

(Translation)

Ref: TRUE-SEC 011/2566

28<sup>th</sup> April 2023

The President of the Stock Exchange of Thailand  
The Stock Exchange of Thailand

**Subject: Report on the Resolutions of the 2023 Annual General Meeting of Shareholders  
(the “2023 AGM”)**

Enclosures: 1. Details of the Votes of the 2023 AGM  
2. Details of the resolution of the 2023 AGM on the issuance and offering of debentures

The 2023 Annual General Meeting of the Shareholders of True Corporation Public Company Limited (the “Company”) held on 28<sup>th</sup> April 2023 at 2.00 p.m. through electronics means (E-AGM) has passed the following important resolutions, details of the votes are as appeared in Enclosure No. 1;

1. Acknowledged the report on the result of business operations of the Company.
2. Approved the Statements of Financial Position and the Statements of Comprehensive Income for the Fiscal Year ended 31<sup>st</sup> December 2022 of True Corporation Public Company Limited (“former True”) and Total Access Communication Public Company Limited (“dtac”).
3. Appointed the following persons to be the Directors of the Company in replacement of the Directors who retired by rotation, by casting the vote on an individual basis:
  - 1) Mr. Kalin Sarasin Independent Director
  - 2) Mrs. Pratana Mongkolkul Independent Director
  - 3) Mr. Lars Erik Tellmann Director
  - 4) Dr. Teerapon Tanomsakyut Director
4. Approved the Directors’ remuneration based on each position. The details are as follows:

Directors receive remuneration on a monthly basis

Chairperson	Baht 300,000 per month
Vice Chairperson	Baht 150,000 per month
Director (Independent or not Independent)	Baht 100,000 per month
Independent Director, who is also a member of one or more Committees	Baht 200,000 per month
Independent Director, who is also a Chairperson of one or more Committees	Baht 300,000 per month

In this connection, any director being the Company's employee shall not be entitled to receive the director's remuneration. The foregoing resolutions shall remain in effect until otherwise resolved by another shareholders meeting.

5. Acknowledged the appointment of the Company's auditors and the audit fee for the year 2023 according to the resolution of the Joint Shareholders Meeting No. 2 between the shareholders of former True and the shareholders of dtac, held on 22<sup>nd</sup> February 2023 (the "Joint Shareholders Meeting No. 2") that approved the appointment of Mr. Pisit Thangtanagul C.P.A. (Thailand) No. 4095, Mr. Paiboon Tunkoon C.P.A. (Thailand) No. 4298, and Ms. Nuntika Limviriyalers C.P.A. (Thailand) No. 7358 from PricewaterhouseCoopers ABAS Limited to be the auditor of the Company for the year 2023 whereby any one of them being authorized to conduct the audit and express an opinion on the financial statements of the Company and the audit fee for the accounting period commencing from the date on which the public limited company registrar has registered the Amalgamation, which was 1<sup>st</sup> March 2023 and ending on 31<sup>st</sup> December 2023, was fixed in total of Baht 7.7 million. In this connection, the Joint Shareholders Meeting No. 2 has authorized the Board of Directors of the Company to have power to determine the remuneration for additional auditing work on case-by-case basis, should there be additional work.
6. Approved the appointment of auditor and determination of the audit fee of former True and dtac for the accounting period commencing from 1<sup>st</sup> January 2023 and ending on 28<sup>th</sup> February 2023 as follows:

Former True :

Approved the appointment of Mr. Pisit Thangtanagul C.P.A. (Thailand) No. 4095, Mr. Paiboon Tunkoon C.P.A. (Thailand) No. 4298. and Ms. Nuntika Limviriyalers C.P.A. (Thailand) No. 7358 from PricewaterhouseCoopers ABAS Limited to be the auditor of former True for the accounting period commencing from 1<sup>st</sup> January 2023 and ending on 28<sup>th</sup> February 2023 whereby any one of them being authorized to conduct the audit and express an opinion on the financial statements of former True and the audit fee for the accounting period commencing from 1<sup>st</sup> January 2023 and ending on 28<sup>th</sup> February 2023 should be fixed in total of Baht 800,000 and

dtac :

