

No. FNA61/ 011

26 April 2018

Subject: Resolutions of the 2018 Annual General Meeting of Shareholders

Attention: President  
Stock Exchange of Thailand

Symphony Communication Public Company Limited (the “**Company**”) hereby informs you of a summary of the resolutions passed by the 2018 Annual General Meeting of Shareholders, convened on Thursday, 26 April 2018, 10.00 hrs., at Parichart Room, Golden Tulip Sovereign Hotel, No. 92 Soi Saengcham, Rama 9 Road, Bang Kapi Sub-District, Huay Kwang District, Bangkok, as follows:

**Agenda Item 1: Endorsed the Minutes of the 2017 Annual General Meeting of Shareholders**

The Meeting resolved, by a majority vote of the shareholders attending the Meeting and eligible to vote, in accordance with the following votes:

Approved	Disapproved	Abstained	VOID	Shareholders	Total
361,870,335	0	1,083	0	44	361,871,418
99.9997 %	0.0000 %	0.0003 %	0.0000 %		100 %

**Agenda Item 2: Acknowledged the operational results for the year 2017****Agenda Item 3: Approved the Financial Statements for the year ending 31 December 2017**

The Meeting resolved, by a majority vote of the shareholders attending the Meeting and eligible to vote, in accordance with the following votes:

Approved	Disapproved	Abstained	VOID	Shareholders	Total
361,978,667	0	1,083	0	47	361,979,750
99.9997 %	0.0000 %	0.0003 %	0.0000 %		100 %

**Agenda Item 4: Acknowledged no profit appropriation and no dividend payment from the operational results for the year ended 31 December 2017**

**Agenda Item 5:                    Approved the appointment of the auditors for the year 2018 and the determination of the audit fee**

The Meeting resolved to approve the appointment of auditors from EY Office Limited; namely, Mr. Sophon Permsirivallop, Certified Public Accountant No. 3182, and/or Miss Rungnapa Lertsuwankul, Certified Public Accountant No. 3516, and/or Miss Pimjai Manitkajohnkit, Certified Public Accountant No. 4521 and/or Miss Rosaporn Decharkom, Certified Public Accountant No. 5659 and/or Miss Sumana Punpongsanon, Certified Public Accountant No. 5872 of EY Office Limited as the auditors of the Company and its subsidiary for the year 2018 and approved the audit fee for the year 2018 which includes the audit fee for the auditing of the financial statements for the three quarters at THB 1,230,000. The proposed amount does not include other expenses, e.g., travelling expenses.

The Meeting resolved, by a majority vote of the shareholders attending the Meeting and eligible to vote, in accordance with the following votes:

Approved	Disapproved	Abstained	VOID	Shareholders	Total
361,902,834	75,833	10,016	0	48	361,988,683
99.9763 %	0.0209 %	0.0028 %	0.0000 %		100 %

**Agenda Item 6:                    Approved the appointment of directors in place of those who are due to retire by rotation**

In 2018, the three following directors vacated office:

1. Mr. Jitkasem Sangsingkeo                    Independent Director
2. Mr. Teerarat Pantarasutra                    Director
3. Mr. Akarat Na Ranong                    Independent Director

The Meeting resolved to appoint the following director to replace those who are due to retire by rotation with following votes.

**1. Mr. Teerarat Pantarasutra                    Director**

Approved	Disapproved	Abstained	VOID	Shareholders	Total
361,911,767	75,833	1,083	0	48	361,988,683
99.9788 %	0.0209 %	0.0003 %	0.0000 %		100 %

**2. Mr. Akarat Na Ranong                    Independent Director**

Approved	Disapproved	Abstained	VOID	Shareholders	Total
361,911,767	75,833	1,083	0	48	361,988,683
99.9788 %	0.0209 %	0.0003 %	0.0000 %		100 %

Therefore, the Board of Directors comprises of 8 directors as follows:

- |                                |                            |
|--------------------------------|----------------------------|
| 1. Mr. Woodtipong Moleechad    | Chairman of the Board      |
| 2. Mr. Prasitt Hemwarapornchai | Vice Chairman of the Board |
| 3. Mr. Akarat Na Ranong        | Director                   |
| 4. Mr. Kranphol Asawasuan      | Director                   |
| 5. Mr. Teerarat Pantarasutra   | Director                   |
| 6. Mr. Patrick Corso           | Director                   |
| 7. Mr. Anand Vijayan           | Director                   |
| 8. Mr. Afzal Bin Abdul Rahim   | Director                   |

**Agenda Item 7: Acknowledged no payment of directors' bonuses for the year 2017**

**Agenda Item 8: Approved the directors remuneration for the year 2018**

The Meeting resolved to approve the directors' remuneration for the year 2018. The remuneration comprises the meeting allowance and monthly remuneration of not exceeding THB 7 million, and directors' bonuses of not exceeding THB 3 million paid proportionately to 1 percent of the total dividend payment (if any). Board of Directors is authorized to consider and set the appropriate criteria for the remuneration payment within the approved amount.

