

No. FNA60/ 013

26 April 2017

Subject: Resolutions of the 2017 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 2017 Annual General Meeting of Shareholders, convened on Wednesday, 26 April 2017, at 1430 hrs., at Lotus Room, Queen Sirikit National Convention Center, Bangkok, as follows:

**Agenda Item 1: Endorsed the Minutes of the 2016 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:

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 274,034,644 | votes, equivalent to | 99.9996 | percent |
| Against   | 0           | votes, equivalent to | 0.0000  | percent |
| Abstained | 1,083       | votes, equivalent to | 0.0004  | percent |

**Agenda Item 2: Acknowledged the operational results for the year 2016**

**Agenda Item 3: Approved the Financial Statements for the year ending 31 December 2016**

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

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 274,285,194 | votes, equivalent to | 99.9990 | percent |
| Against   | 1,766       | votes, equivalent to | 0.0006  | percent |
| Abstained | 1,083       | votes, equivalent to | 0.0004  | percent |

**Agenda Item 4: Acknowledged no dividend payment for the year ending 31 December 2016**

**Agenda Item 5:** **Approved the appointment of the auditors for the year 2017 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 as the auditors of the Company and its subsidiary for the year 2017. In addition, the Meeting resolved to determine the audit fee for the year 2017 which includes the audit fee for the auditing of the financial statements for the three quarters at THB 1,170,000. This audit fee 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:

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 274,211,244 | votes, equivalent to | 99.9719 | percent |
| Against   | 75,833      | votes, equivalent to | 0.0276  | percent |
| Abstained | 1,166       | votes, equivalent to | 0.0004  | percent |

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

In 2017, the three following directors shall vacate office:

1. Mr. Kranphol Asawasuwan Director / Chairman of the Executive Committee / Member of the Nomination and Corporate Governance Committee
2. Miss Bussakorn Jaruwachirathanakul Director
3. Mr. Supornchai Chotputtikul Director

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

1. **Mr. Kranphol Asawasuwan** **Director / Chairman of the Executive Committee / Member of the Nomination and Corporate Governance Committee**

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

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 274,207,994 | votes, equivalent to | 99.9707 | percent |
| Against   | 75,916      | votes, equivalent to | 0.0277  | percent |
| Abstained | 4,333       | votes, equivalent to | 0.0016  | percent |

## 2. Miss Bussakorn Jaruwachirathanakul Director

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

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 274,207,994 | votes, equivalent to | 99.9707 | percent |
| Against   | 75,916      | votes, equivalent to | 0.0277  | percent |
| Abstained | 4,333       | votes, equivalent to | 0.0016  | percent |

## 3. Mr. Supornchai Chotputtikul Director

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

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 274,207,994 | votes, equivalent to | 99.9707 | percent |
| Against   | 75,833      | votes, equivalent to | 0.0276  | percent |
| Abstained | 4,416       | votes, equivalent to | 0.0016  | percent |

### Agenda Item 7: Acknowledged no payment of directors' bonuses for the year 2016

### Agenda Item 8: Approved the directors' remuneration for the year 2017

The Meeting resolved to approve the directors' remuneration for the year 2017. 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).

The Meeting resolved, by a vote of no less than two-thirds of the total votes cast by the shareholders attending the Meeting, in accordance with the following votes:

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 274,211,144 | votes, equivalent to | 99.9719 | percent |
| Against   | 75,833      | votes, equivalent to | 0.0276  | percent |
| Abstained | 1,266       | votes, equivalent to | 0.0005  | percent |

**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:

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 274,286,977 | votes, equivalent to | 99.9995 | percent |
| Against   | 0           | votes, equivalent to | 0.0000  | percent |
| Abstained | 1,266       | votes, equivalent to | 0.0005  | percent |

**Agenda Item 10:**                    **Approved TIME dotCom International Sdn Bhd to make a Partial Tender Offer from the shareholders of the Company**

The Meeting resolved to approve TIME dotCom International Sdn Bhd (the “Offeror”) to make a Partial Tender Offer from the shareholders of the Company, and approve the authorization of the President and/or the person delegated by the President to consider and determine any other detail with respect to the acceptance to the Partial Tender Offer made by the Offeror, including but not limited to: (1) to enter into negotiations, arrangements, documentation and agreements in connection with the investment made by the Offeror; (2) to sign the application forms for approval and evidence necessary for the investment made by the Offeror, including to contact and file the applications for approval, waiver, documentation and evidence with the government agencies or relevant agencies; and (3) to undertake any action necessary for and relevant to the investment made by the Offeror.