Approved the appointment of Mr. Kitti Teachakasembundit C.P.A. (Thailand) No. 9151, Ms. Pimjai Manitkajohnkit C.P.A. (Thailand) No. 4521, and Ms. Sumana Punpongsanon C.P.A. (Thailand) No. 5872 from EY Office Limited to be the auditor of dtac for the accounting period commencing from 1<sup>st</sup> January 2023 and ending on 28<sup>th</sup> February 2023 whereby any one of them being authorized to conduct the audit and express an opinion on the financial statements of dtac and the audit fee for the accounting period commencing from 1<sup>st</sup> January 2023 and ending on 28<sup>th</sup> February 2023 should be fixed in total of Baht 600,000.

7. Acknowledged the interim dividend payment of dtac which was paid from the operating results for the period from 1<sup>st</sup> January 2022 to 30<sup>th</sup> June 2022 and the retained earnings of dtac as of 30<sup>th</sup> September 2022, totaling Baht 2.07 per share (subject to applicable withholding tax) and in total amount of Baht 4,901,368,770 and acknowledged that the appropriation of a legal reserve and the dividend payment for the year 2022 by the Company would not be made.
8. Approved the outstanding director's remuneration of dtac for the period commencing from 1<sup>st</sup> January 2023 and ending on 28<sup>th</sup> February 2023 which is on a fixed monthly basis and categorized by positions, totaling Baht 2,256,800.
9. Approved the Company's issuance and offering of debentures as per details appeared in the Enclosure No. 2.

Please be informed accordingly.

Sincerely yours,

- Signature -

Mrs. Rangsinee Sujaritsunchai  
Company Secretary

(Translation)

**Enclosure 1**

**Details of the Votes of the 2023 AGM**

**Agenda Item 2** **To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income for the Fiscal Year ended 31<sup>st</sup> December 2022 of True Corporation Public Company Limited (“former True”) and Total Access Communication Public Company Limited (“dtac”)**

For this agenda item, there were shareholders attending the meeting and casting votes in an aggregate of 26,858,168,355 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	26,809,519,383	votes equivalent to	99.8458	percent
Disapproved with	41,416,445	votes equivalent to	0.1542	percent
of the total votes of the shareholders attending the meeting and casting votes				
Abstained with	7,232,527	votes		
and Voided Ballot with		0	vote.	

**Agenda Item 3** **To consider the election of directors to replace the directors who retire by rotation**

1) Mr. Kalin Sarasin (Independent Director)

For this agenda item and this director, there were shareholders attending the meeting and casting votes in an aggregate of 26,858,744,189 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	26,787,918,332	votes equivalent to	99.7380	percent
Disapproved with	70,377,720	votes equivalent to	0.2620	percent
of the total votes of the shareholders attending the meeting and casting votes				
Abstained with	448,137	votes		
and Voided Ballot with		0	votes.	

2) Mrs. Pratana Mongkolkul (Independent Director)

For this agenda item and this director, there were shareholders attending the meeting and casting votes in an aggregate of 26,858,744,189 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	26,789,361,251	votes equivalent to	99.7433	percent
Disapproved with	68,934,801	votes equivalent to	0.2567	percent
of the total votes of the shareholders attending the meeting and casting votes				
Abstained with	448,137	votes		
and Voided Ballot with		0	vote.	

3) Mr. Lars Erik Tellmann (Director)

For this agenda item and this director, there were shareholders attending the meeting and casting votes in an aggregate of 26,858,744,189 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	26,740,726,981	votes equivalent to	99.5623	percent
Disapproved with	117,569,071	votes equivalent to	0.4377	percent
of the total votes of the shareholders attending the meeting and casting votes				
Abstained with	448,137	votes		
and Voided Ballot with	0	vote.		

