment such as the right to take leave and to receive fringe benefits, and the opportunity to be promoted, to transfer to other work units, and to receive performance assessments

Customers

- The right to receive fair and equal treatment
- The right to receive full and efficient service with politeness from the Company's employees including the right to receive accurate and complete information
- The right to receive quality goods and highly efficient service
- The right to protection of privacy and confidential information

Suppliers and dealers (business partners)

- The right to receive fair and equal treatment
- The right to protection of confidential information
- The right to be treated honestly and reliably
- The right to information about the duty to operate in line with the Company's cultures and business ethics as well as relevant laws, regulations and policies
- The right to fair competition
- The right to be treated under procedure and practice in selecting suppliers as well as anti-corruption measures. The Company also encourage all employees to follow such rules and regulations.

Competitors

- The right to receive fair and accurate comparisons of products and services without defaming competitors or their products and services
- Not to engage in industrial espionage, sabotage or bribery with regard to competitors or potential competitors
- The right to receive fair and equal treatment, to not give preference to any competitor over another in terms of quality and testing as well as installing and maintaining the regulated common carrier services.

Creditors

- The right to be treated in accordance with terms and conditions of all agreements under relevant law and regulations
- The right to receive correct and complete financial information in an equally timely basis
- The right to receive payments owing, as well as safeguarding all guaranteed assets given as security

Investors

- The right to receive fair and equal treatment
- The right to be treated with the best intentions of the management to operate the business with their best knowledge, skills, and honesty
- The right to be protected from the use of insider information for pursuing private interests
- The right to be informed in an equally timely basis of all accurate, complete and transparent financial and non-financial data as required by the Stock Exchange of Thailand

Government agencies

- The right to regulate, monitor and punish according to laws and regulations and the government agency's standard practice.

1.2 The Company has focused on safety and occupational health at work by putting in place its "Safety, Occupational Health and Work Environment Policy" and also announced its "True Employee's Health

Promotion Policy" providing management of safety, occupational health and the work environment as well as promoting employee' health follow the standard of Safety, Occupation Health and Environment Management Standards Guideline for CP Group as follows:

- 1) Providing management structure of Safety, Occupational Health and Environment working team consist of a) Committee of Safety, Occupational Health and Work Environment, b) Safety, Occupational Health and Work Environment Department, c) Safety officer for all levels consist of Executive Safety Authorities, Chief Technical Staff, Chief High Technical Staff, and Professional Safety Staff which are responsible for safety compliance follow the laws including company's policies and standards.
- 2) Providing procedures and operational instructions relating to safety, occupational health and the work environment in the Company's Procedure Manual System (PMS). For example, the procedure for safety assessment, safety in working at heights, electrical safety, safe working in confined space and underground cable manhole and emergency evacuation drills, etc.
- 3) Providing safety instructions (in an e-Book format) for office workers and technicians so they can easily access, study, understand the instructions and put them into practice.
- 4) Establishing safety rules and regulations for the Company's employees and contractors.
- 5) Establishing preventive plans and evacuation plans in case of an emergency at each of the Company's offices and also providing employees with the relevant instructions videos and manuals.
- 6) Providing safety training courses, e.g. working at heights, working in underground cable manholes and basic first-aid rescue, for employees and contractors of the Company. Employees and/or staffs who pass the safety training courses shall receive individual Safety Passport as confirmation evidence for the passing of safety training courses. Employees and/or staffs can show such Safety Passport with the controller of the Company for the random investigation. The Company also sends employees and/or staffs to the training course related to climbing and working on the electric poles arranged by Metropolitan Electricity Authority and Provincial Electricity Authority.
- 7) The Company has initiated the Safety Control Management System to use with contractor and subcontractor through purchasing contracts (Contractor & Subcontractor Risk Control) provided that the Contractor shall inform its own information of number, name, and division together with such information of Subcontractor. The Contractor shall also specify its safety training, working equipment, and individual safety control equipment involved with construction, installation, servicing, and editing of works such as telephone network and automatic fire protection system work. The Safety Control Management System shall be used to control the safety management for the contractor in order to make sure that the contractor had follow the rules & regulations and the internal conditions stated by the Company. The Company shall be able to make the safety control of the contractor more systematic.
- 8) Launching various health promotion campaigns for employees, both in Bangkok and other provinces, to promote and urge sports groups of the Company to organize activities for employees to participate in more exercises, including mental care, by allowing employees to study and have mental care for 5 days per year without treating it as a leave. Besides the exercise activities promoted to our employees, the company provides a new fitness facility at the 7th Floor, TRUE Tower II.

- 9) Monitoring and measuring, in random, air quality in offices where plenty of employees are working, i.e. the Head Office, office buildings where telephone operators are performing, main telephone exchange office buildings and TRUE Shops (parameters measured include carbon dioxide, carbon monoxide, fungus, yeast, mold, bacteria formaldehyde, dust particles affected respiratory, temperature, moisture etc.).
- 10) During the outbreak of the Respiratory Tract Infection, the Company arranged to have its establishments fumigated to prevent them from being contagious places, not only provided vaccination against influenza at special price for employees but also hepatitis A-B vaccine, Invasive Pneumococcal Disease vaccine(IPD), Human Papillomavirus vaccine(HPV16-18) by quarterly.
- 11) Doing the random inspection for True shops and regional offices in Bangkok and upcountry to ensure that the workplace be safe, good hygiene and good working environment.
- 12) Arranging the media relations to communicate with all employees via company internal communication for surveillance campaign when epidemic disease occurrence or the situation of disease outbreak which occur during climate change to alert and to introduce the way of prevention.
- 13) Doing the risk assessment to consider the opportunity and severity of the hazard from working activities which lead to risk control program to make sure that the existing control measures are adequate in addition to do the health examinations when it is suspected that the employee's work involves a health risk.
- 14) Evaluating the efficiency and specific of personnel protective equipment (PPE) for high risk activities i.e. working at height and working with electricity to make sure that PPE appropriate to the job including inspection to make sure that supplied PPE are used correctly and appropriate for the tasks.

However, despite the Company's having safety, occupational health and the work environment management, in some cases accidents occurred from work performance. Statistics of work-related accidents during 2016, 2017 and 2018 were as follows.

Year	Accident Statistics	Leave Statistics	Loss Working Day Statistic	IFR	ISR
2016	1	-	5	0.21	1.03
2017	2	-	30	0.23	3.46
2018	5	-	224	0.57	25.50

Remarks: IFR : Injury Frequency Rate = $\frac{\text{number of employees suffered from accidents} \times 1,000,000 \text{ hours}}{\text{total number of employees} \times \text{number of working hours (whole year)}}$

ISR : Injury Severity Rate = $\frac{\text{number of days of treatment} \times 1,000,000 \text{ hours}}{\text{total number of employees} \times \text{number of working hours (whole year)}}$

Total number of employees in 2016, 2017 and 2018 were employees 2,326, 4,170 and 4,310 respectively.

- 1.3 The Company provides employee remuneration in various items which in compliance with legal requirements, equity and competitive with labor market in order to attract retain and motivate talents employees to bring a sustainable success to the company.

Beside, employee remuneration in both short-term and long-term is considered in accordance with the Company's business operation results. Balanced Scorecard (BSC) is a management tool to drive the Company's strategy into action while key performance indicators (KPI) are used as a guideline to evaluate employees' performance.

- 1.4 The Company disclosed procedures on remuneration and welfare of employees in details under the heading "Personnel" in the annual report and Report 56-1.
- 1.5 The Company has established a provident fund for employees.
- 1.6 The Company believes that "Employee" play importance roles for building values under the Company's strategies and directions, therefore the Company places great emphasis on the training and development of its employees to prepare themselves for more complicated challenges, particularly in telecommunication technologies and business competition which rapidly grow. The Company's Employee Training and Developments focus on professional development and career opportunities for employees including supporting employees to learn and gain more knowledge and develop their skills, leadership and new experience to interface with change of business trend and jointly build sustainability with the Company.

The "Learning & Development Center" was established with primary objective to build the employees' competence both in central and region, which will be the cornerstone of individual and professional development and career opportunities for employees. The Learning & Development Center acts as the change agent by being the change facilitator, who supports the Company's new strategies and directions and encourages all employees to prepare themselves for more complicated challenges.

To achieve the above goal, the Learning & Development Center has developed variety of programs through cooperation from business lines. It encourages employee's readiness for complicate challenges by applying 70:20:10 (Action learning: Self-learning: Class room training) learning model. Moreover, the Learning & Development Center has prepared a number of platforms i.e. a Learning & Development Center at True Tower 2 on Pattanakarn Road that has been designed to provide an ideal learning atmosphere. The new center also features modern systems for displaying information of the Company's developments and for training registrations. Moreover, a simulator and technical Lab have been installed to aid in job training so that the employees will have the proper skills to succeed in their tasks. The Company has also developed and provided True HR application in Prompt2Learn categories which employees can easily learn through their smart phone from everywhere. This helps employees fulfill their current assignments and achieve their career goals. People development will ultimately strengthen organizational performance.

In addition, the Company has applied knowledge management, which has been created based on learning culture for all employees to encourage a learning and knowledge-sharing community which will effectively applied with the employees' jobs by determining systematically standard of development, verification, and knowledge management for every department. It has a People Committee that is responsible for selecting and approving knowledge that is consistent with the Company's core competency development

strategy and business continuity, as well as supports the organization's operations.

The Company has offered approximately 582 training courses per year. In 2018, the total Training Man-days was 63,830 with an expenditure of THB 141.1 million. There are development courses for employees at all levels; for example, Organization Culture 4Cs, Effective Communications, Planning and Organizing, and Effective Self Development.

In 2018, the Company focused on the followings: 1) Leadership development and build Cross-Functional Team working culture through Actions Learning Projects with Subject Matter Experts as Coach., 2) Sales & Customer Touch Points Development., 3) Skills-development courses, which included, among others, Effective Communications, Problem Solving and Decision Making, Negotiations, Project Management, Risk Management, Finance for Non-Finance Manager and Operation Management., 4) The core business, business and product development and new technologies which also answered to the Thailand 4.0 roadmap. Those courses included, for example, 4G Technology, FTTx, Internet Of Thing(IoT), Trend of Technology, Digital TV, Data Analytic for Business, Wi-Fi Skill, Super Speed Fiber 1 Gbps. In addition, the Company also provided a safety program for technicians and engineers, and the commercial and customer services development courses for salesman, customer service officers, and technicians, e.g. True Products & Services, Service Excellence, Managing Your Image, Presentation Excellence, True Dialogue, and Information Technology Trainings. These included the customer service and all supporting systems for the Company such as data communication network systems and information technology security systems., 5) Training for sustainable development, e.g. courses on sustainability, the Code of Conduct, which is the rule of working to build the good corporate governance, and anti-corruption in workplace.

Furthermore, the Learning & Development Center has cooperated with both public and private academic institutes to provide courses in ICT and related technology, such as Bachelor of Business Administration (Modern Trade Business Management) of Panyapiwat Institute of Management. In addition, the Learning & Development Center has established Capability Center and extended the collaboration with Technical Institutes under Office of the Vocational Education Commission. These are crucial parts of the Company's Corporate Social Responsibility and Social Enterprise activities in order to become a role model for large enterprises in creating value for society and the Country.

- 1.7 The Company has a clear policy and procedure for always treating vendors equitably and strengthening our relation with vendors. The Company, therefore, has deployed Procurement Code of Conduct as standard practices and guidelines which both Company and vendors must follow and comply accordingly. This Code of Conduct covers Sustainable Procurement, Procurement Ethics, Vendor Code of Conduct, Procurement Best Practice, Anti-Corruption, Risk Management, Internal-External Communication, and Monitoring.

To be transparent and fair in vendor selection, the Company has applied E-Procurement System throughout the entire processes of vendors sourcing, selecting, evaluating, and awarding so as to show good governance, transparency and traceability. Moreover, the Company fully realizes the importance of holistic approach in sustainable procurement by integrating the criteria of economic, social and environmental responsibilities into the process for vendor selection. Vendors who meet the commercial and specification qualifications are then required to complete our online self assessment that evaluates their corporate governance. The Company properly conducts the business ethics with our vendors

by adhering to honesty, integrity, mutual respect, and fair treatment as well as bearing social and environmental responsibilities.

- 1.8 The Company has declared its intention to be a part of the “Private Sector Collective Action Coalition Against Corruption Council” (CAC) with determination to strictly comply with the laws of Thailand in relation to countering corruption. The **“Anti-Corruption Policy and Measure”** is therefore implemented and prepared in writing to be a clear code for business conduct, leading to sustainable development of the organization and the country.

The Anti-Corruption Policy and Measure was approved by the Board of Directors of the Company and declared by CEO to effect throughout the organization and all subsidiaries (“True Group Company”) including all directors, executives, and employees.

The Company has been certified as member of the Private Sector Collective Action Coalition Against Corruption on 10 November 2017.

- 1.9 The Company has set procedure to assess risk related to corruption and has disclosed on the Company’s website. Details are as follows;

- (1) The Company has performed risk assessment on business activities that may have steps and processes, of which may lead to corruption risk. The Strategic Development & Risk Management Committee has reviewed and approved the Company’s risk assessment twice a year.
- (2) The Company has implemented risk management policy in order to mitigate the corruption risk by identifying activities and highlights situations that are susceptible to corruption risk that may occur from business operations. The Company has assessed the corruption risks that may occur and have potential impacts as well as regularly monitor and review the risk management measures to prevent the corruption risk. The risk management policy is continually reviewed the corruption risks to be in accordance with the Company’s policy.

- 1.10 The Company has set guideline regarding supervision and control to prevent and monitor corruption risk and disclosed on the Company’s website, details are as follows:

- (1) The Company has established assessment procedures and an internal control system to prevent the corruption risk, to ensure that the risk management policy has achieved its goals, in mitigating the corruption risk, and to monitor the Company operations are in compliance with applicable rules and regulations. The assessment procedures and internal control system shall cover all business units, including sales and retail, marketing, procurement, human resources management, finance, accounting, data collection, operation, and others to be in compliance with the Anti-Corruption Policy and Measure.
- (2) The Company has ensured that the assessment by the internal audit team be conducted regularly and annually.
- (3) The Finance Department of the Company is responsible for reviewing the accounting items and receiving/disbursement transactions (cash or non-cash), by appointing authorized persons to

approve the authorized amounts. Disbursement must be supported by clear evidences to prevent irregularities.

- (4) In case, any accounting transactions do not have clear supporting evidences, or there is any doubt that the Anti-Corruption Policy and Measure may be violated, the Finance Department of the Company shall report to the Audit Committee.
- 1.11 The Company has set the guideline for monitoring the implementation of Anti-Corruption Policy and Measure, details are as follows:
- (1) The Company has reviewed the Anti-Corruption Policy and Measure annually to ensure its compliance.
 - (2) The Company has ensured that the internal control system and procedures are reviewed regularly, and report issues found immediately to ensure that the internal control system effectively mitigate corruption risk. The result of the examination shall be discussed among relevant parties in order to find appropriate solutions to solve the issues and shall be reported to senior executives and the Audit Committee for information.
- 1.12 The Company has set the guideline for training the Anti-Corruption Policy and Measure for employees. The training Center and Development is assigned to design and develop the appropriate training course for staff in each level to educate knowledge on the policy and practice. In the Year 2018, there were 2,312 employees participated in such training course.
- 1.13 The Company has provided channel for reporting suspicious behavior or making complaints of any illegal acts or any act that may indicate corruption or misconduct of the personals of the Company, including employees and other stakeholders, which was posted on the Company's website, www.truecorp.co.th. Any report of suspicious behavior or complaint about corruption or misconduct may be reported through the following channels:

- (1) Audit Committee

E-mail address: auditcommittee@truecorp.co.th or a sealed letter addressed to the Chairman of the Audit Committee or to the Audit Committee directly at the address below:

The Chairman of the Audit Committee

18 True Tower Building, Ratchadaphisek Road

Huai Khwang, Bangkok 10310

or

- (2) Chairman of the Executive Committee or President (Co)

By sending a sealed letter addressed to Chairman of the Executive Committee or President (Co) directly at the following address:

Chairman of the Executive Committee

TRUE Corporation Public Company Limited

18 True Tower Building, Ratchadaphisek Road

Huai Khwang, Bangkok 10310

or

President (Co)
TRUE Corporation Public Company Limited
18 True Tower Building, Ratchadaphisek Road
Huai Khwang, Bangkok 10310

or

(3) Human Resources Department

By sending a sealed letter addressed to Chief Human Resources Officer directly at the following address:

Chief Human Resources Officer
TRUE Corporation Public Company Limited
18 True Tower Building, Ratchadaphisek Road
Huai Khwang, Bangkok 10310

By the channels of Human Resources Compliance & Assurance

Tel: 02-858-2023 FAX: 02-858-4906 or

E-mail address: CodeofConduct@truecorp.co.th

or

(4) Fraud & Cyber-Crime Department

E-mail address: Nopadol_Som@truecorp.co.th

- 1.14 The Company provides channels for any stakeholder to make complaints or provide information concerning fraud, wrongdoing or violations of the Company's Code of Conduct to the Board of Directors via the Audit Committee. The information about the said channels are on the Company's website www.truecorp.co.th, the details are as follows;

Stakeholders can, in confidentiality, make complaints or provide information concerning fraud, wrongdoing or violations of the Company's Codes of Conduct to the Company's Board of Directors via the Audit Committee through the following channels;

- Email: auditcommittee@truecorp.co.th
- Mail address
Audit Committee
True Corporation Public Company Limited
18 True Tower, 15th floor
Ratchadaphisek road, Huai Khwang,
Bangkok 10310

The Company Secretary, in the capacity of Secretary of the Audit Committee, will be responsible for gathering the issues and forwarding them to the Audit Committee for its consideration and further action. The Audit Committee will summarize results of any investigation and report to the Board of Directors every quarter.

Conditions for processing complaints and information:

- Anonymous letters are not accepted
- Stakeholders who submit complaints or information must provide their full names. The Company will keep their personal information confidential. Only officers or persons authorized by the Audit Committee can access the information.

- Irrelevant issues such as the following shall not be processed by the Audit Committee:
 - Job inquiries
 - Surveys and other requests for information about the Company
 - Offers or advertisements of goods and services
 - Requests for donation and sponsorship

1.15 The Company highlights its commitment to environmental conservation with the implementation of measures and activities to manage environmental impacts from its operations, as well as promote awareness of environmental protection among employees, the general public, and other relevant stakeholders.

Environmental awareness is a key part of the Company's training on Sustainable Development which is an online training course where employees are required to complete. The online training course comprises a video tutorial and an end-session exercise/questionnaire to evaluate their understanding. The Company also organizes numerous internal activities to cultivate sustainable lifestyles among employees, including campaigns to promote reusable bags and utensils to replace single-use plastic items.

This year the Company expanded the scope of coverage of its environmental management system (EMS), which has been certified according to the international standard ISO14001:2015.

In previous years, the EMS covers only the Company's main office at True Tower Ratchadapisek Road. This year the Company implemented the EMS at two additional sites: True Tower 2 (Pattanakarn) and the Khon Kaen Regional Office. This expansion is aimed at enhancing the Company's capability to manage its environmental impacts and ensure consistent practice throughout the organization. The EMS also helps to reduce operating expenses such as electricity and water bills.

The Company utilizes its expertise in telecommunications technology to develop innovative solutions for environmental problems. One key project is the advanced warning system for wild elephants at Kuiburi National Park, Prachuab Kiri Khan Province, and Kao Chamao – Kao Wong National Park, Rayong Province. The Company, in collaboration with the Department of National Parks, Wildlife and Plant Conservation and WWF Thailand, has developed the system, with camera traps equipped with SIM cards and SD memory cards to record movement of wild elephants and transmit the images to park rangers. This initiative helped reduce conflict and confrontation between the wild elephants and residences of nearby farming communities.

In addition, the Company, in collaboration with the Department of National Parks, Wildlife and Plant Conservation, has for over 20 years organized a national photography competition, focusing on the natural environment which is open to both its employees and the public to participate by submitting their photographs based on this theme. As part of this campaign, the Company organizes nature photography training sessions for employees and the general public to cultivate their interest in nature and to communicate its wonders through beautiful photography so that everyone will become more aware of the country's rich natural heritage and the importance of its conservation. The photography training sessions are conducted by experts, not only on photography but also on various areas of environmental conservation to provide knowledge and know-how on ways to help with preserving Thailand's wildlife and forests. Established in 1995, this national photography contest has become widely popular among the public and the number of submissions has increased continuously each year.

- 1.16 Rapidly changing technology means businesses have to adapt quickly in order to meet the needs of consumers. Driving the Company forwards with innovation is an important strategy in growing the business in a sustainable manner. In order to create an edge over the competition, the Company focuses on creating an innovative organization with a working environment conductive to learning, encouraging employees to show their capabilities and create innovations to meet the needs of every consumer lifestyle. At the same time, it also strives to create innovation for society and the environment and to bring Thai society fully into the digital age.

5I's Strategy for an Innovative Organization

The Company's definition of innovation is creating something new that increases the outcome or the value on the basis of imagination, determination, turning ideas into action and creating economic, social and environmental benefits.

Innovating is creating or developing upon an existing idea for the functional, organizational, group, and national level.

Increasing the value means increasing the economic value, revenue generation, cost saving, customer satisfaction, risk mitigation, time reduction, as well as creating value for society, suppliers and the environment.

Process refers to a systematic process for developing innovation, using the business excellence concept of 9Cs.

Economic, Social and Environmental values are the sustainability goals of the organization.

Efficient innovation management is an important factor for developing capabilities and competitiveness. To become an innovation leader involves process innovation, social innovation, and environmental innovation. Innovation can be used to develop the working process in the Company as well as respond to the needs of customers according to the Company's convergence strategy, which is based on product integration, services and networks that deliver the highest value and benefits to the consumer.

The Company uses the '**5I's strategy**' to develop new products and services, with an emphasis on customer satisfaction, corporate social and environmental responsibility, cost reductions and revenue generation, and mitigating potential risks. It is based on the following principles:

Intelligence & Strategy is to understand the needs of the Organization and the consumers through research and surveys.

Impact & Assessment is the measurement of results through analysis of impact of operations and benefits in the economic, social and environmental aspect.

Integration & Open Innovation is the cooperation for innovation within the Organization and with other organizations.

Innovation Culture is to facilitate a culture of creative and innovative thinking.

Innovation Development Process is a step by step process for developing innovation.

To lead the organization to success through the 5I's strategy, the Company must coordinate with internal units and external institutions in the public and private sectors, including educational institutions, affiliated companies, and suppliers. The Company has an Innovation Center to drive the strategy, using the New Product Development (NPD) process in accordance with the Company's Innovation Process and Management framework.

True Innovation Awards

Focusing on developing employees' knowledge in innovation, The Company provides True Innovation Awards as well as Innovation Management to help enable employees further understand innovative thinking and foster an Innovation Culture in the Company. The Company also organizes the True Innovation Awards continues 9th year in Year 2018 with 'Idea seed' award as idea innovate from employee with 660 ideas, and 'Inno Tree' award with 235 projects by 658 innovators, total value revenue 5,428 million baht. In this Year, it had adopt i-score matrix as method for evaluated project with 10 dimensions e.g. disruptive, security, reduce time, etc.

True Lab Supports Students

To Create Innovative Works, the Company continues to work on the True Lab project which was initiated in 2012 to support the development of innovation and research in the education sector, as well as the use of new innovations in the business world. Together with the leading educational institutes in the country, it has established university-based research centers and supported students with grants to enter into the project, as well as established communication technology equipment such as computers, research tools and security systems.

True Lab is a space where the students and staff of the university are able to learn, research, and go through training in order to inspire and spark thinking in the creation of innovation as outlined by the Company.

Project COW (Cell on Wheels) on Fly

True Lab co-operate with Chiang Mai University developed large drone service for antenna mobile signal covers 4-5 kilometers by COW on Fly that the use case from 13 cave rescue in Thailand's Chiang Rai province, at Thum Luang. COW on Fly also winner award from Hong Kong international Invention & Design Competition (IIDC) 2018 at Hong Kong Convention Center, Hong Kong of China with INNOPA Innovation Award from Indonesian Invention and Innovation Promotion Association, Indonesia in December 2018.

True Robotics

True Group as leader to provide digital infrastructure and services for fulfill experience and life-style for next generation customer with Robotics on value-added business. True Robotics had mainly focus on

research and development Robotics technology both hardware and software for fit with all business units in True Group. In Year 2018, True Robotics had more than 15 projects e.g. Artificial Intelligence (AI), Robot Vision, etc. With Official Commercial, True Robotics had partnership with SAVIOKE, world class robotics provider, for service robot named ‘Relay’ to 1st commercial robotics provider in Thailand. In-house development, True Robotics had service robot named ‘COFY’ for serve beverage (e.g. coffee) in True Coffee shop for convenience, accuracy, and safety with new service experience to our customer.

True Robotics also join Local and Global Innovator Award as ‘COFY’ had winner from Digital Thailand Big Bang 2018 by Ministry of Digital Economy and Society (MDES) as Local Award.

‘COFY’ also winner from Hong Kong International Invention & Design Competition (IIDC) 2018 at Hong Kong Convention Center, Hong Kong of China by Chinese Innovation and Invention Society (CIIS) and Hong Kong Trade Development Council (HKTDC).

‘COFY’ had Best initiatives in Innovation from The Asset Corporate Award by The Asset (Financial Magazine, 19th Awards) at Hong Kong.

Social Innovation for Education

- **True Plookpanya Educational App**

The Innovation team developed the True Plookpanya app for education by collecting all types of programs and news for education at university level. Users are able to select and view lessons or content as needed, in the form of Self-Learning. It also has a notification system when new content is added, such as the Gat/PAT O-Net knowledge base and 9 common courses, as well as online examinations. The app can help to reduce expenses usually used on personal tutors in private organizations, at an average rate of Baht 10,000-50,000 per person per year. It can also lessen the education gap of Thai children all over the country who can access this knowledge base. To date, 18,000 people have downloaded the app.

- **CONNEXT ED leadership project for sustainable education (Education for Sustainable Leadership Program)**

CONNEXT ED leadership project for sustainable education (Education for Sustainable Leadership Program) is one of the major mechanisms that drive the project of the Pracharat Committee. Educational foundations and leadership development initiatives and by established by private companies for the country’s 12 leading companies with the objective to develop and build the next generation of leaders network. Participate in developing and enhancing sustainable education Thailand.

The role of cooperation among 12 companies

- The strategy Policy and operational framework for project-driven CONNEXT ED.
- Selection of quality personnel within their organizations. “Partner School” (SP) to push the State towards a strategy of the UN school. Been through the down operation (Action Learning) to study the context and school development plan in conjunction with school leaders.

- Top executives from each supporting organization, as a “School Counselor” to provide guidance and promote the development of sustainable schools.

Environmental Innovation for Environmental Awareness

- **True Incube Cultivating New Entrepreneurs**

True Incube is a technology startup incubator, which provides opportunities in a digital ecosystem. The process starts with inspiring university students and cultivating creative startups to realize their dreams through rigorous training, mentoring and collaborating with various academic institutions.

This Year, True Incube Incubation & ScaleUp Program Batch 5 – “Startup Grand Prix” had sponsor to registered startup company with official product and service in functioning prototype, who looking for potential to expand in business.

The Pre-incubation and ScaleUp Programs help startups turn ideas into prototypes within three months. True Incube also opens up partnership opportunities to startups in the Southeast Asian region, whilst providing support and networking in more than 20 countries across 5 continents.

- 1.17 The Company places emphasis on intellectual properties by preparing publications for posting through website www.trueinnovationcenter.com to educate employees to comprehend the meaning of intellectual property, encourage employees to recognize and respect the value thereof, and not to infringe any intellectual property against the owner thereof, both in term of copyright and industrial property, whether being patent, trademark, trade secret, trade name etc. In respect of intellectual properties owned by the Company, the Company clearly prescribed guidelines, in writing, for employees to follow in “Ethics and work performance guidelines”, whereby employees are required to protect the Company’s intellectual properties, refrain from disclosing them without permission, and not to misuse them or use them illegally. Moreover, the Company trained and assisted innovators for registering their rights on Intellectual Property.

2. Preparation of Sustainability Report

The Board of Directors has approved the Sustainability Framework and the Company has prepared the Sustainability Report which follows the Global Reporting Initiatives (GRI). The Sustainability Report, which is separate from the Annual Report, is available on the Company’s website in both English and Thai. In addition, the Company operates its business with transparency under the principles of good corporate governance, as well as social and environmental responsibility. The Company applies its strength in communication technologies and innovations to support and develop Thai’s quality of life with equal opportunity both in educational and basic public health services, with the aim to help alleviate the impacts of socio-economic inequalities.

The Company discloses the information as well as activities in connection with corporate social responsibility in the annual report and Report 56-1 under the heading “Sustainability and Corporate Social Responsibility”.

SECTION 4

DISCLOSURE AND TRANSPARENCY

1. Information disclosure

- 1.1 The Company was able to submit both the quarterly and annual financial reports for 2018 within the schedule determined by the SEC and SET. The Company emphasized on preparing financial statement properly in accordance with generally accepted accounting standards, using appropriate accounting policies applied on a consistent basis. The Company was very rigorous in submitting financial statements and financial report within the schedule prescribed by law. The Company's financial statements were certified with unqualified opinions by the auditor and have never been ordered by the SEC to make any correction thereto and have never been submitted late.
- 1.2 The Company prepared Management's Discussion and Analysis by giving analytical explanations on financial position and operation results of the Company and forwarded them to the SEC and SET together with all quarterly financial statements and publicized them on the Company's website as information supporting disclosure of all quarterly financial statements to enable investors to be aware of and comprehend the changes to the financial position and operation results of the Company in each quarter better.
- 1.3 The Company provides summaries of the Corporate Governance Policy and the Corporate Social Responsibility Policy approved by its Board and reports on both practices through various channels such as its annual report and website.
- 1.4 The Company provides a statement of the Board's responsibilities concerning the Company's financial report. This statement is presented in the Company's annual report.
- 1.5 Auditors of the Company were those approved by the SEC and appointed by AGM. The Company disclosed information on payment of audit fee to auditors for 2018 in the annual report and Report 56-1, by clearly separating the remuneration into audit fee and non-audit fee.
- 1.6 The Company discloses the roles and responsibilities of the Board of Directors and its committees, the total number of meetings and the number of meetings each member attends, the results of tasks performed as well as any ongoing training courses and occupation knowledge development programs each member attends during the year in the annual report, according to the SET and the SEC regulations.
- 1.7 The Company disclosed the backgrounds of all directors in the annual report, Report 56-1 and on the Company's website by specifying their names-surnames, ages, positions, educational backgrounds, training, working experiences, number of shares in the Company and proportion of shareholding, holding of director office in any other company, clearly separating into the heading of listed company and other companies, date appointed as director, as well as family relationships among executives.
- 1.8 Remunerations of directors of the Company reflected the obligations and responsibilities of each director. The Company paid directors their remunerations in 2018 at such rates as approved by the 2018 AGM, which were the same rates as approved by the 2017 AGM, which have remained unchanged since 2002. Details are as follows.

Directors receive remuneration on a monthly basis 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
(Independent or not Independent)		

Independent Directors who are also member of one or more Committee	Baht 200,000 per month
Independent Directors who are also the Chairman of one or more Committee	Baht 300,000 per month

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

In this regard, the Company disclosed the amount and type of remuneration received by each director from the Company and subsidiaries individually in the annual report and Report 56-1 under the "Management Structure" and publicized them on the Company's website.

- 1.9 In 2018, the Company paid high-level executives their remunerations in accordance with the Company's policy to pay remuneration by reflecting the obligations and responsibilities of each high-level executive and at suitable rates by comparing with the same type of business, and disclosed the details of remuneration payment in respects of format, nature and amount of remunerations in the annual report and Report 56-1.
- 1.10 The Company established a policy requiring directors and senior executives to submit copy of report on holding of securities of the Company in case of changes to the holding of securities (Form 59) to the Company within the same period when the directors and senior executives delivered it to the SEC Office for retention by the Company as evidence and report to the Board of Directors meetings on a regular basis. Directors and senior management who wish to buy or sell the securities issued by the Company, shall notify the Company Secretary at least one business day in advance of the date of entering into such transaction.

Moreover, the Company disclosed changes to the holding of securities of the Company by directors and high-level executives by illustrating in the annual report the number of shares held at the beginning of the year, changes during the year and the number of shares held at the end of the year.

- 1.11 The Company has an Investor Relations Department to communicate with outsiders on an equitable and fair basis. Investors may contact the Investor Relations Department via telephone number 0-2858-2515 or e-mail address: ir_office@truecorp.co.th. The Company advised general investors of the contact channel via the Company's website, annual report and Report 56-1 for all individual investors. For the year 2018, the Investor Relations Department prepared press release on the Company's operational and financial performance as well as held analyst and investor meetings following the release of the Company's quarterly results at the Company's headquarters. For analysts and investors who cannot attend the meeting in person, a Webcast is provided. The Company also provided information related to the Company while organizing meetings with analysts as well as local and international investors, including roadshows and conferences, and provided equal opportunities for investors, both institutional and retail, to call the Company for additional information/discussion on the Company's outlook and strategies.

2. Information disclosed on the Company's website

The Company publicized financial and non-financial information as required by SET accurately, completely, timely and transparently, both in the Thai and the English versions, via various channels, i.e. SET's channel, annual report, Report 56-1 and on the Company's website. The Company also publicized on the Company's website significant documents and prepared other details which were anticipated to be of interest to investors and analyzers, e.g. long term objective and target, visions and obligations, business operation nature, Company Group structure, top 10 shareholders, list and authorities of the Board of Directors and subcommittees, organizational structure, financial statements and financial information at least 3 years retroactively for comparison purpose, annual report, Report 56-1, letter of invitation to meeting together with documents relating to shareholder meetings, Articles of Association and Memorandum of Association, Corporate Governance Policy, the Company's newsletters etc., periodically updated. Documents and information of all types were publicized on the website both in the Thai and the English versions to enable investors and analyzers to access thereto conveniently and equitably and to download information of their interest. The Company also gave on its website telephone number, facsimile number and e-mail address for contact with the Investor Relations Department.

SECTION 5 RESPONSIBILITIES OF THE BOARD

1. Structure of the Board of Directors

- 1.1 As at 31 December 2018 the Board of Directors comprised 18 qualified and knowledgeable members with wide experiences and specialties beneficial to the Company. The number of directors was appropriate and adequate to the size and type of the Company's business with non-executive directors having experiences in major business being operated by the Company. The structure of the Board of Directors comprised: (1) 3 Executive Directors and (2) 15 Non-Executive Directors, of which 6 directors were independent directors or 1/3 of the total number of directors, which was in accordance with requirements of the Capital Market Supervisory Board, and 9 qualified directors not involved in routine work administration including representatives of major shareholders, in accordance with fair proportions of investments of each group of shareholders.

The Company disclosed the structure of the Board of Directors, authorities, nomination rules, significant information of each director, e.g. name-surname, position, date appointed to the director's office, as well as background of each director in the annual report, Report 56-1 as well as on the Company's website at www.truecorp.co.th.

- 1.2 The Company clearly fixed the term of office of directors by specifying in the Corporate Governance Policy and Articles of Association in accordance with law.

The same rules in respect of the term of office of directors apply to the term of office of independent directors.

- 1.3 The Company has specified the details of Independent Directors' qualifications in its annual report and Report 56-1. Mr. Joti Bhokavanij who serves as the Independent Director and Chairman of the Audit

Committee has an accounting and finance background. The Company revised the qualifications of Independent Directors by using a more rigorous definition than that defined by the Capital Market Supervisory Board in area of shareholding percentage i.e. an Independent Director of the Company must have no more than 0.75 percent share ownership in the Company, its parent company, subsidiary, affiliate, principal shareholder or controlling person of the Company, including the shares held by related persons of the Independent Director.

- 1.4 The Company has one woman Independent Director.
- 1.5 The Company's Chairman of the Compensation and Nominating Committee is Independent Director.
- 1.6 The Company details the background and position of each member of the Board in its Annual Report and Report 56-1. Shareholders can download this information from the SET website at www.set.or.th or from the Company website at www.truecorp.co.th.
- 1.7 None of the Company's directors or executives is or was an employee or partner of the external auditing company providing services to True Group for the past two years.
- 1.8 The Company established policy regarding the number of companies each director, including independent directors and the President, could hold office therein, by specifying it in the Corporate Governance Policy of the Company disclosed on the Company's website, i.e. directors could hold office in other companies, but such directorship must not be obstructive against their performance as directors of the Company. As regards the number of companies in which each director could hold office of director, the Board of Directors encouraged directors to consider limiting to not exceeding 4 listed companies. There has been no independent director holding office of director in more than 4 other companies.
- 1.9 The Chairman of the Board is a non-executive director and the President (Co) is not the same person as the Chairman. The roles and responsibilities of the Chairman are in accordance with the law. The roles and responsibilities of the President (Co) are determined by the Board of Directors and the authority and responsibilities of the Chairman and the President (Co) are disclosed under "Management structure" in the annual report and Report 56-1 which is also posted on the Company's website.
- 1.10 The Company's Internal Audit Department reports directly to, and is accountable to, the Audit Committee.

The Company has disclosed the name and profile of the head of Internal Audit Department in the annual report and Report 56-1 which is also posted on the Company's website.

- 1.11 The function of Company Secretary is in place to serve the Board of Directors in area of providing advice on laws and regulations related to the Board, helping organize the Board's activities, and monitoring compliance with the Board's resolutions. The Company Secretary is knowledgeable and experienced in accounting and continuously attends training courses as well as participating in any company secretary-related training courses.

The Company has disclosed company secretary's job description, working experience and related training courses attended in the annual report and Report 56-1 which is also posted on the Company's website.

2. Committees

2.1 The Board of Directors has established the following committees to reflect good corporate governance:

The Audit Committee

is responsible for reviewing the Company's financial reporting process, reviewing the Company's internal control system and internal audit system, reviewing the Company's compliance with the law and regulation on securities and exchange, the laws relating to the Company's business and reviewing the Company's internal control procedure relating to the compliance with the Anti-Corruption Measure, determining an internal audit unit's independence, considering and proposing appointment of the Company's external auditor and reviewing the transactions that may lead to conflicts of interest. Details of the Audit Committee's duty and responsibilities have been disclosed in "Management Structure".

The Compensation and Nominating Committee

is responsible for making recommendations to the Board of Directors regarding the compensation of directors, nomination of directors, members of the Board's Committees and the President (Co) and making evaluation performance of Chairman of the Executive Committee and President (Co) and making determination for compensation of Chairman of the Executive Committee.

The Finance Committee

is responsible for assisting the Board of Directors to review and monitor the Company's financial management. To perform this role, the Finance Committee shall provide opinions and advices to the Board of Directors regarding financial strategies, annual budget, substantial borrowing or indebtedness, securities issuance, acquisitions or disposals of material assets and material investment proposal.

The Corporate Governance Committee

is responsible for assisting the Board of Directors to establish and review the Company's corporate governance policy and Anti-Corruption Policy and Measure as well as ensuring that the Company has a sound and appropriate corporate governance practice.

The Executive Committee

is responsible for assisting the Board of Directors to formulate business direction, mission, strategies, business plan and financial goals as approved by the Board of Directors.

The Company has also specified the details of Committees which are name lists, scope of duties and numbers of meetings attendance in its annual report and Report 56-1 in "Management Structure". Shareholders and investors can download the information regarding each committee from the Company's website at www.truecorp.co.th.

2.2 In order for the committees can perform their duties transparently, independently, and at the same time effectively, their membership comprises independent directors, and non-executive directors.

3. Roles and Responsibilities of the Board

- 3.1 The Board of Directors considered and granted approvals on significant matters related to the Company's business operation, e.g. visions and obligations, strategies, financial targets, risks, work programs and budgets (which will be reviewed on yearly basis) including monitored the implementation thereof. Moreover, the Board also oversaw the Management to execute the works in accordance with the policies and scheduled programs efficiently and effectively clinging to self-sufficiency economic philosophy, i.e. moderation (awareness of the Company's actual capabilities), reasonability and good self-immunity, based firmly on honesty and circumspection to ensure continuation of business operation in the long term. The Company disclosed the power and duties of the Board of Directors in the annual report and Report 56-1 publicized on the Company's website.

Throughout the past up to and including 2018, the Company has never committed any act violating or breaching rules and regulations of the SEC and SET.

- 3.2 The Board sets, initiates and is involved in consideration and approval of a written corporate governance policy for the Company. In addition, the Company reviews the policy and its compliance annually.
- 3.3 The Board of Directors ensures that a written code of business conduct so called "Code of Conduct" is in place so that all directors, executives and employees understand and comply with the Company's ethical standards for doing business by earnestly monitoring compliance with the code. The details of the Code of Conduct comply with the guidelines of Corporate Governance, Corporate Social Responsibility Policy, and Anti-Corruption Policy and Measure and disclosed on its website.
- 3.4 The Board of Directors considers transactions involving conflicts of interest thoroughly. It follows clear guidelines on approving such transactions so that they are conducted in the best interests of the Company and all shareholders. The person who has an interest in the transaction does not participate in the decision-making process. The Board also monitors compliance with the regulations regarding criteria, procedures and disclosure of transactions involving conflicts of interest.

During 2018, similar to every previous year, no director and executive of the Company as well as individual related to such parties were in breach of requirements pertaining to the conflict of interest in the Company's transactions.

- 3.5 The Board of Directors ensures that internal control systems are in place, including financial, compliance and policy controls, and assigns the Audit Committee to monitor and review the major system on annual basis. The Audit Committee's opinion has disclosed in the Company's annual report under "Report from the Audit Committee" topic.
- 3.6 The Company has established the "Strategy Development and Risk Management Committee" and also officially announced "Risk Management Policy and Framework", in order to integrate risk management with its business strategy and operations. The Management complied with the policy and reported to the Audit Committee on a regular basis. The Internal Audit Department is responsible for reviewing the Company's operational systems by using a Risk-based Audit Approach and presents its Internal Audit Report to the Audit Committee on a regular basis. The report was disclosed in the Company's annual report under "Report from the Audit Committee" topic.

- 3.7 In 2017, the Company signed the Declaration on “Private Sector Collective Action Coalition Against Corruption” (CAC), with the Thai Institute of Directors (IOD) acting as Secretary of the project and anti-corruption policy and measure (the “Anti-Corruption Policy and Measure”) is therefore implemented and prepared in writing to be a clear code for business conduct, leading to sustainable development of the organization and the country.

This Anti-Corruption Policy and Measure was approved by the resolution of the board of directors’ meeting of the Company and declared by CEO that it came into effect throughout the organization and all subsidiaries (“True Group Company”) including all directors, executives, and employees. The Audit Committee has duty to review the Company’s internal control procedure relating to the compliance with the Anti-Corruption Policy and Measure.

The Corporate Governance Committee have duties and responsibilities to annually review the Anti-Corruption Policy and Measure, in order to make it comply with the business change, regulations, laws, rules and related enforcement and propose to the company’s board of directors for consideration and approval.

Additionally, the Company had measure and guideline for implementing, monitoring, following up and training employees, including channel for reporting suspicious behavior or making complaints of any illegal acts or any act that may indicate corruption or misconduct of the personals of the Company, including employees and other stakeholders.

- 3.8 The Board of Directors had a mechanism to supervise subsidiaries to safeguard interests in the investments of the Company. The Company disclosed such information under the Heading “Supervision of business operation of subsidiaries and associated companies”.

4. Board Meetings

- 4.1 The Company sets its Board of Directors meeting schedule throughout the year beforehand and notify the Directors early in the year including set main agendas in advance. However, in an emergency the Company can also call for an additional Board meeting.
- 4.2 The Company has stated in its Corporate Governance policy that the Company allows non-executive directors to hold meetings amongst themselves without participation from executive directors and management, if they would like to have a discussion on the management issues or any issues they are interested in. In 2018, non-executive directors had held such meetings, in an unofficial form, after finishing the Board Meetings.
- 4.3 The Company organized 5 Board of Directors meetings during 2018, which were appropriate to the obligations and responsibilities of the Board of Directors and the Company’s business operation. Participation of all directors in such meetings represented 80.00% of the total number of meetings of the year.
- 4.4 The Chairman and/or Vice Chairman of the Board and the Chairman of the Executive Committee and President (Co) jointly set the agenda for each Board meeting. Moreover, each Board member is free to suggest agenda items.

- 4.5 Meeting documents are sent to each director at least five days prior to the meeting day. These documents are concise but contain all relevant information. Any confidential issues are discussed during the meeting.
- 4.6 The Chairman of the Board allocates enough time for the meeting to receive full presentations from management and host comprehensive discussions by directors, and encourages thorough discretion by concentrating on all issues brought in the meeting, including the issue on corporate governance.
- 4.7 The Board is able to access additional information, under a prearranged agreement, via the President (Co) or the Company Secretary or the executive designated as a contact person. If necessary, the Board and each committee can also acquire any independent opinions from external consultants or experts under the Company's expenses.
- 4.8 The Board of Directors encourages the President (Co) to invite the top executives to attend Board meetings in order to present details on the issues that they are directly responsible for.
5. Board and Committees self-assessment and board member self-assessment

- 5.1 The Board of Directors conducts Board of Directors assessment annually. The criteria and procedures are as follows:

Assessment Criteria

Criteria on Board of Directors self-assessment were based on 3 levels of opinions, as follows:

- Low level (need improvements)
- Moderate level (acceptable, but can be improved)
- Very good level (should be maintained)

The details of assessment criteria shall cover the following subjects.

- Comprehension of the Company's Board of Directors on role of the Board, the Company's business and the Company's strategies
- Relationships between the Board and the Management
- Roles and the process for assessing the President (Co)
- Performance result of the Board's committees
- Adequate and Suitable time to consider various matters in each meeting agenda in the Board of Directors meeting
- Directors express their opinion related to the considered issues
- Provision of opportunities and encouragement for each Director to express his opinion independently

Procedures

The Chairman of the Corporate Governance Committee shall sign a letter sending assessment forms to all directors, requesting each director to return the assessment form to the Company's Secretary for compilation of information. The Company's Secretary shall then process the information and present the summary thereof to the Corporate Governance Committee for analysis of the assessment. Subsequently, the Corporate Governance Committee shall report to the Board of Directors on the assessment result and make recommendations for improvements as appropriate.

- 5.2 In 2018, the Board of Directors did individual performance assessment and conducts such assessment annually. The criteria and procedures are as follows:

Assessment Criteria

Criteria on individual performance assessment were based on 3 levels of opinions as mentioned in item 5.1 as follows:

- Low level (need improvements)
- Moderate level (acceptable, but can be improved)
- Very good level (should be maintained)

The details of assessment criteria shall cover the following subjects.

- Satisfaction of the performance of the Board, the performance of the Company, the performance of the Company's subsidiaries and the problem solving by Management
- Comprehension of the Company's Board of Directors on role of directors, the Company's business and the Company's strategies
- Relationships among each Board's member and the Management
- Roles and the process for assessing the President (Co)
- Performance result of the Board's committees
- Adequate and Suitable time to consider various matters in each meeting agenda in the Board of Directors meeting
- Directors' preparations before each meeting
- Directors' potential to express individual's opinion independently and impartially
- Provision of opportunities and encouragement for each Director to express his opinion independently

Procedures

The Chairman of the Corporate Governance Committee shall sign a letter sending assessment forms to all directors, requesting each director to return the assessment form to the Company's Secretary for compilation of information. The Company's Secretary shall then process the information and present the summary thereof to the Corporate Governance Committee for analysis of the assessment. Subsequently, the Corporate Governance Committee shall report to the Board of Directors on the assessment result and make recommendations for improvements as appropriate.

- 5.3 Moreover, each committee also conducts performance assessment annually. The criteria and procedures are as follows:

Assessment Criteria

Criteria on committees' performance assessment were based on 3 levels of opinions as mentioned in item 5.1. The details of assessment are as following:

- Satisfaction of the performance of the committee which the directors belong to, the performance of the Company, the performance of the Company's subsidiaries and the problem solving by Management
- Comprehension of the directors on role of directors in the committees
- Relationships among each director in the committees and the Management
- Directors' preparations before each meeting
- Directors' potential to express individual's opinion independently and impartially
- Provision of opportunities and encouragement for each Director to express his opinion independently

Procedures

The Company Secretary shall send assessment forms to each committee member in every committee, requesting each member to return the assessment form to the Company Secretary for compilation of information. The Company Secretary shall then process the information and present the summary thereof to each committee for analysis of the assessment. Subsequently, the Chairman of each committee shall report to the Board of Directors.

