

Ref. FNA 61/ 004

26 February 2018

Subject: Resolution of the Board of Directors

No Dividend Payment and the AGM 2018

To : The President

The Stock Exchange of Thailand

The Board of Directors meeting No1/2018 of Symphony Communication Public Company Limited (SYMC), held on 24 February 2018 at 14.00 p.m. at Krungthep1 Room, M Floor, Centara Grand at Central Plaza Ladprao Bangkok, passed significant resolutions as follows:

1. Approved to propose the Annual General Shareholders' Meeting for the Year 2018 to consider and approve the Financial Statements for the Year ended 31 December 2017
2. Approved to propose the Annual General Shareholders' Meeting for the Year 2018 to consider and approve the suspension of profit appropriation and no dividend payment for the operating result of Year ended 31 December 2017, due to net loss position for operating year 2017 and to conserve cash for future expansion requirements. Therefore, the Company shall not pay dividend for the operating year ended 31 December 2017.
3. Approved to propose the Annual General Shareholders' Meeting for the year 2018 to consider and approve the appointment of Mr. Sophon Permsirivallop, Certified Public Accountant (Thailand) No. 3182 and/or Ms. Rungnapa Lertsuwankul, Certified Public Accountant (Thailand) No. 3516 and/or and/or Ms. Pimjai Manitkajohnkit, Certified Public Accountant (Thailand) No. 4521 and/or Miss Rosaporn Decharkom, Certified Public Accountant (Thailand) No. 5659 and/or Miss Sumana Punpongsanon, Certified Public Accountant (Thailand) No. 5872 from EY Office Limited as an auditor of the Company and its subsidiary in 2018 with the compensation of Baht 1,230,000.- which includes the fee for reviewing three quarterly financial statements but excludes audit fee of subsidiary and other expenses e.g. transportation
4. Approved to propose the Annual General Shareholders' Meeting for the year 2018 to consider and approve the appointment of directors in place of directors retired by rotation.

The directors retired by rotation are as follows:

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

To propose the re-appointment of directors retired by rotation to resume their duties for another term as follows:

- 1) Mr. Teerarat Pantarasutra Director
 - 2) Mr. Akarat Na Ranong Independent Director
5. Approve to propose the Annual General Shareholders' Meeting for the Year 2018 to acknowledge no director bonus for the year 2017. The Annual General Shareholders' Meeting 2017 on 26 April 2017 approved to pay director bonus in the amount not exceeding Baht 3,000,000.- per year, in proportion of 1% of total dividend payment (if paid). As there is no dividend payment for the year 2017, therefore there is no director bonus for the year 2017.
 6. Approved to propose the Annual General Shareholders' Meeting for the Year 2018 to consider and approve the director's remunerations for the Year 2018 which comprise of attendance fee and salary in the amount not exceeding Baht 7,000,000.- per year and director bonus in the amount not exceeding Baht 3,000,000.- per year to be payable in proportion of 1% of total dividend payment (if paid).
 7. Approved to propose the Annual General Shareholders' Meeting for the Year 2018 to consider and approve the review of Prohibitive Actions of Business Domination by Foreigner in order to comply with the Notification the National Broadcasting and Telecommunications Commission (NBTC) regarding the Determination of the Prohibitions of the Business Domination by Foreigner 2012.
 8. Approved to propose the Annual General Shareholders' Meeting for the Year 2018 to consider and approve the decrease of registered capital by cancelling the remaining shares from ESOP exercise and rights offering, and the amendment to Clause 4 of the Memorandum of Association in order to be in line with the capital decrease

In this regard, delegate the President and/or a person delegated by the President shall register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce, as well as undertake any necessary action in accordance with the registrar's order for the purposes of registration.

9. Approved to propose the Annual General Shareholders' Meeting for the Year 2018 to consider and 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, by cancelling Article 32 of the Company's Articles of Association, and replace by following :

“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 section 103, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.”

10. Approved to convene the Annual General Shareholders' Meeting for the Year 2018 to be held on Wednesday, 26 April 2018 at 10.00 a.m. at Parichart Room, Golden Tulip Sovereign Hotel Bangkok and set the Record Date specifies the list of shareholders entitled to attend the meeting on 16 March 2018.

The agendas are as follows:

- Agenda 1 To consider and approve the minutes of the Annual General Shareholders' Meeting for the Year 2017
- Agenda 2 To acknowledge operating performance of the Year 2017
- Agenda 3 To consider and approve the financial statements of the Year ended 31 December 2017
- Agenda 4 To consider and approve no dividend payment for the operating result of Year ended 31 December 2017
- Agenda 5 To consider and approve the appointment of Independent Auditor and approve Auditor Remunerations for the Year 2018
- Agenda 6 To consider and approve the appointment of directors in substitution of retiring directors

- Agenda 7 To acknowledge no director bonus for the year 2017
- Agenda 8 To consider and approve the director's compensation for the Year 2018
- Agenda 9 To consider and approve the Prohibitive Actions of Business Domination by Foreigner
- Agenda 10 To consider and approve the decrease of registered capital by cancelling the remaining shares from ESOP exercise and rights offering
- Agenda 11 To consider and approve the amendment to Clause 4 of the Memorandum of Association in order to be in line with the capital decrease
- Agenda 12 To consider and 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.
- Agenda 13 Other matters (if any)

The Company invited shareholders to propose the AGM agenda in advance and nominate candidates for the election of Company's directors during 15 December 2017 to 15 January 2018. However, there were no proposal from the shareholders.

Please be informed accordingly.

Yours faithfully,

Mr. Teerarat Pantarasutra

Director / President

On behalf of the Board