4) Dr. Teerapon Tanomsakyut (Director)

For this agenda item and this director, there were shareholders attending the meeting and casting votes in an aggregate of 26,858,744,189 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	26,784,290,341	votes equivalent to	99.7244	percent
Disapproved with	74,015,058	votes equivalent to	0.2756	percent
of the total votes of the shareholders attending the meeting and casting votes				
Abstained with	438,790	votes		
and Voided Ballot with	0	vote.		

**Agenda Item 4 To consider and approve the directors' remuneration**

For this agenda item, there were shareholders attending the meeting in an aggregate of 26,858,738,187 shares.

The resolution was passed with the votes of not less than two-thirds of the total votes of the shareholders attending the meeting, which was comprised of the following votes:

Approved with	26,858,270,364	votes equivalent to	99.9983	percent
Disapproved with	5,222	votes equivalent to	0.0000	percent
Abstained with	462,601	votes equivalent to	0.0017	percent
No right to vote with	0	votes equivalent to	0.0000	percent
Voided Ballot with	0	vote equivalent to	0.0000	percent
of the total votes of the shareholders attending the meeting.				

**Agenda Item 6** **To consider the appointment of auditor and determination of the audit fee of True Corporation Public Company Limited (“former True”) and Total Access Communication Public Company Limited (“dtac”) for the accounting period commencing from 1<sup>st</sup> January 2023 and ending on 28<sup>th</sup> February 2023**

For this agenda item, there were shareholders attending the meeting and casting votes in an aggregate of 26,858,744,321 shares.

The resolution was passed with a majority vote, which was comprised of the following votes:

Approved with	26,802,469,669	votes equivalent to	99.7927	percent
Disapproved with	55,679,194	votes equivalent to	0.2073	percent

of the total votes of the shareholders attending the meeting and casting votes

Abstained with	595,458	votes		
and Voided Ballot with	0	vote.		

**Agenda Item 8** **To consider and approve the outstanding director’s remuneration of Total Access Communication Public Company Limited (“dtac”) for the period commencing from 1<sup>st</sup> January 2023 and ending on 28<sup>th</sup> February 2023**

For this agenda item, there were shareholders attending the meeting and casting votes in an aggregate of 26,858,744,321 shares.

The resolution was passed with the votes of not less than two-thirds of the total votes of the shareholders attending the meeting, which was comprised of the following votes:

Approved with	26,858,261,017	votes equivalent to	99.9982	percent
Disapproved with	5,222	votes equivalent to	0.0000	percent
Abstained with	478,082	votes equivalent to	0.0018	percent
No right to vote with	0	votes equivalent to	0.0000	percent
Voided Ballot with	0	vote equivalent to	0.0000	percent

of the total votes of the shareholders attending the meeting.

**Agenda Item 9** **To consider and approve the issuance and offering of debentures**

For this agenda item, there were shareholders attending the meeting and having the rights to vote in an aggregate of 26,858,726,448 shares.

The resolution was passed with the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the rights to vote, which was comprised of the following votes:

Approved with	26,686,654,714	votes equivalent to	99.3593	percent
Disapproved with	154,475,697	votes equivalent to	0.5751	percent
Abstained with	17,596,037	votes equivalent to	0.0655	percent
Voided Ballot with	0	vote equivalent to	0.0000	percent

of the total votes of the shareholders attending the meeting and having the rights to vote.

The shareholders who have no right to vote with 0 vote.

(Translation)

**Enclosure No. 2**

**Details of the resolution of the 2023 AGM  
on the issuance and offering of debentures**

The 2023 Annual General Meeting of the Shareholders (“2023 AGM”) of True Corporation Public Company Limited (the “Company”) has passed the resolution to approve the issuance and offering of debentures as per the following details:

**Type:** Any and all types or categories of debentures, including without limitation, name-registered debentures or bearer debentures, secured or unsecured debentures and subordinated or unsubordinated debentures, with or without debentureholders’ representative, as appropriate, subject to market conditions or any other factors at the time of each issuance and offering of the debentures.