6. Remuneration

- 6.1 Board members' remuneration is comparable of other directors in the Company's industry, and reflects the experience, obligations, range of work, accountability, responsibilities and contributions of each director. Members of the Board with greater responsibilities, such as independent directors who also hold committee memberships, are paid more.

In 2018, the Company disclosed the remuneration of each director in its annual report and Report 56-1 which also posted on the Company's website.

- 6.2 Remuneration of the Chairman of the Executive Committee and President (Co) and top executives is set in accordance with Board policy, within the limits approved by shareholders (for the types of remuneration that require such approval). Executives' salaries, performance pay, and other long-term compensation reflect the Company's performance and that of each executive.

- 6.3 The Compensation and Nominating Committee evaluates the performance of the Chairman of the Executive Committee and President (Co) annually to set his compensation. The basis of the appraisal is agreed upon by the Chairman of the Executive Committee and President (Co) ahead of the evaluation. The criteria are objective, including financial performance, long-term strategic performance, career development planning, etc. The Chairman of the Board or a senior director communicates the evaluation results to the Chairman of the Executive Committee and President (Co).

7. Board and Management Training

7.1 The Company encourages and facilitates training for all internal parties who have a role in corporate governance, including directors, members of the Audit Committee, executives, the Company Secretary, etc. Training - either internal or external - enables them to continuously update their knowledge for performing their duties.

7.2 The Board encourages directors to enhance their knowledge for performing their duties by regularly attending training courses and joining seminars. In 2018, 2 directors carried on attending training courses organized by ICC Thailand International Chamber of Commerce. The training course is arranged by IOD as follows:

- Tea Talk 1/2018 “Dealing with Cyber Risk in the Board Room”
- Advanced Audit Committee Program (AACP) 30/2018
- Audit Committee Forum “Learn, unlearn and relearn – Audit Committee in the age of disruption”

7.3 Every time that the Company appointed new directors or replaced them, the Management prepared and provided new directors with material and information beneficial for fulfilling their duties including introduction to the Company's various businesses and business direction for new directors.

7.4 The Company has established an official executive “Succession Plan” because the Company is aware that succession planning is a key component of sustainable business success. In light of this, the Company has established processes and procedures to appropriately identify and select candidates for succession at all levels of significant management position. The succession process is consisting of:

(1) Establish the list of candidates to enter the succession process:

where top executives and management select the candidates and conduct the evaluation of these candidates by descending order. The candidates have to undergo the followings performance evaluations:

- Employee and its performance evaluation which are consisting of:
 - Past performance and the anticipation of their performance in the future
 - The decision-making ability, strength, what to improve or what to provide for further development and career path
 - Employee's capability assessment
- 360 Degree Feedback Surveys in relation to the Company's corporate value
- 9-Cell Charts evaluation which is a review of the performance and behavior of candidates in relation to the Company's corporate values

(2) Establish candidate slate:

where the person who is currently in the post has to make his or her candidate slate by specifying three (which can be more or less) potential successors and listed those candidates in the order of their readiness.

- (3) Review the candidate slate and establish the Company's Succession Plan:

where the President (Co), top executives and Human Resources executive have to work together in order to review the candidate slate and establish the Company's overall succession plan which will be based on the following key elements; business unit overview, organization chart, candidate slate, 9-cell charts evaluation, employee evaluation and 360 degree feedback surveys

- (4) Establish the personal development plan for each of the candidates, execute the development plan and follow up

- (5) Perform an evaluation and a review of the Succession Plan on an annual basis

Candidates who have been selected to enter the succession program will have to undergo personal development activities assigned to them by the Company. The development consists of on-the-job training, being set challenging assignments and undergoing job rotation to develop leadership skills and business knowledge in all areas of the Company's operations to ensure continuity in the effective preparation of candidates for executive positions whenever a vacancy in a relevant position arises or where a new position is created to support business expansion.

SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY

1. ETHICAL BUSINESS OPERATIONS

In addition to compliance with pertinent legal and regulatory requirements as well as business ethics and good governance principles, True Group conducts its businesses with respect for the rights of its stakeholders and with considerations for their interests to ensure those stakeholders are treated equitably and fairly and their rights protected. The Company ensures that dealings with all stakeholders are conducted with transparency and without unethical transfers of benefits. The Board of Directors has enacted the Corporate Governance Policy as a framework for the Company's overall business operations, and the Code of Conduct that serve as a practical guideline for the Directors, the management, and every True Group employee.

True Group recognizes that good corporate governance is crucial to its business operations, which must be conducted with transparency and subject to check and balance. Ethical business practices and considerations of impacts on stakeholders help the Company create values in a sustainable manner. While it is the duty of all employees to uphold these principles, it is the direct responsibility of the Board of Directors, particularly the Corporate Governance Committee, to provide oversight and direction. The Board may, from time to time, review and amend the Corporate Governance Policy, the Code of Conduct, and related rules and guidelines, to ensure that they are up to date and match the Company's context, in line with stakeholder expectations and legal and regulatory requirements.

True Groups' Corporate Governance Principles and measures to ensure transparency and fairness include:

- Fair and transparent vendor selection procedures to ensure all potential suppliers are treated equitably, with price comparison as appropriate for each business unit of the Group.
- Budget is allocated to cover each business unit's expenditure. To prevent unauthorized use of funds, no purchasing decision can be executed without sufficient funds.
- Approvals of procurement requests are authorized by managers/supervisors whose authorization levels are based on the value of the transaction.
- The procurement department is responsible for overseeing all purchasing requests to ensure compliance with procurement regulations.

The complete procurement process is transparent and auditable. Purchase records are kept with all necessary details and can be retrieved anytime for scrutiny and traceability.

2. FRAUD PREVENTION AND ANTI-CORRUPTION

True Group emphasizes its position on anti-corruption practice as well as intolerance of all forms of bribery as indicated in the Company's "Ethical Principles and Code of Conduct" which strictly prohibit employees from

demanding or receiving bribes from business partners for themselves or other parties. They are also prohibited from making payments, supporting or bestowing benefits, which can be considered as a bribe. The Company set up training sessions related to Code of Conduct and the Anti-Corruption Policy and Measure for its employees and suppliers, which are publicly disclosed on its website. True Group has also continuously supported the government agencies and the public sector's united front in countering corruption with concrete measures and programs.

Moreover, the Company announced its commitment to take part in Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), and reaffirmed its strong intention to strictly comply with Thailand's anti-corruption legislations. True's anti-corruption measures have been formulated in writing to serve as a clear principles for its businesses operations, laying the groundwork for sustainable development of the organization and society. The Company cultivates a corporate culture that prohibits all forms of corruption. Thus, the Company itself, its subsidiaries and affiliates, directors, management and all employees are prohibited from engaging or being involved in any form of corruption – either directly or indirectly, and are required to strictly comply with the Company's anti-corruption principles, which forbid paying/receiving bribes in all business operations. Moreover, it is also required that the Company contact and deal with government agencies with transparency as stipulated by law.

True Group was certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) reflecting its commitment to anti-corruption which is in accordance with its business operations based on corporate governance, transparency, and traceability. This certification is regarded as an indication of best practices for society, and is in line with the Company's corporate sustainable development goals. The certificate issued in 2017 is valid for 3 years.

2.1 Channels for Complaints and Grievances

The Company provides channels for all stakeholder groups to submit complaints or provide information concerning fraud, wrongdoings, or violations of the Company's Code of Conduct to the Board of Directors via the Audit Committee. Information on these channels is on the Company's website www.truecorp.co.th.

In addition all stakeholder groups can, in confidentiality, submit complaints or provide information concerning fraud, wrongdoings, or violations of the Company's Code of Conduct to the Company's Board of Directors or to related persons through any one of the following channels:

- 1) Audit Committee by email to auditcommittee@truecorp.co.th or by a sealed letter directly addressed to the Chairman of the Audit Committee or to the Audit Committee at the address: True Corporation Plc, 18 True Tower, Ratchadaphisek Road, Huai Khwang, Bangkok 10310
- 2) Chairman of the Executive Committee or President (Co) by a sealed letter directly addressed to the Chairman of the Executive Committee or President (Co) as per the following:

Chairman of the Executive Committee, True Corporation Plc, 18 True Tower, Ratchadaphisek Road, Huai Khwang, Bangkok 10310 or

President (Co), True Corporation Plc, 18 True Tower, Ratchadaphisek Road, Huai Khwang, Bangkok 10310

- 3) Human Resources Department by a sealed letter directly addressed to the Chief Human Resources Officer as per the following:

Chief Human Resources Officer, True Corporation Plc. 18 True Tower, Ratchadaphisek Road Huai Khwang, Bangkok 10310 or

Contact the Human Resources Compliance & Assurance Department, Tel: 02-858-2023; Fax: 02-858-4906; Email: codeofconduct@truecorp.co.th or

- 4) Fraud & Cyber Crime Department by email to noppadol_som@truecorp.co.th

2.2 Supervision of Insider Information Usage

True Group is aware of the importance of preventing the use of the Company's insider information for personal benefits. Insider information supervision has been included in the Code of Conduct with regards to the use of insider information by the Company's directors and management in trading securities for the benefit of themselves and other related persons. True's directors and management are not allowed to use insider information to benefit themselves – such an act is considered as a failure to fulfill their responsibilities toward the Company and its shareholders. Insider information is strictly confidential and known only by related directors and top executives. Moreover, the Company's directors and executives are obligated to report to the Securities and Exchange Commission (SEC) concerning their purchase, sale, transfer or receiving of securities issued by the Company within 3 days from the transaction date. They are also required to submit another copy of the report to the Company as evidence of the transaction to be further reported at the Board of Directors' meetings on a regular basis. This requirement is aimed at ensuring that the Company's directors and executives manage and operate the Company's businesses with integrity and transparency, as well as complying with the Company's corporate governance principles to maintain confidence and trust among shareholders and investors.

2.3 Support Anti-corruption Campaigns of the Government and Civil Society

True Group supported anti-corruption activities of the Government and civil Society by collaborating the 2017 Chor Sa-ard Music Video Competition featuring an anti-corruption theme. A total of 132 music videos were submitted to the competition, comprising of general public category (25) and student and youth (106). The 10 finalists were published through media channels of the Anti-corruption Foundation, Charoen Pokpand Group and True Group such as TrueVisions, True4U, and TNN24 channels, as well as online media such as Chor Sa-ard facebook fan page and True Plookpanya website (www.trueplookpanya.com).

3. RESPECT FOR HUMAN RIGHTS

True Group places great importance on being a part of the global community and on good corporate citizenship to create a better quality of life for all. On October 1, 2015, True became a member of the UN Global Compact and is committed to its 10 principles that cover 4 major areas of responsibilities: human rights, labor, environment and anti-corruption. True is one of more than 12,500 leading companies and non-business participants from 160 countries joining the UN Global Compact.

True Group conducts its operations with respect for human rights, with the Human Resources Committee as the key body responsible for setting strategies and policies related to human resources management and the protection of human rights. Human Rights Policy has been announced covering labor relations management by laws and international measures such as the Principles of the United Nations Global Compact. It emphasizes on diversity management within the organization, including gender, age, education, nationality, race, skin color, religion, citizenship, sexual orientation, and disability status, to ensure all groups are treated fairly and equitably.

To ensure comprehensive management of human rights issues throughout the value chain, True Group conducted human rights risk assessment every two years, covering representatives of all stakeholders both internal and external. Participants were informed of overall corporate human rights situations, and brainstormed for corrective actions to prevent and mitigate possible incidents and violations.

4. FAIR TREATMENT OF THE WORK FORCE

The Company cares for the well-being of its employees as it believes employee retention is a major factor driving the business towards sustainable growth. It provided appropriate compensation and benefits such as life and health insurances covering disabilities to all employees both permanent and temporary, and through the True Plook Rak Campaign with the following activities:

- Happiness Thermometer: A survey is conducted via the internal HR website on the level of employee happiness and the results are used to make improvements according to employees' needs.
- Good Health with Plook Rak: A campaign encouraging employees to take care of their health through monitoring and preventive measures, including comprehensive health checkups for staff, wellness Spa: Traditional Thai massage for employees to relieve stress and tension, as well as exercise activities such as yoga, Tai Chi Qigong, and aerobics.
- Dharma with Plook Rak: This campaign comprises Buddhist prayers, monthly merit-making, as well as lectures on dharma. Dharma training courses are also available where staff can practice dharma for 5 days per year.
- Wealth with Plook Rak: This campaign educates employees on personal financial planning such as tips on reducing expenses, and saving for a happy retirement.

5. RESPONSIBILITY TOWARDS CONSUMERS

The Company strives to continuously maintain, improve and develop service quality. As an integrated information technology and convergence platform service provider, True Group aims to create value and deliver service quality to fulfill the needs of customers with customer-centric culture, using the corporate culture through the 4C values (Caring, Credible, Creative, and Courageous) as well as business excellence concept. With innovative management mechanisms and appropriate communication channels, an appropriate and efficient Customer Relationship Management and Service Quality are presented through various communication channels, including distribution of service on digital platforms, analysis of customer needs through database of customer satisfaction survey, hosting activities to gather feedback from the customers, and other innovative means to collect customer input.

The Company is committed to providing the highest level of customer experience, especially in the quality of its network. True Group applies the best available technologies to ensure reliability; allowing customers to use the networks smoothly even in unfavorable environments such as weather variability, natural disasters, or in the event of an emergency. The Company continuously expanded the True Call Center 1242 to provide more coverage for all True services, including TrueMove H, TrueOnline and TrueVisions. The True Call Center 1242 emphasizes True as a provider of convergence customer experience and facilitates a speedy one-stop service for the customers. In addition, the Company strives to deliver excellent customer service, aiming to deliver quality and speed at True Shops, by improving the automatic machines or Self-Service kiosks and offering convenience and customer-friendly services that are efficient in order to maximize customer experience and satisfaction.

Furthermore, as part of its commitment to customer experience and safety, True Group implemented the following projects and activities:

- 5.1 As part of its focus on consumers, True Group implemented Total Quality Management (TQM) in its business operations across all departments in the organization in order to improve work processes, leading to better product and service quality for customers.
- 5.2 All electronic devices (mobile phones and tablets covering leading & house brands) sold at True Shops are certified for their quality and safety according to standards by the National Broadcasting & Telecommunication Commission (NBTC).
- 5.3 The Company prepares information and tips in the form of Q&As on utilizing technology and IT devices which are disseminated to the public through various print and broadcast (radio and TV) media.

6. ENVIRONMENTAL CONSERVATION

True Group is aware of global environmental problems and continuously looks for ways to engage in environmental conservation. It organizes various ongoing activities, both internal and external, to support this effort under the “Cultivating Love of Nature and the Environment” concept. The Company’s 2020 sustainability goals include achieving 10% reduction in both greenhouse gas intensity (emissions per revenue) and water intensity (water consumption per revenue), when compared to 2015 as the base year, to encourage employees to contribute towards these efficiency goals. Major advances in 2018 include:

6.1 Developing the Environmental Management System “EMS”

In 2018, the Company expanded the scope of coverage of its environmental management system (EMS), which has been certified according to the international standard ISO14001:2015. In previous years, the EMS covers only the company’s main office at True Tower Ratchadaphisek Road. This year the Company implemented the EMS at two additional sites: True Tower 2 (Pattanakarn) and the Khon Kaen Regional Office. This expansion is aimed at enhancing the Company’s capability to manage its environmental impacts and ensure consistent practice throughout the organization. The EMS also helps to reduce operating expenses such as electricity and water bills.

6.2 The Annual National Nature and Wildlife Photography Competition Project

The Company, in collaboration with the Department of National Parks, Wildlife and Plant Conservation, organized the 24th Annual Nature National Photography Contest 2018 to create awareness of environmental conservation among the public by using photography as a medium under the theme “Nature and Wildlife Photography”. The contest was open for participants to compete for the HRH Princess Maha Chakri Siridhorn Royal Trophy and HRH Princess Galayani Vadhana Krommaluang Naradiwas Royal Trophy. In 2018, more than 1,800 digital photos from 500 candidates were submitted to this photo contest. The award-winning photographs are available for viewing via the “True Photo Contest” application, which showcases all the winning entries since 1995.

6.3 The Rak Pong Prai Youth Nature Camp 2018

The Rak Pong Prai Youth Nature Camp has been organized by True Group in collaboration with Charoen Pokphand Group and other 13 organizations for four consecutive years, with the objective of raising awareness of the importance of biodiversity among youths. The program utilized True’s We Grow mobile application as a tool to promote learning about the diverse species of trees and plants, making environmental conservation a fun activity for the users. The Company provided training sessions on the We Grow application for teachers and staff at 31 Nature Study Centers nationwide, with more than 8,000 students and 750 teachers from all over the country joining the program.

6.4 The Advanced Warning System for Wild Elephants Project at Kuiburi National Park, Prachuab Kiri Khan Province, and Kao Chamao – Kao Wong National Park, Rayong Province

Due to the problem of wild elephants invading the farming areas of the communities nearby Kuiburi National Park, Prachuab Kiri Khan Province, and Kao Chamao – Kao Wong National Park, Rayong Province, True, in collaboration with the Department of National Parks, Wildlife and Plant Conservation and WWF Thailand, has developed the advanced warning system for wild elephants, with camera traps equipped with SIM cards and SD memory cards to record movement of wild elephants and transmit the images to park rangers. The Company utilizes its expertise in telecommunications technology to develop innovative solutions for environmental problems in order to reduce the conflict and the confrontation between wild elephants and the residences nearby the farming communities. There are more than 300 wild elephants nearby the Kuiburi National Park impacting more than 300 household nearby whereas about 300 wild elephants at the Kao Chamao – Kao Wong National Park impacting more than 500 farming areas of the surrounding communities.

7. PARTICIPATION IN THE DEVELOPMENT OF THE COMMUNITY AND SOCIETY

The Company focuses on the development of technology and digital infrastructure, using new communications technology and innovation to develop products and services in order to support corporate social responsibility activities especially True Plookpanya (planting wisdom) Program. True Group’s ongoing commitment is to cultivate knowledge, virtues and love of nature and the environment among Thai youths for a more sustainable society, develop the capabilities of learning and life skills as well as create a quality life of the vulnerable groups under the theme “Creating a Better Life for the Vulnerable Group.

The Company has developed a framework for corporate sustainability performance by setting True Sustainability Goals 2020 within 3H's framework, which is Heart: Building business with a sustainability-oriented mindset, Health: Building a sustainable society, Home: Building a sustainable environment. The True Sustainability Goals 2020 are related to the 17 United Nations Sustainability Goals or UN SDGs. True Group focused on two sustainability goals as follows: 1. Supporting four million Thai people with access to digital content and knowledge by 2020 (comparing to base year 2015) which is in line with the UN SDGs No. 4 - Quality Education and 2. Enhancing quality of life of 10,000 people in vulnerable groups to develop positive social impacts which is in line with the UN SDGs No. 10 - Reduced Inequalities.

7.1 Supporting 4 Million Thai People to Have Access to Knowledge Sources and Contents by 2020

7.1.1 Broadcasting the Educational Experience with True Plookpanya Project for schools nationwide

True Group has supported education-related activities through the Broadcasting the Educational Experience with True Plookpanya Program for schools nationwide. This initiative utilizes True's integrated telecommunications technology and innovations to help improve learning capabilities at underprivileged schools lacking adequate teaching materials and equipment. To date, a total 6,000 schools have joined the program, with 58 selected as True Plookpanya Model Schools based on their outstanding performance. In total, more than 1.67 million students have benefitted from this program.

In addition, to supplement the learning process, the Company developed the True Plookpanya contents for TV and radio channels, the www.trueplookpanya.com website (accessed by more than 70,000 people), True Plookpanya application (downloaded by more than 150,000 users), Plook Magazine (with circulation of 30,000 copies) and campus activities (attended by more than 90,000 youths).

7.1.2 True Group promotes education through its participation in the Pracharat Project, focusing on fundamental education and leadership development.

True Group collaborated with other business organizations in supporting the Government's Pracharat Project "CONNEXT ED". New generation of leaders from these 12 organizations worked together to bring the management of the nation's basic education up to international standards. Key principles include a student-centric approach and cultivation of ethics and self-confidence in the students. The project also helps students gain access to digital infrastructure such as high speed internet and Wi-Fi, and laptops equipped with parental control software "White Net". The project's goal is to reach more than 700,000 students at 3,351 schools for the initial phase and around 200,000 students in 1,246 additional schools in the second phase.

7.1.3 The 7th Little Novices Cultivating Wisdom Project and the First International Little Monks Reality Dhamma Program

For the past 7 consecutive years, True Group has broadcast its "Novice Monks Cultivate Dharma Wisdom" a reality Dhamma documentary in Thai, with highly positive reception from the audience. The success of the Thai version of this program inspired True Group and Charoen Pokphand Group to produce an international edition, called "True Little Monk", for the first time in 2018, to

expand the audience of the Buddha's teachings. The program is aimed at cultivating knowledge and virtues among children so that they will grow up to be both capable and kind-hearted in accordance with Buddhist principles. The 31-day program showed the novices learning and practicing Dhamma in their daily lives. It was broadcast live on True Visions TV channels and online at the website www.truelittlemoenk.com, and via Facebook fan page "TrueLittleMonk" with more than 800,000 followers, as well as on YouTube with viewers from 191 countries.

7.1.4 Project to Develop the Knowledge Learning Capabilities and Skills of Youth for their Quality of Life

The Company continues to organize a number of projects to enrich and enhance the learning experience for youths as follows:

- The 23rd Annual True Young Scientist Competition 2018, in collaboration with the Thai Association of Science and Technology Education. The program helps primary school students learn about the scientific process and strengthen their learning skills;
- The 16th Annual True Future Journalist Award Contest or FJA 2018, open to 3rd- and 4th-year university students majoring in mass communications. Through this program, students can sharpen news reporting skills with guidance from renowned professional journalists from Thailand and abroad. The contest winners received further training at BBC World News in London and at TNN24 TV News Station;
- The 21st Annual Pirabnoi Workshop 2018 hosted by True Group in collaboration with the Press Council of Thailand for mass communications university students who underwent extensive training by professional journalists to prepare themselves for careers in the media industry;
- The 16th Annual Saifanoi Workshop 2018 which is a joint project by True Group and the Thai Journalist Association held for mass communication students to gain extensive training to prepare themselves for careers in the TV and radio industry; and
- Other sports competitions held for the youth to develop their skills such as TrueVisions-Yamaha Thailand Footvolley Championships 2018 and TrueVisions Junior Golf Tour 2018.

7.2 Creating a Better Life for the Vulnerable Group

7.2.1 True Group continues to provide employment opportunities for disabled persons based on their capabilities, as well as develop their potential for a better livelihood and economic independence. The Company hires people with disabilities in a variety of fields and positions, including engineers and technicians, as well as customer service officers. As of the end of 2018, True Group employs 254 people with disabilities, under the Occupational Support for the Disabled Project in line with Article 35 of the Empowerment Of Persons With Disabilities Act, B.E. 2550 (2007).

7.2.2 The Company creates jobs and income for the disabled through various initiatives to improve the quality of life and career prospect for people with disabilities through the use of its communication

technology and innovations. As part of “Creating a Better Life” program, the Company established the True Autistic Thai Center to provide training for people with autism to be able to earn an income to support themselves and their families. With True Autistic mobile applications, people with autism can improve functional skills and become less reliant on their parents and caretakers. In addition, True Group collaborated with the Thai Autistic Foundation in setting up the social enterprise in providing assistance for the marketing and selling of products made by children with autism. These unique or one-of-a-kind products comprise mugs, bags, t-shirts and note books under the product line “ArtStory By Autistic Thai”. The center helps to sell these products online at one of Thailand’s leading online shopping websites weloveshopping.com, as well as at True Group offices.

The Company also sponsored Thailand First Autistic Sports Game in 2018 for children with autism to demonstrate their athletic abilities. More than 700 persons with autism together with their families from all over the country participated in the event. In addition, True Group continuously supports public awareness campaign to understand of the challenges faced by people with autism in society as well as their capabilities via True Group’s media, such as a television advertisement titled “Special Person”, to promote the World Autistic Day on 2 April 2018, with more than 4 million YouTube views.

- 7.2.3 True Group provided TrueMove H Deaf SIM cards for persons with hearing-impairments so that they can access news and information easier and more effectively. The True Care Live for Deaf application was developed to enable people with hearing impairments to contact the TrueMove H Call Center for service assistance via video chat using sign language, all free of charge. On the other hand, TrueMove H Prepaid Blind SIM cards are available for visually-impaired persons enabling them to use unlimited data services at a special price. Through this they are able to use popular applications such LINE (chat & call), Whatsapp, TaB2Read, Read for the Blind (RFB) and contact the 1414 Call Center dedicated for persons with visual impairments. The Company also offered a specially-priced smart phone which comes pre-installed with these applications for the visually-impaired.
- 7.2.4 The Mobile Literacy for Out-of-School Children Project was the joint project of True Group with UNESCO, Microsoft and Office of the Basic Education Commission with an aim to enhance the basic literacy of stateless children in Thai-Myanmar border areas. It was arranged for three consecutive years. True Group provided its ICT technology to help with basic educational learning for these children and supported on equal opportunities to access educational information. Total of 6,407 students and 231 teachers benefited from the learning kits and internet access whereas more than 600 parents were trained on ICT. The academic performance of these youths at 40 learning centers that joined the project has improved by approximately 40% in three subjects (Burmese, Thai and mathematics). In addition, for the second consecutive year, the top five children with the highest academic achievement for non-formal education institutions within Karen State were children who have participated in this project.

7.2.5 Phetch Nam Nung Project for Orphans

True Group, in collaboration with the Ministry of Social Development and Human Security, implemented the Phetch Nam Nung Project for Orphans to support their learning by providing digital educational equipment and media to over 30 orphanages across the country where around 6,000 disadvantaged youths stayed. The project was aimed to help them to further their education and gain income from sustainable businesses such as school chicken egg farm program.

7.2.6 Knowing the Online World Project

True Group organized the “Knowing the Online World” project for the youth at three orphanages under the Phetch Nam Nung Project in Bangkok and metropolitan areas with training courses to raise awareness of the issue of cyber bullying among youth and taught them how to protect themselves. The Company also collaborated with the Office of The National Broadcasting and Telecommunications Commission (NBTC) to organize cyber bullying workshop for youths aged between 11 and 18 at schools in Songkhla, Khon Kaen, Chiang Mai, and Kanchanaburi to help them understand how to safely explore the online world and how to protect themselves from cyber threat.

7.2.7 Smile Voice Project to Create Audio Books for the Blind

True Group, in collaboration with the Stock Exchange of Thailand (SET), Thailand Association of the Blind, TAB Foundation, the Charoen Pokphand Group, and partners launched the Smile Voice project to create audio books for visually-impaired persons nationwide. The project was aimed to help the blind access a variety of audio books and other media by providing mobile handsets along with unlimited internet data usage at a special price for users to record and listen to audio books through Read for the Blind application. The Company also helped promote the project through numerous media and encouraged its employees to volunteer for this project.

7.2.8 Braille Note Taker (My Eyes Memory: MEM) Training Program for the Visually-impaired Persons

True Group collaborated with Mahidol University in the development of the Braille note-taker called “My Eyes Memory” or “MEM” for the visually-impaired students so that they can conveniently take notes and connect to other devices such as mobile phones, tablets, and computers. True Group arranged the training courses for teachers and the blind students to help them take notes, allowing them to attend classes with regular students.

In addition True Group donates money to various charity projects and supports rescue and recovery efforts in times of natural disasters and humanitarian crises. The Company maintains and expands high-quality network to ensure reliable communications during emergency situation. Other examples of True Group’s contributions for emergency relief operations include of providing Tourist SIM Cards to the Tourism Police, and a 24-hour free calls services to both local and overseas numbers and data roaming SIM with unlimited packages.

7.3 True Group's Sustainability Report

True Group is committed to sustainable development and disclosure of sustainability performance and corporate social responsibility information according to its annual materiality analysis. The materiality analysis involves the process of identifying sustainability topics viewed as important by both internal and external stakeholders, communicating the management approach to each material issue and disclosing related performance data through the Company's Sustainability Report. The process of sustainable development evaluation is divided into 4 steps as follows:

Step 1: Topic Identification – Material issues of True Group were identified in line with corporate strategies, risks, challenges and stakeholder inclusiveness. The impacts of both internal and external boundaries were also identified.

Step 2: Prioritization – The important and relevant topics were prioritized taking into consideration the significance of impacts on True Group and stakeholders' interests.

Step 3: Verification – The materiality assessment results are presented to the Corporate Social Responsibility & Sustainability Development Committee for their review and approval to disclose in the Sustainability Report.

Step 4: Review – Past material aspects that impacted True Group's business growth are continually reviewed and are reported in subsequent Sustainability Reports.

In 2018, True Group published the Sustainability Report to communicate stakeholders' interests and its impacts on True in terms of economic, social and environmental aspects. The report was based on the Global Reporting Initiatives Standards (GRI Standards) at the Core option, which is internationally recognized. It was also verified and assessed by an external party to assure the selected data against GRI Standards criteria in order to assure the integrity and the transparency of data in this report.

The analysis of the significance level of issues affecting sustainable development of True Group in 2018 has identified the following 14 significant topics as follows: 1. Corporate Governance and Business Ethics; 2. Customer Relationship Management; 3. Supply Chain Management; 4. Network Reliability; 5. Business Performance & Growth Capability; 6. Innovation Management; 7. Data Privacy & Cyber Security; 8. Climate Change; 9. Environmental Performance; 10. Corporate Citizenship and Philanthropy and Social Impacts; 11. Health, Safety, and Wellness; 12. Human Rights; 13. Digital and Social Inclusion; and 14. Human Capital Development.

8. DEVELOPMENT AND SHARING OF INNOVATION AS CORPORATE RESPONSIBILITY FOR SOCIETY, THE ENVIRONMENT, AND STAKEHOLDERS

Driving innovation within the organization is the Company's key strategy for moving forward on a sustainable path to business growth. Focused on creating a company of innovation, True has continuously been cultivating a work environment conducive to learning from experimentation, encouraging employees to explore their creativity and present new ideas to fulfill customer's diverse needs. As part of the Company's effort to deliver sustainability

values through social and environmental innovations, it has engaged in the following internal and external activities and projects:

8.1 Promotion of Innovation through True Innovation Awards

True Group promotes the development of innovations to increase efficiency and optimize the use of resources by organizing the Annual True Innovation Awards, which encourage employees at all levels to take part in developing innovations that benefit the organization and society. The program provides training on innovative thinking and how to turn innovative ideas into real practical solutions. The awards recognize employees who implement innovations in their work, addressing and solving customers' and societal problems, developing new products and services, or improving work process. These innovations can generate benefits such as better customer satisfaction, increased revenues, and higher work process efficiency.

8.2 True Lab Supports Research and Innovation Development

True Lab is a collaborative research and development project between True Corporation Public Company Limited (True Innovation Center) and educational institutions. The project promotes innovative education and creates high-quality Thai researchers and innovators in order to develop solutions that benefit social needs. The two areas of collaboration include research and innovation development projects and the development of physical space to be used as a place to work on research projects and exchanging ideas. To date, True Group has collaborated with eight leading educational institutions.

8.3 Startups

True Group has developed True Digital Park Project located at the Whizdom 101 real-estate development site as Thailand's Digital Hub, with the aim to build an ecosystem for creativity and research on digital innovations under the "Open Innovation" concept. It is one of True group's proud masterpieces which will help drive Thailand to become the region's digital hub. The Company also supports Thai technology startups through "True Incube" - an incubation program.

8.3.1 The primary aim of True Digital Park is to build an ecosystem that is conducive to the development of innovation among startups and to serve as Thailand's digital hub, the first of its kind in Southeast Asia. True Digital Park is a result of collaborations between leading companies, startups, SMEs, investors, along with university R&D centers and the public sector to create a community for startups and enhance their competitiveness to create digital innovations and business operations, as well as lifestyles that will help Thai startups grow sustainably.

8.3.2 True Incube is an incubation program for Thai technology startups with an aim to create opportunities for entrepreneurs who dream to have a successful business of their own. True Incube, as the fully-integrated leader in startups, provides an ecosystem on a regional level for innovation and business success under its 4 mission framework of 1) Inspire; 2) Innovate; 3) Incubate; and 4) Invest, to support an innovation society to fully move forward into the Thailand 4.0 era.

8.4 Life Innovations in the Digital Era

True Group is committed to bringing innovations and smart technologies to help Thai society move forward into the digital era. True enables Thai people to experience new lifestyles to the fullest within the “Smart Life, Smart City” concept by enhancing their quality of life, and offering more convenience and added security. This also includes connecting to one another without limitations through True IoT (Internet of Things). In addition, True Robotics has developed robotics innovation to augment values to businesses in various sectors such as retail, hotel, education and health care.

INTERNAL CONTROLS AND RISK MANAGEMENT

THE BOARD OF DIRECTORS' OPINION ON THE COMPANY'S INTERNAL CONTROL SYSTEM

True Corporation Public Company Limited places great importance on the Internal Control System which is a mechanism to protect and manage risks or other exposures that may occur. The Company develops the Internal Control System in accordance with the International Standard of COSO Internal Control Framework (The Committee of Sponsoring Organizations of the Treadway Commission) and adapts as practice guidelines to achieve the objectives of effectiveness and efficiency of operations, the reliability and integrity of reporting and the compliance with laws, regulations and policy of the Company's operations.

After an assessment of the Company's internal control system with the Audit Committee in the Board of Director Meeting No.1/2019 held on 28th February 2019 with the presence of all three members of the Audit Committee, the Board of Directors has an opinion that the Company's internal control system is adequate and suitable. The Company has sufficient personnels to operate in accordance with the mentioned internal control system since all personnels are held accountable for the internal control. Moreover, the external auditor has not identified any findings in respect to the Company's internal control system which would be considered to be material weaknesses that could have a material impact on the financial statements. The Board also emphasizes the development of the Company's Corporate Governance in order to help improve the internal control system within the Company on a continuing basis.

The Company's internal control system can be summarized in 5 components of the COSO Internal Control framework as follows:

1. Control Environment

The Board of Directors strives to promote the organization culture by focusing on operating the business with integrity and ethical values, and overseeing the conduct of the Company's business to ensure the compliance with laws and the organization's objectives and goals, including adequate and suitable control environment as follows:

- The Board of Directors has established in writing the Corporate Governance Policy, the Code of Conduct and Anti-Corruption Policy and Measure as guideline practices for the Board, management and employees to carry out duties and responsibilities with integrity and ethical values. The Board of Directors delegates to management to regularly communicate the mentioned policies and code to management and all employees through internal training and various activities.
- The Board of Directors is independent from management and is responsible to oversee the overall business performance, and there are clear and measurable business goals and strategies as direction for the business plan executions and operations, and regularly follow up the Company's performance.

- The Company has established the organization structure in business lines and functions to efficiently support the business operations in order to align with True Group's direction. Efficient internal controls have been established such as segregations of duties for check and balance, all employees are held accountable for internal control. The Company has established clear line of reporting for the organization structure, accountabilities are clearly assigned and levels of authorities are appropriately delegated in line with the organization structure.
- The Company defines personnel qualifications for each job position as guidelines to recruit, select personnel from internal and external sources. The Company also has plan for individual personnel development through the Company's Learning and Development Center and also external training. There are succession plan and process to select successors for critical job positions. The performance evaluation system and process are standardized to consider fair reward and recognition, and offer incentives to employees in an efficient manner. Every year, the Company selects the top qualified employees to participate in True Star program.

2. Risk Assessment

Risk assessment is part of risk management which is essential to a sustainable business operation. The Company takes into consideration not only business risks, but also social and environmental risks, how to reduce risk impacts, and business opportunities all under the topic of risk management. The Company continuously develops an efficient risk management system in order to provide long term value to stakeholders.

- The Company follows the Enterprise Risk Management (ERM) policy in accordance with international standards of the Committee of Sponsoring Organizations of Treadway Commission (COSO), and annually assesses a variety of risks like current risks, past risks, and long-term risks. The Risk Management Policy & Framework is reviewed and approved annually by the President (Co).
- There is joint working between Risk Management Committee, the Management, Internal Audit and the business units (Risk Owners). In this regard, the Company sets the Risk Monitoring Department to coordinate and facilitate the discussion with the business units (Risk Owners), the Risk Management Committee and relevant units to assess and prioritize risk and find measures to address them including to report the Enterprise Risks to the Executive Committee for acknowledgement and approval and report to Audit Committee for acknowledgement and advisory.
- Additionally, the Company operates risk-based audits and develops the quality of internal audits in both personnel and work operation systems, in order to manage risks effectively. This helps to increase business opportunity and competitiveness for the Company by managing risks under the current rapidly changing circumstances. This meets the goal of multidimensional risk identification and assessment, which includes operational, financial, marketing, regulatory, legal, Technology & IT, people and sustainability.

3. Control Activities

The Company has established the control activities that help mitigate risks which may prevent the achievement of objectives to acceptable levels:

- The Company has designed appropriate types of control activities to address risks and entity-specific factors. The segregation of duties has been clearly established such as authorizing and approving transactions, recording financial transactions and data information, and handling the assets. The Company has appropriately established the written policies, procedures and work instructions covering finance, purchasing and other processes, and periodically reviews to determine their continued relevance. The Company has clearly defined the approval authorization for each management level. The information of major shareholders, directors and management has been regularly updated. The Rules of Entering into Related Party Transactions have been established to prevent conflict of interest and consider the Company's best interest.
- The Company has implemented the automated controls of key operating systems and established Corporate Information Security Policies to ensure the appropriateness of controls over information and technology in accordance with the ISO/IEC 27001.
- The Company has periodically monitored the operations of its subsidiaries or associates to ensure their operations aligned with the Company's policy.

4. Information and Communication

The Company recognizes the importance of the quality of information and communication which is a significant part in supporting effective Internal Control System and has implemented and managed the information and communication as detailed below:

- The Company has set up an Intelligent Center Department to collect information, considering the relevant factors such as the sources, accuracy, reliability, cost, as well as the appropriate level of information and communicate the information to management to ensure they receive accurate and quality information.
- The Company prepares the significant information and regularly reports to the Board of Directors every quarter. The Board of Directors can access necessary information or request the additional information from the Company Secretary, who acts as a contact center to help coordinate the Board's request for information, organizes the meetings, or meetings between the Board and management. The Board of Directors meeting information and documents will be provided in advance to all Board members prior the meeting date.
- The Company has established process and efficient internal communication and information channels through Intra-net communication technology that can communicate necessary information to all employees throughout the organization at the same time. The Company can also specify the position level of employees for communicating classified or sensitive information.
- The Company provides a separate communication channel to report any clues or complaints, offenses or suspicious behavior that may imply fraud or corruption or misconduct of any persons in the organization for employees and other stakeholders to the Board of Directors through the Audit Committee channel, the Chairman of the Executive Committee, the President (Co), the Human Resources Department, Fraud & Cyber Crime Department (information reported to be kept confidential). This channel is

publicized on the Company's website www.truecorp.co.th. In addition, the Company also has appropriate and efficient communication channels with external stakeholders such as Call Center for customers' inquiries or complaints about products and services of the Company, and Investor Relations channel for shareholders and investors.

- The Company recognizes great importance of Internal Control System which is established as one of 9C policy and communicates to employees at all levels. The Internal Audit Department is assigned to provide training courses every quarter on Internal Control for the Company's employees. Moreover, the Internal Audit Department also provides internal control advisory service to the various business units of the Company upon request.

5. Monitoring Activities

The Company establishes process to monitor and evaluate the adequacy of its internal control system to ensure the efficiency and effectiveness of the internal control.

- The Company establishes process to oversee the business operations to comply with the business code of conduct and the conflict of interest code. The Control Self-Assessment (CSA) has been implemented to evaluate the internal control at the organization and the process levels on a regular basis. Moreover, the Company establishes the channel to communicate or report to the Audit Committee in case there are suspicious or fraudulent activities, including reporting the progress of the resolution of significant deficiencies to the Audit Committee.
- The Internal Audit Department, which is an independent function and a direct report to the Audit Committee, is responsible to evaluate the efficiency and effectiveness of the internal control in conformity with the International Standard for the Professional Practice of Internal Auditing (IIA). The internal audit plan is a risk-based audit and prepared on a yearly basis to align with the True Group's strategies and the enterprise risks which may have impact on the business operations and objectives. The recommendations to improve the business process, the efficiency and effectiveness of the internal control are provided to management to implement corrective action plans. The deficiencies and recommendation are reported to the Audit Committee including the follow-up of the implementation of the corrective action plans.

OPINION OF THE AUDIT COMMITTEE WHICH IS DIFFERENT FROM THE OPINION OF THE BOARD OF DIRECTORS

- None -

THE HEAD OF INTERNAL AUDIT

The Head of Internal Audit of the Company is Mrs. Daopakay Luksanakulbutr, who was appointed as the Head of Internal Audit since 1st December 2000.

The Audit Committee approves the appointment, transfer and dismissal of the Head of Internal Audit and oversees the person who serves as the Head of Internal Audit to have adequate and suitable educational background, experiences and trainings to fill the role. Details of the Head of Internal Audit including educational background and working experiences are as appeared in the next page.

INFORMATION OF THE HEAD OF INTERNAL AUDIT (AS OF 31ST DECEMBER 2018)

MRS. DAOPAKAY LUKSANAKULBUTR

HEAD OF GROUP INTERNAL AUDIT

AGE 61 YEARS

EDUCATION

Master of Science in Taxation, Golden Gate University, USA

Bachelor of Business Administration (Accounting), George Washington University, USA

Certified Public Accountant (USA)

Certified Internal Auditor

OUTSIDE TRAINING PROGRAMS

- Updated COSO Enterprise Risk Management : Integrating with Strategy & Performance
- Preliminary to Corporate Sustainability
- Data Privacy
- Sustainability Evaluation & Data Management
- Value Creation and Enhancement for Listed Companies with the new COSO 2017 ERM
- Transformaing IA for the Digital Age
- Anti-Corruption : Synergy to Success IA Day
- Working Paper for Anti- corruption
- Internal Control-Thailand 4.0
- IA Forum : Staying the course towards True North-Navigating disruption
- Sustainability Strategy : Key Blueprint for Business Growth
- Career Counseling & Mentoring to unleash Talent
- 2016 IA Day-Leading Your Professional Way
- 2016 IIA Annual Seminar : The Professional of Sustainable Development
- Challenging role of Audit Committee in the review of financial and non-financial information
- Risk management and Internal Control
- 2015 State of Internal Audit Profession Study
- 2014 State of Internal Audit Profession Study
- IIAT Annual Seminar 2014
- Brand Training
- BS 25999 Transition to ISO 22301
- ISO 19011-2011 Auditing Management System
- BS 25999 : Business Continuity Management
- Presentation Skills
- Power Trainer
- Tools & Techniques for Enterprise Risk Management (ERM)

IN-HOUSE TRAINING PROGRAMS

- Chairman Vision 2018
- Cyber Security in today's Global Business Ecosystem
- Chairman Vision 2017
- Supply Chain Sustainability workshop
- Internal Control for Procurement
- True Sustainability Development Workshop
- IFRS Update
- Technology Trend 4 Digital Inclusion
- Chairman Vision 2016
- CEO Vision and True LDL Workshop
- Boost Human Productivity
- True Copper & Fiber Network
- Data Network Fundamental
- Broadband Access Technology
- The 4 disciplines of execution
- Seminar : Sustainability and Alignment - CP Group
- The Leader's Daily Role in Engaging People & Talents
- Chairman Vision 2015
- Director Freshen up
- Grow Together With A Winning Culture
- CEO Vision and True LDL workshop
- TFRS
- True Leadership and Innovation Forum #54
- Telecom Policy Workshop
- Situational Leadership
- LDL Follow up Workshop 2015
- Chairman Vision 2015 Follow up
- Transfer Pricing
- Continuous improvement
- True Leaders Develop Leaders (LDL) 2014 : Chairman Vision Cascade Workshop
- IDEA Application training
- IT Audit training
- Chairman Vision 2014 to Practice
- LDL (Leaders Develop Leaders Program)
- LDL Cascade Program
- Telecommunications Regulations
- 3G Network-BFKT
- True Leadership
- Business Continuity Management (BCM)

MAJOR EXPERIENCE

2013 - Present Head of Group Internal Audit, True Corporation Public Company Limited

2005 - 2013 Deputy Director - Group Internal Audit, True Corporation Public Company Limited

CONNECTED TRANSACTIONS

- i) For the year ended 31 December 2018, the Group carried out the transaction with subsidiaries, associate, joint ventures and related companies as disclosed in note to the Financial statements for the year ended 31 December 2018 (Note 42). The significant connected transactions of the Company and subsidiaries that carried out with associate and related companies are as follows:

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2018 (BAHT'000)	RATIONALE AND NECESSITY
1. The Company				
1.1 Charoen Pokphand Group of companies (CPG)*	CPG is a major shareholder of the Company.	Sale : • Collection agent fee Purchase : • Office rental and related services • Management fee • Vehicle rental and related services • Repair and maintenance • Training • Collection agent fee • Other services	17,570 227,195 681 130,246 52,794 14,466 1,028 100,563	<ul style="list-style-type: none"> The transactions arose in ordinary course of business that the Company proposed to the third party. The transactions arose in ordinary course of business at the rate of Baht 200 – 220 per square metre per month for rental and Baht 220 – 520 per square metre per month for service. The maturity are normally in the year and are allowed to be renewed. The transactions arose in ordinary course of business. The transactions arose in ordinary course of business at the rate of Baht 15,000 per unit per month. The maturity is normally 3 years. The transactions arose in ordinary course of business. The transactions arose in ordinary course of business. The transactions arose in ordinary course of business.
1.2 True Voice Co., Ltd (TV)	The Company indirectly holds 55.00% in TV's equity interest.	Purchase : • Other services	416	<ul style="list-style-type: none"> The transactions arose in ordinary course of business.

*Remark: Charoen Pokphand Group of companies where the Clearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2018 (BAHT'000)	RATIONALE AND NECESSITY
2. Bangkok Inter Teletech Group of companies (BITCO) (The Company indirectly holds 99.74%)				
2.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 99.74% in BITCO's equity interest.	Sale : <ul style="list-style-type: none">• Sales of mobile handset and accessories• Commission and other services Purchase : <ul style="list-style-type: none">• Office rental and related services• Commission from refill card and other service• Vehicle rental and related services• Repair and maintenance network• Advertising and other services• Handset and refill card	1,852,090 329,806 112,886 173,843 137,856 18,933 143,721 1,850,919	<ul style="list-style-type: none">• The transactions arose in ordinary course of business that BITCO's subsidiary proposed to the third party.• The transactions arose in ordinary course of business that BITCO's subsidiary proposed to the third party.• The transactions arose in ordinary course of business at the rate of Baht 816,988 per month. The maturity is normally 3 years and allowed to be renewed.• The transactions arose in ordinary course of business.• The transactions arose in ordinary course of business at the rate of Baht 15,000 per unit per month. The maturity is normally 3 years.• The transactions arose in ordinary course of business.• The transactions arose in ordinary course of business.
2.2 Digital Telecommunications Infrastructure Fund (DIF)	The Company indirectly holds 99.74% in BITCO's equity interest. and directly holds 29.99% in DIF's equity interest.	Sale : <ul style="list-style-type: none">• Fiber optic cables	3,818,874	<ul style="list-style-type: none">• The transactions arose in ordinary course of business that BITCO's subsidiary proposed to the third party.
2.3 True Voice Co., Ltd. (TV)	The Company indirectly holds 99.74% in BITCO's equity interest and indirectly holds 55.00% in TV's equity interest.	Sale : <ul style="list-style-type: none">• Mobile services Purchase : <ul style="list-style-type: none">• Other services	30 1,470	<ul style="list-style-type: none">• The transactions arose in ordinary course of business that BITCO's proposed to the third party.• The transactions arose in ordinary course of business.