The Meeting resolved, by a vote of more than two-thirds of the total votes cast by the shareholders attending the Meeting, in accordance with the following votes:

Approved	Disapproved	Abstained	VOID	Shareholders	Total
361,978,667	0	10,016	0	48	361,988,683
99.9972 %	0.0000 %	0.0028 %	0.0000 %		100 %

**Agenda Item 9: Approved the prohibitions on acts constituting foreign dominance**

The Meeting resolved, by a majority vote of the shareholders attending the Meeting and eligible to vote, in accordance with the following votes:

Approved	Disapproved	Abstained	VOID	Shareholders	Total
361,987,600	0	1,083	0	48	361,988,683
99.9997 %	0.0000 %	0.0003 %	0.0000 %		100 %

**Agenda Item 10:**      **Approved the decrease of registered capital by cancelling the remaining shares from ESOP exercise and rights offering**

The Meeting resolved to approve the decrease of registered capital in the amount of Baht 11,322,141 from the existing registered capital of Baht 444,977,028 to the new registered capital of Baht 433,654,887 by cancelling the remaining shares from ESOP exercise in the amount of 6,068,799 shares and from the rights offering in the amount of 5,253,342 shares at a par value of THB 1 each.

The Meeting resolved, by a vote of more than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, in accordance with the following votes:

Approved	Disapproved	Abstained	VOID	Shareholders	Total
361,994,100	0	1,083	0	49	361,995,183
99.9997 %	0.0000 %	0.0003 %	0.0000 %		100 %

**Agenda Item 11:**      **Approved the amendment to Clause 4 of the Memorandum of Association to be in line with the capital decrease**

The Meeting resolved to approve the amendment to Clause 4 of the Memorandum of Association to be in line with such capital decrease by replacing the existing clause with the following wording

*“Clause 4. Registered capital 433,654,887 Baht Four hundred thirty-three million six hundred fifty-four thousand eight hundred eighty-seven Baht)*

*Divided into 433,654,887 shares (Four hundred thirty-three million six hundred fifty-four thousand eight hundred eighty-seven shares)*

*Value per share 1 Baht (one baht)*

*Categorized into:*

*Ordinary shares 433,654,887 shares (Four hundred thirty-three million six hundred fifty-four thousand eight hundred eighty-seven shares)*

*Preference shares — shares (—)”*

In this regard, the President and/or the person delegated by the President shall be authorized to register the amendment to the Memorandum of Association at the Department of Business Development, Ministry of Commerce, as well as to

undertake any necessary act in order to comply with the registrar's order for the purposes of registration of the amendment.

The Meeting resolved, by a vote of more than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, in accordance with the following votes:

Approved	Disapproved	Abstained	VOID	Shareholders	Total
361,994,100	0	1,083	0	49	361,995,183
99.9997 %	0.0000 %	0.0003 %	0.0000 %		100 %

**Agenda Item 12:**

**Approved the amendment of the Company's Articles of Association, Article 32 to align it with the amendment of the Public Limited Company Act B.E. 2535 which was amended by Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendment of Laws to Facilitate the Ease of Doing Business**

The Meeting resolved to approve the amendment of the Company's Articles of Association, Article 32 to align it with the amendment of the Public Limited Company Act B.E. 2535 which was amended by Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendment of Laws to Facilitate the Ease of Doing Business dated 4 April 2017, by amending Article 32 (Right of shareholders to call for an Extraordinary Shareholders Meeting) of the Company's Articles of Association as follows :

Old

"Article 32 Shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or shareholders of not less than twenty-five (25) persons holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may submit a written request directing the board of directors to call an extraordinary general meeting at any time, provided that the reasons for calling such meeting shall be clearly stated in such request. In such case, the board of directors shall proceed to call an extraordinary general meeting to be held within one (1) month of the date of receipt of such request from the said shareholders.

New

"Article 32 One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate

number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by Article 35, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”

The Meeting resolved, by a vote of more than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, in accordance with the following votes:

Approved	Disapproved	Abstained	VOID	Shareholders	Total
361,994,100	0	1,083	0	49	361,995,183
99.9997 %	0.0000 %	0.0003 %	0.0000 %		100 %

Please be informed accordingly.

Sincerely yours,

(Mr.Teerarat Pantarasutra)  
Director / President