**Amount:** The principal amount of the debentures (at par value) proposed for approval this time shall not exceed Baht 280,000 million (or its equivalent amount in any other currency). In this respect, the principal amount of the debentures redeemed and purchased by the Company in any case shall be counted towards the available principal amount of the debentures that can be issued and offered by the Company (Revolving Principal Basis).

In the event that the Company issues the debentures to refinance the existing debentures (issuance of new debentures to repay or replace existing debentures), the principal amount of the existing debentures to be redeemed on the issue and offering date of the new debentures issued to refinance such existing debentures shall not be counted as part of the total principal amount of the existing debentures which have not been redeemed in the calculation of the available principal amount of the debentures that can be issued and offered by the Company.

**Purpose:** To be utilized for any or collective of the following objectives: funding normal operations, financing the investment, business expansion, refinancing existing debt, using as working capital of the Company and its subsidiaries or other purposes as the Board of Directors of the Company deemed appropriate.

**Currency:** Baht and any other currencies

**Interest:** To be determined, subject to market conditions at the time of each issuance and offering of the debentures

**Tenure:** Except for perpetual debentures, the debentures to be issued by the Company shall have tenure of not exceeding 15 years from their respective issue dates. In the case of the perpetual debentures, the tenure

and maturity date of the debentures shall be determined in accordance with the relevant regulations of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission (the “Office of the SEC”) and other relevant authorities.

**Early Redemption:** The Company may or may not have the right to redeem prior to their respective maturity dates, and the debentureholders may or may not have the right to require the Company to redeem, the debentures prior to their respective maturity dates, depending on the terms and conditions of the relevant debentures.

**Offering:** The debentures may wholly or partially be offered, in Thailand or any foreign market, by way of public offering or through private placement, and may be offered to high net-worth investors or institutional investors or any person(s) and investor(s) in accordance with the Securities and Exchange Act B.E. 2535 (1992), as amended, and relevant rules and regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Office of the Securities and Exchange Commission and any other related governmental agencies, as well as other relevant regulations which are in force at the time of each of issuance and offering of the debentures. The debentures may be issued and offered in single or multiple offerings and in one or several tranches, and may be issued and offered in substitution of the then outstanding debentures, depending on the funding requirement of the Company and at its sole discretion.

In this regard, the Board of Directors or the authorized directors or Co-Chief Financial Officer of the Company or the person(s) entrusted by the Board of Directors or the authorized directors shall be authorized to have the power to take any actions necessary for, and relevant to, the issuance and offering of the debentures in compliance with the relevant laws and rules, including but not limited to, determining and amending arrangements, details and other terms and conditions of the debentures (such as name of the debentures, offering amount of each issuance, type, tenure, issuance date, maturity date, par value, offering price, coupon rate, principal repayment, coupon payment, redemption method, right of early redemption, allocation method, details of offering, etc.); arranging, preparing, entering into, negotiating, amending, certifying, signing and executing the relevant agreements, documents and evidences, including application, registration statement, prospectus, offering circular, underwriting agreement and other relevant agreements necessary for the issuance and offering of debentures; appointing any financial advisor, underwriter, arranger, credit rating agency, appraiser, legal advisor, registrar, paying agent, debentureholders’ representative, or other advisors or persons who are relevant to the issuance and offering of the debentures; registering the debentures with the Thai Bond Market Association or in any stock exchange or other secondary market; and applying for an approval, waiver or consent, contacting, providing, disclosing, agreeing to, furnishing and submitting any relevant information, documents and evidences to any competent Government agencies and the Office of the Securities and Exchange Commission, Thailand, the Thai Bond Market Association, the Bank of Thailand and any other authorities in relation to the issuance and offering of the debentures and the registration of the debentures as well as appointing any attorney, representative, agent or substitute to perform the foregoing.