*Remark: Charoen Pokphand Group of companies where the Clearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2018 (BAHT'000)	RATIONALE AND NECESSITY
2.4 True Axion Interactive Ltd. (TAG)	The Company indirectly holds 99.74% in BITCO's equity interest and indirectly holds 40.00% in TAG's equity interest.	Sale : • Mobile services	179	<ul style="list-style-type: none"> The transactions arose in ordinary course of business that BITCO's proposed to the third party.
2.5 China Mobile Group of companies (CMG)	CMG is a major shareholder of the Company. The Company indirectly holds 99.74% in BITCO's equity interest.	Sale : • Mobile services Purchase : • Roaming	2,482 1,959	<ul style="list-style-type: none"> The transactions arose in ordinary course of business that BITCO's subsidiary proposed to the third party. The transactions arose in ordinary course of business.
3. True Multimedia Co., Ltd. (TM) (The Company indirectly holds 91.08%)				
Charoen Pokphand Group of companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 91.08% in TM's equity interest.	Purchase : • Office rental and related services • Other services	4,379 1,604	<ul style="list-style-type: none"> The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed. The transactions arose in ordinary course of business.
4. True Life Plus Co., Ltd. (TLP) (The Company indirectly holds 100.00%)				
Charoen Pokphand Group of companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TLP's equity interest.	Purchase : • Collection agent fee • Office rental and related services	2,361 13	<ul style="list-style-type: none"> The transactions arose in ordinary course of business. The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed.
5. Asia Wireless Communication Co., Ltd. (AWC) (The Company indirectly holds 100.00%)				
5.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in AWC's equity interest.	Purchase : • Office rental and related services	1,082	<ul style="list-style-type: none"> The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed.

*Remark: Charoen Pokphand Group of companies where the Clearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2018 (BAHT'000)	RATIONALE AND NECESSITY
5.2 Digital Telecommunications Infrastructure Fund (DIF)	The Company indirectly holds 100.00% in AWC's equity interest and directly holds 29.99% in DIF's equity interest.	Sale : • Network rental Purchase : • Tower rental	434,981 1,239,882	<ul style="list-style-type: none"> The transactions arose in ordinary course of business that AWC proposed to the third party. The transactions arose in ordinary course of business.
6. True Visions Group of companies (TVG) (The Company indirectly holds 100.00%)				
6.1 True GS Co., Ltd. (TGS)	The Company indirectly holds 100.00% in TVG's equity interest and indirectly holds 46.80% in TGS's equity interest. These companies are related through directorships, i.e. Mr. Ongard Prapakamol, Mr. Anat Mekpai-boonvatana and Ms. Yupa Lee-wongcharoen.	Sale : • Sale of equipment • Advertising Purchase : • Other services	334 58,200 105	<ul style="list-style-type: none"> The transactions arose in ordinary course of business that TVG proposed to the third party. The transactions arose in ordinary course of business that TVG proposed to the third party. The transactions arose in ordinary course of business.
6.2 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TVG's equity interest.	Sale : • Activities sponsorship • Product sale Purchase : • Office rental and related services • Vehicle rental • Collection agent fee • IVR server rental	327,595 796 38,645 45,198 55,289 37,901	<ul style="list-style-type: none"> The transactions arose in ordinary course of business that TVG proposed to the third party. The transactions arose in ordinary course of business that TVG proposed to the third party. The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed. The transactions arose in ordinary course of business at the rate of Baht 15,000 per unit per month. The maturity is normally 3 years. The transactions arose in ordinary course of business. The transactions arose in ordinary course of business.

*Remark: Charoen Pokphand Group of companies where the Charavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2018 (BAHT'000)	RATIONALE AND NECESSITY
		<ul style="list-style-type: none"> • System development 	3,518	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business.
		<ul style="list-style-type: none"> • Other services 	32,931	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business.
		<ul style="list-style-type: none"> • Purchase of goods 	511	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business.
6.3 True CJ Creation Co., Ltd. (TCJ)	The Company indirectly holds 100.00% in TVG's equity interest and indirectly holds 51.00% in TCJ's equity interest.	<p>Sale :</p> <ul style="list-style-type: none"> • advertising <p>Purchase :</p> <ul style="list-style-type: none"> • Copyright 	425 2,584	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business that TVG proposed to the third party. • The transactions arose in ordinary course of business.
6.4 Transformation Film Co., Ltd. (TFF)	The Company indirectly holds 100.00% in TVG's equity interest and indirectly holds 34.69% in TFF's equity interest.	<p>Sale :</p> <ul style="list-style-type: none"> • advertising 	1,000	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business that TVG proposed to the third party.

7. True Touch Co., Ltd. (TT) (The Company indirectly holds 100.00%)

7.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TT's equity interest.	<p>Sale :</p> <ul style="list-style-type: none"> • Call center <p>Purchase :</p> <ul style="list-style-type: none"> • Office rental and related services 	12,325 13,295	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business that TT proposed to the third party. • The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed.
7.2 True GS Co., Ltd. (TGS)	The Company indirectly holds 100.00% in TT's equity interest and indirectly holds 46.80% in TGS's equity interest.	<p>Sale :</p> <ul style="list-style-type: none"> • Call center 	10,444	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business that TT proposed to the third party.

*Remark: Charoen Pokphand Group of companies where the Clearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2018 (BAHT'000)	RATIONALE AND NECESSITY
7.3 True Voice Co., Ltd. (TV)	The Company indirectly holds 100.00% in TT's equity interest and indirectly holds 55.00% in TV's equity interest. These companies are related through directorships, i.e. Ms. Yupa Lee-wongcharoen and Mrs. Suphavadee Trakulboon.	Sale : • Call center Purchase : • Other services	1,693 1,205	• The transactions arose in ordinary course of business that TT proposed to the third party. • The transactions arose in ordinary course of business.
8. True International Gateway Co., Ltd. (TIG) (The Company directly holds 100.00%)				
Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company directly holds 100.00% in TIG's equity interest.	Purchase : • other services	18	• The transactions arose in ordinary course of business.
9. Real Move Co., Ltd. (RMV) (The Company indirectly holds 99.74%)				
9.1 True GS Co., Ltd. (TGS)	The Company indirectly holds 99.74% in RMV's equity interest and indirectly holds 46.80% in TGS's equity interest. These companies are related through directorships, i.e. Ms. Yupa Lee-wongcharoen.	Sale : • Mobile services	142	• The transaction arose in ordinary course of business that RMV proposed to the third party.
9.2 True Voice Co., Ltd. (TV)	The Company indirectly holds 99.74% in RMV's equity interest and indirectly holds 55.00% in TV's equity interest. These companies are related through directorships, i.e. Ms. Yupa Lee-wongcharoen.	Sale : • Mobile services Purchase : • Other services	23 1,304	• The transaction arose in ordinary course of business that RMV proposed to the third party. • The transactions arose in ordinary course of business.

*Remark: Charoen Pokphand Group of companies where the Clearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2018 (BAHT'000)	RATIONALE AND NECESSITY
9.3 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 99.74% in RMV's equity interest.	<p>Sale :</p> <ul style="list-style-type: none"> • Mobile services <p>Purchase :</p> <ul style="list-style-type: none"> • Purchase of goods • Office rental and related services • Content • Commission and marketing • Collection agent fee and cost of card • Other service 	23,136 274,807 88,121 30,868 1,373,260 1,481,394 923,585	<ul style="list-style-type: none"> • The transaction arose in ordinary course of business that RMV proposed to the third party. • The transactions arose in ordinary course of business. • The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed. • The transactions arose in ordinary course of business. • The transactions arose in ordinary course of business. • The transactions arose in ordinary course of business. • The transactions arose in ordinary course of business.
9.4 Transformation Film Co., Ltd. (TFF)	The Company indirectly holds 99.74% in RMV's equity interest and indirectly holds 34.69% in TFF's equity interest.	<p>Purchase :</p> <ul style="list-style-type: none"> • Content 	883	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business.

10. True Internet Corporation Co., Ltd. (TICC) (The Company directly and indirectly holds 100.00%)

10.1 True GS Co., Ltd. (TGS)	<p>The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest and indirectly holds 46.80% in TGS's equity interest.</p> <p>These companies are related through directorships, i.e. Ms. Yupa Lee-wongcharoen.</p>	<p>Sale :</p> <ul style="list-style-type: none"> • Digital Data Network services 	625	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business that TICC proposed to the third party.
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*Remark: Charoen Pokphand Group of companies where the Clearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2018 (BAHT'000)	RATIONALE AND NECESSITY
10.2 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest.	<p>Sale :</p> <ul style="list-style-type: none"> • Digital Data Network services <p>Purchase :</p> <ul style="list-style-type: none"> • Office rental and related services • Vehicle rental and related services • Repair and main tenance network • Internet server rental • Collection agent fee • Other services 	611,038 12,146 154,946 211,964 1,140,054 316,862 194,972 46,092	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business that TICC proposed to the third party. • The transactions arose in ordinary course of business that TICC proposed to the third party. • The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed. • The transactions arose in ordinary course of business at the rate of Baht 15,000 per unit per month. The maturity is normally 3 years. • The transactions arose in ordinary course of business. • The transactions arose in ordinary course of business. • The transactions arose in ordinary course of business. • The transactions arose in ordinary course of business.
10.3 Digital Telecom munications Infrastructure Fund (DIF)	The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest and directly holds 29.99% in DIF's equity interest respectively.	<p>Sale :</p> <ul style="list-style-type: none"> • Fiber optic cables <p>Puchase :</p> <ul style="list-style-type: none"> • Other services • Rental of fiber link 	17,337,541 157 3,696,903	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business that TICC proposed to the third party. • The transactions arose in ordinary course of business that TICC proposed to the third party. • The transactions arose in ordinary course of business.
10.4 China Mobil Group of companies (CMG)	CMG is a major shareholder of the Company. The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest.	<p>Sale :</p> <ul style="list-style-type: none"> • Digital Data Network services <p>Puchase :</p> <ul style="list-style-type: none"> • Other services 	5,702 1,446	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business that TICC proposed to the third party. • The transactions arose in ordinary course of business.

*Remark: Charoen Pokphand Group of companies where the Clearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2018 (BAHT'000)	RATIONALE AND NECESSITY
10.5 True Axion Interactive Ltd. (TAG)	The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest and indirectly holds 40.00% in TAG's equity interest.	Sale : • Digital Data Network services	94	• The transactions arose in ordinary course of business that TICC proposed to the third party.
11. KSC Commercial Internet Co., Ltd. (KSC) (The Company indirectly holds 56.83%)				
Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 56.83% in KSC's equity interest.	sale : • Internet services Purchase: • Internet services and other services	3 22,403	• The transactions arose in ordinary course of business that KSC proposed to the third party. • The transactions arose in ordinary course of business.
12. BFKT (Thailand) Co., Ltd. (BFKT) (The Company indirectly holds 100.00%)				
12.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in BFKT's equity interest.	sale : • Internet services Purchase : • Office rental and related services • Vehicle rental and related services • Internet server rental • Other service • Purchase of network equipment	4,341 3,379 6,045 15,246 5,266 5,119	• The transactions arose in ordinary course of business that BFKT proposed to the third party. • The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed. • The transactions arose in ordinary course of business at the rate of Baht 15,000 per unit per month. The maturity is normally 3 years. • The transactions arose in ordinary course of business. • The transactions arose in ordinary course of business. • The transactions arose in ordinary course of business.

*Remark: Charoen Pokphand Group of companies where the Clearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2018 (BAHT'000)	RATIONALE AND NECESSITY
12.2 Digital Telecommunications Infrastructure Fund (DIF)	The Company indirectly holds 100.00% in BFKT's equity interest and directly holds 29.99% in DIF's equity interest.	Purchase : <ul style="list-style-type: none">• Telecommunication infrastructure rental	632,489	<ul style="list-style-type: none">• The transactions arose in ordinary course of business.
13. True Move H Universal Communication Co., Ltd. (TUC) (The Company directly holds 100.00%)				
13.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company directly holds 100.00% in TUC's equity interest.	Sale : <ul style="list-style-type: none">• Mobile services Purchase : <ul style="list-style-type: none">• Office rental and related services• Commission• Collection agent fee• Network service• Other service	15,218 38,441 33,208 23,269 105,236 78,876	<ul style="list-style-type: none">• The transactions arose in ordinary course of business that TUC proposed to the third party.• The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed.• The transactions arose in ordinary course of business.• The transactions arose in ordinary course of business.• The transactions arose in ordinary course of business.• The transactions arose in ordinary course of business.
13.2 China Mobil Group of companies (CMG)	CMG is a major shareholder of the Company. The Company directly holds 100.00% in TUC's equity interest.	Sale : <ul style="list-style-type: none">• Mobile services Purchase : <ul style="list-style-type: none">• Roaming	285,927 183,927	<ul style="list-style-type: none">• The transactions arose in ordinary course of business that TUC proposed to the third party.• The transactions arose in ordinary course of business.
13.3 True GS Co., Ltd. (TGS)	The Company directly holds 100.00% in TUC's equity interest and indirectly holds 46.80% in TGS's equity interest. These companies are related through directorships, i.e. Ms. Yupa Lee-wongcharoen.	Sale : <ul style="list-style-type: none">• Mobile services	1,771	<ul style="list-style-type: none">• The transactions arose in ordinary course of business that TUC proposed to the third party.

*Remark: Charoen Pokphand Group of companies where the Clearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2018 (BAHT'000)	RATIONALE AND NECESSITY
13.4 Digital Telecommunications Infrastructure Fund (DIF)	The Company directly holds 100.00% in TUC's equity interest and directly holds 29.99% in DIF's equity interest respectively.	Sale : • Other services Purchase : • Network service	83,433 2,714,162	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business that TUC proposed to the third party. • The transactions arose in ordinary course of business.
14. Telecom Asset Management Co., Ltd. (TAM) (The Company indirectly holds 100.00%)				
Digital Telecommunications Infrastructure Fund (DIF)	The Company indirectly holds 100.00% in TAM's equity interest and directly holds 29.99% in DIF's equity interest respectively.	Sale : • Management and marketing services	59,482	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business that TAM proposed to the third party.
15. True Digital & Media Platform Co., Ltd. (TDMP) (The Company indirectly holds 100.00%)				
15.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TDMP's equity interest.	Sale : • Other services Purchase : • Royalty program • Purchase of goods	2,816 533,444 15	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business that TDMP proposed to the third party. • The transactions arose in ordinary course of business. • The transactions arose in ordinary course of business.
15.2 True GS Co., Ltd. (TGS)	The Company indirectly holds 100.00% in TDMP's equity interest and indirectly holds 46.80% in TGS's equity interest.	Sale : • Other services Purchase : • Other services	500 242	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business that TDMP proposed to the third party. • The transactions arose in ordinary course of business.
16. True Digital Park Co., Ltd. (TDPK) (The Company indirectly holds 100.00%)				
16.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TDPK's equity interest.	Purchase : • Other services	780	<ul style="list-style-type: none"> • The transactions arose in ordinary course of business.

*Remark: Charoen Pokphand Group of companies where the Clearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2018 (BAHT'000)	RATIONALE AND NECESSITY
17. True E-Logistic Co., Ltd. (TEL) (The Company indirectly holds 100.00%)				
Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TEL's equity interest.	Sale : • Other service Purchase : • Other service	7,301 1,384	• The transactions arose in ordinary course of business that TEL proposed to the third party. • The transactions arose in ordinary course of business.
				*Remark: Charoen Pokphand Group of companies where the Clearavanont Family is a major shareholder. Please see detail in Topic Shareholders

ii Outstanding balances arising from sales of goods and services:

Change in outstanding balances arising from sales of goods and services are as follows:

Unit : Thousand Baht

JOINT VENTURES, ASSOCIATES AND RELATED COMPANIES	31 DECEMBER 2017	INCREASE (DECREASE)	31 DECEMBER 2018
BEC-TERO True Visions Co., Ltd.	198	(198)	-
True Voice Co., Ltd.	896	(262)	634
True CJ Creation Co., Ltd.	992	19,813	20,805
Transformation Films Co., Ltd.	1,070	(1,070)	-
True GS Co., Ltd.	84,267	23,850	108,117
True Axion Interactive Ltd.	-	572	572
Digital Telecommunications Infrastructure Fund	638,455	(546,305)	92,150
China Mobile Group of companies	93,764	(63,885)	29,879
CP Group of companies	9,918,486	3,643,611	13,562,097
Total	10,738,128	3,076,126	13,814,254

iii Outstanding balances arising from purchases of goods and services:

Change in outstanding balances arising from purchases of goods and services are as follows:

Unit : Thousand Baht

JOINT VENTURES, ASSOCIATES AND RELATED COMPANIES	31 DECEMBER 2017	INCREASE (DECREASE)	31 DECEMBER 2018
Digital Telecommunications Infrastructure Fund	309,151	46,041	355,192
True Voice Co., Ltd.	3,854	(2,600)	1,254
True CJ Creations Co., Ltd.	62,616	(44,817)	17,799
True GS Co., Ltd.	774	(532)	242
CP Group of companies	4,964,583	1,468,037	6,432,620
China Mobile Group of companies	28,320	(28,320)	-
Total	5,369,298	1,438,809	6,807,107

iv Outstanding balances arising from loans to related parties

Change in outstanding balances arising from loans to related parties are as follows:

Unit : Thousand Baht

RELATED COMPANIES	31 DECEMBER 2017	INCREASE (DECREASE)	31 DECEMBER 2018
CP Group of companies	147,000	(147,000)	-
True GS Co., Ltd.	50,000	(50,000)	-
Total	197,000	(197,000)	-

MEASURES AND PROCEDURES FOR APPROVING THE ENTERING INTO OF CONNECTED TRANSACTIONS

The Company has measures and procedures for approving the entering into connected transactions in compliance with legal obligations including the Rules and Regulations of the Capital Market Supervisory Board and the Stock Exchange of Thailand ("SET"). Based on the said relevant laws and regulations, the Company has clearly set up "Rules of Entering into Related Party Transactions", to be adhered and properly followed by the Board and employees. Under the Rules of Entering into Related Party Transaction, the measures and procedures for approving the entering into related party transactions are set forth as follows:

1. The following Related Party Transaction can be approved by Management without any approval from the Company's Board of Directors and the Shareholders' Meeting under the purpose of Clause 89/12 of the Securities and Exchange Act B.E. 2535 and its amendment:

1.1 A transaction under general trading condition

“general trading conditions” mean a trading conditions under which the price and the condition are fair and do not constitute a misappropriation of benefits and is a condition which a person of ordinary prudence would agree with any unrelated counterparty under the similar circumstances, on the basis of commercial negotiation and without any dependent interest resulted from the status of the Director, Executive or Related Person, (as the case maybe), including the commercial terms with the prices and the conditions or the gross margin as follows:

- (a) prices and conditions that the Company, or its subsidiaries receives from or offers to general persons.
- (b) prices and conditions that a Director, an Executive or Related Person offers to general persons.
- (c) prices and conditions that the Company, or its subsidiaries can prove that it is same as operators in similar business offer to general persons.
- (d) in case the comparison of price of goods or services cannot be made because of the distinctiveness or specifically made to order, however, the Company or its subsidiaries can prove that
 - the gross margin that the Company or its subsidiaries receive from the Related Party Transaction is similar to the gross margin they receive from transactions with other parties; or
 - the gross margin that the Director, Executive or Related Person receive from the Related Party Transaction is similar to the gross margin they receive from transactions with other parties; and there is no difference of condition and terms between them.

1.2 A loan in accordance with the regulations on the welfare of the staff members and employees;

1.3 A transaction in which the counterparty to the Company or both parties are;

- (a) a subsidiary or subsidiaries whose shares are held by the Company in the amount not less than ninety percent of its total number of shares sold; or
- (b) a subsidiary or subsidiaries whose shares are held by a Director, an Executive or a Related Person or which such person has interest, whether directly or indirectly, not more than the amount, rate or characteristic as specified in the notification of the Capital Market Supervisory Board;

1.4 A transaction in particular category or with value of not more than the amount or rate as specified in the notification of the Capital Market Supervisory Board.

2. The following Related Party Transaction require approval from the Company’s Board of Directors but do not require approval from the Shareholders’ Meeting

2.1 A transaction under Clause 1. which requires an approval from the Company’s Board of Directors under other internal procedures of the Company such as Procedure for Budget.

2.2 A transaction under Clause 1.3 (b) or 1.4 that may be prescribed by the Capital Market Supervisory Board to require an approval from the Board of Directors, relevant notification shall be prescribed later.

- 2.3 Any transaction other than those under Clause 3.1 shall comply with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions

For any complex Related Party Transaction which requires the Board of Directors' approval, the Company will arrange for an independent financial advisor to give their opinion on the reasonableness and benefits to the Company as a whole, as well as the fairness of the price and conditions of the Related Party Transaction to the Company's Board of Directors for their consideration and approval.

A complex Related Party Transaction is a transaction which has one or more of the following characteristics:

- A transaction which is comprised of several sub-transactions or related transactions
- A transaction which needs specific knowledge and expertise
- A transaction which the Audit Committee or the Board of Directors, as the case may be, deemed appropriate to arrange for an independent financial advisor.

3. Any Related Party Transaction other than those under Clauses 1. and 2. require approvals from the Company's Board of Directors and the Shareholders' Meeting prior to the Company's entering into the said transactions and must comply with the Notification of the Capital Market Supervisory Board No. TorChor.21/2551 Re: Rules on Connected Transactions.

POLICY FOR FUTURE CONNECTED TRANSACTIONS

With regard to future connected transactions, the Company anticipates that there will be connected transactions in the ordinary course of business of the Company with its affiliates and that the Company shall proceed with such transactions in a transparent manner pursuant to the good corporate governance policy of the Company as well as all relevant regulations. Any connected transaction need to be approved by the Board of Directors will be proposed to the Audit Committee for consideration and review before being proposed to the Board of Directors for approval.

SIGNIFICANT FINANCIAL INFORMATION

SUMMARY OF FINANCIAL STATEMENTS

True Corporation Public Company Limited

Consolidated Statement of Financial Position

As at 31 December 2018, 2017, 2016 and 2015

(Unit: Thousand Baht)

	31 December 2018	Common Size (%)	(Restated) 31 December 2017	Common Size (%)	(Restated) 31 December 2016	Common Size (%)	(Restated) 31 December 2015	Common Size (%)
Assets								
Current assets								
Cash and cash equivalents	20,671,759	4.17	18,226,744	3.97	50,183,813	11.29	10,590,382	3.73
Restricted cash at bank	43,666	0.01	69,316	0.02	42,360	0.01	558,973	0.20
Short-term investments	2,950	0.00	2,910	0.00	502,312	0.11	2,837	0.01
Trade and other receivables	64,476,817	13.01	47,703,703	10.39	32,533,589	7.33	38,575,205	13.60
Short-term loans to related parties	-	-	197,000	0.04	147,000	0.03	147,000	0.05
Inventories	7,448,856	1.50	16,849,082	3.67	11,251,975	2.53	8,294,579	2.93
Income tax deducted at source	12,377,160	2.50	9,638,664	2.10	8,141,389	1.83	5,593,775	1.97
Claimable value added tax	8,953,278	1.81	8,653,539	1.88	5,509,182	1.24	7,001,952	2.47
Other current assets	10,718,013	2.16	10,342,092	2.25	10,089,763	2.27	7,042,763	2.48
Total current assets	124,692,499	25.16	111,683,050	24.32	118,401,383	26.64	77,807,466	27.44
Non-current assets								
Restricted cash at bank	30,692	0.01	26,763	0.01	27,696	0.01	47,962	0.02
Investment in available for sale securities	424,015.00	0.09	411,992.00	0.09	-	-	-	-
Investments in associates and interests in joint ventures	21,947,955	4.43	16,539,115	3.60	18,174,762	4.09	14,994,504	5.29
General investments	617,214	0.12	543,848	0.12	325,211	0.07	325,211	0.11
Investment property	103,095	0.02	5,528	0.00	5,528	0.00	796,254	0.28
Property, plant and equipment	205,811,952	41.53	176,190,412	38.36	144,443,297	32.48	97,666,203	34.45
Goodwill	11,403,094	2.30	11,403,094	2.48	11,403,094	2.56	11,403,094	4.02
Intangible assets	121,079,628	24.43	129,377,058	28.18	139,745,965	31.42	70,030,982	24.70
Deferred income tax assets	2,570,858	0.52	5,396,614	1.18	5,375,822	1.21	5,663,351	2.00
Other non-current assets	6,887,690	1.39	7,604,976	1.66	6,780,769	1.52	4,789,501	1.69
Total non-current assets	370,876,193	74.84	347,499,400	75.68	326,282,144	73.36	205,717,062	72.56
Total assets	495,568,692	100.00	459,182,450	100.00	444,683,527	100.00	283,524,528	100.00
Liabilities and equity								
Current liabilities								
Short-term borrowings	84,908,793	17.13	46,752,379	10.18	37,571,675	8.45	29,927,210	10.55
Trade and other payables	111,754,897	22.55	115,494,627	25.15	98,514,397	22.15	66,291,665	23.38
Current portion of long-term borrowings	2,361,277	0.48	30,777,810	6.70	20,653,960	4.64	12,602,574	4.44
Income tax payable	141,965	0.03	5,338	0.00	5,629	0.00	29,099	0.01
Other current liabilities	5,093,441	1.03	4,772,957	1.04	4,068,381	0.91	3,375,821	1.20
Total current liabilities	204,260,373	41.22	197,803,111	43.07	160,814,042	36.15	112,226,369	39.58
Non-current liabilities								
Long-term borrowings	68,054,307	13.73	49,924,210	10.87	60,490,046	13.60	55,522,317	19.58
Deferred income tax liabilities	6,084,575	1.23	3,196,865	0.70	1,995,052	0.45	2,074,718	0.73
Liabilities under agreements and licences for operation	64,059,399	12.92	64,633,973	14.08	77,652,487	17.46	20,902,258	7.37
Employee benefits obligations	2,375,222	0.48	2,154,845	0.47	1,982,115	0.45	1,368,617	0.48
Provision	3,367,696	0.68	-	-	-	-	-	-
Other non-current liabilities	13,483,605	2.72	13,285,093	2.89	14,269,013	3.21	16,223,716	5.73
Total non-current liabilities	157,424,804	31.76	133,194,986	29.01	156,388,713	35.17	96,091,626	33.89
Total liabilities	361,685,177	72.98	330,998,097	72.08	317,202,755	71.32	208,317,995	73.47
Equity								
Share capital								
Authorised share capital								
Common shares	133,474,622		133,474,622		133,474,622		98,431,713	
Issued and fully paid-up share capital								
Common shares	133,472,781	26.94	133,472,781	29.07	133,472,781	30.03	98,431,713	34.72
Premium on share capital	26,384,073	5.32	26,384,073	5.75	26,384,073	5.94	-	-
Retained earnings (deficits)								
Appropriated/legal reserve	731,162	0.15	389,994	0.08	282,498	0.06	275,914	0.10
Retained earnings (deficits)	(25,651,268)	(5.18)	(31,090,925)	(6.77)	(31,534,720)	(7.10)	(22,362,876)	(7.89)
Other components of equity	(1,645,903)	(0.33)	(1,641,124)	(0.36)	(1,799,588)	(0.40)	(1,797,302)	(0.63)
Equity attributable to owners of the parent	133,290,845	26.90	127,514,799	27.77	126,805,044	28.53	74,547,449	26.30
Non-controlling interests	592,670	0.12	669,554	0.15	675,728	0.15	659,084	0.23
Total Equity	133,883,515	27.02	128,184,353	27.92	127,480,772	28.68	75,206,533	26.53
Total liabilities and equity	495,568,692	100.00	459,182,450	100.00	444,683,527	100.00	283,524,528	100.00

True Corporation Public Company Limited
Consolidated Statement of Comprehensive Income
For the year ended 31 December 2018, 2017, 2016 and 2015

(Unit: Thousand Baht)

	(Restated)							
	31 December 2018	Common Size (%)	31 December 2017	Common Size (%)	31 December 2016	Common Size (%)	31 December 2015	Common Size (%)
Revenues								
Revenues from telephone and other services	118,185,448	73.03	115,853,018	83.04	107,892,009	86.51	95,941,928	80.77
Revenues from product sales	43,634,866	26.97	23,666,212	16.96	16,827,189	13.49	22,838,754	19.23
Total revenues	161,820,314	100.00	139,519,230	100.00	124,719,198	100.00	118,780,682	100.00
Costs								
Cost of providing services	85,383,125	52.76	84,287,978	60.41	78,276,315	62.76	71,046,486	59.81
Cost of sales	20,396,402	12.60	17,808,045	12.76	17,323,335	13.89	19,530,915	16.44
Total costs	105,779,527	65.36	102,096,023	73.17	95,599,650	76.65	90,577,401	76.25
Gross profit	56,040,787	34.64	37,423,207	26.83	29,119,548	23.35	28,203,281	23.75
Other income	13,188,458	8.15	5,468,563	3.92	1,830,084	1.47	2,754,733	2.32
Selling expenses	(20,993,807)	(12.97)	(19,372,507)	(13.89)	(17,213,181)	(13.80)	(13,161,603)	(11.08)
Administrative expenses	(14,641,085)	(9.05)	(13,933,160)	(9.99)	(12,397,980)	(9.94)	(10,434,045)	(8.78)
Other expenses	(16,939,112)	(10.47)	(2,585,287)	(1.85)	(2,098,095)	(1.68)	(595,980)	(0.50)
Share of results	3,789,256	2.34	3,153,802	2.26	4,608,618	3.70	1,413,979	1.19
Finance costs	(7,477,057)	(4.62)	(8,293,982)	(5.94)	(6,166,384)	(4.94)	(3,528,841)	(2.97)
Profit (loss) before income tax	12,967,440	8.02	1,860,636	1.34	(2,317,390)	(1.84)	4,651,524	3.93
Income tax	(6,009,574)	(3.71)	(1,315,519)	(0.94)	(489,639)	(0.39)	(251,349)	(0.21)
Profit (loss) for the year	6,957,866	4.31	545,117	0.40	(2,807,029)	(2.23)	4,400,175	3.72
Other comprehensive income (expense):								
Item that will not be reclassified subsequently to profit or loss:								
Remeasurements of post-employment benefit obligations, net of tax	(233,247)	(0.14)	-	-	(463,317)	(0.37)	-	-
Item that will be reclassified subsequently to profit or loss:								
Unrealised gain on changes in fair value of available-for-sale securities, net of tax	9,618	0.01	159,180	0.11	-	-	-	-
Exchange differences on translation	(330)	0.00	(706)	0.00	660	0.00	651	0.00
Total comprehensive income (expense) for the year	6,733,907	4.18	703,591	0.51	(3,269,686)	(2.60)	4,400,826	3.72
Profit (loss) for the year attributable to:								
Owners of the parent	7,034,590	101.10	551,291	101.13	(2,814,348)	100.26	4,411,522	100.26
Non-controlling interests	(76,724)	(1.10)	(6,174)	(1.13)	7,319	(0.26)	(11,347)	(0.26)
Profit (loss) for the year	6,957,866	100.00	545,117	100.00	(2,807,029)	100.00	4,400,175	100.00
Total comprehensive income (expense) for the year attributable to:								
Owners of the parent	6,810,425	101.14	709,765	100.88	(3,276,901)	100.22	4,412,173	100.26
Non-controlling interests	(76,518)	(1.14)	(6,174)	(0.88)	7,215	(0.22)	(11,347)	(0.26)
Total comprehensive income (expense) for the year	6,733,907	100.00	703,591	100.00	(3,269,686)	100.00	4,400,826	100.00
Basic earnings per share								
attributable to owners of the parent								
-Basic (Baht per share)	0.21		0.02		(0.09)		0.18	

True Corporation Public Company Limited
Consolidated Statement of Cash Flows
For the year ended 31 December 2018, 2017, 2016 and 2015

(Unit: Thousand Baht)

	(Restated)	31 December 2018	31 December 2017	31 December 2016	31 December 2015
Cash flows from operating activities					
Profit (loss) before income tax		12,967,440	1,860,636	(2,317,390)	4,651,523
Adjustments for:					
Depreciation and amortisation		36,672,540	36,266,561	28,079,759	19,944,998
Interest income		(313,046)	(532,984)	(442,214)	(142,442)
Interest expense		5,325,468	5,916,685	4,671,533	2,897,206
Finance costs related to licences		2,098,790	2,392,920	1,422,346	194,121
Dividends received		-	-	-	(40,811)
Loss on disposals of property, plant and equipment		645,290	119,853	233,665	81,816
Provision for cables relocation expenses		2,049,023	-	-	-
Doubtful accounts		2,142,917	1,830,629	1,795,453	1,523,409
Write off network equipment		-	-	14	80,628
Impairment charge of investment in joint venture and associate		-	-	946	-
Gain from disposal of infrastructure assets		(8,802,238)	(2,429,887)	-	(360,597)
Inventories written down		23,529	-	-	-
Gain from liquidation of joint venture		(145)	-	-	-
(Gain) loss from liquidation of investment in subsidiaries		-	(5,279)	24,881	-
Reversal of provision for CAT's call option		-	(2,285,897)	(1,186,705)	(1,176,194)
Increase in retirement benefits obligations		234,729	221,116	196,041	144,709
Impairment charge of general investment		25,000	-	-	-
Loss on impairment of assets		11,168,503	-	-	-
Gain from modification of payment term of the licenses for television broadcasting service		(97,823)	-	-	-
Unrealised gain on product sold to DIF		10,055,961	-	-	-
Unrealised loss (gain) on foreign exchange		10,845	(416,744)	388,807	(189,877)
Realised (gain) loss on foreign exchange related to repayment of borrowings		-	(3,306)	17,853	3,818
Share of results		(3,831,785)	(3,192,590)	(4,645,726)	(1,443,439)
Employee benefit obligation-Benefit expense		(262,070)	(48,390)	-	-
Changes in operating assets and liabilities					
- Trade and other receivables		(18,795,810)	(17,122,168)	36,155	21,920,565
- Short-term investments		(22)	(22)	(23)	(1,777)
- Inventories		4,730,120	(5,607,118)	(2,957,396)	(4,004,044)
- Other current assets		(8,317,280)	(12,393,558)	(10,994,902)	(7,566,225)
- Film and program rights		(3,227,290)	(1,930,185)	(2,081,748)	(2,670,241)
- Other non-current assets		(731,250)	(899,925)	(256,476)	(205,090)
- Trade and other payables		1,147,240	8,620,181	642,065	(36,216,030)
- Other current liabilities		373,000	106,393	726,524	(784,308)
- Other non-current liabilities		(211,221)	(268,939)	(230,120)	10,726,056
Cash generated from operations		45,080,415	10,197,982	13,123,342	7,367,774
Add : Interest received		363,127	546,631	406,116	143,673
Income tax received		1,667,463	1,820,073	1,750,800	712,333
Less: Interest paid		(4,628,796)	(4,079,412)	(4,026,291)	(1,947,511)
Income tax paid		(4,553,389)	(3,491,932)	(3,157,837)	(2,943,219)
Net cash received from (used in) operating activities		37,928,820	4,993,342	8,096,130	3,333,050
Cash flows from investing activities					
Withdrawal (deposit) in restricted cash		21,720	(26,021)	536,878	583,546
Disposal (acquisition) of short-term investments		-	500,000	(499,452)	(20)
Loans made to related parties		(20,000)	(50,000)	(300)	-
Acquisition of investment in associates		(17,547,102)	(35,600)	(51,111)	-
Acquisition of interest in joint venture		-	-	(41,234)	(25,000)
Acquisition of general investment		(98,366)	(218,637)	-	(2,439)
Acquisition of property, plant and equipment		(52,362,721)	(34,083,088)	(33,259,990)	(27,942,984)
Acquisition of intangible assets		(17,442,697)	(13,497,899)	(13,725,453)	(24,714,729)
Repayment received from loan to related parties		217,000	-	300	-
Reclassification of investment		-	-	-	(46,862)
Acquisition of investment property		(85,559)	-	-	-
Proceeds from liquidation of joint venture		2,596	-	-	-
Acquisition of available for sale securities		-	(213,010)	-	-
Proceeds from disposals of property, plant and equipment and intangible assets		23,986,175	3,990,679	71,519	838,037
Dividends received		2,159,699	1,583,807	1,556,866	1,556,857
Net cash used in investing activities		(61,169,255)	(42,049,769)	(45,411,977)	(49,753,594)
Cash flows from financing activities					
Issues of common shares		-	-	59,948,800	-
Subscription of newly issued shares in subsidiary by non-controlling interests		-	-	14,154	90,000
Additional investment in subsidiary by purchasing shares from non-controlling interests		(36)	(10)	(7,671)	(12)
Proceeds from short-term borrowings		131,009,865	67,206,682	77,191,638	57,338,838
Proceeds from borrowings, net of cash paid for debt issuance cost		19,946,879	17,665,491	22,950,216	33,134,012
Repayments to short-term borrowings		(93,152,000)	(58,444,000)	(69,789,700)	(30,510,000)
Repayments to borrowings		(31,108,674)	(21,313,690)	(13,177,486)	(9,699,070)
Dividends paid		(1,034,353)	-	(164,190)	-
Net cash received from financing activities		25,661,681	5,114,473	76,965,761	50,353,768
Net (decrease) increase in cash and cash equivalents		2,421,246	(31,941,954)	39,649,914	3,933,224
Opening balance		18,226,744	50,183,813	10,590,382	6,611,594
Effects of exchange rate changes		23,769	(15,115)	(56,483)	45,564
Closing balance		20,671,759	18,226,744	50,183,813	10,590,382

AUDITOR

The auditors appointed by the Board of Directors to be the Company's auditor in order to perform the audit of the Company and consolidated financial statements during the past three years were as follows:

FINANCIAL STATEMENT FOR THE YEarended	THE COMPANY'S AUDITORS	AUDITOR'S NAME	CERTIFIED PUBLIC ACCOUNT (THAILAND) ID.
31 December 2018	PricewaterhouseCoopers ABAS Limited	Mr. Prasit Yuengsrikul	4174
31 December 2017	PricewaterhouseCoopers ABAS Limited	Mr. Prasit Yuengsrikul	4174
31 December 2016	PricewaterhouseCoopers ABAS Limited	Mr. Kajornkiet Aroonpirodkul	3445

According to the three (3) years' Reports of Certified Public Accountant (2016-2018), the Company's auditors had expressed his/her unqualified opinions on the financial statement.

PricewaterhouseCoopers ABAS Limited and auditors have no any relationship or interests with the Company, subsidiaries, management, major shareholders including their related persons, which would affect to the independence of their performing.

FINANCIAL HIGHLIGHTS AND RATIOS

(Unit: Baht million)

		2018	2017 (Restated)	2016 (Restated)
Consolidated Financial Results				
Service revenues ^{1/}	Million Baht	101,788	97,025	88,058
Total revenues	Million Baht	162,773	141,290	124,719
EBITDA	Million Baht	56,001	39,912	25,071
Operating profit	Million Baht	22,408	6,440	(492)
Net profit (loss) to equity holders of the Company	Million Baht	7,035	551	(2,814)
Consolidated Balance Sheets				
Total assets	Million Baht	495,569	459,182	444,684
Total liabilities	Million Baht	361,685	330,998	317,203
Total shareholders' equity	Million Baht	133,884	128,184	127,481
Key Financial Ratios				
Liquidity Ratios				
Current Ratio	Times	0.6	0.6	0.7
Quick Ratio-Accrual Basis	Times	0.4	0.3	0.5
Activity Ratios				
Receivable Turnover Ratio	Times	3.6	3.7	3.8
Average Collection Period	Days	100	98	95
Inventory Turnover Ratio	Times	2.0	2.2	3.0
Average Inventory Turnover Period	Days	177	162	121
Payable Turnover Ratio	Times	1.5	1.5	1.8
Average Payment Period	Days	236	234	198
Cash Cycle	Days	41	26	18
Leverage Ratios				
Net Debt to EBITDA ^{2/}	Times	2.3	2.5	2.5
Net Debt to Equity ^{2/}	Times	1.0	0.8	0.5
Total Liabilities to Total Equity Ratio	Times	2.7	2.6	2.5
Interest coverage ratio ^{3/}	Times	10.3	6.6	5.2
Profitability Ratios				
Gross Profit Margin	%	35.3%	27.9%	23.3%
Net Profit Margin	%	4.3%	0.4%	-2.3%
ROE	%	5.4%	0.4%	-2.8%
Per Share Data and Others				
Profit (loss) per share	Baht	0.21	0.02	(0.10)
Book value per share	Baht	4.01	3.84	3.82
Share price at the end of period	Baht	5.20	6.20	7.15
No. of outstanding shares at year end	Million Shares	33,368	33,368	33,368
Market capitalization	Million Baht	173,515	206,883	238,583

Note :

^{1/} Service revenues excluding interconnection (IC) revenue and network rental revenue^{2/} Debt comprises short-term and long-term borrowings exclude liabilities under finance leases^{3/} Interest coverage ratio is derived from EBITDA/ (interest expenses and other financial fee) during the period

By calculating Interest coverage ratio using information from cash flows statement (Net cash flows generated from operating activities + interest paid + income tax paid)/ interest paid), this ratio was 10.2 times in 2018, 3.1 times in 2017 and 3.8 times in 2016

MANAGEMENT'S DISCUSSION AND ANALYSIS

OVERVIEW

True Group's financial performance in 2018 significantly improved with a net profit of Baht 7.0 billion in 2018 due to revenue and EBITDA growth, productivity enhancement and asset sale to the Digital Telecommunications Infrastructure Fund ("DIF"). On 28 February 2019, True's board of directors approved a dividend payment from True's full-year 2018 financial performance totaling approximately Baht 3 billion (Baht 0.09 per share), subject to approval by shareholders at the AGM in April.

Consolidated service revenue achieved record high of Baht 101.8 billion, a growth of 4.9% YoY or 7.7% YoY excluding contribution from the fixed-line phone concession that expired in late 2017, driven by growth of both the cellular and broadband businesses. This, combined with continued cost optimization and the gain from asset sale to DIF, drove EBITDA up 40.3% YoY to Baht 56.0 billion in 2018. Excluding the effect of the asset sale to DIF and the ending of the fixed-line phone concession, EBITDA grew 9.7% YoY to Baht 36.1 billion.

2018 marked the sixth consecutive year that TrueMove H's service revenue growth exceeded that of the industry despite competitive intensity with operators focusing on network quality, value-driven data and bundled offerings, pre-to-post migration and localized marketing activities in certain areas. TrueMove H's solid growth was a result of its network strength, successful targeted marketing campaigns, and the synergies achieved with business partners including device, sale and distribution channels, privileges and e-payment. The business gained 2 million net subscribers during the year and expanded its total subscriber base to 29.2 million. This drove TrueMove H's service revenue up 7.3% YoY in 2018 compared to a 0.1% contraction of the other major players combined. This positive trend is expected to continue as TrueMove H's offerings match customers' needs in this digital era while further expansion to low market share areas presents ample growth opportunity. Additionally, the data pricing with fixed speed unlimited plans have been gradually removed by operators increasing room for data monetization and ARPU uplift.

The broadband internet market remained competitive but continued strong growth in 2018. Fiber expansion and speed upgrades were the key drivers for competition while the 1Gbps price plans became more affordable. Convergence packages were also offered to encourage subscriptions to higher bundle values and to enhance customers' engagement. TrueOnline continues to provide high-quality and competitive offerings to consumers, particularly the affordable FTTH and 1Gbps packages, convergence packages and niche products such as property and gaming packages to cater to specific needs of each segment. This comprehensive range of fiber broadband offerings received positive market responses and fueled double-digit growth for both broadband internet revenue and subscriber base in 2018. The business captured 332k net adds in 2018 and expanded its broadband subscriber base to 3.5 million. This drove its broadband revenue up 11.2% from the previous year. TrueOnline's FTTx network and service address the needs for high-bandwidth usage of both consumers and businesses, well positioning it to accelerate growth in this fast-growing market.

TrueVisions remained committed to providing high-quality content which is shared across True Group's multiple platforms especially OTT and the digital platform "TrueID" fulfilling consumers' increasing needs to access content anytime and anywhere. In 2018, TrueVisions' service revenue grew 8.7% YoY to Baht 13.3 billion largely driven by entertainment revenues and the 2018 FIFA World Cup broadcast which not only enhanced earnings but also significantly boosted user base of TrueID. TrueVisions ended 2018 with its total customer base increasing to 4.1 million. Despite a challenging business, TrueVisions sees growth potential from OTT with interactive services and content monetization. Additionally, the business is determined to strengthen its content production business and create international-standard quality content with firm support from global content partners to supply both domestic and overseas markets, creating a revenue upside.

In addition to strengthening all three core businesses, True Group emphasizes on disruptive digital business and innovation as well as developing integrated ecosystems highlighting benefits of being True Group's customers. Major growth areas include the digital platform and gateway "TrueID", which was the most downloaded application in its category in 2018. The TrueID application combines a wide variety of high-quality content, exclusive privileges under True You such as True Points' collection and redemption as well as e-payment in one application. TrueID already started monetization through digital advertising and will introduce paid content in the future. Internet of Things (IoT) is expected to be a significant revenue driver for True Group going forward as demands for massive connectivity and solutions keep rising. The Group also transformed into a data-driven organization by embracing big data or Analytics to better respond to consumers' needs while optimizing network investments. These will enhance customer acquisition and engagement and as a result, further increase revenue and ARPU.

2018 Financial Summary

True Group reported a consolidated net profit to shareholders of the parent company of Baht 7,034.59 million in 2018, representing a change of greater than 20% YoY, which is summarized as below:

True Group's **consolidated service revenue** grew 4.9% YoY to Baht 101.8 billion due to strong revenue and subscriber growth of both the cellular and broadband businesses. This, combined with continued cost optimization and the gain from asset sale to DIF, drove **EBITDA** up 40.3% YoY to Baht 56.0 billion and **net profit of the parent company** up to Baht 7.0 billion in 2018.

Looking forward to 2019

True Group will strengthen its core businesses by placing importance on network and service excellence, expanding channels and collaboration with partners, comprehensive bundled offerings with deeper segmentation to further strengthen its leading areas while penetrating more to gain fair share in the growing but untapped segments utilizing data analytics. Additionally, the Group will solidify its leading digital platform and IoT offerings to capture significant growth in the disruptive digital business while fulfilling the increasing needs of both consumer and corporate customers. At the same time, a wide range of cost and productivity initiatives are under way to further strengthen profitability in 2019. The Group targets a mid to high single-digit growth for consolidated service revenue and continued profit in 2019. The 2019 cash CAPEX excluding license fee payment is expected to be in the Baht 40 billion range.

Although competitive dynamics and technological and consumer behavioral changes could impact True Group's performance, its aforementioned progressions and customer-driven strategies well position the Group to accelerate growth with a strong financial footing.

CONSOLIDATED RESULTS OF OPERATIONS - NORMALIZED BASIS

(Baht in millions unless otherwise indicated)	2018	2017 (Restated)	% Change	4Q18	3Q18	4Q17 (Restated)	% Change	
			Y-o-Y				Q-o-Q	Y-o-Y
Revenues from providing services	119,138	117,624	1.3	28,914	30,739	29,492	(5.9)	(2.0)
Interconnection revenue	3,906	4,896	(20.2)	911	983	1,269	(7.3)	(28.2)
Network rental revenue	13,444	15,703	(14.4)	3,158	3,435	3,418	(8.1)	(7.6)
Service revenue	101,788	97,025	4.9	24,845	26,320	24,805	(5.6)	0.2
Revenues from product sales	43,635	23,666	84.4	5,035	3,800	11,259	32.5	(55.3)
Total revenues	162,773	141,290	15.2	33,949	34,539	40,751	(1.7)	(16.7)
Total cost of providing services	85,335	84,058	1.5	22,444	21,562	20,620	4.1	8.8
Regulatory costs	2,666	3,289	(19.0)	697	617	338	13.0	106.4
Interconnection cost	4,248	5,267	(19.3)	1,013	1,081	1,374	(6.3)	(26.3)
Cost of providing services exclude IC	56,799	52,656	7.9	14,938	14,537	13,152	2.8	13.6
Depreciation and amortization	21,622	22,846	(5.4)	5,796	5,327	5,756	8.8	0.7
Cost of sales	19,945	17,808	12.0	4,920	3,717	5,283	32.4	(6.9)
Selling and administrative expenses	35,084	32,985	6.4	9,550	8,529	8,758	12.0	9.0
Depreciation and amortization	11,970	10,626	12.7	3,321	2,859	3,086	16.2	7.6
Others	23,114	22,359	3.4	6,228	5,670	5,672	9.9	9.8
EBITDA	56,001	39,912	40.3	6,152	8,917	14,933	(31.0)	(58.8)
EBITDA excl. DIF impact	36,063	34,039	5.9	7,424	10,189	9,060	(27.1)	(18.1)
Depreciation and amortization	(33,593)	(33,472)	0.4	(9,117)	(8,186)	(8,843)	11.4	3.1
Operating profit	22,408	6,440	248.0	(2,965)	731	6,090	NM	NM
Interest expense (net)	(5,012)	(5,384)	(6.9)	(1,304)	(1,187)	(1,261)	9.9	3.4
Interest income	313	533	(41.3)	92	114	113	(19.6)	(19.0)
Interest expense	(5,325)	(5,917)	(10.0)	(1,396)	(1,301)	(1,375)	7.3	1.6
Other financial fees	(115)	(119)	(3.7)	(30)	(27)	(29)	11.3	3.2
Financial cost related to license	(2,099)	(2,393)	(12.3)	(520)	(520)	(600)	(0.2)	(13.3)
Income tax (expense) revenue	(6,010)	(1,316)	(356.8)	482	394	(1,621)	22.6	NM
Current tax	(284)	(174)	63.0	(187)	(53)	(62)	256.3	203.7
Deferred income tax	(5,726)	(1,141)	(401.7)	670	446	(1,560)	50.1	NM
Share of results in subsidiaries and associates	3,789	3,154	20.1	952	962	499	(1.0)	90.6
(Income) loss attributable to non-controlling interests	77	6	NM	52	4	20	NM	157.4
Foreign exchange gain (loss)	42	(849)	NM	218	237	(62)	(8.1)	NM
Other (expense) income	(6,046)	1,012	NM	115	(208)	2,089	NM	(94.5)
Net profit (loss) to equity holders of the Company	7,035	551	NM	(3,000)	385	5,125	NM	NM
Non-controlling interests	(77)	(6)	NM	(52)	(4)	(20)	NM	(157.4)
Net profit (loss) for the year	6,958	545	NM	(3,052)	380	5,105	NM	NM

Remark: Non-recurring items partly comprised net benefit from asset sale to DIF in 2Q18 of approximately Baht 24 billion (see more detail in the note to financial statements section 41) and other non-recurring expenses of approximately Baht 14 billion, primarily asset impairments (see more detail in the note to financial statements section 20).

CONSOLIDATED RESULTS OF OPERATIONS

- True Group's **consolidated service revenue** increased 4.9% YoY or 7.7% YoY excluding contribution from the fixed-line phone concession, in line with the mid to high single-digit growth guidance, to Baht 101.8 billion. This was driven by revenue and subscriber growth of its core businesses, particularly the cellular segment.

TrueMove H continued to lead industry's growth in both revenue and subscribers. It recorded 2 million net adds in 2018 expanding the subscriber base to 29.2 million, of which 7.6 million were postpaid and 21.6 million were prepaid users. This, combined with higher mobile internet usage, drove TrueMove H's **cellular service revenue** up 7.3% YoY to Baht 72.8 billion in 2018, leading the overall industry's service revenue to grow 2% from the previous year (0.1% contraction excluding TrueMove H).

TrueOnline's service revenue was Baht 36.6 billion, increasing 13.8% YoY on broadband internet growth and intercompany revenues related to O&M services which were reported under other service revenue; excluding this and impact from the fixed-line phone concession ending, TrueOnline's service revenue grew 6% YoY.

- **Revenues from Broadband, Internet and Business Data Service** increased 11.2% YoY to Baht 25.7 billion driven by growing subscriber base leveraging on the Group's competitive fiber and convergence offerings. The business expanded its broadband subscriber base to 3.5 million, adding 332k net subscribers during the year or 10.5% growth from a year earlier.

TrueVisions' service revenue increased 8.7% YoY to Baht 13.3 billion mainly due to entertainment events and the 2018 FIFA World Cup broadcast which drove entertainment and other revenues up to Baht 5.2 billion in 2018.

- **Subscription and installation revenue** softened 1.7% YoY to Baht 8.0 billion, representing 60.5% of TrueVisions' service revenue. Positive response to the Group's convergence packages saw improving trend of YoY subscription revenue decline in the fourth quarter. The Group will grow its TV business through OTT and digital platforms in 2019 aiming to monetize paid content as well as up- and cross- selling across True Group. TrueVisions' paying subscriber base grew approximately 143k in 2018 to 2.3 million.

- **Product sales** surged to Baht 43.6 billion following asset sale to DIF. Excluding DIF transactions, product sales softened 3% YoY on competitive handset campaigns and lower number of handset units sold compared to the previous year.
- **Regulatory costs** decreased 19.0% YoY to Baht 2.7 billion due to the fixed-line phone concession ending as well as positive impact from lower USO rate and license fees.
- **Net IC expense** declined 7.9% YoY to Baht 341 million driven by IC rate reduction.

- Core operating expense (comprising cost of providing services excluding IC and other S&A) was Baht 79.9 billion, increasing 6.5% YoY mainly due to network-related expenses including rental payable to DIF following asset sale to the fund in November 2017 and May 2018; excluding this rental payment, core operating expense increased 2% YoY.
- **EBITDA** surged 40.3% YoY to Baht 56.0 billion on revenue growth, cost measures and the gain from asset sale to DIF. Excluding the impact of the DIF transactions and the ending of the fixed-line phone concession, EBITDA grew 9.7% YoY to Baht 36.1 billion.
- **Depreciation and amortization expenses** were flat YoY at Baht 33.6 billion driven by the asset impairments in the second quarter of 2018.
- **Interest expense (net)** decreased 6.9% YoY to Baht 5.0 billion supported by lower effective interest rates of debentures.
- **Income tax expense** increased from Baht 1.3 billion in the previous year to Baht 6.0 billion in 2018 mainly driven by deferred tax expenses related to transactions with DIF.
- True Group's core earnings improved driving **consolidated net profit to shareholders of the parent company** up to Baht 7.0 billion in 2018 compared to a profit of Baht 551 million in 2017.

NORMALIZED REVENUE PROFILE (YTD)

(Baht in millions unless otherwise indicated)	Consolidated Revenues (Before Intersegment Eliminations)				
	2018		2017		% Change
	Revenue	% of revenue after eliminations	Revenue	% of revenue after eliminations	YoY
TrueMove H	119,851		111,311		7.7
Service revenue	72,829		67,885		7.3
- Voice and Non-Voice	68,649		63,602		7.9
- IR and others	4,179		4,283		(2.4)
Interconnection revenue	3,908		4,900		(20.2)
Network rental revenue	13,009		15,871		(18.0)
Product sales	30,105		22,656		32.9
Intersegment elimination	(8,223)		(5,336)		54.1
TrueMove H after elimination	111,628	68.6%	105,975	75.0%	5.3
TrueOnline	62,767		36,149		73.6
Service revenue	36,632		32,186		13.8
- Fixed-line voice	-		2,488		NM
- Broadband, Internet and Business Data Service	25,728		23,138		11.2
- Others	10,904		6,560		66.2
Network rental revenue (FOC)	434		442		(1.7)
Product sales	25,701		3,521		NM
Intersegment elimination	(22,112)		(10,367)		113.3
TrueOnline after elimination	40,655	25.0%	25,782	18.2%	57.7
TrueVisions	13,255		12,236		8.3
Service revenue	13,263		12,205		8.7
- Subscription and installation	8,021		8,159		(1.7)
- Music entertainment & others	3,465		2,265		53.0
- Advertising	1,777		1,781		(0.2)
Product sales	(7)		30		NM
Intersegment elimination	(2,765)		(2,702)		2.3
TrueVisions after elimination	10,490	6.4%	9,533	6.7%	10.0
Normalized consolidated revenues	195,873		159,696		22.7
Total intersegment elimination	(33,101)		(18,405)		79.8
Normalized consolidated revenues - net	162,773	100%	141,290	100%	15.2

Remark: TrueOnline's other revenues include revenues related to privilege programs, outsourcing call center and network O&M.

NORMALIZED REVENUE PROFILE (QUARTER)

(Baht in millions unless otherwise indicated)	Consolidated Revenues (Before Intersegment Eliminations)							
	4Q18		3Q18		4Q17		% Change	
	Revenue	% of revenue after eliminations	Revenue	% of revenue after eliminations	Revenue	% of revenue after eliminations	YoY	QoQ
TrueMove H	26,848		26,948		32,841		(18.3)	(0.4)
Service revenue	17,839		18,867		17,657		1.0	(5.4)
- Voice and Non-Voice	16,824		17,869		16,454		2.2	(5.8)
- IR and others	1,015		998		1,203		(15.7)	1.7
Interconnection revenue	912		984		1,270		(28.2)	(7.3)
Network rental revenue	3,050		3,328		3,614		(15.6)	(8.3)
Product sales	5,047		3,769		10,300		(51.0)	33.9
Intersegment elimination	(1,071)		(1,065)		(2,653)		(59.7)	0.5
TrueMove H after elimination	25,777	75.9%	25,882	74.9%	30,188	74.1%	(14.6)	(0.4)
TrueOnline	9,648		9,578		12,899		(25.2)	0.7
Service revenue	8,941		9,393		9,357		(4.4)	(4.8)
- Fixed-line voice	-		-		195		NM	0.0
- Broadband, Internet and Business Data Service	6,363		6,545		6,171		3.1	(2.8)
- Others	2,578		2,848		2,991		(13.8)	(9.5)
Network rental revenue (FOC)	108		108		110		(2.6)	0.0
Product sales	599		78		3,431		(82.5)	667.6
Intersegment elimination	(3,951)		(3,647)		(4,681)		(15.6)	8.3
TrueOnline after elimination	5,697	16.8%	5,932	17.2%	8,218	20.2%	(30.7)	(4.0)
TrueVisions	3,143		3,482		2,983		5.4	(9.7)
Service revenue	3,140		3,493		2,975		5.6	(10.1)
- Subscription and installation	1,980		1,998		2,025		(2.2)	(0.9)
- Music entertainment & others	720		1,051		545		32.1	(31.5)
- Advertising	440		444		404		8.8	(1.0)
Product sales	3		(12)		8		(59.5)	(129.1)
Intersegment elimination	(669)		(757)		(638)		4.8	(11.7)
TrueVisions after elimination	2,475	7.3%	2,725	7.9%	2,345	5.8%	5.5	(9.2)
Normalized consolidated revenues	39,639		40,008		48,723		(18.6)	(0.9)
Total intersegment elimination	(5,690)		(5,469)		(7,972)		(28.6)	4.0
Normalized consolidated revenues - net	33,949	100%	34,539	100.0%	40,751	100%	(16.7)	(1.7)

Remark: TrueOnline's other revenues include revenues related to privilege programs, outsourcing call center and network O&M.

CONSOLIDATED BALANCE SHEET AND CASH FLOWS

(Baht in millions unless otherwise indicated)	31 Dec 18	31 Dec 17 (Restated)	% Change
Balance Sheet			
Cash and cash equivalents	20,672	18,227	13.4
Trade accounts receivable, net	55,188	43,310	27.4
Other receivables	9,288	4,393	111.4
Other current assets	39,544	45,753	(13.6)
<i>Total current assets</i>	124,692	111,683	11.6
Property, plant and equipment, net	205,812	176,190	16.8
Goodwill, net	11,403	11,403	0.0
Intangible assets, net	121,080	129,377	(6.4)
Deferred income tax assets	2,571	5,397	(52.4)
Other non-current assets	30,011	25,132	19.4
<i>Total non-current assets</i>	370,876	347,499	6.7
Total assets	495,569	459,182	7.9
Short-term borrowings	84,909	46,752	81.6
Trade accounts payable	66,315	67,540	(1.8)
Other payables	45,440	47,954	(5.2)
Current portion of long-term borrowings	2,361	30,778	(92.3)
Other current liabilities	5,235	4,778	9.6
<i>Total current liabilities</i>	204,260	197,803	3.3
Long-term borrowings	68,054	49,924	36.3
Deferred income tax liabilities	6,085	3,197	90.3
Liabilities under agreements and licenses for operations	64,059	64,634	(0.9)
Employee benefit obligations	2,375	2,155	10.2
Other non-current liabilities	16,851	13,285	26.8
<i>Total non-current liabilities</i>	157,425	133,195	18.2
Total liabilities	361,685	330,998	9.3
Total shareholder's equity	133,884	128,184	4.4
Total liabilities and shareholder's equity	495,569	459,182	7.9

	31 Dec 18	31 Dec 17	% Change
Cash Flows			
Cash flows from operating activities before interest and tax	45,080	10,198	342.1
Net interest and tax paid	(7,152)	(5,205)	37.4
Cash flows from operating activities (net)	37,929	4,993	659.6
Cash flows (used in) from investing activities	(61,169)	(42,050)	45.5
Cash flows (used in) from financing activities	25,662	5,114	401.7
Net (decrease) increase in cash and cash equivalents	2,421	(31,942)	NM
Beginning cash balance and effects of exchange rate changes	18,251	50,169	(63.6)
Ending cash balance	20,672	18,227	13.4

FINANCIAL POSITION

True Group's financial position strengthened with a reported net profit of Baht 7.0 billion in 2018 compared to Baht 551 million in a year earlier. Its profitability ratios improved with net profit margin and ROE increasing to 4.3% and 5.4% in 2018, up from 0.4% and 0.4% in the previous year respectively.

True Group is in compliance with and meets all of its debt obligations. At the end of 2018, the net debt to equity ratio slightly increased to 1 time while the net debt to EBITDA ratio declined to 2.3 times compared to 2.5 times a year earlier driven by growing EBITDA. Its interest coverage ratio improved to 10.3 times in 2018 compared to 6.6 times in 2017.

True Group's current ratio was flat YoY at 0.6 times while its cash cycle increased to 41 days in 2018 following higher inventory turnover days. The average payment period increased to 236 days in 2018 compared to 234 days in 2017 while average collection period increased to 100 days from 98 days a year earlier.

Financial Ratios		2018	2017
Current Ratio	Times	0.6	0.6
Average Payment Period	Days	236	234
Average Collection Period	Days	100	98
Average Inventory Turnover Period	Days	177	162
Interest Coverage Ratio	Times	10.3	6.6
Net Debt to EBITDA	Times	2.3	2.5
Net Debt to Equity	Times	1.0	0.8
Net Profit Margin	%	4.3	0.4
Return on Equity	%	5.4	0.4

Remark: Extra items in 2018 included net benefit from asset sale to DIF in 2Q18 of approximately Baht 24 billion and other non-recurring expenses of approximately Baht 14 billion, primarily asset impairments. Extra items in 2017 included impact of the asset sale to DIF totaling Baht 6.5 billion. Excluding these extra items, net profit margin was negative 1.6% in 2018 compared to negative 4.2% in 2017 while ROE was minus 2.0% in 2018, improving from minus 4.7% in 2017 driven by revenue growth and cost efficiency measures.

ASSETS

- **True Group's assets** increased 7.9% from the end of 2017 to Baht 495.6 billion mainly due to higher property, plant and equipment.
- **Property, plant and equipment (net)** increased 16.8% from the end of 2017 to Baht 205.8 billion driven by the Group's continued business expansion and the rights to use assets following agreements with CAT in November totaling Baht 15.1 billion.
- **Intangible assets (net)** decreased 6.4% from the end of 2017 to Baht 121.1 billion mainly due to the amortization of the mobile spectrum licenses during the year.
- **Investment in associates and interests in joint ventures** increased to Baht 21.9 billion compared to Baht 16.5 billion at the end of 2017 given the Group's additional investment in DIF in the second quarter of 2018 (see more detail in the note to financial statements section 20.2).
- **Goodwill (net)** remained unchanged YoY at Baht 11.4 billion (see more detail in the note to financial statements section 22).
- **Trade account receivables (net)** increased to Baht 55.2 billion driven mainly by domestic roaming receivable, of which related domestic roaming payable grew by the same amount.

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	AT 31 DECEMBER	(RESTATED)	2018 BAHT MILLION	2017 BAHT MILLION
Receivable from TOT		348.19	664.54	348.19
Billed customers		20,844.04	19,896.53	1,067.00
Receivables and accrued income from related parties (Note 42)		13,814.25	10,738.13	7,677.39
Trade accounts receivable		35,006.48	31,299.20	9,092.58
Accrued income		7,159.92	10,356.45	2,270.22
Domestic roaming receivable		20,288.19	8,706.58	-
Total trade accounts receivable		62,454.59	50,362.23	11,362.80
<u>Less</u> Allowance for doubtful accounts		(7,266.22)	(7,051.59)	(3,067.90)
Trade accounts receivable, net		55,188.37	43,310.64	8,294.90
				9,324.21

Outstanding trade accounts receivable as at 31 December can be analyzed as follows:

AT 31 DECEMBER	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	(RESTATED)		2018 BAHT MILLION	2017 BAHT MILLION
	2018 BAHT MILLION	2017 BAHT MILLION		
Current	13,898.58	12,699.59	1,573.18	1,601.27
Less than 3 months	8,359.78	8,168.83	4,215.05	2,057.18
3 - 6 months	3,173.65	1,922.53	657.08	1,757.41
6 - 12 months	2,795.69	3,245.37	1,019.27	982.45
More than 12 months	6,778.78	5,262.88	1,628.00	3,713.86
Trade accounts receivable	35,006.48	31,299.20	9,092.58	10,112.17
Accrued income	7,159.92	10,356.45	2,270.22	2,390.96
Domestic roaming receivable	20,288.19	8,706.58	-	-
Total trade accounts receivable	62,454.59	50,362.23	11,362.80	12,503.13
<u>Less</u> Allowance for doubtful accounts	(7,266.22)	(7,051.59)	(3,067.90)	(3,178.92)
Trade accounts receivable, net	55,188.37	43,310.64	8,294.90	9,324.21

Trade accounts receivable are carried at the original invoice amount and subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year-end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognized in profit or loss under administrative expenses.

The allowance for doubtful accounts is determined through a combination of percentage of revenues, analysis of debt aging, collection experience, and taking into account of change in the current economic environment. Management is confident that the allowance for doubtful accounts (Baht 7,266.22 million) is sufficient given the Company's experience in collecting accounts receivables using various mechanisms.

Concentrations of credit risk with respect to trade accounts receivable are limited as the Group has a very large number of customers who are end users of telephone services, both businesses and individuals. The Group's experience in the collection of accounts indicates that the allowance provided will be sufficient. Due to these factors, management believes that no additional credit risk beyond amounts provided for collection losses is inherent in the Group's trade accounts receivable.

LIABILITIES

- **True Group's total liabilities** increased 9.3% from the end of 2017 to Baht 361.7 billion mainly due to higher **interest bearing debt** (short-term and long-term borrowings excluding financial leases) which reached Baht 149.0 billion in order to support the Group's business expansion including working capital requirements and license fee payment.
- **Trade accounts payable** decreased from the end of 2017 to Baht 66.3 billion driven by vendor payments during the period.

SHAREHOLDERS' EQUITY

- **Shareholders' equity** grew from Baht 128.2 billion at the end of 2017 to Baht 133.9 billion supported by net profit during the period.

CASH FLOW

- True Group's primary capital resources for the year 2018 were **cash flows from operating activities** totaling Baht 37.9 billion, significantly improving from the previous year driven by lower working capital requirements and asset sale to DIF.
- **Cash flows from financing activities** in 2018 increased YoY to Baht 25.7 billion due to additional borrowings to support the Group's business expansion and spectrum license payments.
- **Cash flows used in investing activities** in 2018 was Baht 61.2 billion, increasing on acquisition of property, plant and equipment driven mainly by agreements with CAT as well as installments of the 900MHz and 1800MHz spectrum licenses. Cash CAPEX in 2018 excluding CAT settlement and license fee payments was approximately Baht 43 billion.
- True Group's ended 2018 with cash and cash equivalents of Baht 20.7 billion.

RESTATEMENT

On 15 November 2018, the Group and CAT reached an agreement regarding the ownership of telecom towers, and transferred the ownership of telecommunication towers to CAT. In this regards, the Group has made the retrospective adjustments to the transactions that were recorded of these towers to the consolidated financial statements for the year ended 31 December 2017 to reflect this agreement.

The effect to the consolidated statement of financial position as at 1 January 2017 and as at 31 December 2017, the consolidated statement of comprehensive income for the year ended 31 December 2017 are presented as follow:

	CONSOLIDATED		
	AS PREVIOUSLY REPORTED BAHT MILLION	ADJUSTMENT BAHT MILLION	AS RESTATED BAHT MILLION
Statement of financial position at			
1 January 2017			
Trade and other receivables	36,810.52	(4,276.93)	32,533.59
Other current liabilities	4,098.15	(29.77)	4,068.38
Deficits	(27,287.55)	(4,247.17)	(31,534.72)
Statement of financial position at			
31 December 2017			
Trade and other receivables	53,832.19	(6,128.49)	47,703.70
Other current liabilities	4,883.04	(110.08)	4,772.96
Deficits	(25,072.52)	(6,018.41)	(31,090.93)
Statement of comprehensive income			
for the year ended 31 December 2017			
Revenue from telephone and other services	117,624.26	(1,771.24)	115,853.02
Total comprehensive income for the year	2,474.83	(1,771.24)	703.59
Profit attributable to:			
Shareholders of the parent	2,322.53	(1,771.24)	551.29
Total comprehensive income for the year			
attributable to:			
Owners of the parent	2,481.00	(1,771.24)	709.76
Basic per share	0.07	(0.05)	0.02

CONTRACTS AND COMMITMENTS

A subsidiary has agreement with state enterprises, MCOT to provide Pay TV service.

Under the terms of the agreement, the subsidiary has certain commitments to acquire, install, manage and maintain all equipment. The subsidiary is also committed to transfer to MCOT all equipment pertaining to such systems as the installations are completed. During the term of the agreement, the subsidiary is entitled to collect deposits, membership fees and other service fees from customers as stipulated in the agreement.

In addition, the subsidiary is contingently liable to certain local banks for letters of guarantee Baht 31.20 million issued by the said banks in favour of MCOT. The letters of guarantee cover the guarantee for the subsidiary in compliance with the provisions of the agreement referred to above.

Under the term of the agreement, the subsidiary is obliged to pay minimum fee as follows:

PERIOD DUE	MINIMUM FEE BAHT MILLION
Within 1 year	35.00

On 27 January 2011, a subsidiary, BFKT entered into an agreement with CAT to lease telecommunication equipment under HSPA technologies for the periods of 14.5 years. Under the terms and conditions of HSPA agreement, BFKT has certain commitments including acquiring, installing, managing, and maintaining all equipment necessary to provide mobile phone service using HSPA technology according to the capacity stipulated in the agreement and amended agreement executed on 3 December 2013 for the period of 14.5 years. As consideration of providing such services, BFKT entitles to receive revenue as stipulated in the agreement.

On 27 January 2011, a subsidiary, RMV entered into a re-sales and wholesales agreement with CAT (“the Agreement”). Under the terms and conditions of the Agreement, RMV provides mobile phone services using HSPA technology wholesale from CAT for the period of 14.5 years. On 16 December 2015, RMV was granted renewal Type I licences by NBTC for resale mobile services and internet services. RMV is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licences. The licences will expire on 15 December 2020.

There have been disagreements between the Group and CAT regarding the interpretation of the agreements and details of computations of related revenues and costs. However, since 2015, the Group and CAT reached the solution to settle certain portion of rental and service revenue in BFKT and accrued operating cost in RMV, and have agreed in several matters with an objective to extinguish the outstanding disputes between the two parties, including the unsettled balances.

On 15 November 2018, the Group and CAT reached agreements to resolve several disputes. In addition to the transfer of ownership in telecom towers to CAT, the Group has recognised an additional expense of Baht 1,102.58 million in the consolidated statement of comprehensive income of 2018, as a result of the resolving.

There are still pending issues and outstanding balances required further discussion. The management believes that there will be no significant impact to the Group as a result of the conclusion.

To comply with the abovementioned agreements, the Group has provided letters of guarantee issued by certain local banks in favour of CAT totaling Baht 200.00 million.

On 7 December 2012, a subsidiary, TUC was granted the 2.1 IMT GHz Bandwidth licence by NBTC. The licence awarded covers three spectrum bandwidth and authorises TUC to provide mobile service under those spectrum bandwidth for the period of 15 years. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.

On 4 December 2015, a subsidiary, TUC was granted the 1800 MHz Bandwidth licence issued by NBTC. The licence covers two spectrum bandwidth and authorises TUC to provide mobile service under those spectrum bandwidth for the period of 18 years. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.

On 14 March 2016, a subsidiary, TUC was granted the 900 MHz Bandwidth licence issued by NBTC. The licence authorised TUC to provide mobile service for 15 years. The maturity will be on 30 June 2031. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.

The Group and the Company contingently liable to certain local banks for letters of guarantee provided in favour of certain government agencies, certain state enterprises and other companies amounting to Baht 6,235.11 million and Baht 3,763.77 million, respectively.

Under the terms of various agreements, the Group's assets have been pledged and/or mortgaged as collateral with the contracted parties, details of which are as follows:

	CARRYING VALUE AT 31 DECEMBER			
	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2018 BAHT MILLION	2017 BAHT MILLION	2018 BAHT MILLION	2017 BAHT MILLION
Fixed and saving deposits	74.36	96.08	43.67	43.99
Investments in shares of associate	523.65	699.90	694.55	694.56

The Group have entered into contracts with various contractors to supply and install additional network and expansion of network equipment capability and various agreements related to capital expenditure. The Group's and the Company's commitments as at 31 December 2018 were Baht 28,598.00 million and Baht 169.99 million, respectively (2017: Baht 25,866.98 million and Baht 15.91 million, respectively).

The Group leases various telecommunication infrastructures under non-cancellable operating lease agreements and the lease term is ranged between 5 years and 16 years.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2018 BAHT MILLION	2017 BAHT MILLION
Not later than 1 year	7,728.58	4,263.58
Later than 1 year but not later than 5 years	31,583.41	16,099.78
Later than 5 years	57,657.90	22,520.80
	96,969.89	42,884.16

REPORT OF THE AUDIT COMMITTEE FOR THE YEAR 2018

The Audit Committee comprising three Independent Directors, Mr. Joti Bhokavanij, Dr. Kosol Petchsuwan and Mrs. Preeprame Seriwongse, was re-appointed by the Board of Directors Meeting No. 5/2560 on 15th September 2017 to perform duties and discharge responsibilities under the Charter for the Audit Committee. During the Year 2018, the Audit Committee proceeded as follows:

1. Held seven meetings in 2018 in order to discharge its functions as assigned by the Board of Directors.
The Audit Committee reported its activities to the Board of Directors on a quarterly basis;

Name	Position	Attendance of the Audit Committee Meetings In the Year 2018 *
1. Mr. Joti Bhokavanij	Chairman of the Audit Committee	7/7
2. Dr. Kosol Petchsuwan	Member of the Audit Committee	7/7
3. Mrs. Preeprame Seriwongse	Member of the Audit Committee	7/7

Remark * In the Year 2018, the Audit Committee held one meeting with the auditor without the presence of Management.

2. Reviewed the independence and performance of the auditor including the auditing fee. The Audit Committee deemed that the auditor performed independently and provided useful opinions and recommendations regarding financial reporting and internal controls. Therefore, the Audit Committee recommended the appointment of auditors from PricewaterhouseCoopers ABAS Limited as the Company's auditor and the auditing fee for the Year 2018 to the Board of Directors for approval by the Annual General Meeting of the Shareholders;
3. Discussed with the auditors the scope of their audits before they commenced and followed up their audits;
4. Acknowledged the auditors' audit plan and findings and provided recommendations;
5. Reviewed the annual and quarterly financial reports of the Company which included performance of its subsidiaries. The Audit Committee agreed with the auditor that the Company's financial statements represented the Company's financial position and financial performance fairly, in all material respects, in accordance with Thai Financial Reporting Standard;

6. Reviewed the Company's and its subsidiaries' practices relating to related party transactions to ensure compliance with the Rules of Entering into Related Party Transactions of the Company which is in line with the law and regulation of the Stock Exchange of Thailand. The Audit Committee deemed that the entering into related party transactions of the Company and its subsidiaries had complied with the law and the Stock Exchange of Thailand's regulation and were reasonable and beneficial to the Company and its subsidiaries. As for related party transaction for Type of Normal Business and related party transaction for Type of Supporting Normal Business, they were entered into at reasonable prices and under general business terms that were also applied with the third party. Moreover, the Company and its subsidiaries, as a buyer, could rely on quality of products and services received from related persons, meanwhile, the Company and its subsidiaries, as a seller, could also increase revenue and market share from selling products and services to the related persons who are major consumers as well;

Moreover, in the Year 2018, there was a special related party transaction, namely the sale of shares of Thai Smart Card Company Limited ("TSC") to CP All Public Company Limited ("CPALL") which had been considered by the Audit Committee. The Audit Committee deemed that such transaction was reasonable and beneficial to the Company because the Company would gain profit from selling the investment and the selling price was higher than the book value of TSC as well as it was the same price that CPALL offered to other shareholders;

7. Considered revision of the "Rules of Entering into Related Party Transactions" of the Company in order to enhance measures to prevent conflicts of interest that may arise from complex related party transactions and proposed to the Board of Directors for consideration and approval;
8. Reviewed the compliance with the Securities and Exchange laws, regulations of the Stock Exchange of Thailand, and other laws related to the Company's business. Based on the reports of the auditor, internal audit and Management, the Audit Committee deemed that the Company had complied with all related laws and regulations;
9. Reviewed the Internal Control System to evaluate the adequacy and effectiveness to reasonably ensure the Company's performance in achieving its goals. Based on the internal audit report for the Year 2018 which covered key business processes, the Audit Committee deemed that the Company's Internal Control System was adequate and appropriate. Moreover, with the dynamic environment of telecommunication business, the Audit Committee supported continual development of the Internal Control System to suit the constantly changing environment within the Company;
10. Followed up risk management activities under "Risk Management Policy and Framework" of the Company which was an integral part of business strategies and operations to ensure continuous and effective risk management of the Company;

Moreover, since the Company adopted risk-based audit approach, the Audit Committee recognized the significance of linkage between Risk Management Function and Internal Audit Function. A representative of Strategic Development and Risk Management Committee was therefore invited to report to the Audit Committee on the risk identification, risk assessment, and risk management of the Company and the Internal Audit Department was instructed to ensure that the Internal Audit Plan be in line with such results of risk assessment;

11. Monitored results of providing a channel for any stakeholder to make complaints or provide clues concerning fraud, wrongdoing or violations of the Company's Code of Conduct to the Board of Directors via the Audit Committee;

In the Year 2018, there were no complaints or clues about fraud, wrongdoing or violations of the Company's Code of Conduct but there were four complaints on the Company's service submitted to the Audit Committee. The Audit Committee passed on such service complaints to the relevant business unit for appropriate action and such business unit resolved the issue completely; and

12. Oversaw the Internal Audit function including approving the Internal Audit Plan based on the risk management guideline (risk-based audit), acknowledging the quarterly and annual Internal Audit results, providing comments to the Internal Audit Department and submitting corrective measures to be taken by Management including continual follow-up on their progress. In this regard, the Audit Committee reviewed the independence and performance of the Internal Audit Department and deemed that the Internal Audit Function was performed independently, adequately, and effectively. Moreover, internal audit quality has been continuously improved both in terms of human resources and operation to meet international professional standards.

The Audit Committee maintains its independence in performing the duties as assigned. In this regard, the Audit Committee has received good cooperation from Management and the auditor.

In summary, the Audit Committee is of the opinion that the Board of Directors and Management of the Company have operated business with ethics and professionally perform the duties to achieve the Company's goals, emphasizing on operating business with effective Internal Control and Internal Audit Systems, good corporate governance and continual development of operation systems.



Mr. Joti Bhokavanij
Chairman of the Audit Committee

REPORT OF THE COMPENSATION AND NOMINATING COMMITTEE FOR THE YEAR 2018

By virtue of the resolution of the Board of Directors of the Company passed at its meeting No. 8/2544 held on 16th November 2001, the Compensation and Nominating Committee (the “Committee”) was appointed to perform and discharge certain responsibilities under the Charter for the Compensation and Nominating Committee. During the Year 2018, the Committee held three meetings in order to discharge its functions as assigned by the Board of Directors which can be summarized as follows:

1. Considered and proposed recommendation to the Board of Directors regarding re-appointment of the Audit Committee;
2. Considered and proposed recommendation to the Board of Directors regarding the election of Directors to replace the Directors retiring by rotation;
3. Considered and proposed recommendation to the Board of Directors regarding the Directors' remuneration;
4. Considered and approved the variable payout to the Chairman of the Executive Committee for the Year 2017 (payout in 2018); and
5. Considered and approved the variable pay plan for Chairman of the Executive Committee and Presidents (Co) for the Year 2018 (payout in 2019).



Dr. Harald Link

Chairman of the Compensation and Nominating Committee

REPORT OF THE CORPORATE GOVERNANCE COMMITTEE FOR THE YEAR 2018

By virtue of a resolution of the Board of Directors of the Company passed at its meeting No. 3/2549 held on 24th March 2006, the Corporate Governance Committee was appointed to perform and discharge responsibilities under the Charter for the Corporate Governance Committee. During the Year 2018, the Corporate Governance Committee proceeded as follows:

1. Held 4 meetings in order to discharge its functions as assigned by the Board of Directors;
2. Considered the Corporate Governance Report of the Company for disclosure in the Annual Report for the Year 2018 and proposed to the Board of Directors for approval;
3. Followed up on result of providing an opportunity to shareholders to propose agenda items and nominees for election as directors of the Company in advance of the 2018 Annual General Meeting of the Shareholders and reported to the Board of Directors for acknowledgement;
4. Reviewed the Thai Institute of Directors Association's Corporate Governance Assessment Report for the Year 2017 and proposed to the Board of Directors for acknowledgement;
5. Reviewed the Company's Policy on Corporate Governance and proposed some revisions to the Board of Directors for approval;
6. Reviewed the Anti-corruption Policy and Measure and proposed some revisions to the Board of Directors for approval;
7. Considered the results of self-assessment of the Board of Directors for the previous year and proposed to the Board of Directors for acknowledgement;
8. Reviewed the appropriateness of the applying of Corporate Governance Code for Listed Companies 2017 ("CG Code 2017") issued by the Securities and Exchange Commission to suit the Company's business context and proposed recommendation to the Board of Directors for consideration;
9. Considered the Company's activities in relation to corporate governance, sustainability, and corporate social responsibility to ensure that they were properly in practice and in compliance with the Company's policies; and
10. Acknowledged report on the employees engagement and practice of the Company's Code of Conduct.



Dr. Kosol Petchsuwan

Chairman of the Corporate Governance Committee

REPORT OF THE FINANCE COMMITTEE FOR THE YEAR 2018

By virtue of a resolution of the Board of Directors of True Corporation Public Company Limited (the “Company”) passed at its meeting No. 8/2544 held on 16th November 2001, the Finance Committee was appointed to perform and discharge certain responsibilities under the Charter for the Finance Committee. During the Year 2018, the Finance Committee has carried out the following tasks:

1. Held 5 meetings in order to discharge its functions as assigned by the Board of Directors;
2. Considered financial targets, provided recommendation to Management and proposed to the Board of Directors for approval;
3. Considered the Annual Financial Hedging Plan together with the Policy on the Use of Derivative Securities in Financial Transactions and proposed some revisions to the Board of Directors for approval;
4. Considered the quarterly and annual financial results of the Company and its subsidiaries as well as provided recommendations to Management;
5. Considered the appropriation of the Company’s net profit for the Year 2017 as a legal reserve according to the law and dividend payments for the Year 2017; the matters were proposed to the Board of Directors for concurrence and further proposed to the Annual General Meeting for the Shareholders for the Year 2018 for approval;
6. Considered investment in various projects as well as provided advices to Management and proposed recommendation to the Board of Directors for approval;
7. Considered the increase of the debenture issuance limit of a subsidiary and proposed to the subsidiary’s Board of Directors for approval; and
8. Considered revision of the authorized bank signatories and proposed to the Board of Directors for approval.



Dr. Ajva Taulananda
Chairman of the Finance Committee

TRANSFORM INTO A TRUE DIGITAL LIFE

FINANCIAL STATEMENTS

TRUE CORPORATION PUBLIC COMPANY LIMITED

**CONSOLIDATED AND SEPARATE
FINANCIAL STATEMENTS**

31 DECEMBER 2018

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List of abbreviations

Subsidiaries, associates, and joint ventures	Abbreviation
AP&J Production Co., Ltd.	AP&J
Asia Wireless Communication Co., Ltd.	AWC
Bangkok Inter Teletech Public Company Limited	BITCO
B BoydCG Co., Ltd.	B Boyd
BFKT (Thailand) Limited	BFKT
Cineplex Co., Ltd.	CNP
Hutchison CAT Wireless MultiMedia Limited	HCAT
Hutchison MultiMedia Services (Thailand) Limited	HMSTL
Hutchison Telecommunications (Thailand) Company Limited	HTTCL
Hutchison Wireless MultiMedia Holdings Limited	HWMH
Internet Knowledge Service Center Co., Ltd.	IKSC
KSC Commercial Internet Co., Ltd.	KSC
MKSC World Dot Com Co., Ltd.	MKSC
Panther Entertainment Co., Ltd.	PTE
Real Move Co., Ltd.	RMV
SamutPakan Media Corporation Co., Ltd.	SPM
Satellite Service Co., Ltd.	SSV
SM True Co., Ltd.	SM True
Song Dao Co., Ltd.	SD
Tele Engineering and Services Co., Ltd.	TE
Telecom Asset Management Co., Ltd.	TAM
Telecom Holding Co., Ltd.	TH
Telecom KSC Co., Ltd.	TKSC
Thai News Network (TNN) Co., Ltd.	TNN
True Digital & Media Platform Co., Ltd.	TDMP
True Digital Park Co., Ltd.	TDPK
True Distribution and Sales Co., Ltd.	TDS
True4U Station Co., Ltd.	True4U
True E-Logistic Co., Ltd.	TEL
True Icontent Co., Ltd.	TICT
True Incube Co., Ltd.	True Incube
True International Communication Co., Ltd.	TIC
True International Gateway Co., Ltd.	TIG
True Internet Corporation Co., Ltd.	TICC
True Life Plus Co., Ltd.	TLP
True Media Solutions Co., Ltd.	TSC
True Move Co., Ltd.	TMV
True Move H Universal Communication Co., Ltd.	TUC
True Multimedia Co., Ltd.	TM
True Music Co., Ltd.	TMS
True Music Radio Co., Ltd.	TMR
True Public Communication Co., Ltd.	TPC
True Touch Co., Ltd.	TT
True United Football Club Co., Ltd.	TUFC
True Visions Cable Public Company Limited	True Cable
True Visions Group Co., Ltd.	TVG
True Visions Public Company Limited	True Visions
True Vistas Co., Ltd.	TVT
K.I.N. (Thailand) Co., Ltd.	KINBVI

List of abbreviations(Cont'd)

Subsidiaries, associates, joint ventures(Cont'd)	Abbreviation
Gold Palace Investments Limited	GPI
Golden Light Co., Ltd.	GDL
Goldsky Co., Ltd.	GSK
Golden Pearl Global Limited	GDP
Rosy Legend Limited	RL
Prospect Gain Limited	PG
True Internet Technology (Shanghai) Company Limited	TIS
True Trademark Holdings Company Limited	TTH
Digital Telecommunications Infrastructure Fund	DIF
True GS Co., Ltd.	TGS
Asia Infonet Co., Ltd.	AI
BEC-TERO True Visions Co., Ltd.	BEC
Transformation Films Co., Ltd.	TFF
True CJ Creation Co., Ltd.	TCJ
True Voice Co., Ltd.	TV
True Axion Interactive Ltd.	TrueAxion
Other organisations	
Telephone Organisation of Thailand (currently TOT Public Company Limited)	TOT
The National Telecommunication Commission	NTC
The National Telecommunication Commission of NBTC	NTC of NBTC
The National Broadcasting and Telecommunication Commission	NBTC
CAT Telecom Public Company Limited	CAT
Mass Communication Organization of Thailand (currently MCOT Public Company Limited)	MCOT
Securities and Exchange Commission of Thailand	SEC
Federation of Accounting Professions	FAP



Independent Auditor's Report

To the shareholders and the Board of directors of True Corporation Public Company Limited

My opinion

In my opinion, the consolidated financial statements of True Corporation Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial statements of the Company present fairly, in all material respects, the consolidated and separate financial position of the Group and of the Company as at 31 December 2018, and the consolidated and separate financial performance and the consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2018;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include a summary of significant accounting policies.

Basis for opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Federation of Accounting Professions under the Royal Patronage of his Majesty the King's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Emphasis of matter paragraph

I draw attention to Notes 38.2, 39 and 40.2 to the financial statements discussing material uncertainties in respect of outstanding litigations and the significant commercial agreements of which details are not finalised. The ultimate outcome of the litigations and the conclusion regarding the significant agreements cannot presently be determined and no adjustment that may result, has been made in the financial statements. My opinion is not modified in respect of these matters.



Key audit matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Key audit matter	How my audit addressed the key audit matter
<p><i>Valuation of goodwill</i></p> <p>Refer to Notes 6.1 and 22 to the consolidated and separate financial statements regarding critical accounting estimates and judgements, and goodwill.</p> <p>The Group's goodwill is attributable to online and pay TV cash generating units (CGU) totalling Baht 360.62 million and Baht 11,042.47 million, respectively. The Group is required to test goodwill for impairment at least annually.</p> <p>I focused on this area because the goodwill balance is material to the financial statements. Goodwill recoverable amounts are based on management judgements of variables such as revenue, revenue growth, profit margin, capital expenditure and discount rates.</p> <p>For the year ended 31 December 2018, the management performed impairment test on goodwill by:</p> <ol style="list-style-type: none"> 1. determining the recoverable amount of goodwill from the values in use of each CGU using the discounted cash flow (DCF) model. The forecasted cash flows (revenue, expenses and capital expenditure) generated from each CGU for the next five years, were based on budget, and a terminal zero growth rate was applied after the fifth year cash flows. These cash flows were then discounted to the net present value using the weighted average cost of capital (WACC), and 2. comparing the resulting values in use for each CGU to their respective book values and determining whether to record an impairment provision if the DCF values in use are less than the book values. <p>Based on the annual impairment test for goodwill, the management concluded that no impairment provision was required. The key assumptions and related sensitivities are disclosed in Notes 6.1 and 22 to the consolidated and separate financial statements.</p>	<p>My key procedures included the following:</p> <ul style="list-style-type: none"> • obtaining, understanding and evaluating management's cash flow forecasts and the process by which the forecasts were developed, • agreeing the cash flow forecasts with the approved budgets set by the Group Chief Financial Officer, • challenging management's key assumptions, such as sources of revenue, revenue growth, profit margin, capital expenditure and discount rates, by comparing them against the economic and industry outlook and against the assumptions made in the prior year, taking into account the sensitivity of the goodwill balance changes in the respective assumptions, and • using my firm's valuation experts to evaluate the discount rate applied in the DCF model. <p>Based on my procedures, I noted the key assumptions used by management were supportable and appropriate in light of the current environment and circumstance.</p>



Key audit matter	How my audit addressed the key audit matter
<p>Revenue recognition - Accuracy and cut-off of recorded revenue</p> <p>Recording revenue is an inherent risk for the telecommunications industry and is considered significant because of the complexity of the billing systems, multiple element sales arrangements, such as product and service bundled package and the impact on revenue recognition of changing price plans (tariff, structures, and discount) throughout the year. These complexities may give rise to the risk that revenue may not be accurately recognised.</p> <p>Revenue cut-off is considered a key audit matter due to complex multiple monthly billing cycles for which closing billing periods may not necessarily close concurrently with the month-end close. This triggers a concern about whether revenue is recorded in the correct period.</p> <p>I focused on revenue recognition because the balance and transaction volume of revenue are materially high, and there is an involvement of management estimations in unbilled revenue for closing billing period.</p>	<p>My key procedures included the following:</p> <ul style="list-style-type: none"> • evaluating and testing IT general controls in which billing and other relevant support systems reside, including the change control procedures in place around systems, • evaluating and testing the internal controls in place over the authorisation of price rate changes, the implementation of new sales campaigns and input of the information into billing systems, • testing allocation of fair value between products sales and services revenue bundled in sales campaigns launched during the year, • testing end-to-end reconciliations from the billing systems to the general ledger. This includes validating material journals processed between the billing system and general ledger, • testing samples of individual and corporate customer bills and checking them against cash receipts, • testing revenue estimations for month-end close by subsequently checking actual revenue based on customers' usage data against estimated revenue for incomplete billing cycles recorded in the accounts, • performing a revenue trend analysis by estimating expected revenue based on usage data and number of subscribers, and • meeting with management members to corroborate the key revenue movements and trends during the year. <p>Based on my works performed, I noted no significant issues.</p>



Key audit matter	How my audit addressed the key audit matter
<p><i>Sale of assets to the Digital Telecommunication Infrastructure Fund (DIF) - Accuracy and classification</i></p> <p>Refer to Note 41, to the consolidated and separate financial statements, in 2018 the Group and DIF additionally executed and completed the transactions of agreements to sell and lease certain telecommunication assets. The Group also leased back from DIF some of these assets.</p> <p>The Group recognised profit of Baht 32,266.15 million relating to the transactions and applied lease accounting for the lease and leaseback transactions.</p> <p>I focused on these transactions because the amount involved was materially high and the transactions required interpretation of the terms of the agreements and significant management judgement in determining the appropriate accounting treatment. The accounting treatment has a significant impact on the Group's financial position and its financial performance.</p>	<p>My key procedures included the following:</p> <ul style="list-style-type: none"> • understanding the transactions and key terms and conditions of the related agreements, • evaluating the accounting treatment decided by management whether it conformed with the accounting standards, • evaluating management judgment in their interpretation of agreement and examining the accuracy of the amount recorded including challenging key assumptions such as discount rates and the related expenses, and performing the computation of certain significant amounts. • examining the cash receipt transaction received from DIF and tracing to the bank statement, and • examining the accuracy and classification of the accounting entries. <p>Based on my audit procedures, I noted no significant issues.</p>



Key audit matter	How my audit addressed the key audit matter
<p><i>Litigation and the significant commercial agreements - Accuracy, classification and obligation</i></p> <p>Refer to Notes 21, 38.2 and 39.4 to the consolidated and separate financial statements, in 2018 the Group reached an agreement with CAT Telecom Public Company Limited ("CAT") to resolve several disputes, among other things are ownership and the use of telecom towers, and payment of the wholesale fee. Both parties agreed that Arbitration processes relating to these disputes will be terminated and the court proceeding of these cases will be withdrawn. In accordance with the agreed resolution of these disputes, the Group transferred the ownership in the towers to CAT and was granted with the right to use of the towers.</p> <p>I focused on these transactions because the amount involved was materially high and the transactions required interpretation of the terms of the agreements and significant management judgement in determining the appropriate accounting treatment. The accounting treatment has a significant impact on the Group's financial position and its financial performance.</p>	<p>My procedures included the following:</p> <ul style="list-style-type: none"> • Inquiry the management and others who get involve in the negotiation to understand the fact and transactions, • Understanding the transactions and key terms, conditions and contractual obligations of the related agreements, • Evaluating the accounting treatment decided by management whether it conformed with the accounting standards, • Meeting with the internal legal department to examine the legal document relating to termination of the arbitration process and withdrawal of the court cases, • Examining the receipt and payment for the settlement transactions against bank statements, • Examining the accuracy and classification of the accounting entries. <p>Based on my audit procedures, I noted no significant issues.</p>

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.



Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities for overseeing the Group and the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated and separate financial statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.



I communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide the audit committee with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers ABAS Ltd.

A handwritten signature in black ink, appearing to read "T-Prasit-Yuengsrikul".

Prasit Yuengsrikul
Certified Public Accountant (Thailand) No. 4174
Bangkok
28 February 2019

True Corporation Public Company Limited
 Statements of Financial Position
 As at 31 December 2018

	Notes	Consolidated financial statements			Separate financial statements			
		31 December 2018	31 December 2017	(Restated) 1 January 2017	31 December 2018	31 December 2017		
		Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	
Assets								
Current assets								
Cash and cash equivalents	14	20,671,759	18,226,744	50,183,813	10,245,448	3,037,381		
Restricted cash at bank	15	43,666	69,316	42,360	43,666	43,992		
Short-term investments	16	2,950	2,910	502,312	1,835	1,817		
Trade and other receivables	17	64,476,817	47,703,703	32,533,589	8,401,561	9,451,587		
Short-term loans to related parties	42	-	197,000	147,000	10,082,680	9,573,440		
Inventories	18	7,448,856	16,849,082	11,251,975	98,580	11,261		
Income tax deducted at source		12,377,160	9,638,664	8,141,389	728,945	461,943		
Claimable value added tax		8,953,278	8,653,539	5,509,182	7,210	-		
Other current assets	19	10,718,013	10,342,092	10,089,763	107,454	62,206		
Total current assets		124,692,499	111,683,050	118,401,383	29,717,379	22,643,627		
Non-current assets								
Restricted cash at bank	15	30,692	26,763	27,696	-	-		
Investment in available for sale securities	16	424,015	411,992	-	-	-		
Investment in subsidiaries	20	-	-	-	181,028,382	181,028,382		
Investment in associates and interests in joint ventures	20	21,947,955	16,539,115	18,174,762	28,181,426	16,327,908		
General investments	16	617,214	543,848	325,211	241,741	241,741		
Investment property		103,095	5,528	5,528	-	-		
Property, plant and equipment	21	205,811,952	176,190,412	144,443,297	365,349	1,488,317		
Intangible assets	23	121,079,628	129,377,058	139,745,965	142,816	147,206		
Goodwill	22	11,403,094	11,403,094	11,403,094	-	-		
Deferred income tax assets	24	2,570,858	5,396,614	5,375,822	140,518	-		
Other non-current assets	25	6,887,690	7,604,976	6,780,769	219,265	146,299		
Total non-current assets		370,876,193	347,499,400	326,282,144	210,319,497	199,379,853		
Total assets		495,568,692	459,182,450	444,683,527	240,036,876	222,023,480		

The accompanying notes on pages 14 to 94 are an integral part of these financial statements.

True Corporation Public Company Limited
 Statements of Financial Position (Cont'd)
 As at 31 December 2018

	Notes	Consolidated financial statements			Separate financial statements		
		(Restated)		(Restated)	31 December	31 December	31 December
		31 December	2018	31 December	2017	1 January	2017
		Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
Liabilities and equity							
Current liabilities							
Short-term borrowings	26	84,908,793	46,752,379	37,571,675	54,467,994	39,253,825	
Trade and other payables	27	111,754,897	115,494,627	98,514,397	3,510,020	3,151,289	
Current portion of long-term borrowings	26	2,361,277	30,777,810	20,653,960	-	3,961,911	
Short-term loans from related parties	42	-	-	-	982,467	5,021	
Income tax payable		141,965	5,338	5,629	-	-	
Other current liabilities	28	5,093,441	4,772,957	4,068,381	355,493	538,308	
Total current liabilities		204,260,373	197,803,111	160,814,042	59,315,974	46,910,354	
Non-current liabilities							
Long-term borrowings	26	68,054,307	49,924,210	60,490,046	8,219,198	8,190,495	
Deferred income tax liabilities	24	6,084,575	3,196,865	1,995,052	-	207,577	
Liabilities under agreements and licences for operation	29	64,059,399	64,633,973	77,652,487	-	-	
Employee benefits obligations	30	2,375,222	2,154,845	1,982,115	1,052,218	906,249	
Provision	31	3,367,696	-	-	-	-	
Other non-current liabilities	32	13,483,605	13,285,093	14,269,013	-	-	
Total non-current liabilities		157,424,804	133,194,985	156,388,713	9,271,416	9,304,321	
Total liabilities		361,685,177	330,998,097	317,202,755	68,587,390	56,214,675	
Equity							
Share capital	33						
Authorised share capital							
Common shares, 33,368,655,464 shares of par Baht 4 each		133,474,622	133,474,622	133,474,622	133,474,622	133,474,622	
Issued and fully paid-up share capital							
Common shares, 33,368,195,301 shares of paid-up Baht 4 each		133,472,781	133,472,781	133,472,781	133,472,781	133,472,781	
Premium on share capital		26,384,073	26,384,073	26,384,073	26,384,073	26,384,073	
Retained earnings							
Appropriated - legal reserve	34	731,162	389,994	282,498	731,162	389,994	
Retained earnings (deficits)		(25,651,268)	(31,090,925)	(31,534,720)	10,861,470	5,561,957	
Other components of equity		(1,645,903)	(1,641,124)	(1,799,588)	-	-	
Equity attributable to owners of the parent		133,290,845	127,514,799	126,805,044	171,449,486	165,808,805	
Non-controlling interests	35	592,670	669,554	675,728	-	-	
Total equity		133,883,515	128,184,353	127,480,772	171,449,486	165,808,805	
Total liabilities and equity		495,568,692	459,182,450	444,683,527	240,036,876	222,023,480	

The accompanying notes on pages 14 to 94 are an integral part of these financial statements.

True Corporation Public Company Limited
 Statements of Comprehensive Income
 For the year ended 31 December 2018

	Notes	Consolidated financial statements		Separate financial statements	
		(Restated)		31 December 2018	31 December 2017
		31 December 2018	Baht Thousand		
Revenues	8				
Revenues from telephone and other services		118,185,448		115,853,018	
Revenues from product sales		43,634,866		23,666,212	
Total revenues		161,820,314		139,519,230	
Costs					
Cost of providing services		85,383,125		84,287,978	
Cost of sales		20,396,402		17,808,045	
Total costs		105,779,527		102,096,023	
Gross profit		56,040,787		37,423,207	
Other income	41	13,188,458		5,468,563	
Selling expenses		(20,993,807)		(19,372,507)	
Administrative expenses		(14,641,085)		(13,933,160)	
Other expenses	21, 38.2	(16,939,112)		(2,585,287)	
Share of results	20	3,789,256		3,153,802	
Finance costs	11	(7,477,057)		(8,293,982)	
Profit before income tax		12,967,440		1,860,636	
Income tax	12	(6,009,574)		(1,315,519)	
Profit for the year		6,957,866		545,117	
Other comprehensive income :					
Item that will not be reclassified subsequently					
to profit or loss:					
Remeasurements of post-employment benefit obligations, net of tax		(233,247)		-	
Item that will be reclassified subsequently					
to profit or loss:					
Unrealised gain on changes in fair value of available-for-sale securities, net of tax		9,618		159,180	
Exchange differences on translation		(330)		(706)	
Total comprehensive income for the year		6,733,907		703,591	
Profit for the year attributable to:					
Owners of the parent		7,034,590		551,291	
Non-controlling interests		(76,724)		(6,174)	
Profit for the year		6,957,866		545,117	
Total comprehensive income for the year attributable to:					
Owners of the parent		6,810,425		709,765	
Non-controlling interests		(76,518)		(6,174)	
Total comprehensive income for the year		6,733,907		703,591	
Basic earnings per share					
attributable to owners of the parent	13				
- Basic (Baht per share)		0.21		0.02	
				0.20	
				0.06	

The accompanying notes on pages 14 to 94 are an integral part of these financial statements.

Consolidated financial statements										Baht Thousand
Attributable to owners of the parent										
Other components of equity										
Notes		Premium on shares	Legal reserve	Deficits						
4	133,472,781	26,384,073	282,498	(31,534,720)						
Opening balance as at 1 January 2017	133,472,781	26,384,073	282,498	(31,534,720)						
As previously reported										
Retrospective adjustment										
As restated										
Addition investment in subsidiary by purchasing shares from non-controlling interests										
Dilution due to increase in non-controlling interests										
Appropriation of legal reserve										
Total comprehensive income for the year										
Closing balance as at 31 December 2017	133,472,781	26,384,073	389,994	(31,090,925)	159,180	9,195	(1,809,493)	(1,641,124)	127,514,799	669,554
Opening balance as at 1 January 2018	133,472,781	26,384,073	389,994	(25,072,523)	159,180	9,195	(1,809,493)	(1,641,124)	133,533,201	669,554
As previously reported										
Retrospective adjustment										
As restated										
Addition investment in subsidiary by purchasing shares from non-controlling interests										
Dilution due to increase in non-controlling interests										
Liquidation subsidiary										
Appropriation of legal reserve										
Dividends paid										
Total comprehensive income for the year										
Closing balance as at 31 December 2018	133,472,781	26,384,073	731,152	(25,651,268)	168,796	8,865	(1,823,565)	(1,645,903)	133,290,845	592,670

The accompanying notes on pages 14 to 94 are an integral part of these financial statements.

Separate financial statements						Baht Thousand
Issued and fully paid-up common shares	Premium on shares		Legal reserve	Retained earnings	Total	
Opening balance as at 1 January 2017	133,472,781	26,384,073	282,498	3,519,523	163,658,875	
Appropriation of legal reserve	-	-	107,496	(107,496)	-	
Total comprehensive income for the year	-	-	-	2,149,930	2,149,930	
Closing balance as at 31 December 2017	133,472,781	26,384,073	389,994	5,561,957	165,808,805	
Opening balance as at 1 January 2018	133,472,781	26,384,073	389,994	5,561,957	165,808,805	
Appropriation of legal reserve	-	-	341,168	(341,168)	-	
Dividends paid	-	-	-	(1,034,353)	(1,034,353)	
Total comprehensive income for the year	-	-	-	6,675,034	6,675,034	
Closing balance as at 31 December 2018	133,472,781	26,384,073	731,162	10,861,470	171,449,486	

The accompanying notes on pages 14 to 94 are an integral part of these financial statements.

True Corporation Public Company Limited
Statements of Cash Flows
For the year ended 31 December 2018

	Notes	Consolidated financial statements		Separate financial statements	
		(Restated)		31 December 2018	31 December 2017
		Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
Cash flows from operating activities	36	37,928,820	4,993,342	5,404,279	1,727,838
Cash flows from investing activities					
Withdrawal (deposit) of restricted cash		21,720	(26,021)	326	(1,632)
Disposal of short-term investments		-	500,000	-	500,000
Loans made to related parties	42	(20,000)	(50,000)	(24,707,610)	(28,952,622)
Acquisition of property, plant and equipment		(52,362,721)	(34,083,088)	(309,281)	(98,856)
Acquisition of intangible assets		(17,442,697)	(13,497,899)	(91,145)	(105,616)
Acquisition of investment property		(85,559)	-	-	-
Repayment received from loan to related parties	42	217,000	-	24,198,369	22,379,182
Addition of investment in subsidiaries		-	-	-	(4,500,000)
Acquisition of investment in associates and joint venture	20	(17,547,102)	(35,600)	(11,853,518)	-
Acquisition of general investment	16	(98,366)	(218,637)	-	(1,000)
Acquisition of available for sale securities		-	(213,010)	-	-
Proceeds from liquidation of subsidiary		-	-	-	2,134,454
Proceeds from liquidation of joint venture	20.3	2,596	-	-	-
Proceeds from disposals of property, plant and equipment and intangible assets		23,986,175	3,990,679	215	17,337
Dividends received	42	2,159,699	1,583,807	3,507,554	1,583,807
Net cash used in investing activities		(61,169,255)	(42,049,769)	(9,255,090)	(7,044,946)
Cash flows from financing activities					
Investment in subsidiary by purchasing shares from non-controlling interests		(36)	(10)	-	-
Proceeds from loans from subsidiaries	42	-	-	21,383,247	2,083,562
Proceeds from short-term borrowings, net of cash paid for debt issuance cost		131,009,865	67,206,682	78,930,485	50,267,788
Proceeds from borrowings, net of cash paid for debt issuance cost	26	19,946,879	17,665,491	-	-
Repayments to short-term borrowings		(93,152,000)	(58,444,000)	(63,852,000)	(28,208,000)
Repayments to loans from subsidiaries	42	-	-	(20,405,801)	(2,078,541)
Repayments to borrowings	26	(31,108,674)	(21,313,690)	(3,962,700)	(19,174,131)
Dividends paid	43	(1,034,353)	-	(1,034,353)	-
Net cash received from financing activities		25,661,681	5,114,473	11,058,878	2,890,678
Net increase (decrease) in cash and cash equivalents		2,421,246	(31,941,954)	7,208,067	(2,426,430)
Opening balance		18,226,744	50,183,813	3,037,381	5,463,811
Effects of exchange rate changes		23,769	(15,115)	-	-
Closing balance		20,671,759	18,226,744	10,245,448	3,037,381

Non-cash transactions

Significant non-cash transactions are as follows:

	Consolidated financial statements			
	31 December 2018		31 December 2017	
	Baht Million	Baht Million	Baht Million	Baht Million
Acquisition of property, plant and equipment using finance leases		513.55	2,939.61	
Acquisition of property, plant and equipment and intangible assets, not yet paid		128,555.07	136,049.57	
Acquisition of investment in associate		20.45	-	

The accompanying notes on pages 14 to 94 are an integral part of these financial statements.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

1. General information

True Corporation Public Company Limited ("the Company") is a public limited company which is incorporated and resident in Thailand. The address of its registered office is 18 True Tower, Ratchadaphisek Road, HuaiKhwang, Bangkok, Thailand. The Company is listed on the Stock Exchange of Thailand.

The Company and its subsidiaries (together "True Group", or "the Group") are principally engaged in the telecommunications and diversified communications industries. The Group's core business is providing telecommunications services and various value-added services, which include, among others, mobile services, broadband internet, WIFI, television and digital platforms.

The Group's activities include those carried out agreements and licences for operation as set out in Note 2.

The consolidated and separate financial statements were authorised for issue by the Board of Directors on 28 February 2019.

2. Agreements and licences for operation

Telephone services

On 8 December 2006, a subsidiary, TICC was granted a Type III licence by NTC for fixed line services. TICC is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licence. The licence will be expired on 7 December 2026.

On 11 October 2014, a subsidiary, TICC was granted a Type I, renewal licence by NBTC for International Calling Cards (ICC). TICC is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licence. The licence will be expired on 10 October 2019.

Internet services

On 19 May 2016, a subsidiary, TIG was granted a Type II, renewal license by NBTC for international internet gateway provision. TIG is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licence. The licence will be expired on 18 May 2021.

On 23 June 2014, a subsidiary, KSC was granted a Type I, renewal licence by NBTC for internet provision. KSC is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licence. The licence will be expired on 22 June 2019.

Mobile Phone services

On 27 January 2011, a subsidiary, BFKT entered into an agreement with CAT to lease telecommunication equipment under HSPA technologies for the term of 14.5 years. Under the terms and conditions of HSPA agreement, BFKT has certain commitments including acquiring, installing, managing and maintaining all equipment necessary to provide mobile phone service using HSPA technology according to the capacity stipulated in the agreement and amended agreement executed on 3 December 2013 for the period of 14.5 years. As consideration of providing such services, BFKT entitles to receive a revenue as stipulated in the agreement.

On 27 January 2011, a subsidiary, RMV entered into a re-sales and wholesales agreement with CAT ("the Agreement"). Under the terms and conditions of the Agreement, RMV provides mobile phone services using HSPA technology wholesale from CAT for the period of 14.5 years. On 16 December 2015, RMV was granted renewal Type I licences by NBTC for resale mobile services and internet services. RMV is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licences. The licences will be expired on 15 December 2020.

These subsidiaries have placed letters of guarantee issued by certain local banks in favour of CAT totalling Baht 200.00 million to guarantee the Group's compliance with the terms of the agreements.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

2. Agreements and licences for operation (Cont'd)

Mobile Phone services (Cont'd)

On 7 December 2012, a subsidiary, TUC was granted the 2.1 IMT GHz Bandwidth licence by NBTC. The licence awarded three spectrums bandwidth licence and authorized TUC to provide mobile service under those spectrums bandwidth for 15 years. The expiry date of licence is on 6 December 2027. TUC must comply with the terms and conditions stipulated in the licence.

On 4 December 2015, a subsidiary, TUC was granted the 1800 MHz Bandwidth licence by NBTC. The licence covered with two spectrums bandwidth licence and authorised TUC to provide mobile service under those spectrums bandwidth for 18 years. The expiry date of licence is on 15 September 2033. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.

On 14 March 2016, a subsidiary, TUC was granted with the 900 MHz Bandwidth licence by NBTC. The licence authorised TUC to provide mobile service for 15 years. The expiry date of licence is on 30 June 2031. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence. TUC has placed letter of guarantee issued by local banks in favour of NBTC totaling Bath 68,734.66 million (including value added tax) for the unpaid licence fee.

Pay-TV services

The Group has invested in True Cable. True Cable is engaged in the operation of pay television networks (Cable Television) under the agreement granted by MCOT on 6 June 1994 an amendment thereto on 9 November 1994 which will be expired on 31 December 2019. Under the aforementioned agreement, True Cable is required to pay annual fees to MCOT based on a fixed percentage of revenue from subscription and installation or at the minimum fee as specified in the agreement, whichever is higher (Note 38). In addition, True Cable must transfer the ownership of certain equipment procured for the operations of television networks to MCOT within the periods specified in the agreement.

True Cable has placed letters of guarantee issued by certain local banks in favour of MCOT totalling Baht 36.20 million to guarantee the Group's compliance with the terms of the agreement.

A subsidiary, TVG was granted with broadcasting network license for non - frequency business at national level over the period of 15 years which will expire on 20 January 2028. TVG and its subsidiaries, CNP and PTE were granted with several licences for the operation of television broadcasting service, which were awarded by the NBTC. Under the terms and conditions of the service licence the subsidiaries are committed to pay annual fee to NBTC and revenue contribution at a certain percentage stipulated in the licence.

On 25 April 2014, NBTC granted the licence for the spectrum of television broadcasting service via digital system to True4U and TNN, subsidiaries of the Group. The licence awarded the right to utilise spectrum bandwidth to operate Standard Variety channel for True4U and to operate News Channel for TNN over the period of 15 years. The subsidiaries must comply with the terms and conditions and pay the licence fee as stipulated in the licence.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

3. Accounting policies

The principal accounting policies adopted in the preparation of these consolidated and separate financial statements are set out below.

3.1 Basis of preparation

The consolidated and separate financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai financial reporting standards issued under the Accounting Profession Act B.E. 2547, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention as modified by the revaluation of trading and available-for-sale securities at fair value.

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 6.

An English version of the consolidated and separate financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

3.2 Revised accounting standards, revised financial reporting standards, and related interpretations

3.2.1 Revised financial reporting standards are effective for annual periods beginning on or after 1 January 2018 which have significant changes and are relevant to the Group.

TAS 7 (revised 2017)	Statement of cash flows
TAS 12 (revised 2017)	Income taxes

TAS 7 (revised 2017), the amendments require additional disclosure of changes in liabilities arising from financing activities. This includes changes arising from cash and non-cash.

TAS 12 (revised 2017), the amendments clarify the accounting for deferred tax where an asset is measured at fair value and that fair value is below the asset's tax base. Specifically, the amendments confirm that:

- A temporary difference exists whenever the carrying amount of an asset is less than its tax base at the end of the reporting period.
- An entity can assume that it will recover an amount higher than the carrying amount of an asset to estimate its future taxable profit.
- Where the tax law restricts the source of taxable profits against which particular types of deferred tax assets can be recovered, the recoverability of the deferred tax assets can only be assessed in combination with other deferred tax assets of the same type.
- Tax deductions resulting from the reversal of deferred tax assets are excluded from the estimated future taxable profits.

The Group's management assessed and considered that the above revised standards do not have a significant impact on the Group except for disclosure.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

3. Accounting policies (Cont'd)

3.2 Revised accounting standards, revised financial reporting standards, and related interpretations (Cont'd)

3.2.2 New and revised financial reporting standards and interpretation which have been issued but not yet effective.

3.2.2.1 The FAP has issued new standard, TFRS15 Revenue from contracts with customers. This standard will become effective for annual periods beginning on or after 1 January 2019. The Group has not early adopted this standard.

TFRS 15 Revenue from contracts with customers will supersede the following standards:

TAS 11 (revised 2017)	Construction contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue - barter transactions involving advertising services
TFRIC 13 (revised 2017)	Customer loyalty programmes
TFRIC 15 (revised 2017)	Agreements for the construction of real estate
TFRIC 18 (revised 2017)	Transfers of assets from customers

The new standard is based on the principle that revenue is recognized when control of a good or service transfers to a customer - so the notion of control replaces the existing notion of risks and rewards.

An entity recognizes revenue in accordance with that core principle by applying the following steps:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognizes revenue when (or as) the entity satisfies a performance obligation

Key changes to current practice are:

- Any bundled goods or services that are distinct must be separately recognised, and any discounts or rebates on the contract price must generally be allocated to the separate elements
- Revenue may be recognised earlier than under current standards if the consideration varies for any reasons (such as for incentives, rebates, performance fees, royalties, success of an outcome etc.) - minimum amounts must be recognised if they are not at significant risk of reversal
- The point at which revenue is able to be recognised may shift: some revenue which is currently recognised at a point in time at the end of a contract may have to be recognised over the contract term and vice versa
- There are new specific rules on licenses, warranties, non-refundable upfront fees and, consignment arrangements
- As with any new standard, there are also increased disclosures.

Entities will have a choice to apply this standard retrospectively in accordance with TAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, subject to the expeditors or retrospectively with the cumulative effect recognized as an adjustment to the opening balance of retained earnings of the annual reporting period that includes the date of initial application with additional disclosures.

The Group's management is currently assessing the impact of initial adoption of this standard.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

3. Accounting policies (Cont'd)

3.2 Revised accounting standards, revised financial reporting standards, and related interpretations (Cont'd)

3.2.2 New and revised financial reporting standards and interpretation which have been issued but not yet effective. (Cont'd)

3.2.2.2 Revised financial reporting standards will become effect for annual periods beginning on or after 1 January 2019 and are relevant to the Group. The Group has not yet adopt these standards.

TAS 28 (revised 2018)	Investments in associates and joint ventures
TAS 40 (revised 2018)	Investment Property
TFRIC 22	Foreign Currency Transactions and Advance Consideration

TAS 28, the amendment clarifies that the election by venture capital organisations, mutual funds, unit trusts and similar entities to measure investments in associates or joint ventures at fair value through profit or loss should be made separately for each associate or joint venture at initial recognition.

TAS 40, the amendments clarify that transfers to, or from, investment property can only be made if there has been a change in use that is supported by evidence. A change in use occurs when the property meets, or ceases to meet, the definition of investment property. A change in intention alone is not sufficient to support a transfer.

The TFRIC 22 interpretation provides guidance for determining the exchange rate to be used on the initial recognition of a related asset, expense or income where an entity pays or receives an advance consideration in a foreign currency. The interpretation requires an entity to use the exchange rate at the date on which an entity recognises the non-monetary assets, such as prepayments and advances, or non-monetary liability, such as deferred income arising from the advance consideration. If there are multiple advance payments or receipts of payments, the exchange rate is to be used on the date when each non-monetary asset or liability is recognised.

3.2.2.3 The group of financial reporting standards related to financial instruments is effective for annual periods beginning on or after 1 January 2020. They comprise accounting standards and financial reporting standards as shown below. The early application is permitted only for the period beginning on or after 1 January 2019.

TAS 32	Financial instruments: Presentation
TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments
TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

The above new standards will supersede the following standards:

TAS 101	Bad and Doubtful Debts
TAS 103	Disclosures in the Financial Statements of Bank and Similar Financial Institutions
TAS 104	Accounting for Troubled Debt Restructuring
TAS 105	Accounting for Investment in Debts and Equity securities
TAS 106	Accounting for Investment Companies
TAS 107	Financial Instruments: Disclosure and Presentation

TAS 32 Financial Instruments: Presentation, provides the requirements for the presentation financial instruments as liabilities or equity and for offsetting financial assets and financial liabilities. It applies to the classification of financial instruments, from the perspective of the issuer, into financial assets, financial liabilities and equity instruments; the classification of related interest, dividends, losses and gains; and the circumstances in which financial assets and financial liabilities should be offset.

TFRS 7 Financial Instruments: Disclosures, provides the requirements for the disclosure that are intended to enable users to evaluate the significance of financial instruments for an entity's financial position and performance, and to understand the nature and extent of risks arising from those financial instruments to which the entity is exposed during the period and at the end of the reporting period, and how the entity manages those risks.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

3. Accounting policies (Cont'd)

3.2 Revised accounting standards, revised financial reporting standards, and related interpretations (Cont'd)

3.2.2 New and revised financial reporting standards and interpretation which have been issued but not yet effective. (Cont'd)

3.2.2.3 The group of financial reporting standards related to financial instruments is effective for annual periods beginning on or after 1 January 2020. They comprise accounting standards and financial reporting standards as shown below. The early application is permitted only for the period beginning on or after 1 January 2019. (Cont'd)

TFRS 9 Financial Instruments, establishes principles for the classification, measurement and derecognition of financial assets and financial liabilities, impairment requirement and hedge accounting as follows:

- Classification and measurement:
 - The classification and measurement of debt instrument financial assets has three classification categories, which are amortised cost, fair value through profit or loss and fair value through other comprehensive income. Classification of debt assets will be driven by the entity's business model for managing the financial assets and contractual cash flows characteristics of the financial assets.
 - Equity instrument financial assets shall be measured at fair value through profit or loss. An entity can make an irrevocable election to recognise the fair value change in other comprehensive income without subsequent recycling to profit or loss.
 - Financial liabilities are classified and measured at amortised cost. An entity can choose to measure a liability at fair value through profit or loss when the conditions are met.
 - Derivatives are classified and measured at fair value through profit or loss.
- The impairment requirements relating to the accounting for an entity's expected credit losses on its financial assets measured at amortised cost, investments in debt instruments measured at fair value through other comprehensive income, lease receivables, loan commitments and financial guarantee contracts. It is no longer necessary for a credit event to have occurred before credit losses are recognised. The entity always accounts for expected credit losses which involves a three stage approach. The stage dictates how the entity measures impairment losses and applies the effective interest rate method. Except for trade receivables and contractual assets which apply in TFRS 15 and are no significant financial components and lease receivables, they are permitted to measure by simplified approach for credit impaired consideration.
- The objective of hedge accounting is to represent, in the financial statements, the effect of an entity's risk management activities that use financial instruments to manage exposures arising from particular risks that could affect profit or loss (or other comprehensive income, in the case of investments in equity instruments for which an entity has elected to present changes in fair value in other comprehensive income). This approach aims to convey the context of hedging instruments for which hedge accounting is applied in order to allow insight into their purpose and effect.

TFRIC 16 Hedges of a Net Investment in a Foreign Operation, clarifies the accounting treatment in respect of net investment hedging, provides guidance on identifying the foreign currency risks that qualify as a hedged risk. Clarifying that hedging instruments that are hedges of a net investment in a foreign operation may be held anywhere in the group not only by the parent. This includes the guidance on how an entity should determine the amount to be reclassified from equity to profit or loss for both the hedging instrument and the hedged item.

TFRIC 19 Extinguishing financial liabilities with equity instruments, provides the requirements for accounting treatment when the entity issues equity instruments to a creditor to extinguish all or part of a financial liability. The equity instruments issued shall be measured at fair value. The entity shall remove a financial liability (or part of a financial liability) from its statement of financial position when it is extinguished in accordance with TFRS 9. The difference between the carrying amount of the financial liability (or part of a financial liability) extinguished and the fair value of equity instruments issued shall be recognised in profit or loss.

The Group's management is currently assessing the impact of initial adoption of these standards.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

3. Accounting policies (Cont'd)

3.3 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Thai Baht, which is the company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gain and loss resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognised in profit and loss, any exchange component of that gain or loss is recognised in profit and loss.

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each statement of comprehensive income are translated at average exchange rates; and
- All resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

3.4 Cash and cash equivalents

In the consolidated and separate statements of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the consolidated and separate statements of financial position, bank overdrafts are shown within borrowings in current liabilities.

3.5 Investments

Investments other than investments in subsidiaries, associates and interests in joint ventures are classified into the following four categories: (1) trading investments; (2) held-to-maturity investments; (3) available-for-sale investments; and (4) general investments. The classification is dependent on the purpose for which the investments were acquired. Management determines the appropriate classification of its investments at the time of the purchase and re-evaluates such designation on a regular basis.

1. Investments that are acquired principally for the purpose of generating a profit from short-term fluctuations in price are classified as trading investments and included in current assets.
2. Investments with fixed maturity that the management has the intent and ability to hold to maturity are classified as held-to-maturity.
3. Investments intended to be held for an indefinite period of time, which may be sold in response to liquidity needs or changes in interest rates, are classified as available-for-sale
4. Investments in non-marketable equity securities are classified as general investments.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

3. Accounting policies (Cont'd)

3.5 Investments (Cont'd)

All categories of investment are initially recognised at cost, which is equal to the fair value of consideration paid plus transaction cost.

Trading investments and available-for-sale investments are subsequently measured at fair value. The unrealised gain and loss of trading investments are recognised in profit or loss. The unrealised gain and loss of available-for-sale investments are recognised in other comprehensive income.

Held-to-maturity investments are carried at amortised cost using the effective yield method less impairment loss.

General investments are carried at cost less impairment loss.

A test for impairment is carried out when there is a factor indicating that an investment might be impaired. If the carrying value of the investment is higher than its recoverable amount, impairment loss is charged to profit or loss.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit or loss. When disposing of part of the Group's holding of a particular investment in debt or equity securities, the carrying amount of the disposed part is determined by the weighted average carrying amount of the total holding of the investment.

3.6 Trade accounts receivables

Trade accounts receivable are carried at the original invoice amount and subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year-end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognised in profit or loss under administrative expenses.

3.7 Inventories

Inventories are stated at the lower of cost or net realisable value. Cost is determined by the moving average cost method. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charges, less all attributable discounts, allowances or rebates. The cost of finished goods and work in progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimation of the selling price in the ordinary course of business, less applicable variable selling expenses. Allowance is made, where necessary, for obsolete, slow-moving and defective inventories.

3.8 Investment property

Investment property comprise land and property under develop.

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Investment property is measured initially at its cost, including related transaction costs.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

After initial recognition, investment property is carried at cost less any accumulated depreciation and impairment loss.

Land is not depreciated.

Depreciation on investment properties is calculated using the straight line method to allocate their cost to their residual values over their estimated useful lives.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

3. Accounting policies (Cont'd)

3.9 Construction contracts

A construction contract is a contract specifically negotiated for the construction of an asset or a combination of assets that are closely interrelated or interdependent in terms of their design, technology and functions or their ultimate purpose or use.

When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred where it is probable those costs will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When the outcome of a construction contract can be estimated reliably and it is probable that the contract will be profitable, contract revenue is recognised over the period of the contract. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Costs incurred in the year in connection with future activity on a contract are excluded from contract costs in determining the stage of completion. They are presented as inventories, prepayments or other assets, depending on their nature.

The Group presents as an asset the gross amount due from customers for contract work for all contracts in progress and for which costs incurred plus recognised profits (less recognised losses) exceed progress billings. Progress billings not yet paid by customers and retention are included within 'trade and other receivables'. The Group presents as a liability the gross amount due to customers for contract work for all contracts in progress for which progress billings exceed costs incurred plus recognised profits (less recognised losses).

3.10 Investments in subsidiaries, associates and interests in joint ventures

(a) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method of accounting to account for business combinations, except business combination under common control. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognise and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

3. Accounting policies (Cont'd)

3.10 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(a) Subsidiaries (Cont'd)

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

A list of the Group's principal subsidiaries are set out in Note 20.

(b) Transactions and non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gain or loss on disposals to non-controlling interests are also recorded in equity.

(c) Disposal of subsidiaries

When the Group ceases to have control it shall cease to consolidate its subsidiaries. Any retained interest in the entity is re-measured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

(d) Business combination under common control

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquiree in the proportion of interests under common control at the carrying values of the acquiree presented in the highest level of the consolidation prior to the business combination under common control at the acquisition date. The Group retrospectively adjusted the business combination under common control transactions as if the combination occurred from the beginning of period of which the financial statements in the previous period are comparatively presented in accordance with the guidance of business combination under common control as issued by the Federation of Accounting Professions.

Costs of business combination under common control are the aggregated amount of fair value of assets transferred, liabilities incurred and equity instruments issued by the acquirer at the date of which the exchange in control occurs. Other costs directly attributable to business combination under common control, such as professional fees of legal advisors and other advisors, registration fees, and costs relating to preparation of information for shareholders, are capitalised as an investment in the separate financial statements while immediately recognised as expenses in the consolidated financial statements in the period of which the business combination occurs.

The difference between costs of business combination under common control and the acquirer's interests in the carrying value of the acquiree is presented as "Surplus arising from business combination under common control" in equity and is derecognised when the investment is disposed.

(e) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting.

A list of the Group's principal associates are set out in Note 20.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
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3. Accounting policies (Cont'd)

3.10 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(f) Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor, rather than the legal structure of the joint arrangements.

Joint operations

A joint operation is a joint arrangement whereby the Group has rights to the assets, and obligations for the liabilities relating to the arrangement. The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings.

Joint venture

A joint venture is a joint arrangement whereby the Group has rights to the net assets of the arrangement. Interests in joint ventures are accounted for using the equity method.

The details of the Group's principal joint ventures are set out in Note 20.

(g) Accounting under equity method

Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in associates and joint ventures is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate. Profit or loss from reduce of the ownership interest in an associates and joint ventures is recognise in profit or loss.

The Group's share of its associates and joint ventures' post-acquisition profits or losses is recognised in the profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in associates and joint ventures equals or exceeds its interest in the associates and joint ventures, together with any long-term interests that, in substance, form part of the entity's net investment in the associates or joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates and joint ventures.

The Group determines at each reporting date whether there is any objective evidence that the investments in the associates and joint ventures are impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the investments and its carrying value and recognises the amount adjacent to share of profit (loss) of associates and joint ventures in profit or loss.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associates and joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates and joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

(h) Separate financial statement

In the separate financial statements, investments in subsidiaries, associates and joint ventures are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

True Corporation Public Company Limited
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3. Accounting policies (Cont'd)

3.11 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Details of useful lives are as follows:

	Years
Land improvement	20
Buildings and improvements	10 - 40
Telephone network equipment	
- Switching equipment	15
- Transmission	15 - 35
- Outside plant	15 - 35
- Mobile phone network equipment	8 - 30
- Wifi equipment	5 - 25
Public phone	8 - 15
Power supply and computer	5 - 15
Network management systems	15
Pay TV	3 - 20
Multimedia network equipment	5 - 35
Vehicle	5 - 7
Leasehold building improvements	Lease period
Furniture, fixtures, tools and office equipment	5 - 10

The assets' residual values and useful lives are annually reviewed, and adjusted if appropriate, at the end of each reporting period.

The asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gain or loss on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

For the sale and leaseback transaction that results in a finance lease, any excess of proceeds over the carrying amount is deferred and amortised over the lease term.

3.12 Leases - where the Group is the lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Leases of property, plant or equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to profit or loss over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant or equipment acquired under finance leases is depreciated over the shorter period of the useful life of the asset and the lease term.

True Corporation Public Company Limited
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3. Accounting policies (Cont'd)

3.12 Leases - where the Group is the lessee (Cont'd)

For the sale and leaseback transaction that results in a finance lease, any excess of proceeds over the carrying amount is deferred and amortised over the lease term.

For the sale and leaseback transaction that results in an operating lease and the consideration paid under the agreement and the selling price is clearly carried out at fair value, the Group can recognise gain or loss immediately.

Leases - where the Group is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return. Initial direct costs are included in initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Assets leased out under operating leases are included in property, plant and equipment in the statement of financial position. They are depreciated over their expected useful lives on a basis consistent with other similar property, plant and equipment owned by the Group. Rental income (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term.

3.13 Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary undertaking at the date of acquisition. Goodwill on acquisitions of subsidiaries is separately reported in the consolidated statement of financial position.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment loss. Impairment loss on goodwill are not reversed. Gain and loss on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

3.14 Intangible assets

(a) Computer software development costs

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use or sell it;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product; and
- the expenditure attributable to the software product during its development can be reliably measured.

True Corporation Public Company Limited
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3. Accounting policies (Cont'd)

3.14 Intangible assets (Cont'd)

(a) Computer software development costs

Directly attributable costs that are capitalised as part of the software product including the software development employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs recognised as assets are amortised over their estimated useful lives, which does not exceed ten years.

(b) Copyright

Copyright arisen from contractual right agreement between a subsidiary and its related party to grant that related party the right to provide song and/or video clip downloading through the subsidiary's website. Copyright is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the contractual right not exceeding a period of four years.

(c) Film rights and program rights

Film rights and program rights are stated at acquisition cost less accumulated amortisation. Film rights and program rights are recorded as assets and liabilities for rights acquired and obligations incurred under licence agreements when the licence period begins, the cost of each program is known or reasonably determinable, the program material is accepted and it is available for the first showing. Sports rights are written off upon showing the event and general entertainment and films are amortised on a straight-line basis over the shorter of the period of the licence and two years or based on showings where the number of showings is limited or amortised after the first broadcast to be based on the ratio relating to the expected revenue earned from each of the revenue-generated program over the lifetime of planned broadcast but not exceeding five years. Amortisation of film and program rights is included in "Cost of providing services".

(d) Rights to operate

Under the subsidiaries' agreements for operation, the subsidiaries must pay annual fees to the grantors based on either fixed percentages of relevant revenues or at the minimum fee amounts stipulated in the agreements whichever is higher. The rights to operate represent the present value of the minimum fees payable over the agreement periods. The rights to operate are presented in the consolidated statement of financial position as an intangible asset and are amortised using the straight-line method over the agreement periods. Amortisation of rights to operate are included in "Cost of providing services". The rights to operate are not re-valued subsequent to initial recognition but are reviewed annually for impairment.

(e) Service contract

Under the subsidiary's service contract, the service contract represented the present value of the service revenue receivable over the agreement period. The service contract is presented in the consolidated statement of financial position as an intangible asset and are amortised using the straight-line method over the agreement period. The amortisation of service contract is included in "Cost of providing services". The service contract is not re-valued subsequent to initial recognition but are reviewed annually for impairment.

(f) Cost of spectrum licences

Cost of spectrum licences consisted of spectrum licences for mobile service, television broadcasting and other directly attributable cost of licence acquisition. The costs of licence were initial recognition by measuring at the cash equivalent price based on the present value of the consideration at the time of acquisition. The difference between present value of the payment and total payment will be recognised as finance cost over the payment period. Cost of licences at present value will be amortised over the licences period.

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3. Accounting policies (Cont'd)

3.14 Intangible assets (Cont'd)

(g) Right to use transponder

Right to use transponder is under long-term lease agreement and will be amortised over the lease agreement of twelve years which is shorter than its estimated economic useful live.

3.15 Impairment of assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subjected to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

3.16 Subscriber acquisition cost

Subscriber acquisition cost is the cost of essential equipment necessary for customers to use the Group's services, including telephone handsets distributed to subscribers free of charge. Subscriber acquisition cost is amortised over the future economic benefit period not exceeding two years. Subscriber acquisition cost is included in other current assets and other non-current assets.

3.17 Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the taxation authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax is provided on temporary differences arising from investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

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3. Accounting policies (Cont'd)

3.18 Borrowings

Borrowings are recognised initially at the fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective yield method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent that there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of reporting date.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised as expense in the period in which they are incurred.

3.19 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount as been reliably estimated. Provisions are not recognised for future operating loss.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

3.20 Employee benefits

Provident fund

The Group operates a provident fund, being a defined contribution plan. The assets of which are held in a separate trustee-administered fund. The provident fund is funded by payments from employees and by the relevant Group of companies. The Group's contributions to provident fund are charged to the profit or loss in the period to which the contributions relate.

Legal severance pay

Legal severance pay is defined as an amount of retirement benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service, and compensation.

The liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related retirement liability.

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3. Accounting policies (Cont'd)

3.20 Employee benefits

Legal severance pay

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statements of changes in equity.

Past-service costs are recognised immediately in profit or loss.

3.21 Share capital

- (a) Ordinary shares is classified as equity.
- (b) External costs directly attributable to the issue of new shares, other than on a business combination, are shown as a deduction, net of tax, in equity from the proceeds. Share issue costs incurred directly in connection with a business combination are included in the cost of acquisition.
- (c) Dividends on ordinary shares are recognised in equity in the period in which they are declared.

3.22 Revenue recognition

TrueOnline

Telephone usage revenues for local and domestic long distance calls are recognised based on completed call time at the tariffs set by TOT. Where a billing period does not coincide with a calendar month the Company estimates the local call usage based on historical usage. Telephone usage revenue earned but not billed is included in the statement of financial position in accounts receivable.

Inbound and outbound international long distance calls are connected through the CAT network. CAT bills the Company's customers directly for international calls. CAT pays each carrier at the agreed rate per minute for international traffic. The Company recognises international long distance call revenue based on customer usage reported to the Company by CAT.

Revenue from DDN service is recognised rateably over the service period. Annual revenues from DDN service billed but unearned income are included in the statement of financial position in unearned income.

Revenue derived from the installation of fixed lines is recognised on completion of installation services. Unearned advance receipts are included in the statement of financial position in unearned income.

Revenues from public telephone services are recognised according to metered usage and cash received.

Revenues from internet services are recognised according to actual time used by the customers.

TrueMove H

Revenues from mobile phone services are recognised based on completed call time. Cash received from selling of scratch cards is recognised as unearned income until such time that the customers make calls.

Inbound and outbound international long distance calls are connected through the CAT network. CAT bills the Company's customers directly for international calls. CAT pays each carrier at the agreed rate per minute for international traffic. The Company recognises international long distance call revenue based on customer usage reported to the Company by CAT.

Revenue from equipment rental is recognised on an accrual basic at the rates stipulated in the lease agreement. Revenue from providing services is recognised when services are rendered.

Sales of mobile phone are recognised upon delivery of equipment, handsets or customer acceptance.

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3. Accounting policies (Cont'd)

3.22 Revenue recognition (Cont'd)

TrueVisions

Revenues from monthly subscription fees are recognised in the month in which the service is provided, commencing from completion of installation. Monthly subscription fees include a rental charge to subscribers who rent rather than purchase set-top boxes.

Revenues from sponsorship agreements and commissions on media are recognised upon the showing of the program for which the sponsorship payments are made.

Revenue from equipment installation and connection fees are recorded as unearned income when the installation is accomplished and recognised over estimated subscription period.

Revenue from maintenance services is recognised when the maintenance service is completed.

Revenue from the sale of music albums is the invoiced value of goods supplied net of output tax, goods returned and discounts.

Revenues from production of concerts represent the income from production of concerts and shows, which are recognised as income when the concerts and shows have taken place.

Subscription fees received in advance is recorded as deferred revenue and recognised as income when services are rendered according to the terms of subscribers' agreements.

Sales of set-top boxes are recognised on delivery of set-top boxes or customer acceptance.

Group

In accordance with the agreements described in Note 2, MCOT are entitled to receive a share of certain revenues generated by the Group. The revenues sharing are calculated according to the percentage and methodology as stipulated in the agreements. The revenue sharing is included in cost of providing services.

All revenues have been presented net of cash discounts and related cash-based promotions.

Other revenues earned by the Group are recognised on the following basis:

- royalty and rental income - on an accrual basis;
- interest income - on an effective yield basis; and
- dividend income - when the Group's right to receive payment is established.

3.23 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as group management that makes strategic decisions.

3.24 Non-current assets (or disposal groups) held-for-sale

Non-current assets (or disposal groups) are classified as assets held-for-sale when their carrying amount is to be recovered principally through a sale transaction and a sales is considered highly probable. They are stated at the lower of the carrying amount and fair value less cost to sell if their carrying amount is to be recovered principally through a sale transaction rather than through continuing use.

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3. Accounting policies (Cont'd)

3.25 Change in presentation

The Group has considered the fibre optic cable, which are leased out to DIF, should be classified as property, plant and equipment rather than investment property. The Group reclassified these assets to be property, plant and equipment in compliance with Thai Accounting Standard No.16. The reclassification did not have impact to statement of comprehensive income for the year ended 31 December 2017.

The adjustment to the statement of financial position as at 31 December 2017 and 1 January 2017 are as follows:

	As at 31 December 2017			As at 1 January 2017		
	As previously reported Baht Million	Adjustment Baht Million	As restated Baht Million	As previously reported Baht Million	Adjustment Baht Million	As restated Baht Million
Investment property	733.63	(728.10)	5.53	760.47	(754.94)	5.53
Property, plant and equipment	175,462.31	728.10	176,190.41	143,688.35	754.94	144,443.29

4. Restatement

On 15 November 2018, the Group and CAT reached an agreement regarding the ownership of telecom towers, and transferred the ownership of telecommunication towers to CAT. In this regards, the Group has made the retrospective adjustments to the transactions that were recorded of these towers to the consolidated financial statements for the year ended 31 December 2017 to reflect this agreement.

The effect to the consolidated statement of financial position as at 1 January 2017 and as at 31 December 2017, the consolidated statement of comprehensive income for the year ended 31 December 2017 are presented as follow:

	Consolidated		
	As previously reported Baht Million	Adjustment Baht Million	As restated Baht Million
Statement of financial position at 1 January 2017			
Trade and other receivables	36,810.52	(4,276.93)	32,533.59
Other current liabilities	4,098.15	(29.77)	4,068.38
Deficits	(27,287.55)	(4,247.17)	(31,534.72)
Statement of financial position at 31 December 2017			
Trade and other receivables	53,832.19	(6,128.49)	47,703.70
Other current liabilities	4,883.04	(110.08)	4,772.96
Deficits	(25,072.52)	(6,018.41)	(31,090.93)
Statement of comprehensive income for the year ended 31 December 2017			
Revenue from telephone and other services	117,624.26	(1,771.24)	115,853.02
Total comprehensive income for the year	2,474.83	(1,771.24)	703.59
Profit attributable to:			
Shareholders of the parent	2,322.53	(1,771.24)	551.29
Total comprehensive income for the year attributable to:			
Owners of the parent	2,481.00	(1,771.24)	709.76
Basic per share	0.07	(0.05)	0.02

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5. Financial risk management

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain exposures.

(a) Foreign exchange rate risk

Purchases of network equipment are mainly made in foreign currencies. In order to manage the risk arising from fluctuations in currency exchange rates, the Group makes use of forward foreign exchange contracts. Trading of the forward foreign exchange contracts for speculative purpose is prohibited by the Group's policy.

External foreign exchange forward contracts are designated at Group level as hedges of foreign exchange rate risk on specific assets, liabilities and future transactions in Note 5.2.

(b) Interest rate risk

Interest rate risk occurred from the changes in market interest rates which it may impact to the Group's earnings and cash flows. However, the Group income and operating cash flow are not substantially dependent of changes in market interest rates. In addition, the Group has not entered into any financial instruments to protect the interest rate risk.

(c) Credit risk

The Group has no significant concentrations of credit risks. The Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history. Derivative counterparties and cash transactions are limited to high credit quality financial institutions.

(d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group aims at maintaining flexibility in funding by keeping committed credit lines available.

5.2 Accounting for derivative financial instruments and hedging activities

The Group is party to derivative financial instruments comprising of foreign currency forward contracts. Foreign currency forward contracts protect the Group from movements in exchange rates by establishing the rate at which a foreign currency asset will be realised or a foreign currency liability settled.

The instruments are recognised at cost in the financial statements on inception date and at fair value using forward exchange market rates at the end of reporting period. The unrealised gains or losses on the derivative instruments will be recognised in profit or loss statements and as receivable or payable in the statement of financial position on each reporting date. On the settlement date, any increase or decrease in the amount required to realise the asset or settle the liability is offset by a corresponding movement in the value of the forward exchange contract.

Disclosures about derivative financial instruments to which the Group is a party are provided in Note 37.

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6. Critical accounting estimates and judgements

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are outlined below.

6.1 Critical accounting estimates and assumptions

(a) Estimated impairment of goodwill, property, plant and equipment and intangible assets

The Group tests annually whethers. Goodwill has suffered any impairment, in accordance with accounting policy stated in Note 3.15. The Group also considers impairment indicator for property, plant and equipment and intangible assets. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates. The change in the assumption used would impact the recoverable amount.

In testing impairment of goodwill, if the estimated cost of capital used in determining the pre-tax discount rate applied to the discounted cash flows had been 10% higher than management's estimates (for example, 11.10% instead of 10.10%), value in use of goodwill would be higher than carrying value of segment goodwill, then, goodwill for all segments would have not been impaired.

(b) Allowance for doubtful accounts

Allowances for doubtful accounts are intended to adjust the value of receivables for probable credit loss. The management uses judgment to establish reserves for estimated loss for each outstanding debtor. The allowances for doubtful accounts are determined through a combination of percentage of revenues, analysis of debt aging, collection experience, and taking into account of change in the current economic environment. However, the use of different estimates and assumptions could affect the amounts of allowances for receivable loss and adjustments to the allowances may therefore be required in the future.

(c) Useful lives for property, plant and equipment and intangible assets

The Group's property, plant and equipment and intangible assets are deal with telecommunication network and computer system network. The annual depreciation charge is sensitive to the estimated useful lives and residual values allocated to each type of asset. Useful lives and residual values are assessed annually and change when necessary to reflect current situation on their remaining useful lives in light of technological change, prospective economic utilisation and physical condition of the assets concerned.

(d) Deferred tax

Deferred tax assets and liabilities are recognised for temporary difference arising between tax bases of assets and liabilities and their carrying amount for accounting purposes as at the end of reporting date. Significant management judgment is used in considering whether it is highly probable that the Group will generate sufficient taxable profits from its future operations to minimize these deferred tax assets. The Group's assumptions regarding the future taxable profits and the anticipated timing of minimise of deductible temporary differences and significant changes in these assumptions from period to period may have a material impact on financial position and results of operations.

(e) Borrowings

The fair values are based on discounted cash flows using a discount rate based upon the borrowing rate which the director's expect would be available to the Group at the end of reporting date. The change in the discount rate would impact the fair value of the borrowings.

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6. Critical accounting estimates and judgements (Cont'd)

6.1 Critical accounting estimates and assumptions (Cont'd)

(f) Employee benefits

The present value of the employee benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for employee benefit include the discount rate. Any changes in these assumptions will have an impact on the carrying amount of employee benefit obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the employee benefit obligations. In determining the appropriate discount rate, the Group considers the market yield of high-quality government bonds that are denominated in the currency in which the benefits will be paid.

Other key assumptions for employee benefits are based in part on current market conditions. Additional information is disclosed in Note 30.

(g) Service contract

The present value of the service contract on initial date is calculated from the discounted cash flow of estimated revenue from service agreement using a discount rate based upon the Group's Weighted Average Cost of Capital ("WACC"). Any change in these assumptions will have an impact on the carrying amount of service contract.

6.2 Critical judgements in applying the entity's accounting policies

(a) Consolidation of the entity in which the Group holds less than 50%.

Management consider that the Group has de facto control of TKSC even though it has less than 50% of the voting rights. The Group has control and power to govern the financial and operating policies of TKSC and there is no history of other shareholders forming a group to exercise their votes collectively. Consequently, this investment has been classified as a subsidiary and consolidated to the Group's consolidated financial statements.

(b) Investment in associates

Management has assessed the level of influence that the Group has on DIF, TrueAxion and TGS and determined that it has significant influence even though the shareholding are 29.99%, 40.00% and 46.80%, respectively. Consequently, these investments have been classified as associates.

(c) Joint arrangements

The Group holds various percentages of the voting rights of its joint arrangements. The Group has joint control over these arrangements as under the contractual agreements, unanimous consent is required from all parties to the agreements for all relevant activities.

The Group's joint arrangements are structured as limited companies and provide the Group and the parties to the agreements with rights to the net assets of the limited company under the arrangements. Therefore, these arrangements are classified as joint venture.

7. Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to minimise the cost of capital.

In order to maintain or adjust the capital structure, the Group may issue new shares or issue new debentures to finance debts or sell assets to reduce debts.

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8. Consolidated segment information

The Group Management is the Group's Chief operating Decision-Maker ("CODM"). The Group Management has determined the operating segment based on the information internally reviewed on quarterly basis. The following are the Group's reportable segments.

1. TrueMove H
2. TrueOnline
3. TrueVisions

The Group Management considers that the Group operates in a single geographic area, namely in Thailand, and has, therefore, only one major geographic segment. The operating performances are measured based on profit before tax which is more relevant and comparable with other entities in the relevant industries.

No single customer represents a major customer because the Group has large number of customers, who are end users covering business and individuals.

Consolidated reportable segments:

External revenue:

For the years ended 31 December	(Restated)	
	2018 Baht Million	2017 Baht Million
TrueMove H	110,675.31	104,203.38
TrueOnline	40,655.05	25,782.49
TrueVisions	10,489.95	9,533.36
Total	161,820.31	139,519.23

Segment profit (loss) before tax:

For the years ended 31 December	(Restated)	
	2018 Baht Million	2017 Baht Million
TrueMove H	6,748.23	(1,784.23)
TrueOnline	20,828.24	9,132.05
TrueVisions	(542.45)	(1,617.28)
Total	27,034.02	5,730.54
Intersegment	(14,066.58)	(3,869.90)
Total	12,967.44	1,860.64

Segment assets:

At 31 December	(Restated)	
	2018 Baht Million	2017 Baht Million
TrueMove H	361,683.99	331,190.55
TrueOnline	109,234.32	102,717.17
TrueVisions	24,650.38	25,274.73
Total	495,568.69	459,182.45

Segment liabilities:

At 31 December	(Restated)	
	2018 Baht Million	2017 Baht Million
TrueMove H	249,152.88	234,619.54
TrueOnline	105,252.64	87,724.90
TrueVisions	7,279.66	8,653.66
Total	361,685.18	330,998.10

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9. Fair value

9.1 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The following table presents the group's financial assets and liabilities that are measured at fair value at 31 December 2018.

	Consolidated financial statements			
	31 December 2018		31 December 2017	
	Level 1 Baht Million	Level 2 Baht Million	Level 1 Baht Million	Level 2 Baht Million
Assets				
Trading financial assets				
• Mutual fund	-	1.95	-	1.93
Available-for-sale financial assets				
• Equity securities	424.02	-	411.99	-
Derivative receivables	-	249.09	-	6.18
Liabilities				
Derivative payables	-	2,076.30	-	2,889.21
Separate financial statements				
		31 December 2018		31 December 2017
		Level 1 Baht Million	Level 2 Baht Million	Level 1 Baht Million
Asset				
Trading financial assets				
• Mutual fund	-	1.83	-	1.82

9.2 Valuation techniques used to derive Level 1 fair value

The fair value of the investment is based on quoted market price at the statement of financial position date in TSX Venture Exchange of Canada. The fair value are within level 1 of the fair value hierarchy.

9.3 Valuation techniques used to derive Level 2 fair values

Level 2 Trading securities are fair valued using a Net Asset Valuation ("NAV") approach as at period end date. The data is publicly available on the Thai Bond Market Association, which is calculated by fund manager of the mutual fund.

Level 2 Derivatives instruments are measured based on input that are observable for the types of instruments such as foreign exchange rates observable at commonly quoted in publicly available sources on the statements of financial position date.

Level 2 Forward foreign exchange contracts are calculated using the net present value technique which is the estimated amount that a bank would receive or pay to terminate the forward contracts at the financial position date.

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10. Expenses by nature

The following items have been included in arriving at operating results:

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Direct costs related to revenues	41,142.55	41,470.27	0.13	459.52
Network operating and maintenance	14,251.43	12,695.75	202.03	877.66
Staff costs	13,806.14	13,417.06	4,802.27	3,808.91
Selling, advertising and publicity	6,136.20	5,287.89	929.25	787.24
Doubtful accounts	2,142.92	1,830.63	261.30	140.19
Depreciation				
- owned assets	10,267.44	11,933.21	93.40	309.68
- leased assets under finance leases	2,898.16	1,533.00	-	-
Amortisation				
- Intangible assets (Note 23)	13,981.63	14,257.41	12.93	1,178.59
- Others	9,413.26	8,382.35	-	-

11. Finance costs

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Interest expense	5,325.47	5,916.68	1,576.01	1,953.06
Foreign exchange (gain) loss	(61.75)	(134.56)	-	1.02
Finance cost related to licences	2,098.79	2,392.92	-	-
Other financial fees	114.55	118.94	68.26	74.80
Total finance costs	7,477.06	8,293.98	1,644.27	2,028.88

12. Income tax

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Current tax	(284.04)	(174.30)	-	-
Deferred income tax:				
Origination and reversal of temporary differences (Note 24)	(5,725.53)	(1,141.22)	348.09	(306.71)
Income tax	(6,009.57)	(1,315.52)	348.09	(306.71)

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12. Income tax (Cont'd)

The tax on the Group's profit (loss) before tax differs from the tax amount for filing purposes as follows:

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	(Restated) 2017 Baht Million	2018 Baht Million	2017 Baht Million
		2017 Baht Million		2017 Baht Million
Profit before income tax	12,967.44	1,860.64	6,475.26	2,456.63
Tax calculated at the tax rate of 20%	(2,593.49)	(372.13)	(1,295.05)	(491.34)
Income not subject to tax	(23.36)	30.90	701.51	355.06
Expenses not deductible for tax purposes	(6,064.92)	(1,594.61)	(153.00)	(185.59)
Current year tax loss for which no deferred tax asset was recognised	(937.75)	(1,986.95)	-	15.16
Defred tax assets recognised from tax loss	(1,000.06)	-	52.58	-
Utilisation of previously unrecognised deferred tax asset from tax loss	3,852.16	1,976.51	1,042.05	-
Associates results reported, net of tax	757.85	630.76	-	-
Income tax	(6,009.57)	(1,315.52)	348.09	(306.71)

Further information about deferred income tax is presented in Note 24.

13. Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during 2018. The calculation are as follows:

	Consolidated financial statements		Separate financial statements	
	2018	(Restated) 2017	2018	2017
		2018		2017
Profit attributable to owners of the parent (Baht Million)	7,034.59	551.29	6,823.35	2,149.93
Weighted average number of common shares in issue (million shares)	33,368.20	33,368.20	33,368.20	33,368.20
Basic earnings per share (Baht)	0.21	0.02	0.20	0.06

14. Cash and cash equivalents

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
		2017 Baht Million		2017 Baht Million
Cash on hand	740.18	2,136.77	3.82	9.00
Deposits held at call with banks	19,931.58	16,089.97	10,241.63	3,028.38
	20,671.76	18,226.74	10,245.45	3,037.38

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15. Restricted cash at bank

Restricted cash consist of:

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
	Current	Non-current	Current	Non-current
Current	43.67	69.32	43.67	43.99
Non-current	30.69	26.76	-	-
	74.36	96.08	43.67	43.99

Current:

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
	Saving deposits	Time deposits	Saving deposits	Time deposits
Saving deposits	43.67	69.32	43.67	43.99

Non-current:

At 31 December	Consolidated financial statements	
	2018 Baht Million	2017 Baht Million
	Saving deposits	Time deposits
Saving deposits	0.47	0.08
Time deposits	30.22	26.68
	30.69	26.76

Under the terms of loan, financing and supplier agreements, certain subsidiaries have deposited in the security accounts as collateral for the contracted parties.

16. Investments

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
	Current	Non-current	Current	Non-current
Current	2.95	2.91	1.83	1.82
Non-current	1,041.23	955.84	241.74	241.74
Total	1,044.18	958.75	243.57	243.56
Current:				
Time deposits	1.00	0.98	-	-
Trading securities - mutual funds	1.95	1.93	1.83	1.82
Total current investments	2.95	2.91	1.83	1.82

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16. Investments (Cont'd)

Movement of short-term investments can be summarised as follows:

	Consolidated financial statements		Separate financial statements	
	Baht Million	Baht Million	Baht Million	Baht Million
For the year ended 31 December 2018				
Opening net book value		2.91		1.82
Interest received		0.04		0.01
Closing net book value		2.95		1.83

Non-current

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Available for sale				
- equity securities	424.02	411.99	-	-
General investments				
- Non-marketable equity securities	617.21	543.85	241.74	241.74
Total	1,041.23	955.84	241.74	241.74

The analysis of the available for sale securities is as follows:

	Consolidated financial statements			
	31 December 2018		31 December 2017	
	Cost Baht Million	Fair value Baht Million	Cost Baht Million	Fair value Baht Million
Available for sale securities	213.01	213.01	213.01	213.01
<u>Add</u> Fair value adjustment	-	211.01	-	198.98
Total available for sale securities	213.01	424.02	213.01	411.99

Movement of investments in available for sale securities are as follows:

	Consolidated financial statements	
	Baht Million	
For the year ended 31 December 2018		
Opening net book value		411.99
Fair value adjustment		12.03
Closing net book value		424.02

The available for sale securities are restricted to sell for 3 years from the first quarter of 2017. Consequently, the securities are presented as non-current portion.

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16. Investments (Cont'd)

Movement of general investments are as follows:

	Consolidated financial statements	Separate financial statements
	Baht Million	Baht Million
For the year ended 31 December 2018		
Opening net book value	543.85	241.74
Additions	98.36	-
Impairment charge	(25.00)	-
Closing net book value	617.21	241.74

On 25 January 2018, a subsidiary invested in PUUN Intelligent Company Limited amounting to Baht 5,380 representing 5.00% of equity. Subsequently, on 8 March 2018, a subsidiary additionally invested in PUUN Intelligent Company Limited amounting to Baht 6.50 million. On 13 July 2018, a subsidiary additionally invested in PUUN Intelligent Company Limited amounting to Baht 0.50 million. Accordingly, the Group's shareholding interest in PUUN Intelligent Company Limited representing 11.95% of equity.

On 9 April 2018, a subsidiary invested in LotaData, Inc. amounting to Baht 15.72 million representing 4.62% of equity.

On 2 July 2018, a subsidiary invested in Eureka Analytic PTE Ltd. amounting to Baht 75.64 million representing 10.13% of equity.

The Group assessed the impairment of investment in Imperial Technology Management Services Public Company Limited and provision for impairment amounting to Baht 25.00 million was recognised under "Other expenses" in the consolidate financial statements for the year ended 31 December 2018.

17. Trade and other receivables

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	(Restated) 2017 Baht Million	2018 Baht Million	2017 Baht Million
Receivable from TOT	348.19	664.54	348.19	664.54
Billed customers	20,844.04	19,896.53	1,067.00	1,532.84
Receivables and accrued income from related parties (Note 42)	13,814.25	10,738.13	7,677.39	7,914.79
Trade accounts receivable	35,006.48	31,299.20	9,092.58	10,112.17
Accrued income	7,159.92	10,356.45	2,270.22	2,390.96
Domestic roaming receivable	20,288.19	8,706.58	-	-
Total trade accounts receivable	62,454.59	50,362.23	11,362.80	12,503.13
<u>Less</u> Allowance for doubtful accounts	(7,266.22)	(7,051.59)	(3,067.90)	(3,178.92)
Trade accounts receivable, net	55,188.37	43,310.64	8,294.90	9,324.21
Prepaid expenses	3,004.90	2,844.09	81.94	43.08
Other receivable	6,279.88	1,495.08	4.21	57.23
Interest receivable	3.67	53.89	20.51	27.07
Trade account and other receivables	64,476.82	47,703.70	8,401.56	9,451.59

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17. Trade and other receivables (Cont'd)

Outstanding trade accounts receivable as at 31 December can be analysed as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	(Restated) 2017 Baht Million	2018 Baht Million	2017 Baht Million
Current	13,898.58	12,699.59	1,573.18	1,601.27
Less than 3 months	8,359.78	8,168.83	4,215.05	2,057.18
3 - 6 months	3,173.65	1,922.53	657.08	1,757.41
6 - 12 months	2,795.69	3,245.37	1,019.27	982.45
More than 12 months	6,778.78	5,262.88	1,628.00	3,713.86
Trade accounts receivable	35,006.48	31,299.20	9,092.58	10,112.17
Accrued income	7,159.92	10,356.45	2,270.22	2,390.96
Domestic roaming receivable	20,288.19	8,706.58	-	-
Total trade accounts receivable	62,454.59	50,362.23	11,362.80	12,503.13
<u>Less</u> Allowance for doubtful accounts	(7,266.22)	(7,051.59)	(3,067.90)	(3,178.92)
Trade accounts receivable, net	55,188.37	43,310.64	8,294.90	9,324.21

RMV, a subsidiary providing mobile phone service under the re-sales and wholesales agreement with CAT, roams the mobile service to TUC's network. TUC recognises domestic roaming receivable from CAT at the invoice balance and RMV recognises domestic roaming payable charged by CAT at the invoice balance at the same amount in the consolidated statement of financial position. The Group recognises the net balance in the consolidated statement of comprehensive income. As at 31 December 2018, domestic roaming receivable amounting to Baht 20,288.19 million (2017: Baht 8,706.58 million) and domestic roaming payable amounting Baht 20,288.19 million (2017: Baht 8,706.58 million) (Note 27) are presented separately in the consolidated statement financial position.

Concentrations of credit risk with respect to trade accounts receivable are limited due to the Group has large number of customers, who are end users of telephone services, covering business and individuals. The Group's experience in the collection of accounts indicates that the allowance provided will be sufficient. Due to these factors, management believes that no additional credit risk beyond amounts provided for collection losses is inherent in the Group's trade accounts receivable.

As at 31 December 2018, trade accounts receivable, in the consolidated and separate statements of financial position included accrued income from TOT amount of Baht 256.98 million (2017: Baht 256.98 million) in respect of interconnection fee for TOT service because TOT has not provided sufficient and clarified information to enable the Company to agree with its fee calculation method. The Company has accounted for interconnection fee based on the Company's international call usage records. This matter is under negotiation with TOT. The Company's management believes that the amount is recoverable.

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18. Inventories

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Inventories related to networks				
Spareparts for networks (at cost)	275.95	195.98	233.36	146.64
<u>Less</u> Allowance for decline in value	(137.21)	(137.21)	(137.21)	(137.21)
Spareparts for networks, net	138.74	58.77	96.15	9.43
Work in process (at cost)	551.82	6,196.09	-	-
Total inventories related to networks, net	690.56	6,254.86	96.15	9.43
Merchandise				
Merchandise (at cost)	7,155.62	10,968.01	3.63	3.03
<u>Less</u> Allowance for decline in value	(397.32)	(373.79)	(1.20)	(1.20)
Total merchandise, net	6,758.30	10,594.22	2.43	1.83
Inventories, net	7,448.86	16,849.08	98.58	11.26

During 2018, the damage and obsolete inventories were charged to the consolidated profit or loss for Baht 23.53 million (2017: the reversal of damage and obsolete inventories were credited to the consolidated profit or loss for Baht 32.20 million).

19. Other current assets

As at 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Value added tax pending receipt of tax invoices				
	2,814.57	2,966.45	107.45	62.21
Film and program right (Note 23)	415.22	415.35	-	-
Subscriber acquisition cost, net	7,327.13	6,954.17	-	-
Derivative receivables	161.09	6.12	-	-
	10,718.01	10,342.09	107.45	62.21

Subscriber acquisition cost comprises mainly essential equipment necessary for customers to use the Group's services, includings telephone handset distributed to subscribers free of charge. Subscriber acquisition cost is amortised over the future economic benefit. Addition in subscriber acquisition cost was of Baht 8,086.50 million (2017: Baht 9,316.34 million). The amortisation charged in the consolidated financial statements was Baht 9,330.31 million (2017: Baht 8,382.35 million).

20. Investments in subsidiaries, associates and interests in joint ventures

20.1 Investment in subsidiaries

Movements of investments in subsidiaries are as follows:

For the years ended 31 December	Separate financial statements	
	2018 Baht million	2017 Baht million
Opening net book value	181,028.38	178,678.26
Additional investments	-	4,500.00
Liquidation of subsidiary	-	(2,149.88)
Closing net book value	181,028.38	181,028.38

20. Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

At 31 December 2018

Separate financial statements

Business	Relationship	Paid-up capital Baht Million	% Ownership interest	Investment - at cost Baht Million	Allowance for impairment Baht Million	Net investment Baht Million
Subsidiaries						
Telecom Holding Co., Ltd.	Holding company	Shareholder	46,019.04	100.00	46,019.04	10,271.43
True Move H Universal Communication Co., Ltd.	Wireless Telecommunication services Holding company	Shareholder	144,843.77	100.00	144,843.77	-
K.I.N. (Thailand) Co., Ltd	Telecommunication and internet services	Shareholder	192.70	93.62	180.40	144,843.77
True International Gateway Co., Ltd.	Telecommunication services	Shareholder	436.00	100.00	436.00	-
True Public Communication Co., Ltd.	Production and distribution of movie films	Shareholder	97.00	100.00	97.00	436.00
True Vista Co., Ltd.	Telecommunication services and Internet solution provider	Shareholder	46.63	100.00	46.63	-
Total investment in subsidiaries		Shareholder	10,000.00	0.01	1.00	1.00
				191,623.84	10,595.46	181,028.38

At 31 December 2017

Separate financial statements

Business	Relationship	Paid-up capital Baht Million	% Ownership interest	Investment - at cost Baht Million	Allowance for impairment Baht Million	Net investment Baht Million
Subsidiaries						
Telecom Holding Co., Ltd.	Holding company	Shareholder	46,019.04	100.00	46,019.04	10,271.43
True Move H Universal Communication Co., Ltd.	Wireless Telecommunication services Holding company	Shareholder	144,843.77	100.00	144,843.77	-
K.I.N. (Thailand) Co., Ltd	Telecommunication and internet services	Shareholder	192.70	93.62	180.40	144,843.77
True International Gateway Co., Ltd.	Telecommunication services	Shareholder	436.00	100.00	436.00	-
True Public Communication Co., Ltd.	Production and distribution of movie films	Shareholder	97.00	100.00	97.00	436.00
True Vista Co., Ltd.	Telecommunication services and Internet solution provider	Shareholder	46.63	100.00	46.63	-
Total investment in subsidiaries		Shareholder	10,000.00	0.01	1.00	1.00
				191,623.84	10,595.46	181,028.38

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20. Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Subsidiary undertakings

Name of subsidiaries	% Ownership	Business	Country of incorporation
AP&J Production Co., Ltd.	70.00	Entertainment	Thailand
Asia Wireless Communication Co., Ltd.	100.00	Mobile equipment Lessor	Thailand
Bangkok Inter Teletech Public Company Limited	99.74	Holding company	Thailand
BFKT (Thailand) Limited	100.00	Mobile equipment Lessor	Thailand
Cineplex Co., Ltd.	100.00	Program production	Thailand
Hutchison CAT Wireless MultiMedia Limited	68.20	Dormant	Thailand
Hutchison MultiMedia Services (Thailand) Limited	100.00	Dormant	Thailand
Hutchison Telecommunications (Thailand) Company Limited	100.00	Dormant	Thailand
Hutchison Wireless MultiMedia Holdings Limited	92.26	Holding company	Thailand
Internet Knowledge Service Center Co., Ltd.	56.93	Non-government telecommunication	Thailand
KSC Commercial Internet Co., Ltd.	56.84	Internet services provider	Thailand
MKSC World Dot Com Co., Ltd.	91.08	Internet services and distributor	Thailand
Panther Entertainment Co., Ltd.	99.99	Artist management and related business	Thailand
Real Move Co., Ltd.	99.74	Reseller of mobile phone service	Thailand
Samut Pakan Media Corporation Co., Ltd.	99.69	Dormant	Thailand
Satellite Service Co., Ltd.	99.53	Dormant	Thailand
SM True Co., Ltd.	51.00	Artist management and related business	Thailand
Song Dao Co., Ltd.	99.71	Dormant	Thailand
Tele Engineering and Services Co., Ltd.	100.00	Dormant	Thailand
Telecom Asset Management Co., Ltd.	100.00	Marketing management	Thailand
Telecom Holding Co., Ltd.	100.00	Holding company	Thailand
Telecom KSC Co., Ltd.	34.39	Dormant	Thailand
Thai News Network (TNN) Co., Ltd.	100.00	News Channel	Thailand
True Digital & Media Platform Co., Ltd.	100.00	Trading and internet provider including online digital media services on website and telecommunication devices	Thailand
True Digital Park Co., Ltd.	100.00	Business solution provider	Thailand
True Distribution and Sales Co., Ltd.	99.70	Distribution Center Services	Thailand
True E-Logistics Co., Ltd. (formerly "True Information Technology Co., Ltd.")	100.00	Consultancy and management services related to logistics	Thailand
True4U Station Co., Ltd.	100.00	Television and related business	Thailand
True Icontent Co., Ltd.	100.00	Contents provider	Thailand
True Incube Co., Ltd.	100.00	Holding Company	Thailand
True International Communication Co., Ltd.	100.00	Dormant	Thailand
True International Gateway Co., Ltd.	100.00	Telecommunication and internet service	Thailand
True Internet Corporation Co., Ltd.	100.00	Telecommunication services and internet solution provider	Thailand
True Life Plus Co., Ltd.	100.00	Telecommunication services reseller	Thailand
True Media Solutions Co., Ltd.	100.00	Advertising sale and agency	Thailand
True Move Co., Ltd.	99.70	Telecommunication management service	Thailand
True Move H Universal Communication Co., Ltd.	100.00	Wireless Telecommunication services	Thailand
True Multimedia Co., Ltd.	91.08	Mobile equipment lessor	Thailand
True Music Co., Ltd.	99.67	Content provider	Thailand
True Public Communication Co., Ltd.	100.00	Dormant	Thailand
True Touch Co., Ltd.	100.00	Call centre services	Thailand
True United Football Club Co., Ltd.	70.00	Football Club and related activities management	Thailand
True Visions Cable Public Company Limited	99.10	Pay Television via cable system	Thailand
True Visions Group Co., Ltd.	100.00	Pay Television	Thailand
True Visions Public Company Limited	99.53	Dormant	Thailand
True Vistas Co., Ltd.	100.00	Production and distribution of movie films	Thailand

True Corporation Public Company Limited
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20. Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Subsidiary undertakings (Cont'd)

Name of subsidiaries	% Ownership	Business	Country of incorporation
K.I.N. (Thailand) Co., Ltd.	100.00	Holding company	British Virgin Island
Gold Palace Investments Limited	100.00	Holding company	British Virgin Island
Golden Light Co., Ltd.	100.00	Holding company	Republic of Mauritius
Goldsky Co., Ltd.	100.00	Holding company	Republic of Mauritius
Rosy Legend Limited	99.74	Holding company	British Virgin Island
Prospect Gain Limited	100.00	Holding company	British Virgin Island
True Internet Technology (Shanghai) Company Limited	100.00	Developing, designing, producing and sale of software products	China
True Trademark Holdings Company Limited	100.00	Holding company	British Virgin Island

Even though the Group has investment in TKSC only at 34.39%, the Group has control and power to govern the financial and operating policies of TKSC. Therefore, TKSC is classified as subsidiary of the Group.

Transactions incurred during 2018:

On 31 May 2018, a subsidiary additionally invested in the wholly owned subsidiary, TDPK amounting to Baht 99.75 million.

On 26 December 2018, Bboyd, a 84.67% owned subsidiary was liquidated and the Group reclassified gain from changes in ownership interests, which previously recognised in other component of equity, directly to retained earnings amounting to Baht 14.04 million.

Transactions incurred during 2017:

On 3 January 2017, the Company additionally invested in the wholly owned subsidiary, TH, amounting to Baht 4,500.00 million.

On 6 January 2017, a subsidiary invested in TDMP, a newly established company amounting to Baht 1.00 million. TDMP engages in online digital media services on website and telecommunication devices.

On 17 February 2017, TMR, a 69.94% owned subsidiary, completed the liquidation process. The Group recognised gain from liquidation amounting to Baht 5.28 million in the consolidated financial statements for the year ended 31 December 2017.

On 28 February 2017, a wholly owned subsidiary, TI has entered into the Business transfer agreement to transfer entire business to TICC, a subsidiary of the Group. Later, on 13 June 2017, TI registered for liquidation with the Ministry of Commerce. The Company received proceeds amounting to Baht 2,134.45 million in return of invested capital and recognised loss from liquidation of Baht 15.43 million under "Other expense" in the separate financial statements for the year ended 31 December 2017.

On 11 August 2017, a subsidiary invested in TDPK, a newly established company amounting to Baht 1.00 million. TDPK engages in one-stop services and business solutions provider.

Non-controlling interests

The total non-controlling interest as of 31 December 2018 is Baht 592.67 million (2017: Baht 669.55 million), of which Baht 455.16 million (2017: Baht 497.88 million) belongs to TM. The remaining non-controlling interest is in IKSC, BITCO, TVG, and HWMH. Total amount of non-controlling interest is considered immaterial to the Group's equity.

True Corporation Public Company Limited
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For the year ended 31 December 2018

20. Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

Investments in associates and interests in joint ventures

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Associates	21,839.62	16,482.63	28,181.43	16,327.91
Joint ventures	108.34	56.49	-	-
	21,947.96	16,539.12	28,181.43	16,327.91

The amounts recognised in the statement of comprehensive income are as follows:

For the years ended 31 December	Consolidated financial statements	
	2018 Baht Million	2017 Baht Million
Share of result		
- Associates	3,830.16	3,209.39
- Joint ventures	1.63	(16.79)
Elimination	3,831.79	3,192.60
	(42.53)	(38.80)
	3,789.26	3,153.80

20.2 Investment in associates

	Consolidated financial statements					
	Business	Relationship	Paid-up capital Baht Million	% Ownership interest	Investment - at cost Baht Million	Investment - at equity Baht Million
Associates						
Digital Telecommunications Infrastructure Fund	Invest in telecommunication infrastructure	Shareholder	93,379.43	29.99	33,821.42	21,799.33
True GS Co., Ltd. True Axion Interactive Ltd.	Home shopping Game and application development	Shareholder	340.00	46.80	159.11	-
		Shareholder	177.00	40.00	56.05	40.29
Total investment in associates					34,036.58	21,839.62
	Consolidated financial statements					
	Business	Relationship	Paid-up capital Baht Million	% Ownership interest	Investment - at cost Baht Million	Investment - at equity Baht Million
Associates						
Digital Telecommunications Infrastructure Fund	Invest in telecommunication infrastructure	Shareholder	58,080.00	28.11	16,327.91	16,453.68
True GS Co., Ltd. True Axion Interactive Ltd.	Home shopping Game and application development	Shareholder	340.00	46.80	159.11	-
		Shareholder	89.00	40.00	35.60	28.95
Total investment in associates					16,522.62	16,482.63

All associates are incorporated in Thailand.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

20. Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

20.2 Investment in associates (Cont'd)

Movement of interest in associates are as follows:

	Consolidated financial statements	Baht Million
For the year ended 31 December 2018		
Opening net book value	16,482.63	
Additions	17,514.88	
Unrealised gain from assets sale (Note 41)	(13,828.35)	
Share of results	3,830.16	
Dividends received (Note 42)	(2,159.70)	
Closing net book value	<u>21,839.62</u>	

Transaction incurred during 2018

On 9 May 2018, a subsidiary additionally invested in TrueAxion amounting to Baht 5.11 million. Subsequently, on 30 August 2018, a subsidiary additionally invested in TrueAxion amounting to Baht 15.34 million. The Group's shareholding interest remains unchanged.

On 17 May 2018, the Group and the Company additionally invested in DIF amounting to Baht 17,494.43 million and Baht 11,853.52 million, respectively. The Group's shareholding interest in DIF increased from 28.11% to 29.99%.

Transaction incurred during 2017

During 2017, the Group invested in TrueAxion amounting to Baht 35.60 million representing 40.00% of its equity. TrueAxion engages in the business of video game and application development and training academy.

Summarised statement of financial position:

At 31 December	DIF		TGS		TrueAxion		Total	
	2018 Baht Million	2017 Baht Million						
Current assets								
Cash and cash equivalents	1,959.77	1,024.05	53.16	72.38	69.40	45.13	2,082.33	1,141.56
Other current assets	7,292.70	2,237.33	119.31	61.25	10.44	1.76	7,422.45	2,300.34
Total current assets	<u>9,252.47</u>	<u>3,261.38</u>	<u>172.47</u>	<u>133.63</u>	<u>79.84</u>	<u>46.89</u>	<u>9,504.78</u>	<u>3,441.90</u>
Non-current assets	<u>173,020.86</u>	<u>116,544.51</u>	<u>71.76</u>	<u>80.85</u>	<u>65.12</u>	<u>33.34</u>	<u>173,157.74</u>	<u>116,658.70</u>
Total assets	<u>182,273.33</u>	<u>119,805.89</u>	<u>244.23</u>	<u>214.48</u>	<u>144.96</u>	<u>80.23</u>	<u>182,662.52</u>	<u>120,100.60</u>
Current liabilities								
Other current liabilities	(8,399.95)	(3,661.25)	(342.35)	(248.47)	(6.41)	(7.86)	(8,748.71)	(3,917.58)
Total current liabilities	<u>(8,399.95)</u>	<u>(3,661.25)</u>	<u>(342.35)</u>	<u>(248.47)</u>	<u>(6.41)</u>	<u>(7.86)</u>	<u>(8,748.71)</u>	<u>(3,917.58)</u>
Non-current liabilities								
Financial liabilities	(27,803.79)	(25,754.21)	-	(50.00)	-	-	(27,803.79)	(25,804.21)
Other non-current liabilities	-	-	(8.83)	(7.93)	(0.96)	-	(9.79)	(7.93)
Total non-current liabilities	<u>(27,803.79)</u>	<u>(25,754.21)</u>	<u>(8.83)</u>	<u>(57.93)</u>	<u>(0.96)</u>	<u>-</u>	<u>(27,813.58)</u>	<u>(25,812.14)</u>
Total Liabilities	<u>(36,203.74)</u>	<u>(29,415.46)</u>	<u>(351.18)</u>	<u>(306.40)</u>	<u>(7.37)</u>	<u>(7.86)</u>	<u>(36,562.29)</u>	<u>(29,729.72)</u>
Net assets	<u>146,069.59</u>	<u>90,390.43</u>	<u>(106.95)</u>	<u>(91.92)</u>	<u>137.59</u>	<u>72.37</u>	<u>146,100.23</u>	<u>90,370.88</u>

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20. Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

20.2 Investment in associates (Cont'd)

Summarised statement of comprehensive income:

For the years ended 31 December	DIF		TGS		TrueAxion		Total	
	2018 Baht Million	2017 Baht Million						
Revenue	10,479.26	6,741.37	1,220.07	974.66	0.20	0.40	11,699.53	7,716.43
Depreciation and amortisation	-	-	(16.88)	(16.76)	(4.19)	(1.20)	(21.07)	(17.96)
Interest income	11.30	3.66	0.35	0.07	0.22	0.23	11.87	3.96
Interest expense	-	-	(1.33)	(0.65)	-	-	(1.33)	(0.65)
Profit (loss) from continuing operation	9,854.55	11,115.91	(15.03)	(78.97)	(22.78)	(16.63)	9,816.74	11,020.31
Post-tax profit (loss) from continuing operation	9,854.55	11,115.91	(15.03)	(78.97)	(22.78)	(16.63)	9,816.74	11,020.31
Total comprehensive income	9,854.55	11,115.91	(15.03)	(78.97)	(22.78)	(16.63)	9,816.74	11,020.31
Dividends received from associate	2,159.70	1,583.81	-	-	-	-	2,159.70	1,583.81

Reconciliation of the recognised financial statements presented to the carrying amount of its interest in associates:

At 31 December	DIF		TG		True Axion		Total	
	2018 Baht Million	2017 Baht Million						
Opening net assets								
1 January	90,390.43	84,907.94	(91.92)	(12.95)	72.37	-	90,370.88	84,894.99
Common shares call up	53,236.20	-	-	-	88.00	89.00	53,324.20	89.00
Profit (loss) for the year	9,854.55	11,115.91	(15.03)	(78.97)	(22.78)	(16.63)	9,816.74	11,020.31
Dividends paid	(7,411.59)	(5,633.42)	-	-	-	-	(7,411.59)	(5,633.42)
Closing net assets	146,069.59	90,390.43	(106.95)	(91.92)	137.59	72.37	146,100.23	90,370.88
Interest in associates	29.99%	28.11%	46.80%	46.80%	40.00%	40.00%	-	-
	43,806.27	25,411.27	-	-	55.04	28.95	43,861.31	25,440.22
Gain on bargain purchase gain	-	-	-	-	(14.75)	-	(14.75)	-
Unrealised gain from assets sold	(22,006.94)	(8,957.59)	-	-	-	-	(22,006.94)	(8,957.59)
Carrying value	21,799.33	16,453.68	-	-	40.29	28.95	21,839.62	16,482.63

20.3 Interests in joint ventures

Name of joint ventures	% Ownership	Business	Country of incorporation
Asia Infonet Co., Ltd.	65.00	Dormant	Thailand
Transformation Films Co., Ltd.	34.69	Manufacturing and filmmaker	Thailand
True CJ Creations Co., Ltd.	51.00	Production house	Thailand
True Voice Co., Ltd.	55.00	Voice recognised service and related software and hardware	Thailand

True Corporation Public Company Limited
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For the year ended 31 December 2018

20. Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

20.3 Interests in joint ventures (Cont'd)

Movement of interests in joint ventures are as follows:

	Consolidated financial statements	Baht Million
For the year ended 31 December 2018		
Opening net book value	56.49	
Additions	52.67	
Loss on liquidate	(2.45)	
Share of result	1.63	
Closing net book value	108.34	

Transaction incurred during 2018

On 16 January 2018, BEC, a joint venture, completed the liquidation process. The Group received a return of capital amounting to Baht 2.59 million and recognised a gain amounting to Baht 0.14 million in the consolidated financial statements for the year ended 31 December 2018.

On 23 July 2018, a subsidiary additionally invested in TFF amounting to Baht 35.00 million. The Group's shareholding interest in TFF increased from 28.57% to 34.69%.

On 30 October 2018, two subsidiaries additionally invested in TCJ amounting to Baht 17.67 million. The Group's shareholding interest in TCJ remains unchanged.

Transaction incurred during 2017

On 20 July 2017, a joint venture, BEC registered for liquidation with the Ministry of Commerce and is under the liquidation process. The management believed that there will be no material impact from this liquidation.

The Group has interests in number of individually immaterial joint ventures. The total interests in joint ventures as of 31 December 2018 is Baht 108.34 million (2017: Baht 56.49 million) which is considered immaterial to the Group's equity.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

21. Property, plant and equipment

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Network equipment				
Opening net book value	170,146.49	139,396.24	1,321.68	1,577.62
Additions	56,127.17	43,550.72	-	2.07
Disposals, net	(8,350.76)	(687.50)	-	(5.72)
Reclassifications	4,425.61	(25.19)	-	-
Impairments charge	(9,816.87)	-	(1,266.57)	-
Depreciation charge	(11,865.14)	(12,087.78)	(55.11)	(252.29)
Closing net book value	200,666.50	170,146.49	-	1,321.68
Non-network equipment				
Opening net book value	6,043.92	5,047.05	166.64	130.42
Additions	2,921.38	2,579.28	309.28	96.79
Disposals, net	(1,232.92)	(40.30)	(13.11)	(3.18)
Reclassifications	(320.62)	(163.68)	-	-
Impairments charge	(965.85)	-	(59.16)	-
Depreciation charge	(1,300.46)	(1,378.43)	(38.30)	(57.39)
Closing net book value	5,145.45	6,043.92	365.35	166.64
Total	205,811.95	176,190.41	365.35	1,488.32

During the year ended 31 December 2018, the management has determined that the services provided using certain assets will be terminated in near future. Accordingly, loss on impairment of those assets with the net book value of Baht 10,782.72 million and the related software with the net book value of Baht 385.78 million (Note 23) were recognised under "Other expenses" in the consolidated statement of comprehensive income for the year ended 31 December 2018.

On 15 November 2018, the Group and CAT reached an agreement on various disputes among other things are ownership and the use of telecom towers and payment of the wholesale fee (Note 38.2) and other litigations. The key agreement regarding ownership of telecommunication towers are as follows:

- 1 The Group agreed to transfer the ownership of telecommunication towers under dispute to CAT.
- 2 CAT agreed to grant right to use of those telecommunication towers to the Group for a period of 30 years.
- 3 The Group agreed to pay Baht 15,677.20 million in return of the right to use.
- 4 The Group will cease any obligation which claims against CAT's using of those telecommunication towers.

In this regards, the Group derecognised telecommunication towers with net book amount of Baht 4,650.98 million and recognised the right to use assets with the present value of Baht 15,121.53 million in property, plant and equipment which will be depreciated over 30 years.

In addition, CAT agreed to withdraw various litigations with total claims of Baht 74.58 billion from the Court and the Arbitral Tribunal (Note 39.4).

During 2018, management has intention to use fiber optic cable and related equipment in the operations. As a result, network assets of Baht 4,773.21 million, previously presented as inventories, was reclassified to property, plant and equipment.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018

21. Property, plant and equipment (Cont'd)

21.1 Network equipment

Leased assets are finance leases of network assets, details are as follows:

At 31 December	Consolidated financial statements	
	2018 Baht Million	2017 Baht Million
Cost - capitalised finance leases	12,060.00	12,123.89
<u>Less</u> Accumulated depreciation	(7,488.37)	(4,595.56)
Net book value	<u>4,571.63</u>	<u>7,528.33</u>

Additions in network equipment included Baht 513.55 million (2017: Baht 2,917.34 million) of assets leased under finance leases (where the Group is the lessee).

Borrowing costs of Baht 173.05 million were capitalised during the year and included in "addition".

An average capitalisation rate of 2.81% was used representing the actual borrowing cost of the loan used to finance the project.

21.2 Non-network equipment

Leased assets are finance leases of computers and equipments, details are as follows:

At 31 December	Consolidated financial statements	
	2018 Baht Million	2017 Baht Million
Cost - capitalised finance leases	26.75	26.75
<u>Less</u> Accumulated depreciation	(6.66)	(1.31)
Net book value	<u>20.09</u>	<u>25.44</u>

During 2018, there is no addition of assets under finance leases (2017: 22.28 million) (where the Group is the lessee).

True Corporation Public Company Limited
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21. Property, plant and equipment (Cont'd)

	Land and land improvement Baht Million	Building and improvement Baht Million	Telephone network equipment Baht Million	Wireless network equipment Baht Million	Public phones Baht Million	Multimedia network equipment Baht Million	Power supply and computers Baht Million	Pay-TV Baht Million	Right to use assets Baht Million	Work in progress Baht Million	Total Baht Million
Network equipment											
At 1 January 2017	533.37	1,320.79 (93.68)	5,492.65 (3,998.45)	152,566.07 (78,848.62) (7,813.34)	1,729.43 (1,690.35) (29.24)	45,239.33 (17,823.61) (151.02)	454.09 (391.71) (118.43)	15,874.87 (10,290.59) (118.43)	-	37,650.74 (114,137.01) (8,113.03)	260,891.34
Cost	-	-	-	-	-	-	-	-	-	-	-
Less Accumulated depreciation	-	-	-	-	-	-	-	-	-	-	-
Allowance for impairment	-	-	-	-	-	-	-	-	-	-	-
Net book value	533.37	1,227.11	1,494.20	64,934.11	9.84	27,264.70 754.94	62.38	5,464.85	-	37,650.74 754.94	136,641.30
Reclassification (Note 3.25)	533.37	1,227.11	1,494.20	64,934.11	9.84	28,019.64	62.38	5,464.85	-	37,650.74 754.94	139,396.24
Net book value - restated	533.37	1,227.11	1,494.20	64,934.11	9.84	28,019.64 73.51.34	62.38	5,464.85 1,136.56	-	37,650.74 32,570.21	139,396.24 43,550.72
Year ended 31 December 2017	533.37	1,227.11 165.74	1,494.20 2.07 (0.62)	64,934.11 2,324.80 (628.62) 432.72	9.84 7.351.34 (4.36) 9,190.27	28,019.64 79.74 (5,055.83)	62.38 - (32.75)	5,464.85 - (1,546.28)	-	37,650.74 (41.41) (9,648.18)	(687.50) (25.19) (12,087.78)
Opening net book value	-	-	-	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-	-	-	-
Disposals, net	-	-	-	-	-	-	-	-	-	-	-
Adjustments/reclassifications	-	-	-	-	-	-	-	-	-	-	-
Depreciation charge	-	-	-	-	-	-	-	-	-	-	-
Closing net book value	533.37	1,322.37	1,263.05	62,009.35	2.76	39,425.68	36.17	5,022.38	-	60,531.36	170,146.49
At 31 December 2017	533.37	1,486.53 (164.16)	5,488.87 (4,225.82)	95,897.16 (33,887.81)	1,450.22 (1,419.42) (28.04)	64,508.68 (24,935.87) (147.13)	453.96 (417.79)	15,901.60 (10,761.62) (117.60)	-	60,531.36	246,251.75 (75,812.49) (292.77)
Cost	-	-	-	-	-	-	-	-	-	-	-
Less Accumulated depreciation	-	-	-	-	-	-	-	-	-	-	-
Allowance for impairment	-	-	-	-	-	-	-	-	-	-	-
Net book value	533.37	1,322.37	1,263.05	62,009.35	2.76	39,425.68	36.17	5,022.38	-	60,531.36	170,146.49
Year ended 31 December 2018	533.37	1,322.37 6.46 35.77	1,263.05 - -	62,009.35 642.06 (8,086.04)	2.76 - -	39,425.68 9,510.39 (115.33)	36.17 - -	5,022.38 911.52 (14.90)	-	60,531.36 15,121.53 (134.49)	170,146.49 56,127.17 (8,360.76)
Opening net book value	-	-	-	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-	-	-	-
Disposals, net	-	-	-	-	-	-	-	-	-	-	-
Adjustments/reclassifications	-	-	-	-	-	-	-	-	-	-	-
Impairments charge	-	-	-	-	-	-	-	-	-	-	-
Depreciation charge	-	-	-	-	-	-	-	-	-	-	-
Closing net book value	539.83	1,293.63	-	75,088.66	-	39,594.76	30.01	4,331.50	15,036.37	64,751.74	200,666.50
At 31 December 2018	539.83	1,528.31 (215.94) (18.74)	5,489.30 (4,215.42) (1,213.88)	102,723.11 (1,420.02) (30.20)	1,450.22 (29.121.25)	75,579.63 (201.10) (28.63)	259.74 (16,658.19) (115.83)	16,658.19 (12,210.86) (85.16)	15,121.53 (85.16)	64,751.74 - -	284,101.60 (73,412.89) (10,022.21)
Cost	-	-	-	-	-	-	-	-	-	-	-
Less Accumulated depreciation	-	-	-	-	-	-	-	-	-	-	-
Allowance for impairment	-	-	-	-	-	-	-	-	-	-	-
Net book value	539.83	1,293.63	-	75,088.66	-	39,594.76	30.01	4,331.50	15,036.37	64,751.74	200,666.50

21. Property, plant and equipment (Cont'd)

Consolidated financial statements						
	Land and land improvement Baht Million	Building and improvement Baht Million	Furniture, fixtures and equipment Baht Million	Vehicles Baht Million	Work in progress Baht Million	Total Baht Million
At 1 January 2017						
Cost	148.86	2,161.66 (1,415.03) (7.45)	4,398.82 (3,008.56) (73.39)	5,800.33 (4,167.80)	50.46 (29.86) (1.03)	1,190.04
Less Accumulated depreciation	-	-	-	-	-	13,750.17 (8,621.25) (81.87)
Allowance for impairment	-	-	-	-	-	-
Net book value	148.86	739.18	1,316.87	1,632.53	19.57	1,190.04
Year ended 31 December 2017						
Opening net book value	148.86	739.18	1,316.87	1,632.53	19.57	1,190.04
Additions	-	26.08 (27.90)	991.67 (11.25)	257.61 (0.60)	-	1,303.92
Disposals, net	-	375.37 (305.58)	1,310.23 (716.02)	123.38 (352.37)	-	(0.55) (1,997.52)
Adjustments/reclassifications	-	-	-	-	-	(40.30) (163.68) (1,378.43)
Depreciation charge	-	-	-	-	-	-
Closing net book value	173.72	807.15	2,891.50	1,660.55	14.56	496.44
At 31 December 2017						
Cost	173.72	2,454.33 (1,639.73) (7.45)	6,155.66 (3,190.77) (73.39)	5,936.35 (4,275.80)	49.47 (33.88) (1.03)	496.44
Less Accumulated depreciation	-	-	-	-	-	15,265.97 (9,140.18) (81.87)
Allowance for impairment	-	-	-	-	-	-
Net book value	173.72	807.15	2,891.50	1,660.55	14.56	496.44
Year ended 31 December 2018						
Opening net book value	173.72	807.15	2,891.50	1,660.55	14.56	496.44
Additions	-	55.45 (12.43)	1,334.87 (636.99)	287.50 (683.50)	0.72	1,242.84
Disposals, net	-	458.23 (167.92) (245.61)	687.77 (521.38) (742.30)	947.20 (276.55) (308.32)	-	(1,062.18) (320.62) (965.85) (1,300.46)
Adjustments/reclassifications	-	-	-	-	-	-
Impairments charge	-	-	-	-	-	-
Depreciation charge	-	-	-	-	-	-
Closing net book value	197.62	894.87	1,737.93	1,626.88	11.05	677.10
At 31 December 2018						
Cost	197.62	2,830.06 (1,762.44) (172.75)	5,741.04 (3,411.37) (591.74)	6,649.49 (4,746.41) (276.20)	50.19 (38.11) (1.03)	677.10
Less Accumulated depreciation	-	-	-	-	-	16,145.50 (9,588.33) (1,041.72)
Allowance for impairment	-	-	-	-	-	-
Net book value	197.62	894.87	1,737.93	1,626.88	11.05	677.10

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21. Property, plant and equipment (Cont'd)

						Separate financial statements			Total Baht Million
		Building and improvement Baht Million	Telephone network equipment Baht Million	Wireless network equipment Baht Million	Public phones Baht Million	Power supply and computers Baht Million	Work in progress Baht Million		
At 1 January 2017		49.47 (31.96)	5,492.65 (3,998.45)	5,115.89 (3,147.77) (1,959.34)	1,729.43 (1,690.35) (29.24)	224.59 (179.22)	-	1.92	12,613.95 (9,047.75) (1,988.58)
Cost		-	-	-	-	-	-	-	-
Less Accumulated depreciation		-	-	-	-	-	-	-	-
Allowance for impairment		-	-	-	-	-	-	-	-
Net book value		17.51	1,494.20	8.78	9.84	45.37	-	1.92	1,577.62
Year ended 31 December 2017									
Opening net book value		17.51	1,494.20	8.78	9.84	45.37	-	1.92	1,577.62
Additions		-	2.07 (0.62)	-	-	-	-	-	2.07
Disposals, net		-	(232.60)	-	(4.36) (2.72)	-	-	(0.74)	(5.72)
Depreciation charge		-	-	(0.91)	-	(13.43)	-	-	(252.29)
Closing net book value		14.88	1,263.05	7.87	2.76	31.94	-	1.18	1,321.68
At 31 December 2017									
Cost		49.47 (34.59)	5,488.87 (4,225.82)	340.02 (332.15)	1,450.22 (1,419.42) (28.04)	224.59 (192.65)	-	1.18	7,554.35 (6,204.63) (28.04)
Less Accumulated depreciation		-	-	-	-	-	-	-	-
Allowance for impairment		-	-	-	-	-	-	-	-
Net book value		14.88	1,263.05	7.87	2.76	31.94	-	1.18	1,321.68
Year ended 31 December 2018									
Opening net book value		14.88	1,263.05	7.87	2.76	31.94	-	1.18	1,321.68
Transfer in (out)		-	1.18 (1,213.88) (50.35)	-	-	-	-	-	-
Impairments, charge		-	-	(7.65) (0.22)	(2.16) (0.60)	(28.63) (3.31)	-	-	-
Depreciation charge		-	-	-	-	-	-	-	-
Closing net book value		-	-	-	-	-	-	-	-
At 31 December 2018									
Cost		49.47 (35.22) (14.25)	5,489.30 (4,275.42) (1,213.88)	340.02 (332.37) (7.65)	1,450.22 (1,420.02) (30.20)	224.59 (195.96) (28.63)	-	-	7,553.60 (6,258.99) (1,284.61)
Less Accumulated depreciation		-	-	-	-	-	-	-	-
Allowance for impairment		-	-	-	-	-	-	-	-
Net book value		-	-	-	-	-	-	-	-

21. Property, plant and equipment (Cont'd)

		Separate financial statements							
		Furniture, fixtures and equipment Baht Million		Power supply and computers Baht Million		Vehicles Baht Million		Work in progress Baht Million	
		Leasehold and improvement Baht Million	Non - network equipment Baht Million					Total Baht Million	
At 1 January 2017		403.24 (372.98)	528.87 (480.14)	1,031.50 (988.86)		3.23 (2.69)	-	18.25	
Cost								1,985.09 (1,854.67)	
Less Accumulated depreciation									
Net book value		30.26	48.73	32.64		0.54	-	18.25	
Year ended 31 December 2017									
Opening net book value		30.26	48.73	32.64		0.54	-	130.42	
Additions		2.33	25.21	25.36		-	-	96.79	
Disposals, net		(0.68)	(1.96)	(0.54)		-	-	(3.18)	
Transfer in (out)		61.03	0.20	0.01		-	(61.24)	-	
Depreciation charge		(31.03)	(12.30)	(13.77)		(0.29)	-	(57.39)	
Closing net book value		61.91	59.88	43.70		0.25	0.90	166.64	
At 31 December 2017									
Cost		437.84 (375.93)	542.44 (482.56)	1,008.68 (984.98)		3.21 (2.96)	-	0.90	
Less Accumulated depreciation								1,993.07 (1,826.43)	
Net book value		61.91	59.88	43.70		0.25	0.90	166.64	
Year ended 31 December 2018									
Opening net book value		61.91	59.88	43.70		0.25	-	166.64	
Additions		10.72 (10.35)	50.95 (2.66)	14.73 (0.10)		-	232.88	309.28	
Disposals, net		188.88	5.07	6.56		-	-	(13.11)	
Transfer in (out)		(1.37) (23.84)	(40.97) (5.63)	(16.82) (8.58)		-	(200.51)	-	
Impairments charge							-	(59.16)	
Depreciation charge						(0.25)	-	(38.30)	
Closing net book value		225.95	66.64	39.49		-	33.27	365.35	
At 31 December 2018									
Cost		518.18 (291.41)	578.86 (472.02)	1,005.26 (948.95)		3.21 (3.21)	-	2,138.78 (1,715.59)	
Less Accumulated depreciation								(57.84)	
Allowance for impairment									
Net book value		225.95	66.64	39.49		-	33.27	365.35	

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22. Goodwill

There is no movement in goodwill during 2018 and 2017.

Goodwill is allocated to the Group's cash-generating units (CGUs) identified according to business segment. A segment-level summary of the goodwill allocation is presented below.

	Baht Million		
	Consolidated financial statements		
	Online	Pay-TV	Total
Goodwill allocation by segment			
Opening net book value	360.62	11,042.47	11,403.09
Closing net book value	360.62	11,042.47	11,403.09

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are conservatively extrapolated using the zero growth rates and does not exceed the long-term average growth rate for the business in which the CGU operates.

The key assumptions used for value-in-use calculations are as follows:

By segment	Online	Pay-TV
	%	%
Gross margin ¹	29.95	25.07
Growth rate ²	0.00	0.00
Discount rate ³	12.56	10.10

¹ Budgeted gross margin.

² Weighted average growth rate used to extrapolate cash flows beyond the budget period.

³ Pre-tax discount rate applied to the cash flow projections.

These assumptions have been used for the analysis of each CGU within the business segment.

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments. Additionally, Management believes that the risks for Online and Pay-TV are approximately the same under the telecommunication industry. Therefore, management applies the same discount rate for both segments.

The recoverable amount for Online and Pay-TV were calculated based on value in use which exceeded carrying value by Baht 44 million and Baht 3,960 million, respectively. In case that the discount rate is changed to 13.87% for Online and 11.78% for Pay-TV, the value in use will be equal to carrying value.

23. Intangible assets

At 31 December	Consolidated financial statement		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Current (included in "Other current assets" (Note 19))	415.22	415.35	-	-
Non-current	121,079.63	129,377.06	142.82	147.21
Total	121,494.85	129,792.41	142.82	147.21

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23. Intangible assets (Cont'd)

Consolidated financial statements							
	Trademark, right and licences Baht Million	Computer software Baht Million	Rights to operate Baht Million	Film and Program right Baht Million	Service contract Baht Million	Leased transponder equipment Baht Million	Work in progress Baht Million
At 1 January 2017							
Cost	134,553.87	15,662.71	73,459.98	2,190.56	10,755.00	3,493.58	151.46
<u>Less</u>	(9,378.25)	(10,948.11)	(71,408.32)	(1,426.24)	(4,389.63)	(1,680.11)	(40.68)
Net book value	125,175.62	4,020.45	2,051.66	764.32	6,365.37	1,813.47	110.78
Year ended 31 December 2017							
Opening net book value	125,175.62	4,020.45	2,051.66	764.32	6,365.37	1,813.47	110.78
Additions	134.75	4,020.45	2,051.66	764.32	6,365.37	-	476.09
<u>Less</u>	(2.39)	1,011.07	-	1,930.18	-	-	3,552.09
Disposals, net	(0.36)	-	-	-	-	-	(2.75)
Adjustments/reclassifications	72.23	(0.36)	-	-	-	-	198.81
Amortisation charge	(8,837.26)	(22.23)	(754.38)	(1,280.16)	(2,124.85)	(742.42)	(94.65)
Closing net book value	116,542.95	4,498.01	771.50	569.65	5,622.95	1,295.13	492.22
At 31 December 2017							
Cost	134,758.21	16,890.60	2,128.61	1,807.33	10,755.00	3,493.58	532.90
<u>Less</u>	(18,215.26)	(11,698.44)	(1,357.11)	(1,237.68)	(5,132.05)	(2,198.45)	(40.68)
Net book value	116,542.95	4,498.01	771.50	569.65	5,622.95	1,295.13	492.22
Year ended 31 December 2018							
Opening net book value	116,542.95	4,498.01	771.50	569.65	5,622.95	1,295.13	492.22
Additions	276.82	602.63	-	3,227.30	-	-	1,549.73
<u>Less</u>	(7.06)	(1.70)	-	-	-	-	(8.76)
Disposals, net	-	1,575.96	-	100.34	-	-	(422.23)
Adjustments/reclassifications	(8,863.11)	(350.18)	(35.60)	(2,914.79)	(742.42)	(618.34)	(385.78)
Impairments/charge	-	(839.83)	(103.14)	-	-	-	(13,981.63)
Amortisation charge	-	-	-	-	-	-	-
Closing net book value	107,949.60	5,484.79	632.76	982.50	4,880.53	776.79	787.88
At 31 December 2018							
Cost	135,015.61	19,022.17	1,747.38	2,284.01	10,755.00	3,493.58	828.56
<u>Less</u>	(27,066.01)	(12,493.05)	(1,079.02)	(1,301.51)	(5,874.47)	(2,716.79)	(40.68)
Net book value	107,949.60	5,484.79	632.76	982.50	4,880.53	776.79	787.88

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23. Intangible assets (Cont'd)

Trademark, Right and Licence

Consists the followings:

1. IMT 2.1GHz bandwidth licence which was awarded by NBTC for a period of 15 years. Net carrying is amount to Baht 7,798.55 million (net of accumulated amortisation of Baht 5,297.85 million).
2. 1800MHz bandwidth licence which was awarded by NBTC for a period of 18 years. Net carrying amount is Baht 31,923.01 million (net of accumulated amortisation of Baht 6,679.35 million).
3. 900MHZ bandwidth licence which was awarded by NBTC for a period of 15 years. Net carrying amount is Baht 58,448.69 million (net of accumulated amortisation of Baht 11,705.11 million). As at 31 December 2018, the unpaid balance of Baht 62,463.41 million (present value) will be due in two installments during 2019 to 2020. The unpaid amount was recognised under "Trade and other payables" (current portion) and "Liabilities under agreements and licences for operations" in the consolidated financial statements.
4. Licence for the spectrum of television broadcasting service using digital system awarded by NBTC for a period of 15 years. Net carrying amount is Baht 2,348.33 million (net of accumulated amortisation of Baht 1,063.80 million). The unpaid amount of Baht 1,253.32 million will be due in during 2019 to 2024. The unpaid amount was recognised under "Trade and other payables" (current portion) and "Liabilities under agreements and licences for operations" in the consolidated financial statements.

Right to operate

The right to operate represent the discounted cash flow of minimum fees payable to MCOT as described in Note 38.1, and right to operate derived from a business acquisition.

Service contract

Service contract represents the fair value of identifiable intangible asset derived from a business acquisition.

Refer to Note 21, loss on impairment of certain software with the net book value of Baht 385.78 million was recognised during the year ended 31 December 2018.

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23. Intangible assets (Cont'd)

Movement of the Company's intangible assets are as follows:

	Separate financial statements		
	Computer software Baht Million	Rights to operate Baht Million	Total Baht Million
At 1 January 2017			
Cost	2,365.88	71,331.36	73,697.24
<u>Less</u> Accumulated amortisation	(2,296.30)	(70,176.45)	(72,472.75)
Net book value	69.58	1,154.91	1,224.49
Year ended 31 December 2017			
Opening net book value	69.58	1,154.91	1,224.49
Additions	105.62	-	105.62
Disposals, net	(4.31)	-	(4.31)
Amortisation charge	(23.68)	(1,154.91)	(1,178.59)
Closing net book value	147.21	-	147.21
At 31 December 2017			
Cost	2,465.70	-	2,465.70
<u>Less</u> Accumulated amortisation	(2,318.49)	-	(2,318.49)
Net book value	147.21	-	147.21
Year ended 31 December 2018			
Opening net book value	147.21	-	147.21
Additions	91.14	-	91.14
Disposals, net	(0.37)	-	(0.37)
Adjustments/reclassifications	(80.28)	-	(80.28)
Impairments charge	(1.95)	-	(1.95)
Amortisation charge	(12.93)	-	(12.93)
Closing net book value	142.82	-	142.82
At 31 December 2018			
Cost	2,438.96	-	2,438.96
<u>Less</u> Accumulated amortisation	(2,294.19)	-	(2,294.19)
Allowance for impairment	(1.95)	-	(1.95)
Net book value	142.82	-	142.82

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24. Deferred income taxes

Deferred income taxes are calculated in full on temporary differences, using the liability method and applying a principal tax rate of 20%. The deferred taxation related to the temporary differences between the carrying amounts and the tax bases of assets and liabilities of the Group are summarised below:

As at 31 December	Consolidated financial statements			
	2017 Baht Million	Credited (charged) to profit or loss Baht Million	Credited (charged) to other comprehensive income Baht Million	2018 Baht Million
Deferred income tax assets				
Depreciation and amortisation	954.54	418.13	-	1,372.67
Allowances	2,426.72	(580.77)	-	1,845.95
Borrowings	-	24.74	-	24.74
Unearned income	225.56	(53.13)	-	172.43
Accrued expenses	29.30	(28.73)	-	0.57
Tax loss carried forward	5,524.62	(1,681.10)	-	3,843.52
Film and program right	19.16	4.73	-	23.89
Employee benefits obligations	113.66	(4.64)	14.46	123.48
Derivative payables	576.60	(211.66)	-	364.94
	9,870.16	(2,112.43)	14.46	7,772.19
Deferred income tax liabilities				
Accounts receivable				
- billed customers	(205.43)	77.30	-	(128.13)
Debt issuance cost	(46.07)	(3.62)	-	(49.69)
Leased assets	(20.49)	5.96	-	(14.53)
Depreciation and amortisation	(2,883.92)	(4,173.23)	-	(7,057.15)
Borrowings	(2,168.66)	245.69	-	(1,922.97)
Other current assets	(2,306.04)	234.80	-	(2,071.24)
Available for sale securities	(39.80)	-	(2.40)	(42.20)
	(7,670.41)	(3,613.10)	(2.40)	(11,285.91)
Deferred income tax, net	2,199.75	(5,725.53)	12.06	(3,513.72)

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24. Deferred income taxes (Cont'd)

As at 31 December	Separate financial statements		
	2017 Baht Million	Credited (charged) to profit or loss	2018 Baht Million
		Baht Million	
Deferred income tax assets			
Depreciation	1.00	226.82	227.81
Allowances	27.68	(27.68)	-
Borrowings	-	13.25	13.25
Tax loss carried forward	-	52.58	52.58
	<u>28.68</u>	<u>264.96</u>	<u>293.64</u>
Deferred income tax liabilities			
Accounts receivable - billed customers	(205.43)	77.30	(128.13)
Depreciation	(1.26)	1.26	-
Debt issuance cost	(29.57)	4.57	(25.00)
	<u>(236.26)</u>	<u>83.13</u>	<u>(153.13)</u>
Deferred income tax, net	<u>(207.58)</u>	<u>348.10</u>	<u>140.51</u>

The analysis of deferred tax assets and deferred tax liabilities are as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Deferred tax assets:				
Deferred tax assets to be recovered within 12 months	2,275.67	2,676.81	111.34	0.31
Deferred tax assets to be recovered after 12 months	5,496.52	7,193.35	182.30	28.37
	<u>7,772.19</u>	<u>9,870.16</u>	<u>293.64</u>	<u>28.68</u>
Deferred tax liabilities:				
Deferred tax liabilities to be settled within 12 months	(1,039.83)	(2,092.02)	(47.01)	(135.96)
Deferred tax liabilities to be settled after 12 months	(10,246.08)	(5,578.39)	(106.12)	(100.30)
	<u>(11,285.91)</u>	<u>(7,670.41)</u>	<u>(153.13)</u>	<u>(236.26)</u>
Deferred income tax, net	<u>(3,513.72)</u>	<u>2,199.75</u>	<u>140.51</u>	<u>(207.58)</u>

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24. Deferred income taxes (Cont'd)

Presentation in the statements of financial position are as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Deferred income tax assets	2,570.86	5,396.61	140.51	-
Deferred income tax liabilities	(6,084.58)	(3,196.86)	-	(207.58)
Deferred income tax, net	(3,513.72)	2,199.75	140.51	(207.58)

Deferred income tax assets and liabilities are offset when the income taxes related to the same fiscal authority. Deferred tax assets and deferred tax liabilities in the consolidated financial positions are presented at net amount of assets and liabilities incurred in each entity.

The movement on deferred income taxes are as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Opening net book amount	2,199.75	3,380.77	(207.58)	99.13
Charge to profit or loss (Note 12)	(5,725.53)	(1,141.22)	348.09	(306.71)
Other comprehensive income	12.06	(39.80)	-	-
Closing net book value	(3,513.72)	2,199.75	140.51	(207.58)

Deferred income tax assets are recognised for tax loss carried forward only to the extent that realisation of the related tax benefit through the future taxable profits is probable.

The Group did not recognise deferred income tax assets of Baht 6,437.17 million in respect of tax loss carried forward approximately Baht 32,185.84 million. A summary of the tax loss carried forward and the expiry dates are set out below:

<u>Expiry year</u>	Consolidated financial statements	Separate financial statements
	Baht Million	Baht Million
2019	234.03	-
2020	4,334.65	-
2021	12,041.33	-
2022	10,833.94	-
2023	4,741.89	-
	32,185.84	-

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25. Other non-current assets

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Deposits	1,536.65	1,376.35	135.06	114.15
Subscriber acquisition cost, net	3,069.76	4,686.53	-	-
Prepaid rental and service	1,503.54	1,005.79	-	-
Derivative receivables	88.00	0.06	-	-
Other	689.74	536.25	84.21	32.15
Total	6,887.69	7,604.98	219.27	146.30

26. Borrowings

Short-term borrowings

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Loans from banks	12,611.85	3,969.36	3,961.10	3,969.36
Debentures	72,296.94	42,783.02	50,506.89	35,284.47
Total	84,908.79	46,752.38	54,467.99	39,253.83

The loans from banks are unsecured and bearing interest rate at MLR and will be due during the next nine months.

Long-term borrowings

Borrowings are denominated in Thai Baht and United States Dollars.

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Current				
- Finance leases	2,361.28	2,129.22	-	-
- Debentures	-	28,648.59	-	3,961.91
Total Current	2,361.28	30,777.81	-	3,961.91
Non-current				
- Finance leases	3,937.57	5,801.47	-	-
- Debentures	64,116.74	44,122.74	8,219.20	8,190.50
Total Non-current	68,054.31	49,924.21	8,219.20	8,190.50
Total	70,415.59	80,702.02	8,219.20	12,152.41

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26. Borrowings (Cont'd)

Movement of borrowings can be analysed as follows:

	Consolidated financial statements	Separate financial statements
	Baht Million	Baht Million
For the year ended 31 December 2018		
Opening net book value	80,702.02	12,152.41
Additional borrowings:		
- principal (net of debt issuance cost)	19,946.88	-
- non-cash finance leases	513.55	-
- interest	356.48	-
Repayment of borrowings		
- cash item	(31,108.67)	(3,962.70)
Amortisation of debt issuance costs	61.24	29.49
Currencies translations	(55.91)	-
Closing net book value	70,415.59	8,219.20

Borrowings are presented netting-off unamortised debt issuance costs of Baht 213.26 million and Baht 110.80 million for the consolidated and the separate financial statements, respectively (2017: Baht 221.38 million for the consolidated and Baht 140.29 million for the separate financial statements).

Maturity of non-current borrowings (excluding finance lease liabilities and unamortised debt issuance cost):

At 31 December	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
	Baht Million	Baht Million	Baht Million	Baht Million
Between 1 and 2 years	-	-	-	-
Between 2 and 5 years	50,133.55	30,108.10	8,330.00	8,330.00
Over 5 years	14,196.45	14,221.90	-	-
	64,330.00	44,330.00	8,330.00	8,330.00

The carrying amounts and fair values of certain non-current borrowings (excluding finance lease liabilities) are as follows:

	Consolidated financial statements			
	Carrying amounts		Fair values	
	2018	2017	2018	2017
Debentures	Baht Million	Baht Million	Baht Million	Baht Million
Debentures	64,116.74	44,122.74	63,185.53	42,533.83

	Separate financial statements			
	Carrying amounts		Fair values	
	2018	2017	2018	2017
Debentures	Baht Million	Baht Million	Baht Million	Baht Million
Debentures	8,219.20	8,190.50	8,169.30	7,929.43

The fair value of current borrowings and lease obligation approximate to their carrying amount, as the impact of discounting is not significant. The fair values for the Group's and the Company's non-current borrowings are based on discounted cash flows using a discount at a market interest rate of 4.36% and 4.05%, respectively (2017: 4.77% and 4.50% for the Group's and the Company's, respectively) which is within level 2 of the fair value hierarchy.

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26. Borrowings (Cont'd)

Interest rate

The interest rates of debentures are fixed.

The weighted average effective interest rates are as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2018 %	2017 %	2018 %	2017 %
Weighted average effective interest rates				
- finance lease	5.30	3.97	-	-
- debentures	4.36	4.77	4.05	4.50

Finance lease liabilities

Lease liabilities are effectively secured as the rights to the leased assets revert to the lessor in the event of default.

Gross finance lease liabilities - minimum lease payment:

At 31 December	Consolidated financial statements	
	2018 Baht Million	2017 Baht Million
Not later than 1 year	2,587.26	2,449.91
Later than 1 year and not later than 5 years	4,188.11	6,263.74
Future finance charges on finance leases	6,775.37 (476.52)	8,713.65 (782.96)
Present value of finance lease liabilities	6,298.85	7,930.69

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26. Borrowings (Cont'd)

Finance lease liabilities (Cont'd)

The present value of finance lease liabilities is due as follows:

At 31 December	Consolidated financial statements	
	2018 Baht Million	2017 Baht Million
Not later than 1 year	2,361.15	2,129.22
Later than 1 year and not later than 5 years	3,937.70	5,801.47
	6,298.85	7,930.69

Debentures

Debentures are unsecured and will be mature between 2019 and 2029. Debentures are denominated in Thai Baht and carry average interest of 4.36% per annum.

Transactions in 2018

The Group and the Company redeemed Baht 28.66 billion and Baht 3.96 billion of debenture on maturity date, respectively.

TUC, a subsidiary, issued the following debentures and bills of exchange for its ongoing operations:

1. Issuing 12.00 million units of unsecured debentures at par value of Baht 1,000 per unit with the net proceed of Baht 11.97 billion. The debentures carry interest at the rate of 3.70% per annum payable on quarterly basis, starting from 2 November 2018. The maturity date will be on 2 August 2021.
2. Issuing 8.00 million units of unsecured debentures at par value of Baht 1,000 per unit with the net proceed of Baht 7.98 billion. The debentures carry interest at the rate of 4.05% per annum payable on quarterly basis, starting from 2 November 2018. The maturity date will be on 2 August 2023.

Transactions in 2017

The Company redeemed Baht 18.91 billion of unsecured debenture on the maturity date.

TUC, a subsidiary, issued the following debentures and bills of exchange for its ongoing operations:

1. Issuing 4.70 million units of unsecured debentures at par value of Baht 1,000 per unit with the net proceed of Baht 4.69 billion. The debentures carry interest at the rate of 3.10% per annum and paid at maturity date on 28 May 2018.
2. Issuing 6.26 million units of unsecured debentures at par value of Baht 1,000 per unit with the net proceed of Baht 6.24 billion. The debentures carry interest at the rate of 4.50% per annum payable on quarterly basis, starting from 4 August 2017. The maturity date will be on 4 May 2022.
3. Issuing 2.79 million units of unsecured debentures at par value of Baht 1,000 per unit with the net proceed of Baht 2.78 billion. The debentures carry interest at the rate of 5.00% per annum, payable on quarterly basis, starting from 4 August 2017. The maturity date will be on 4 May 2024.
4. Issuing 1.38 million units of unsecured debentures at par value of Baht 1,000 per unit with the net proceed of Baht 1.37 billion. The debentures carry interest at the rate of 5.50% per annum, payable on quarterly basis, starting from 4 August 2017. The maturity date will be on 4 May 2027.
5. Issuing 2.58 million units of unsecured debentures at par value of Baht 1,000 per unit with the net proceed of Baht 2.57 billion. The debentures carry interest at the rate of 5.75% per annum, payable on quarterly basis, starting from 4 August 2017. The maturity date will be on 4 May 2029.

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27. Trade and other payables

At 31 December	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
	Baht Million	Baht Million	Baht Million	Baht Million
Trade accounts payable	66,315.36	67,540.23	2,106.75	1,514.43
Other payables	436.42	133.82	114.59	89.89
Unearned income	3,928.94	2,918.37	13.19	12.68
Domestic roaming payable	20,288.19	8,706.58	-	-
Accrued expenses	20,785.99	36,195.63	1,275.49	1,534.29
Trade and other payables	111,754.90	115,494.63	3,510.02	3,151.29

Accrued expenses can be analysed as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
	Baht Million	Baht Million	Baht Million	Baht Million
Regulatory cost	6,250.06	7,945.26	106.14	201.08
Current portion of liabilities under agreements and licences for operation (Note 29)	5,651.70	15,401.85	-	-
Network facility expenses	497.26	1,570.45	-	10.50
Performance pay	965.75	1,067.96	342.11	358.72
Interest expenses	1,076.40	1,359.47	676.85	706.76
Others	6,344.82	8,850.64	150.39	257.23
Total accrued expenses	20,785.99	36,195.63	1,275.49	1,534.29

28. Other current liabilities

At 31 December	Consolidated financial statements		Separate financial statements	
	2018	(Restated) Baht Million	2018	2017
	Baht Million	Baht Million	Baht Million	Baht Million
Output VAT pending tax invoice	2,877.97	2,780.52	272.08	413.91
Derivative payables	407.14	704.52	-	-
Others	1,808.33	1,287.92	83.41	124.40
Total	5,093.44	4,772.96	355.49	538.31

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29. Liabilities under agreements and licences for operation

Detail of liabilities under agreements and licences for operation can be summarised as follows:

At 31 December	Consolidated financial statements	
	2018 Baht Million	2017 Baht Million
Current (included in "Accrued expenses") (Note 27)	5,651.70	15,401.85
Non-current	64,059.40	64,633.97
	69,711.10	80,035.82

Movement of liabilities under agreements for operation can be analysed as follow:

For the year ended 31 December 2018	Consolidated financial statements	
	Baht Million	Baht Million
Opening net book value	80,035.82	
Addition (Note 21)	15,121.53	
Payments	(27,447.22)	
Finance costs (Note 11)	2,098.79	
Gain from modification of payment term of the licenses for television broadcasting service	(97.82)	
Closing net book value	69,711.10	

Two subsidiaries operating digital TV broadcasting, were approved by NBTC in May 2018 to extend the payment terms of digital TV licenses commencing the fifth installment onwards and to postpone payment for 3 years for the outstanding installments as of May 2018 with an imposed interest based on rate specified by the Monetary Policy Committee. Modification of payment terms resulted in decrease of the liabilities associated with the licenses. A gain of Baht 97.82 million was recognised as "Other income" in the consolidated statement of comprehensive income for the year ended 31 December 2018.

30. Employee benefits obligations

Retirement benefit obligations

The Group operates an unfunded defined benefit plan for eligible employees in Thailand. Under the plan, the employees are entitled to Legal Severance Payment benefits ranging from 30 days to 300 days of final salary upon retirement. The present value of defined benefits obligations are as follows:

	Consolidated financial statements		Separate financial statements	
	31 December 2018 Baht Million	31 December 2017 Baht Million	31 December 2018 Baht Million	31 December 2017 Baht Million
Liabilities in the statement of financial position				
Retirement benefit obligations	2,375.22	2,154.85	1,052.22	906.25
Expense in the statements of comprehensive income				
Retirement benefits	234.72	221.12	81.64	358.68
Remeasurement loss recognised in other comprehensive income	247.72	-	148.32	-
	482.44	221.12	229.96	358.68

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30. Employee benefits obligations (Cont'd)

Retirement benefit obligations (Cont'd)

The movement in the defined benefit obligations over the year is as follows:

	Consolidated financial statements		Separate financial statements	
	Baht Million	Baht Million	Baht Million	Baht Million
For the year ended 31 December 2018				
Opening net book value		2,154.85		906.25
Current service cost		167.90		55.58
Interest cost		66.82		26.06
Remeasurement loss recognised in other comprehensive income		247.72		148.32
Transfer in		-		26.11
Benefit paid	(262.07)		(110.10)	
Closing net book value		2,375.22		1,052.22

The amounts recognised in the profit or loss are as follows:

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
	Baht Million	Baht Million	Baht Million	Baht Million
Current service cost	167.90	159.62	55.58	35.01
Interest cost	66.82	61.50	26.06	16.29
Transfer in	-	-	-	307.38
Total (included in staff costs)	234.72	221.12	81.64	358.68
Classified as:				
Cost of providing services	79.77	79.61	21.40	125.48
Selling expenses	49.10	2.51	15.68	20.26
Administrative expenses	105.85	139.00	44.56	212.94
	234.72	221.12	81.64	358.68

The principal actuarial assumptions used were as follows:

	Consolidated and separate financial statement	
	2018	2017
	%	%
Discount rate	3.10	3.30
Future salary increases	5.80	6.00
Turnover rate	6.00	6.10

Assumptions regarding future mortality experience are set based on actuarial advice in accordance with published statistics in Thailand. The Thailand TMO17 tables contain the results of the mortality investigation on policy holders of life insurance companies in Thailand. It is reasonable to assume that these rates are reflective of the mortality experience of the working population in Thailand.

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30. Employee benefits obligations (Cont'd)

Retirement benefit obligations (Cont'd)

Sensitivity of key assumptions:

	Change in assumption %	Impact on defined benefit obligation			
		Increase in assumption %		Decrease in assumption %	
		2018	2017	2018	2017
Discount rate	1.00	Decrease by 10.22	Decrease by 10.13	Increase by 12.05	Increase by 12.00
Future salary increases	1.00	Increase by 11.76	Increase by 11.73	Decrease by 10.19	Decrease by 10.12

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

Through its retirement benefits obligations, the Group is exposed to a risk, the most significant of which is:

Changes in bond yields, a decrease in Government bond yields will increase plan liabilities.

The weighted average duration of the defined benefit obligation is 19 years (2017: 19 years).

Expected maturity analysis of undiscounted retirement the year 2019 onward as follow:

	Consolidated financial statements			
	Less than a year Baht Million	Between 1 - 2 years Baht Million	Over 3 years Baht Million	Total Baht Million
				At 31 December 2018
Retirement benefits obligations	195.08	61.98	11,521.92	11,778.98
Total	195.08	61.98	11,521.92	11,778.98

	Separate financial statements			
	Less than a year Baht Million	Between 1 - 2 years Baht Million	Over 3 years Baht Million	Total Baht Million
				At 31 December 2018
Retirement benefits obligations	145.72	34.93	3,834.57	4,015.22
Total	145.72	34.93	3,834.57	4,015.22

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31. Provision

Provision represents decommissioning cost which are measured at the present value of expenditure expected to be required to settle the obligation using risk-free rate. The increase in the provision due to the passage of time is recognised as interest expense.

32. Other non-current liabilities

At 31 December	Consolidated financial statements	
	2018 Baht Million	2017 Baht Million
Advance received for long-term operating lease	9,322.27	9,936.92
Deposit received from customers	907.58	1,096.16
Derivative payables	1,669.17	2,184.69
Others	1,584.59	67.32
Total	13,483.61	13,285.09

Refer to Long-Term lease Agreement with call option between AWC, a wholly owned subsidiary, and DIF dated on 5 March 2015, DIF made a prepayment amounting to Baht 12,293.12 million (VAT excluded) for rental of fiber optic cable with lease term of 20 years to AWC. As at 31 December, 2018, balances of current and non-current unearned income amounting to Baht 614.66 million and Baht 9,322.27 million were presented under "Trade and other payables" and "Other non-current liabilities", respectively. The Group recognised Baht 434.17 million of rental revenue for the year ended 31 December 2018.

33. Share capital and premium on share capital

The total authorised number of shares is 33,368.66 million shares (2017: 33,368.66 million shares) with a par value of Baht 4 per share (2017: Baht 4 per share).

	Number of shares Million	Common shares Baht Million	Share premium Baht Million	Total Baht Million
Authorised share capital				
At 1 January 2017	33,368.66	133,474.62	-	133,474.62
At 31 December 2017	33,368.66	133,474.62	-	133,474.62
At 31 December 2018	33,368.66	133,474.62	-	133,474.62
Issued and fully paid share capital				
At 1 January 2017	33,368.20	133,472.78	26,384.07	159,856.85
At 31 December 2017	33,368.20	133,472.78	26,384.07	159,856.85
At 31 December 2018	33,368.20	133,472.78	26,384.07	159,856.85

34. Legal reserve

The legal reserve of the Company was established in accordance with the provisions of the Public Company Limited Act B.E. 2535, which requires the appropriation as legal reserve of at least 5% of net profit for the year after deduction of accumulated deficit brought forward (if any) until the reserve is not less than 10% of the authorised share capital. This reserve is not available for dividend distribution. During 2018, the Company set aside legal reserve amounting to Baht 341.17 million (2017: Baht 107.50 million).

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35. Non-controlling interests

At 31 December	Consolidated financial statements	
	2018 Baht Million	2017 Baht Million
Opening net book value	669.55	675.73
Purchase shares from non-controlling interests	0.02	0.01
Increase in non-controlling interests	(0.03)	(0.01)
Liquidate subsidiary	(0.35)	-
Remeasurement loss	0.20	-
Share of results of subsidiaries	(76.72)	(6.18)
Closing net book value	592.67	669.55

36. Cash flows from operating activities

Reconciliation of profit to cash flows from operating activities:

For the years ended 31 December	Notes	Consolidated financial statements		Separate financial statements	
		2018 Baht Million	(Restated) 2017 Baht Million	2018 Baht Million	2017 Baht Million
Profit before income tax		12,967.44	1,860.64	6,475.26	2,456.63
Adjustments for:					
Depreciation and amortisation		36,672.54	36,266.56	174.59	1,563.07
Interest income		(313.05)	(532.98)	(287.86)	(253.98)
Interest expense	11	5,325.47	5,916.68	1,576.01	1,953.06
Finance costs related to licences	11	2,098.79	2,392.92	-	-
Dividends received	43	-	-	(3,507.55)	(1,583.81)
Loss (gain) on disposals of property, plant and equipment		645.29	119.86	13.27	(4.12)
Allowance for obsolete inventories		23.53	-	-	-
Gain from disposal of infrastructure assets	41	(8,802.24)	(2,429.88)	-	-
Provision for relocation expenses		2,049.02	-	-	-
Doubtful accounts	10	2,142.92	1,830.63	261.30	140.19
Impairment charge of general investment	16	25.00	-	-	-
Loss on impairment assets	21	11,168.50	-	1,327.69	-
Reversal of provision for CAT's call option		-	(2,285.89)	-	-
Increase in retirement benefits obligations	30	234.72	221.12	81.64	358.67
Unrealised loss (gain) on foreign exchange		10.85	(416.75)	(0.34)	(21.55)
Gain from liquidation of investment in joint venture	20.3	(0.14)	(5.28)	-	15.43
Realised gain on foreign exchange related to repayment of borrowings		-	(3.31)	-	(3.31)
Gain from modification of payment term of the licenses for television broadcasting services	29	(97.82)	-	-	-
Unrealised gain on product sold to DIF		10,055.96	-	-	-
Share of results	20	(3,831.79)	(3,192.60)	-	-
Employee benefit obligation-Benefit expense	30	(262.07)	(48.39)	(110.10)	(7.47)
Changes in working capital					
- Trade and other receivables		(18,795.81)	(17,122.17)	991.67	(1,508.35)
- Short-term investments - trading securities		(0.02)	(0.02)	-	-
- Inventories		4,730.12	(5,607.12)	(87.32)	9.17
- Other current assets		(8,317.28)	(12,393.56)	(54.12)	25.84
- Film and program rights		(3,227.29)	(1,930.19)	-	-
- Other non-current assets		(731.25)	(899.92)	8.98	3.56
- Trade and other payables		1,147.24	8,620.18	388.98	12.18
- Other current liabilities		373	106.39	(366.24)	72.65
- Other non-current liabilities		(211.22)	(268.94)	-	-
Cash generated from operations		45,080.41	10,197.98	6,885.86	3,227.86
Add Interest received		363.13	546.63	294.42	236.28
Income tax received		1,667.46	1,820.07	169.23	-
Less Interest paid		(4,628.80)	(4,079.41)	(1,509.00)	(1,443.59)
Income tax paid		(4,553.39)	(3,491.93)	(436.23)	(292.71)
Net cash received from operating activities		37,928.82	4,993.34	5,404.28	1,727.84

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37. Financial instruments

Objective and significant terms and conditions

In order to manage the risks arising from fluctuations in currency exchange rates, the Group adopts the following foreign currency risk management practices:

- entering into forward foreign exchange contracts;
- negotiating payment terms for foreign currency settlements on an individual transaction basis; and
- negotiating with foreign suppliers to share foreign exchange exposure.

Transaction risk is calculated in each foreign currency transaction and is projected six months forward. Exchange rates are monitored and forecasted information supplied by recognised research and financial analysis is used to estimate future exchange rates. These are compared against premiums on forward exchange contracts, and after making adjustments for the related risk, a decision is taken on whether to cover foreign currency transactions.

Transactions, if hedged with forward exchange contracts, are not hedged on a net basis, but rather on a transaction by transaction basis.

As at 31 December 2018 and 2017, the outstanding foreign currency assets and liabilities as follows:

	Consolidated financial statements		Separate financial statements	
	2018 Currency Million	2017 Currency Million	2018 Currency Million	2017 Currency Million
Assets				
US Dollar	28.13	31.50	-	-
Euro	0.83	0.81	-	-
Japanese Yen	0.10	0.10	-	-
HKD	0.03	-	-	-
Liabilities				
US Dollar	1,600.04	1,602.09	0.07	-
Japanese Yen	0.04	0.04	-	-
Great British Pound Sterling	0.04	0.03	-	-
Euro	0.63	0.89	-	-
HKD	0.29	0.02	-	-
SGD	0.01	0.01	-	-

Foreign currency assets represent cash and accounts receivable whilst the above foreign currency liabilities represent trade accounts payable, borrowings and other payables.

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38. Contracts and commitments

38.1 A subsidiary has agreement with state enterprises, MCOT to provide Pay TV service.

Under the terms of the agreement, the subsidiary has certain commitments to acquire, install, manage and maintain all equipment. The subsidiary is also committed to transfer to MCOT all equipment pertaining to such systems as the installations are completed. During the term of the agreement, the subsidiary is entitled to collect deposits, membership fees and other service fees from customers as stipulated in the agreement.

In addition, the subsidiary is contingently liable to certain local banks for letters of guarantee Baht 31.20 million issued by the said banks in favour of MCOT. The letters of guarantee cover the guarantee for the subsidiary in compliance with the provisions of the agreement referred to above.

Under the term of the agreement, the subsidiary is obliged to pay minimum fee as follows:

Period due	Minimum fee Baht Million
Within 1 year	35.00

38.2 On 27 January 2011, a subsidiary, BFKT entered into an agreement with CAT to lease telecommunication equipment under HSPA technologies for the periods of 14.5 years. Under the terms and conditions of HSPA agreement, BFKT has certain commitments including acquiring, installing, managing, and maintaining all equipment necessary to provide mobile phone service using HSPA technology according to the capacity stipulated in the agreement and amended agreement executed on 3 December 2013 for the period of 14.5 years. As consideration of providing such services, BFKT entitles to receive revenue as stipulated in the agreement.

On 27 January 2011, a subsidiary, RMV entered into a re-sales and wholesales agreement with CAT ("the Agreement"). Under the terms and conditions of the Agreement, RMV provides mobile phone services using HSPA technology wholesale from CAT for the period of 14.5 years. On 16 December 2015, RMV was granted renewal Type I licences by NBTC for resale mobile services and internet services. RMV is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licences. The licences will expire on 15 December 2020.

There have been disagreements between the Group and CAT regarding the interpretation of the agreements and details of computations of related revenues and costs. However, since 2015, the Group and CAT reached the solution to settle certain portion of rental and services revenue in BFKT and accrued operating cost in RMV, and have agreed in several matters with an objective to extinguish the outstanding disputes between the two parties, including the unsettled balances.

On 15 November 2018, the Group and CAT reached agreements to resolve several disputes. In addition to the transfer of ownership in telecom towers to CAT as explained in Note 21, the Group has recognised an additional expense of Baht 1,102.58 million in the consolidated statement of comprehensive income of 2018, as a result of the resolving.

There are still pending issues and outstanding balances required further discussion. The management believes that there will be no significant impact to the Group as a result of the conclusion.

To comply with the abovementioned agreements, the Group has provided letters of guarantee issued by certain local banks in favour of CAT totaling Baht 200.00 million.

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38. Contracts and commitments (Cont'd)

- 38.3 On 7 December 2012, a subsidiary, TUC was granted with the 2.1 IMT GHz Bandwidth licence by NBTC. The licence awarded covers three spectrum bandwidth and authorises TUC to provide mobile service under those spectrum bandwidth for the period of 15 years. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.
- 38.4 On 4 December 2015, a subsidiary, TUC was granted with the 1800 MHz Bandwidth licence issued by NBTC. The licence covers two spectrum bandwidth and authorises TUC to provide mobile service under those spectrum bandwidth for the period of 18 years. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.
- 38.5 On 14 March 2016, a subsidiary, TUC was granted with the 900 MHz Bandwidth licence issued by NBTC. The licence authorised TUC to provide mobile service for 15 year. The maturity will be on 30 June 2031. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.
- 38.6 The Group and the Company contingently liable to certain local banks for letters of guarantee provided in favour of certain government agencies, certain state enterprises and other companies amounting to Baht 6,235.11 million and Baht 3,763.77 million, respectively.
- 38.7 Under the terms of various agreements, the Group's assets have been pledged and/or mortgaged as collateral with the contracted parties, details of which are as follows:

	Carrying Value at 31 December			
	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Fixed and saving deposits	74.36	96.08	43.67	43.99
Investments in shares of associate	523.65	699.90	694.55	694.56

- 38.8 The Group have entered into contracts with various contractors to supply and install additional network and expansion of network equipment capability and various agreements related to capital expenditure. The Group's and the Company's commitments as at 31 December 2018 were Baht 28,598.00 million and Baht 169.99 million, respectively (2017: Baht 25,866.98 million and Baht 15.91 million, respectively).
- 38.9 The Group leases various telecommunication infrastructures under non-cancellable operating lease agreements and the lease term is ranged between 5 years and 16 years.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	Consolidated financial statements	
	2018 Baht Million	2017 Baht Million
Not later than 1 year	7,728.58	4,263.58
Later than 1 year but not later than 5 years	31,583.41	16,099.78
Later than 5 years	57,657.90	22,520.80
	96,969.89	42,884.16

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39. Litigations and Arbitration disputes and contingent liabilities

39.1 Litigations outstanding at the Administrative Court

39.1.1 Dispute in relation to the use of True's logo on public payphone booths

On 23 July 2004, TOT filed an arbitration claim against the Company alleging that the Company failed to comply with the joint agreement between the Company and TOT for the public payphone booth service. TOT claimed damages for the use of the Company's logo on the public payphone booths for the amount of Baht 433.85 million. On 12 July 2006, the Arbitral Tribunal rendered the award in favour of TOT. The Company filed a petition in order to revoke the arbitral award with the Central Administrative Court. TOT filed a motion with the same court to enforce the award with a claim for payment of Baht 150.00 million and damages of Baht 90.00 in monthly basis per payphone booth from the filing date until the Company stops using the logo on public payphone booths. The Central Administrative Court ordered to combine the cases. On 24 February 2009, the Court ruled in favour of TOT and enforced the arbitral award by ordering the Company to pay Baht 150.00 million within 60 days from the final date of the case. The Company filed an appeal to the Supreme Administrative Court on 25 March 2009. On 15 February 2017, the Supreme Administrative Court rendered the judgement to affirm the Central Administrative Court's judgement and the Arbitration Award. On 14 August 2018, the Company has fully complied with the Supreme Administrative Court judgement and the case has become final. The Company recognised Baht 372.51 million as other expenses in the separate financial statements for the year ended 31 December 2018.

39.1.2 Dispute in relation to interconnection charges

On 4 February 2011, Total Access Communication Public Company Limited filed a lawsuit with the Central Administrative Court requesting the Company and TOT to jointly pay for interconnection charges (IC) according to the Plaintiff's RIO for the amount of Baht 3.94 billion. Later, on 26 December 2018, the Central Administrative Court has ruled the Company to pay Total Access Communication Public Company Limited Baht 1,832.29 million for IC charges. However, on 23 January 2019, the Company filed an appeal with the Supreme Administrative Court. Currently, the case is under the consideration of the Supreme Administrative Court.

39.1.3 Dispute in relation to the use of True's name and logo on invoices, tax invoices and receipts

On 13 December 2004, TOT filed an arbitration claim against the Company, claiming for advertising compensation regarding the unauthorised publication of True's name and logo on TOT's invoices, related mailing expense and damages on marketing and image totalling Baht 1,848.95. On 20 September 2013, the Arbitral Tribunal ruled in favour of TOT and instructed the Company to pay Baht 98.59 million. On 27 December 2013, the Company filed a motion with the Administrative Court to challenge the arbitral award. On 14 October 2015, TOT filed a petition to enforce the Arbitral Award with the same court. Currently, the case is under the consideration of the Central Administrative Court.

39.1.4 Disputes in relation to the Agreement Article 38

On 15 May 2006, the Company filed a non-monetary arbitration claim against TOT asking TOT to discontinue using its authority over the Agreement as well as to discontinue using its authority under the agreement from the date on which TOT status was changed and the regulator authority shall be transferred to the Ministry of Transporter or the Ministry of Information and Communication Technology. On 8 November 2006, the Company filed the other arbitration claim regarding the authorisation limits of TOT on the Agreement Article 38. The two disputes were arbitrated and ruled on 4 September 2014 that TOT rightfully used its power under the agreement. Later on 26 November 2014, the Company filed a request to cancel the award to the Central Administrative Court. Later, on 2 May 2016, TOT filed a motion to enforce the arbitral award with the Central Administrative Court and the Court ordered to combine the cases. Currently, the case is under the consideration of the Central Administrative Court.

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39. Litigations and Arbitration disputes and contingent liabilities (Cont'd)

39.1 Litigations outstanding at the Administrative Court (Cont'd)

39.1.5 Dispute in relation to revenue sharing under the Agreement

On 22 January 2008, TOT filed an arbitration claim against the Company for overpayment of revenue sharing in the amount of Baht 1,479.62 million plus interest. The Company filed an objection on 18 April 2008. Later, on 26 June 2014, the Arbitral Tribunal, by majority, ruled that the Company is liable to pay Baht 1,217.50 million together with interest at 7.5% per annum from 22 January 2008 until full payment is made to TOT. However, on 7 October 2014, the Company filed a petition to revoke the Award. On 31 March 2016, TOT filed a petition with the Central Administrative Court to enforce the arbitration award. These two cases are combined by the Central Administrative Court. On 26 September 2018, the Central Administrative Court has ruled in favour of the Company and revoked the arbitral award. However, on 24 October 2018, TOT filed an appeal with the Supreme Administrative Court. The case is now under the consideration of the Supreme Administrative Court.

39.1.6 Dispute in relation to TA1234 campaign

On 30 June 2005, TOT filed an arbitration claim alleging that it suffered damage from the loss of revenue sharing from 16 November 2000 to 30 June 2005 for Baht 16,865.09 million plus interest as a result of the Company's invoices for domestic long distance call services at reduced tariff rates under the Company's "TA 1234" campaign. TOT also sought an order compelling the Company to collect domestic long distance call tariffs at the rates agreed in the Joint Operation and Joint Investment Agreement. On 23 September 2016, the Arbitral Tribunal decided that the Company is liable to pay TOT Baht 1,703.10 million with interest at the rate of 6.69 per annum from 29 May 2005 until full payment is made and to pay TOT a shortage of telephone service revenue of Baht 27.17 million per month with interest at the same rate from the date of filing until the "TA 1234" campaign is cancelled. On 6 January 2017, the Company filed a petition with the Central Administrative Court to revoke the Arbitral Award. Later, on 26 July 2017, TOT filed an application for enforcement of the award with the same court. Currently, the cases are under the Central Administrative Court consideration.

39.1.7 Dispute in relation to revenue sharing collected from international call services

On 28 January 2005, the Company filed an arbitration claim against TOT regarding the calculation of revenue sharing from international calls under the Joint Operation and Joint Investment Agreement. The Company claimed damages including interest with the total amount of Baht 8,699.00 million. On 22 November 2017, The Tribunal have rendered the award by dismissing the Company's claim. Later, on 9 March 2018, the Company filed a petition with the Central Administrative Court for revocation of the Arbitral Award. Currently, the case is under consideration by the Central Administrative Court.

39.1.8 Dispute in relation to high speed internet (ADSL) service

On 28 October 2005, TOT filed an arbitration claim against the Company, claiming that the Company was in breach of the Joint Operation and Joint Investment Agreement by allowing other parties to provide high speed internet service (ADSL). TOT claimed the compensation amount of Baht 2,010.21 million plus interest. In addition, TOT has claimed damages ongoing from July 2005 at the rate of Baht 180.00 million per month, plus interest. TOT also requested an order prohibiting the Company from providing ADSL service or allowing any other parties to provide ADSL service. Later, on 6 November 2015, TOT filed the amendment to the petition to increase claim amount of the damages for the lack of revenue from broadband ADSL services from September 2001 to August 2015 in the amount of Baht 63,457.92 million with interest of Baht 22,748.37 million, totalling Baht 86,206.29 million. On 29 January 2016, the Company filed an objections to such amendment. On 4 September 2018, the Company has received a copy of arbitral award in which the Arbitral Tribunal by major vote orders the Company to pay damages for a breach of contract as follows:

- (1) an amount calculated from September 2001 to August 2015, totaling Baht 59,120.65 million and interest of Baht 16,978.65 million plus interest at the rate of 6.6875 percent per annum of the principle amount of Baht 59,120.65 million calculated from September 2015 until the payment is fully made, and

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39. Litigations and Arbitration disputes and contingent liabilities (Cont'd)

39.1 Litigations outstanding at the Administrative Court (Cont'd)

39.1.8 Dispute in relation to high speed internet (ADSL) service (Cont'd)

- (2) an amount calculated from October 2015 to December 2017 totaling Baht 17,076.92 million and interest of Baht 1,298.05 million plus interest at the rate of 6.6875 percent per annum of the principle amount of Baht 17,076.92 million calculated from January 2018 until the payment is fully made.

However, on 11 October 2018, the Company has filed a petition with the Court to revoke such award. Currently, the case is under consideration by the Central Administrative Court.

39.1.9 Dispute in relation to the lease of telephone conduits

On 17 February 2014, TOT filed the arbitration claim against the Company claiming for rental fee of lease of wiring conduits at Muang Thong Thani for the period from May 2005 to December 2013 amounting to Baht 59.17 million plus interest. Later, on 29 June 2018, the Arbitral Tribunal has rendered the award instructing the Company to pay Baht 48.85 million with interest at the rate of MLR+1 of the principal amount of Baht 31.37 million from the date of filing for arbitration until a full payment is made. Later, on 2 October 2018, the Company has filed a petition with the Court to revoke the said award. Currently, the case is under consideration by the Central Administrative Court.

The ultimate outcomes of the aforementioned cases are presently unable to be determined, and accordingly, no recognition of provision for possible liabilities have been made in the financial statements unless otherwise stated.

39.2 Arbitration disputes outstanding at the Thai Arbitration Institute

39.2.1 Arbitration cases filed by the Company against TOT

Dispute in relation to revenue sharing collected from international call

On 25 December 2007, the Company filed an arbitration claim against TOT for damages of Baht 1,968.70 million in respect of revenue sharing collected from international calls whereby TOT failed to deliver to the Company on a tariff stipulated in the agreement. The following are requested of the arbitrator to adjudicate on:

1. Requesting TOT to comply with the Agreement in respect of revenue sharing collected from international call and make payment according to the conditions stipulated in the Agreement.
2. Requesting TOT to pay damages amount of Baht 1,968.70 million.
3. Requesting TOT to apply the rate in calculation of revenue sharing both in-coming and outgoing call base on the rate of Baht 6 per minute as stipulated in the Agreement as from September 2007 and onwards.
4. Requesting TOT to pay related interest at the rate stipulated in the Agreement Article 21 (MLR+1) or 7.86% per annum calculated from the amount unpaid from the date of submitting the arbitration claim until full payment has been made.

On 29 April 2008, TOT submitted a statement of objection. However, on 11 July 2013, TOT made a payment of revenue sharing collected from international call for the period during 1 January 2004 to 30 June 2004 amount of Baht 133.16 million (excluding VAT). In response, the Company issued a letter notifying the acceptance of the payment without a further pursue of such claims of the revenue sharing collected from international call during that period. However, the letter also stated that the Company's acceptance of the payment from TOT did not in any way constitute the waiver of the defense or the dispute settlement.

Dispute in relation to Free Phone 1800 service

On 26 November 2018, the Company filed an arbitration claim against TOT for revenue sharing on the Free Phone 1800 service under the Joint Operation and Investment Agreement. TOT and the Company agreed to operate the said service which a revenue is collected by TOT. However, TOT did not share such revenue with the Company. Therefore, the Company is entitled to claim damages in amount of Baht 142.18 million. The dispute is being considered by the Arbitration Institute.

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39. Litigations and Arbitration disputes and contingent liabilities (Cont'd)

39.2 Arbitration disputes outstanding at the Thai Arbitration Institute (Cont'd)

39.2.1 Arbitration cases filed by the Company against TOT (Cont'd)

Dispute in relation to Thai Mobile

On 26 November 2018, the Company filed an arbitration claim against TOT for revenue sharing due to using leased line and space rental service by the Thai Mobile Joint Venture under the Joint Operation and Investment Agreement which TOT held a meeting with the Company in 2014, and TOT committed to pay service fees to the Company. However, TOT failed to make any payment. Therefore, the Company is entitled to claim damages in the amount of Baht 96.23 million. The dispute is being considered by the Arbitration Institute.

Dispute in relation to revenue sharing on international calls TOT Gateway.

On 30 November 2018, the Company filed an arbitration claim against TOT for revenue sharing on an international incoming calls service under the Joint Operation and Investment Agreement as evidence is found from TOT's financial documents in 2016 that TOT operated and received service fees via using the Company's network but TOT did not share a revenue with the Company. The Company claimed as damages for not sharing revenue in the amount of Baht 1,045.49 million. The dispute is being considered by the Arbitration Institute.

39.2.2 Arbitration cases filed by TOT against the Company

Dispute in relation to the lease of telephone conduits

On 31 May 2005, TOT filed an arbitration claim against the Company seeking a payment for a rental fee of the lease of wiring conduits at Muang Thong Thani from May 2004 to April 2005 in the amount of Baht 6.72 million plus interest and onwards. The Company submitted a statement of objection on 19 September 2005. The case is currently under the arbitration process.

On 31 January 2018, TOT filed an arbitration claim against the Company seeking an award ordering the Company to pay a rental fee for the lease of telephone conduits at Muang Thong Thani from January 2014 to October 2017 in the amount of Baht 26.13 million plus interest. The case is currently under the arbitration process.

Dispute in relation to the numbering fees

On 21 June 2013, TOT filed an arbitration claim against the Company, seeking for a numbering fee together with VAT of specific period of time in a total claim of Baht 539.02 million. On 11 December 2013, the Company filed the objection to TOT's claim for arbitration. The dispute is currently in the process of arbitration.

Dispute in relation to public telephone booth service

On 15 May 2017, TOT filed an arbitration claim against the Company for Baht 1,052.65 million for an unauthorised advertising on TOT's public telephone booths and allowing the Company's subsidiary to provide cash top-up service through TOT's public telephone booths. Currently, the case is under the arbitration process.

The ultimate outcomes of the aforementioned arbitration are presently unable to be determined, and accordingly, no recognition of revenue or provision for possible liabilities have been made in the financial statements unless otherwise stated.

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39. Litigations and Arbitration disputes and contingent liabilities (Cont'd)

39.3 Litigations and arbitration disputes of subsidiaries

- 39.3.1 On 13 October 2006, CAT filed an arbitration claim against a subsidiary to claim for a numbering fee amount of Baht 113.58 million. Subsequently, on 15 August 2008, the Arbitration ruled in favour of CAT by ordering the subsidiary to pay of Baht 99.60 million (excluded interest at 7.5% per annum). The subsidiary acknowledged on 24 August 2008. The subsidiary filed a motion to revoke the award with the Central Administrative Court. On 23 February 2011, the Central Administrative Court has decided that the Arbitral Award is not lawful. Thus, the Court ordered to repeal the said award. On 22 March 2011, CAT filed an appeal with the Supreme Administrative Court. Subsequently, on 16 June 2011, CAT filed an application to the Central Administrative Court to enforce the arbitral award and requested the subsidiary for compensation. The subsidiary opposed that the award has been revoked by the Court and thus CAT is not entitled to file such application. On 1 June 2017, the Central Administrative Court has ruled to dismiss CAT's application for enforcement. On 29 June 2017, CAT filed an appeal with the Supreme Administrative Court. Currently, the case is under the consideration of the Supreme Administrative Court.
- 39.3.2 On 9 January 2008, CAT filed for arbitration against the subsidiary claiming for incomplete revenue sharing from the subsidiary including penalties and interest at the total amount of Baht 8,969.08 million. On 16 September 2011, the arbitrator decided to dismiss the claim. Consequently, the subsidiary is not required to pay for such claim. On 25 November 2011, CAT has filed a petition to revoke the arbitration award with the Central Administrative Court. On 22 July 2014, the Central Administrative Court has ruled to revoke CAT's appealing. Consequently, CAT has appealed further to the Supreme Administrative Court. Currently, the case is under the process of the Supreme Administrative court.
- 39.3.3 On 19 February 2008, CAT filed an arbitral dispute against a subsidiary claiming for additional revenue sharing for the amount of Baht 45.95 million. On 6 March 2012, the Arbitrator awarded in favour of CAT by ordering the subsidiary to pay CAT Baht 7.00 million (excluded interest). On 29 June 2012, the subsidiary brought the case to Central Administrative Court. CAT also filed a motion for revocation of the arbitral award. On 26 December 2017, the Central Administrative Court has dismissed the subsidiary's and CAT's motions. Finally, the subsidiary decided to pay Baht 12.30 million according to the Arbitration award of Baht 7.00 million including applicable interest. The case is finalised.
- 39.3.4 Pertaining to the dispute between a subsidiary and CAT, where CAT claims for Baht 1,445.00 million (Baht 1,204.00 million and Baht 241.00 million) for the licence fee, numbering fee, additional minimum payment and excised tax under the Marketing Service Agreement for Cellular Digital AMPS 800 Band A system, and in the same dispute, the subsidiary filed a counter-claim for Baht 2,544.72 million. Later, on 11 September 2015, the Arbitral Tribunal issued the decision to dismiss all the disputes for the claim amount of Baht 1,204.00 million together with the subsidiary's counter claim of Baht 2,544.72 million. On 25 December 2015, CAT filed a lawsuit to revoke the award with the Central Administrative Court. The case is under considered by the Central Administrative Court.

On 13 August 2015, the Arbitrators ordered the subsidiary to pay Baht 91.83 million plus interest at 7.5% per annum for the claim amount of Baht 241.00 million being the penalty for delay in monthly invoicing payment under the aforementioned agreement, and revoked all other claims within this category. The subsidiary has made full provision for Baht 91.83 million. On 25 November 2015, the subsidiary and CAT filed each petition with the Central Administrative Court to revoke the Arbitral award. The Court has ordered to combine the two cases in a single case. The case is currently under the Central Administrative Court's process.

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39. Litigations and Arbitration disputes and contingent liabilities (Cont'd)

39.3 Litigations and arbitration disputes of subsidiaries (Cont'd)

- 39.3.5 On 15 May 2009, CAT filed an arbitral dispute against the subsidiary claiming for reimbursement of numbering fee for four-digit special number "1331", which CAT paid to NTC, for the amount of Baht 3.96 million plus 7.5% per annum interest, value added tax, 1.25% per month stipulated penalty and fees and costs resulting from arbitral process. The claimed penalty would be in effect from the date that CAT had paid the numbering fee to NTC to the date that the subsidiary fully reimbursed to CAT. On 7 September 2016, the Arbitral Tribunal decided in favour of subsidiary by dismissing CAT's claims. On 29 December 2016, CAT filed a motion to revoke the award with the Central Administrative Court. Currently, the case is under the Court proceedings.
- 39.3.6 On 16 June 2010, a person who represent the foreign Pay-TV company filed against a subsidiary jointly with a group of person with the Civil Court claimed for damage of Baht 660.00 million. Subsequently, the Court of First Instance and the Court of Appeal ruled to dismiss the case due to the expiration of the case. The plaintiff filed petition on 7 February 2013. Later, on 11 December 2014, the Supreme Court ruled that the lawsuit's prescription has over and dismissed from the Court. It was later found that the plaintiff filed another appeal, the Supreme Court order the Appeal Court to reconsider that appeal and order the subsidiary to file the objection. Finally, the plaintiff brought the case to the Supreme Court. On 12 December 2017, the supreme Court ruled to revoke the case. The case is finalised.
- 39.3.7 On 25 February 2011, CAT has filed an arbitration against a subsidiary claiming for the minimum bank guarantee amount of Baht 646.00 million and Baht 679.00 million, totalling of Baht 1,325.00 million for the 14th - 15th year of operation. On 7 October 2011, the subsidiary has made a counterclaim against CAT requesting for returning a minimum bank guarantee for 11th to 13th year and claim the amount of Baht 56.19 million. On 30 August 2013, CAT filed an arbitration request for bank guarantee for 16th - 17th year of operation. On 18 June 2013, a subsidiary made a statement of objection. The Arbitral Tribunal ordered to combine these two cases. On 24 September 2015, the majority of Arbitrators ruled to dismiss CAT's claims and ordered CAT to pay an amount of Baht 60.46 million plus interest at 7.50% per annum of the principal amount thereof from the date of filing a counterclaim until full payment is made, and ordered CAT to compensate the subsidiary for the bank guarantee fee during the year of operation 11th - 13th at 2.00% per annum of guarantee amount which is Baht 26.20 million per year plus interest at 7.50% per annum from the date that the subsidiary paid such amount until the bank guarantees are returned. In this regard, CAT filed a petition to revoke the award with the Central Administrative Court. On 1 November 2016, the subsidiary submitted the request with the same court to enforce the Arbitral award. Currently, these two cases are under the consideration of the Central Administrative Court.
- 39.3.8 On 8 September 2011, CAT filed an arbitration claim against the subsidiary regarding revenue sharing of 10th - 14th years of Baht 11,946.15 million. The case is currently in the arbitration process.
- 39.3.9 On 14 September 2011, the dispute between a subsidiary and NBTC as its regulator, regarding the collection of information and detail of pre-paid mobile telephone customer and charge for administrative fine at Baht 80,000 per day within 30 days from the receiving of notification date. On 3 March 2014, the subsidiary paid Baht 34.96 million as the administrative fine of Baht 80,000 per day calculated from 6 July 2012 to 15 September 2013. However, the aforementioned payment should not be interpreted that the administrative order and fine are lawful. If the finalised judgement is in favour of the subsidiary, the subsidiary shall redeem the amount paid from NBTC. On 12 May 2016, the Central Administrative Court ruled in favour of subsidiary. Later, on 6 January 2017, the subsidiary received a copy of NBTC's appeal and filed an answer to NBTC's appeal on 2 March 2017. Currently, the case is pending at the Supreme Administrative Court.

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39. Litigations and Arbitration disputes and contingent liabilities (Cont'd)

39.3 Litigations and arbitration disputes of subsidiaries (Cont'd)

39.3.10 On 8 May 2012, a subsidiary has requested NBTC and the Secretary of the NBTC to revoke the order and the resolution of the NBTC that prohibit any prepaid mobile phone operators to offer promotion in any manner which forces the customers to use the service within the specified period (Validity) and sought for court order to determine measures and procedures for the temporary relief before the final judgment is delivered. Meanwhile, the Secretary of NBTC issued a letter requesting the subsidiary to revise conditions of service of prepaid mobile phone so that there is no provision in any manner which forces the customer to use the services within a specified period and shall not include conditions that force users to use the service within the period. On 25 September 2012, the Secretary of NBTC issued another letter dated 11 October 2012 to the subsidiary order a penalty for an administrative fine at the rate of Baht 100,000 per day since 30 May 2012 onwards. However, subsidiary submitted appealing to retain from the administrative fine of the Secretary of NBTC. The result was that the subsidiary still have to pay the penalty. The amount of penalty from 30 May 2012 to 18 January 2013 is totaling Bath 23.30 million. On 10 January 2013, the subsidiary filed a lawsuit against Secretary of the NBTC with Central Administrative Court to revoke the order of administrative fine and requested for the temporary relief before the judgement. Subsequently, NBTC agreed upon the term of providing mobile service to the prepaid customer proposed by the subsidiary and ceased an administrative fine commencing 18 January 2013. On 20 February 2014, the subsidiary paid Baht 23.30 million as administrative fine. However, the aforementioned payment should not be interpreted that the administrative order and fine are lawful. If the final judgement is in favour of the subsidiary, the subsidiary shall redeem the amount paid. On 27 October 2016, the Central Administrative Court decided to dismiss the lawsuit. Later on 24 November 2016, the subsidiary filed an appeal with the Supreme Administrative Court. Currently, the case is under the consideration of Supreme Administrative Court.

39.3.11 On 28 February 2013, CAT filed for arbitration against the subsidiary claiming for additional revenue sharing for the 15th year of operation for the amount of Baht 1,571.60 million. On 1 September 2015, the majority of Arbitrators ruled in CAT's favour and ordered the subsidiary to pay for the amount of Baht 1,571.60 million with a penalty at the rate of 15.00% per annum such amount from 14 December 2011 until full payment is made to the CAT. However, the Arbitral Tribunal by minority vote has a dissenting opinion that the subsidiary has no legal obligation to pay the benefits and agreed to dismiss a claim of CAT. On 4 December 2015, the subsidiary filed a petition to revoke the Arbitrators' ruling with the Central Administrative Court. On 31 October 2016, CAT filed an application requesting for the enforcement of the arbitral award with the Central Administrative court. Currently, the case is under the consideration of the Central Administrative Court.

39.3.12 On 30 August 2013, CAT filed for arbitration against the subsidiary claiming for additional revenue sharing for the 16th year of operation for the amount of Baht 2,441.69 million due to inappropriate calculation. On 8 August 2018, the Arbitral Tribunal has rendered the award in favor of the subsidiary and dismiss CAT's claim. Later, on 5 November 2018, CAT filed a petition to revoke the award with the Central Administrative Court. This case is under consideration by the Central Administrative Court.

39.3.13 The dispute between CAT and a subsidiary, where CAT claims under the Marketing Service Agreement for Cellular Digital AMPS 800 Band A system. On 20 February 2013, a subsidiary has requested through the Civil Court to issue an order not allowing CAT to force payment from bank guarantees given by the subsidiary and CAT shall pay the damages amounting of Baht 63.02 million to the subsidiary. The Civil Court ordered CAT not to claim against the guarantor bank until the case has been finalised. Later, The Civil Court ordered the transfer of the case to the Administrative Court. On 20 March 2014, CAT has filed against two subsidiaries with the Central Administrative Court requiring compensation amounting to Baht 1,576.19 million claiming for breach of various contracts. Later on, the Central Administrative Court ordered to combine both claims by CAT and the subsidiary. Currently, the case is under the consideration of Central Administrative Court.

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39. Litigations and Arbitration disputes and contingent liabilities (Cont'd)

39.3 Litigations and arbitration disputes of subsidiaries (Cont'd)

- 39.3.14 On 20 May 2015 and 11 September 2015, CAT filed against a subsidiary claiming that the subsidiary uses the telecommunication equipment that was already transferred to CAT under the Build-Transfer-Operate Agreement of nationwide cellular 1800 MHz. network on 16 September 2013, the Agreement expiry date, without entering into any new arrangement with CAT. The claimed amount for using the telecommunication equipment is Baht 23,016.51 million from the Agreement expiry date to 16 July 2015, the period that NBTC required the subsidiary to act as a caretaker to continue providing mobile services under the 1800 MHz. spectrum and the two-year extension period announced by National Council for Peace and Order ("NCPO"). Currently, the case is under the Central Administrative Court.

On 27 May 2016, CAT filed a lawsuit with the Central Administrative Court against a subsidiary and others claiming of Baht 2,206.04 million for ineligible uses of telecommunication equipment that were transferred to CAT after an expiration of concession. The claimed period from 18 July 2015 to 3 December 2015 was the period that NBTC required the subsidiary to act as a caretaker to continue providing mobile service and extended period announced by National Council for Peace and Order ("NCPO"). The case is currently under the Central Administrative Court.

- 39.3.15 On 17 November 2015, a subsidiary filed a case against the NBTC, NTC, Office of the NBTC and The Secretary General of the NBTC with the Central Administrative Court requested to revoke the NTC's resolution that ordered the subsidiary to pay Baht 1,069.98 million, an assumed revenue occurred during caretaker period from 16 September 2013 to 17 July 2014. In addition, the subsidiary requested to reimburse cost of providing service incurred during such period from those aforementioned parties amounting to Baht 16,074.10 million (calculated from the date of 16 September 2013 until 30 October 2015) and also claimed a numbering fee paid to NBTC by mislead after the expiring of the Agreement to operate the radio service cellular DIGITAL PCN 1800 amounting to Baht 190.97 million. On 13 May 2016, the NBTC filed a petition with the Central Administrative Court requested to temporarily dismiss the case for reviewing. On 15 June 2016, the subsidiary filed a statement of objection to such petition with the Central Administrative Court. Currently, the case is under the Central Administrative Court's process.

On 2 November 2016, the subsidiary filed another lawsuit with the Central Administrative Court against NBTC, NTC, Office of the NBTC and The Secretary General of the NBTC. The subsidiary claimed for reimbursement of expenses incurred from providing mobile service during the caretaking period from 1 November 2015 to 3 December 2015 amounting to Baht 709.65 million. Currently, the case is under the consideration of Central Administrative Court.

- 39.3.16 On 18 January 2016, a subsidiary filed an arbitral dispute against CAT claiming of Baht 11,827.67 million for the 11th - 17th of operation year of the concession agreement, with interest at the rate 15% per annum from the date of submission of the dispute until the payment has been made. The charge was based on an over payment of revenue sharing due to the interconnection charge revenues (IC) were incorporated in revenue sharing calculation. The interconnection charge revenues are not subjected to be shared with CAT according to the relevant agreement. The case is currently under the Arbitration process.

- 39.3.17 On 15 March 2016, CAT filed an arbitral dispute against a subsidiary claiming for Baht 2,596.51 million for additional revenue sharing for the 17th year of operation from an inappropriate calculation of revenue sharing. Later, on 18 October 2018, the Arbitral Tribunal rendered the award in favor of the subsidiary and dismiss CAT's claim. CAT has the right to file a petition to challenge the award with the Central Administrative Court within 90 days from the date of receipt of the award. However, the subsidiary have not receive any notification from the court yet. Challenge the award yet.

- 39.3.18 On 31 March 2016, NBTC filed a lawsuit against a subsidiary claiming for Baht 878.38 million for mobile numbering fees and additional numbering fees for the service period from March 2014 to December 2015, the period in which a resolution of the NBTC regarding to i) protect the consumers in the event of termination of concession for contract cell phone provider in 2013, and ii) protect the consumer in the event of termination of concession for contract cell phone provider while the orders of the National Council for Peace and Order (NCPO) No. 94/2557 was in effect. Currently, the case is under the consideration of Central Administrative Court.

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39. Litigations and Arbitration disputes and contingent liabilities (Cont'd)

39.3 Litigations and arbitration disputes of subsidiaries (Cont'd)

- 39.3.19 On 28 April 2016, CAT filed a lawsuit against a subsidiary claiming for Universal Service Obligation fees ("USO") that CAT had prepaid to the NBTC under the Universal Service Obligation regulation announced by NTC. The claimed amount of USO fee for the period from 3 August 2005 to 30 June 2013 is amounting to Baht 501.34 million (value added tax and interest at 7.5% per annum from the default date, 16 August 2014, to the filing date are included). In addition, CAT also claimed for CDMA service charges amounting to Baht 509.38 million (value added tax and interest at 7.5% per annum from the default date to the filing date are included) for the period from January 2012 to 26 April 2013, and the marketing fee amounting to Baht 2.66 million (value added tax and interest are included). Total claim amount is Baht 1,013.38 million. Currently, the case is under the consideration of Central Administrative Court.
- 39.3.20 On 5 August 2016, NBTC filed a lawsuit with the Central Administrative Court against a subsidiary claiming for Baht 1,150.66 million regarding the revenue earned from 1800MHz. mobile service during the caretaking period from 16 September 2013 to 17 July 2014. Later on 7 September 2018, NBTC sent the resolution No.17/2561 to the subsidiary that the amount to be submitted should be Baht 3,381.95 million. Then, on 6 December 2018, a subsidiary filed a lawsuit against NBTC with the Central Administrative Court to revoke the resolution of NBTC. However, the subsidiary has disagreed with NBTC regarding the basis of revenue and details of deductible expenses related to the services. The subsidiary has provided for an allowance of Baht 508.69 million under other expenses in the consolidated financial statement for the year ended 31 December 2018. Currently, the case is under consideration of the Central Administrative Court.
- 39.3.21 On 17 August 2016, two subsidiaries filed lawsuits with the Central Administrative Court against the NBTC and others for the delay of duty or ignoring to perform a duty including with intention or reckless in providing an incorrect information or impractical information considering as a wrongful act causing the subsidiaries believed and by misunderstanding of fact, bid for the digital TV license. The two subsidiaries claimed for damages of Baht 6,737.80 million. The case is in proceedings of the Central Administrative Court.
- 39.3.22 On 4 November 2016, the subsidiary filed a lawsuit with the Civil Court against CAT claiming of Baht 30,680.24 million damages caused by the fact that CAT could not provide mobile numbering according to the conditions stipulated in the HSPA wholesale agreement. Later, the lawsuit has been transferred to the Central Administrative Court for the proceedings as it is acknowledged receipt of 13 September 2017. On 7 May 2018, the subsidiary has withdrawn its lawsuit. Therefore, this case is closed.
- 39.3.23 On 5 April 2017, a subsidiary filed a lawsuit with the Central Intellectual Property and International Trade Court against a Public Company, a contractual party on a licence of broadcasting football program claiming for reimbursement of Baht 390.75 million which the subsidiary paid because the said Public Company could not deliver such broadcasting. Subsequently, on 27 June 2017, the said Public Company filed a lawsuit with the Central Intellectual Property and International Trade Court against the said subsidiary together with other 20 defendants claiming for Baht 1,401.22 million regarding the termination of the agreement. Currently, the cases are under the proceedings of the Central Intellectual Property and International Trade Court.

The ultimate outcome of the aforementioned cases cannot presently be determined, and accordingly, no provision for possible liability has been made in the financial statements except indicated thereon.

**True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018**

39. Litigations and Arbitration disputes and contingent liabilities (Cont'd)

39.4 Withdrawal cases derived from CAT's resolution

- 39.4.1 On 22 April 2013, CAT filed for arbitration against the subsidiary and requested the subsidiary to transfer the passive type of telecommunication infrastructure of towers which are made under the Operation Agreement including mobile car, shelter, machines and equipment adaptor for AC transformer or to pay a compensation amounting to Baht 821.14 million in case of failure to transfer. The subsidiary filed an objection on 28 August 2013. On 13 July 2018, the Arbitral Tribunal rendered the award ordering the subsidiary to deliver assets in dispute to CAT otherwise the subsidiary is obliged to pay a compensation to CAT for a total amount of Baht 152.66 million with interest at the rate of 7.5% per annum from the date of award until full payment is made. On 16 October 2018, the subsidiary filed a petition with the Administrative Court to revoke the arbitration award. However, CAT and the subsidiary have resolved the dispute. On 15 November 2018, the subsidiary has withdrawn the said petition from the Administrative Court. The case is closed.
- 39.4.2 On 12 November 2013, CAT filed for arbitration against the subsidiary requested for transferring of 59 generator stations or compensation amount to Baht 39.57 million in case of failure to transfer. On 7 April 2018, the Arbitral Tribunal by majority vote has rendered the award instructing the subsidiary to deliver and transfer Generators of 59 stations to CAT or to compensate for the aggregate amount of Baht 39.57 million with interest at the rate of 7.50% per annum from the date of the award until a full payment is made. On 9 July 2018, the subsidiary filed a petition to revoke the award with the Administrative Court. However, CAT and the subsidiary have resolved the dispute. On 15 November 2018, the subsidiary has withdrawn the said petition from the Central Administrative Court. The case is closed.
- 39.4.3 On 29 December 2015, CAT filed a lawsuit with the Central Administrative Court against a subsidiary claiming for Baht 83.94 million, including interest at 7.50% per annum of the principal amount of Baht 76.75 million calculated from the date of filing until the payment is made, accusing the subsidiary illegally install its telecommunication equipment connected to CAT's premises which CAT claims its ownership. On 28 September 2018, the Central Administrative Court has ruled to dismiss CAT's lawsuit. However, CAT and the subsidiary have resolved the dispute. On 15 November 2018, CAT has withdrawn the lawsuit from the Central Administrative Court. The case is closed.
- 39.4.4 On 7 April 2016, CAT filed a lawsuit against a subsidiary claiming for Baht 22,972.07 million for domestic roaming used by the subsidiary during 27 April 2011 to 15 November 2015. On 29 May 2017, CAT filed additional claimed for the period during 16 November 2015 to 3 December 2015 for Baht 376.86 million. Total amount claimed became Baht 23,348.93 million. Later, the Court ordered to combine the two cases. However, CAT and the subsidiary have resolved the dispute. On 15 November 2018, CAT has withdrawn the lawsuit from the Central Administrative Court. The case is closed.
- 39.4.5 On 21 July 2016, CAT filed a lawsuit with Central Administrative Court against a subsidiary claiming for Baht 19,500.17 million (included interest) for the wholesale fees under HSPA agreement. However, CAT and the subsidiary have resolved the dispute. On 15 November 2018, CAT has withdrawn the lawsuit from central Adminstrative Court. The case is closed.
- 39.4.6 On 11 August 2016, CAT filed an arbitration claim against a subsidiary demanding the subsidiary to remove the third party's telecommunications equipment installed or connected to the assets under the agreement for operation between CAT and the subsidiary. Otherwise, the subsidiary has to compensate for the use of those assets amounting to Baht 417.66 million. However, CAT and the subsidiary have resolved the dispute. On 15 November 2018, CAT has withdrawn the statement of claim from the Arbitral Tribunal. The dispute is closed.
- 39.4.7 On 31 January 2018, CAT filed a lawsuit with the Central Administrative Court against a subsidiary for space rental and telecom equipment service fees together with default interest totaling Baht 1,004.65 million. However, CAT and the subsidiary have resolved the dispute. On 15 November 2018, CAT has withdrawn the lawsuit from the Central Administrative Court. The case is closed.
- 39.4.8 On 30 March 2018, CAT filed a lawsuit with the Administrative Court against a subsidiary seeking for payment of Transmission 2 Mbps (E1) service in the amount of Baht 75.32 million. However, CAT and the subsidiary have resolved the dispute. On 15 November 2018, CAT has withdrawn the lawsuit from the Central Administrative Court. The case is closed.

**True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018**

39. Litigations and Arbitration disputes and contingent liabilities (Cont'd)

39.4 Withdrawal cases derived from CAT's resolution (Cont'd)

39.4.9 On 24 July 2018, CAT filed an arbitration claim with the Thai Arbitration Center against a subsidiary requesting for delivery of towers, containers, shelters, call center system, mobile station, AC transformers, generators, BTS, card TMA unit totaling Baht 29,288.66 million. However, CAT and the subsidiary have resolved the dispute. On 15 November 2018, CAT has withdrawn the statement of claim from the Arbitral Tribunal. The dispute is closed.

40. Access charges

40.1 The Company's access charges

On 21 August 2002, the Company filed an arbitration claim regarding a dispute arising from the Joint Operation and Joint Investment Agreement between the Company and TOT. The terms of the Agreement provided that the Company is entitled to additional considerations from TOT if TOT provides or allows any third parties to provide "special services" over the network. TOT allowed CAT and other mobile telecommunications service providers to use this network for mobile telecommunications services and obtained access charges from CAT and the other mobile telecommunications service providers. However, TOT disagreed that the use of the Company's wire-line network for mobile telecommunications services was a "special service" and therefore refused to provide the Company with the additional considerations. The Company claimed for its portion of revenue sharing regarding access charges received by TOT starting from October 1992 to June 2003 amount of Baht 25,419.40 million. On 21 February 2006, the Arbitration delivered to the Company rulings of the arbitration dated 17 January 2006. The arbitral rulings are as follows:

1. The Company is entitled to benefits derived from TOT's provisions of special services on the Company's network or from TOT's permission for other parties to provide special services on the Company's network.
2. With respect to benefits from the beginning until 22 August 2002, TOT must pay the Company the sum of Baht 9,175.82 million plus interest at the rate of 7.5% per annum from 22 August 2002. The payment must be made within 60 days from the receipt of the arbitral award. TOT has not paid any amount. The claimed amount on 31 December 2011 is Baht 15,620.26 million.
3. As from 23 August 2002, TOT must pay to the Company 50% of the benefit derived by TOT from the portion accessing to the Company's network.

On 20 April 2006, TOT filed a motion with the Central Administrative Court requesting an order to withdraw the arbitral award. Subsequently, on 19 September 2006, the Company submitted a statement of objection to the Central Administrative Court, and the court accepted the Company's statement of objection for consideration on 28 September 2006. On 8 May 2008, the Company as the petitioner requested the Central Administrative Court for the execution of the Arbitration's ruling. The court ordered to combine the case which TOT requested to repeal the execution for Arbitration's ruling.

On 19 September 2012, the Central Administrative Court has ruled in favour of TOT, by revoking the ruling of the arbitration dated 17 January 2006. On 18 October 2012, the Company appealed against the ruling of the Central Administrative Court with the Supreme Administrative Court.

On 19 June 2016, the Supreme Administrative Court ruled by confirming the judgment of the Central Administrative Court to revoke the Arbitral award.

On 26 October 2016, the Company submitted the petition requesting a re-trial to the Central Administrative Court. On 18 January 2017, the Central Administrative Court dismissed the aforementioned petition. Later, on 15 February 2017, the Company submitted an appeal to the Supreme Administrative Court for this petition.

Currently, the case is under consideration by the Supreme Administrative Court regarding the petition for re-trial.

**True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2018**

40. Access charges (Cont'd)

40.2 A subsidiary's access charges

On 5 October 2006, a subsidiary issued a letter to TOT requesting it to enter into negotiation regarding the interconnection agreement ("IC") between its network and TOT's network. On 17 November 2006, the subsidiary issued a written notification informing TOT and CAT that it will cease payment of access charge under the Access Charge Agreement on the basis that the rate and the collection of access charge under the Access Charge Agreement were contrary to the law in a number of respects. The subsidiary also requested TOT to enter into the interconnection charge agreement to be in compliance with the law or temporarily apply the provisional rate announced by the NTC while the negotiations on the interconnection agreement with TOT has not been concluded.

However, on 23 November 2006, TOT issued a letter informing the subsidiary that the subsidiary was not entitled to interconnect its network with the TOT network because the subsidiary was not a telecommunications licensee, as granted by the NTC, and did not have its own telecommunications network. TOT also disputed that the Access Charge Agreement did not violate any law and that the rate and the collection of access charge under the Access Charge Agreement continuously prevail.

On 16 November 2007, TOT filed a lawsuit against the subsidiary with the Civil Court, claiming violation of the access charges contract (agreement) and requested for access charges payment amount of Baht 4,508.10 million with related interest and value added tax. On 16 September 2009, the Civil Court and the Central Administrative Court agreed that the case was within the Central Administrative Court's jurisdiction and thus, struck the case out of the case-list.

On 9 May 2011, TOT filed a lawsuit with Central Administrative Court against CAT jointly with a subsidiary claiming for an access charge amounting of Baht 41,540.27 million.

On 31 July 2014, TOT has amended the claim amount to Baht 59,628.00 million plus interest from the initial filing date until the payment is made. The case is currently in the judicial of the Central Administrative Court.

If the subsidiary has to pay such access charges, the subsidiary would record additional expense and be liable to accrue additional access charges for the period from 18 November 2006 to 15 September 2013 are as follows:

	Accrued access charges Million Baht	Net effect to the consolidated profit or loss, net of revenue sharing to CAT Million Baht
For the period from 18 November 2006 to 15 September 2013	32,344.56	23,762.55

The management and its external lawyer have opined that the subsidiary would not be liable to pay the said access charges.

The ultimate outcomes of the aforementioned cases are presently unable to be determined, and accordingly, no recognition of revenue and provision for possible liability has been made in the financial statements.

True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
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41. Infrastructure fund transaction

During 2018, the subsidiaries have entered into the following transactions with DIF:

1. Refer to the Assets Sale and Transfer Agreement ("Agreement") and Amendment and Restatement of Master Lease agreement dated 24 December 2013 whereby the subsidiaries being TUC and TMV entered into the agreements with DIF on 24 November 2017: On 17 May 2018, TUC and TMV sell and transfer the additional 2,589 telecommunication towers and 14,496 kilometers of the fiber optic cable to DIF and lease back these assets from DIF with the lease term of 16 years. The expiration of the Agreement will be on 15 September 2033. Under the terms and conditions of the Agreement, the subsidiaries must pay monthly rental as stipulated in the Agreement.
2. Refer to the Long-term Lease agreement ("Lease agreement") dated 24 November 2017 whereby the subsidiary being TICC, entered into the agreement with DIF: On 17 May 2018, TICC agreed to additionally lease 12,872 kilometer of fiber optic to DIF for a period of 30 years. DIF has the call option on expiry date of the lease agreement (31 December 2047) to buy the fiber optic cable at the exercise price of Baht 1,500.00 million. DIF paid lease rental in advance according to the Agreement. TICC also lease back the fiber optic cable from DIF with the lease term of 16 years. TICC must comply with the terms and conditions as stipulated in the Lease agreement.

On 17 May 2018, the Group and DIF executed and completed the transactions as aforementioned. The accounting treatment for the transactions can be summarised as follows:

At the transaction date, the Group recognised gain on sales of equipment being telecommunication towers and fiber optic cables of Baht 8,802.24 million under "Other income", recognised revenue on sales of fiber optic cables of Baht 26,764.15 million as "Revenue from product sales" and derecognised the related inventory amounting to Baht 3,300.24 million as "Cost of sales" in the consolidated statement of comprehensive income for the year ended 31 December 2018.

	Consolidated Financial information
	31 December 2018
	Baht Million
Amount proceed	55,236.21
<u>Less</u> Cost of assets sale and relevant costs	(8,264.33)
<u>Less</u> Related expenses	(877.38)
Total gain from assets sale	46,094.50
<u>Less</u> Unrealised gain from assets sale	(13,828.35)
Gain recognised in 2018	<u>32,266.15</u>

Unrealised gain represented 30.00% of gain from the aforementioned transactions that are not recognised due to the Group holds 30.00% interest in DIF on the transaction date.

42. Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries, joint ventures and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

CP Group of companies is the major shareholder of the Company.

China Mobile Group of companies is the major shareholder of the Company.

NEC Corporation (Thailand) Co., Ltd. is the Company under the common control.

True Corporation Public Company Limited
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 For the year ended 31 December 2018

42. Related party transactions (Cont'd)

The following transactions were carried out with related parties:

i) Sales of goods and services

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Sales of goods:				
Joint ventures	0.03	-	-	-
Associates	18,735.42	6,271.29	-	-
Related company				
CP Group of companies	1,865.03	684.87	-	-
	<u>20,600.48</u>	<u>6,956.16</u>	<u>-</u>	<u>-</u>
Sales of services:				
Subsidiaries	-	-	13,917.26	9,085.96
Joint ventures	3.14	3.92	-	-
Associates	650.18	557.86	-	-
Related companies				
CP Group of companies	1,351.15	1,109.91	17.57	24.06
China Mobile Group of companies	294.11	179.79	-	-
	<u>2,298.58</u>	<u>1,851.48</u>	<u>13,934.83</u>	<u>9,110.02</u>

ii) Purchases of goods and services

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Purchases of goods:				
Subsidiaries	-	-	-	0.30
Joint ventures	0.10	-	-	-
Related company				
CP Group of companies	2,131.37	2,310.92	-	-
	<u>2,131.47</u>	<u>2,310.92</u>	<u>-</u>	<u>0.30</u>
Purchases of services:				
Subsidiaries	-	-	896.16	977.25
Joint ventures	7.86	8.52	0.42	-
Associates	8,283.68	5,551.52	-	-
Related companies				
CP Group of companies	8,179.55	6,367.63	496.30	583.17
China Mobile Group of companies	187.34	88.69	-	-
NEC Corporation (Thailand) Co., Ltd.	-	0.26	-	-
	<u>16,658.43</u>	<u>12,016.62</u>	<u>1,392.88</u>	<u>1,560.42</u>

True Corporation Public Company Limited
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 For the year ended 31 December 2018

42. Related party transactions (Cont'd)

iii) Outstanding balances arising from sales and purchases of goods and services

As at 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Receivables from related parties: (included in "Trade accounts receivable" (Note 17))				
Subsidiaries	-	-	7,528.45	7,754.37
Joint venture	21.44	3.16	-	-
Associates	200.84	722.72	-	-
Related companies				
CP Group of companies	13,562.11	9,918.49	148.94	160.42
China Mobile Group of companies	29.86	93.76	-	-
	<u>13,814.25</u>	<u>10,738.13</u>	<u>7,677.39</u>	<u>7,914.79</u>
Payables to related parties: (included in "Trade and other payables")				
Subsidiaries	-	-	1,674.11	1,146.13
Joint venture	19.05	66.47	0.40	-
Associates	355.44	309.93	-	-
Related companies				
CP Group of companies	6,432.62	4,964.58	122.90	227.91
China Mobile Group of companies	-	28.32	-	-
	<u>6,807.11</u>	<u>5,369.30</u>	<u>1,797.41</u>	<u>1,374.04</u>

iv) Loans to related parties

As at 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Loans to related parties				
Current	-	197.00	10,082.68	9,573.44

Movement of loans to related parties can be analysed as follows:

	Consolidated financial statements Baht Million	Separate financial statements Baht Million
For the year ended 31 December 2018		
Opening net book value	197.00	9,573.44
Additions	20.00	24,707.61
- Principal		
Payment received	(217.00)	(24,198.37)
- Principal		
Closing net book value	-	10,082.68

True Corporation Public Company Limited
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42. Related party transactions (Cont'd)

iv) Loans to related parties (Cont'd)

The consolidated and the Company related interest income for the year ended 31 December 2018 were Baht 9.32 million and Baht 207.68 million, respectively (2017: Baht 10.71 million and Baht 119.75 million, respectively).

v) Loans from related parties

As at 31 December	Separate financial statements	
	2018 Baht Million	2017 Baht Million
Current	982.47	5.02

Movement of loans from related party can be analysed as follows:

For the year ended 31 December 2018	Separate financial statements	
	Baht Million	Baht Million
Opening net book value		5.02
Additions		21,383.25
Repayment		(20,405.80)
Closing net book value		982.47

The interest expense in connection with these loans in the separate financial statements for the year ended 31 December 2018 was Baht 42.57 million (2017: Baht 1.14 million).

vi) Interest receivable arising from loans to related parties

As at 31 December	Consolidated financial statements		Separate financial statements	
	2018 Baht Million	2017 Baht Million	2018 Baht Million	2017 Baht Million
Interest receivable: (included in "Trade and other receivables")				
Subsidiaries	-	-	18.64	26.68
Related companies	-	49.34	-	-
	-	49.34	18.64	26.68

**True Corporation Public Company Limited
Notes to the Consolidated and Separate Financial Statements
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42. Related party transactions (Cont'd)

vii) Directors and key management's remuneration

The total remuneration of the directors and the key management of the Group and the Company were Baht 260.00 million and Baht 255.10 million, respectively (2017: Baht 278.26 million and Baht 220.50 million, respectively).

The post retirement benefit for directors and senior executive is Baht 9.89 million (2017: Baht 10.89 million).

viii) Dividends received

During 2018, the Group and the Company received dividends from an associate of Baht 2,159.70 million and Baht 1,990.07 million, respectively (2017: Baht 1,583.81 million and Baht 1,583.81 million). Dividends income were recognised as "Other income" in the separate profit or loss and recognised directly to investment in associate in the consolidated financial statements. During 2018, the Company received dividends from subsidiary of Baht 1,517.49 million and recognised as "Other income" in the separate financial statements.

43. Dividend

At the Annual General Meeting of Shareholders for 2018 held on 27 April 2018, the shareholders had passed a resolution to approve payment of dividends at Baht 0.031 per share, totaling Baht 1,034.35 million. The Company distributed the aforementioned dividends on 25 May 2018.

44. Event after reporting date

On 24 January 2019, the subsidiary issued the debentures for its ongoing operations 2.81 million units at par value Baht 1,000.00, totaling Baht 2,809.60 million. The debentures carry interest at the rate of 3.80% per annum and paid at maturity date on 24 January 2021.

On 24 January 2019, the subsidiary issued the debentures for its ongoing operations 11.19 million units at par value Baht 1,000.00, totaling Baht 11,190.40 million. The debentures carry interest at the rate of 5.10% per annum and paid at maturity date on 24 January 2024.

On 31 January 2019, the Company issued the debentures for its ongoing operations 12.25 million units at par value Baht 1,000.00, totaling Baht 12,246.00 million. The debentures carry interest at the rate of 4.10% per annum and paid at maturity date on 31 January 2022.

On 30 January 2019, the Company disposed all of investments in Thai Smart Card Co., Ltd. The Company received Baht 453.88 million as proceeds from disposal and recognised gain from disposal of Baht 213.14 million in the separate financial statements.

On 28 February 2019, the Company's Board of Directors approved the payment of dividends at Baht 0.09 per share, totaling Baht 3,003.14 million. The dividends will be distributed to shareholders listed in the register on 15 March 2019. The dividend payment will later be proposed for approval in the Annual General Meeting of the Company's shareholders.



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True Corporation Public Company Limited
18 True Tower, Ratchadaphisek Road, Huai Khwang, Bangkok 10310, Thailand
Tel. +66 (0) 2859-1111 Fax. +66 (0) 2859-9134
www.truecorp.co.th