The Meeting resolved, by a vote of no less than half of the total votes cast by the shareholders attending the Meeting and eligible to vote, in accordance with the following votes:

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 264,537,105 | votes, equivalent to | 99.6905 | percent |
| Against   | 581,857     | votes, equivalent to | 0.2193  | percent |
| Abstained | 239,516     | votes, equivalent to | 0.0903  | percent |

**Agenda Item 11:**                    **Approved the decrease in the registered capital by cancelling the ordinary shares remaining from the allocation of dividend shares**

The Meeting resolved to approve the decrease in the registered capital by THB 869 from the existing registered capital of THB 331,463,349 to 331,462,480 by cancelling 869 shares at the par value of THB 1 per share remaining from the allocation of dividend shares by virtue of the resolution passed by the 2016 Annual General Meeting of Shareholders.

The Meeting resolved, by a vote of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, in accordance with the following votes:

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 265,118,962 | votes, equivalent to | 99.9097 | percent |
| Against   | 0           | votes, equivalent to | 0.0000  | percent |
| Abstained | 239,516     | votes, equivalent to | 0.0903  | percent |

**Agenda Item 12:**

**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. 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.

*“Clause 4. Registered capital 331,462,480 Baht (three hundred thirty-one million, four hundred sixty-two thousand, four hundred eighty baht only)*

*Divided into 331,462,480 shares (three hundred thirty-one million, four hundred sixty-two thousand, four hundred eighty shares)*

*Value per share 1 Baht (one baht)*

*Categorized into:*

*Ordinary shares 331,462,480 shares (three hundred thirty-one million, four hundred sixty-two thousand, four hundred eighty shares)*

*Preference shares* — shares ( — )”

The Meeting resolved, by a vote of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, in accordance with the following votes:

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 265,118,962 | votes, equivalent to | 99.9097 | percent |
| Against   | 0           | votes, equivalent to | 0.0000  | percent |
| Abstained | 239,516     | votes, equivalent to | 0.0903  | percent |

**Agenda Item 13:**

**Approved the increase in the registered capital to be offered for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering)**

The Meeting resolved to approve the increase in the registered capital to accommodate the offer for sale of shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering) by THB 113,514,548 from the existing registered capital of THB 331,462,480 to the new registered capital of THB 444,977,028 by issuing 113,514,548 newly-issued ordinary shares at the par value of THB 1 per share.

The Meeting resolved, by a vote of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, in accordance with the following votes:

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 265,114,629 | votes, equivalent to | 99.9081 | percent |
| Against   | 4,333       | votes, equivalent to | 0.0016  | percent |
| Abstained | 239,516     | votes, equivalent to | 0.0903  | percent |

**Agenda Item 14:**

**Approved the amendment to Clause 4 of the Memorandum of Association to be in line with the capital increase**

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

“Clause 4. Registered capital 444,977,028 Baht (four hundred forty-four million, nine hundred seventy-seven thousand, twenty-eight baht only)

Divided into 444,977,028 shares (four hundred forty-four million, nine hundred seventy-seven thousand, twenty-eight shares)

Value per share 1 Baht (one baht)

Categorized into:

Ordinary shares 444,977,028 shares (four hundred forty-four million, nine hundred seventy-seven thousand, twenty-eight shares)

Preference shares — shares ( — )”

The Meeting resolved, by a vote of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote, in accordance with the following votes:

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 265,114,629 | votes, equivalent to | 99.9081 | percent |
| Against   | 4,333       | votes, equivalent to | 0.0016  | percent |
| Abstained | 239,516     | votes, equivalent to | 0.0903  | percent |

**Agenda Item 15:**

**Approved the allocation of the newly-issued ordinary shares to be offered for sale to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering)**

The Meeting resolved to approve the allocation of not exceeding 113,514,548 newly-issued ordinary shares at the par value of THB 1 per share to be offered for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering). Due to the uncertainty of the number of shares prior to the allocation which depends on the exercise of the warrants to be converted into not exceeding 6,068,799 shares, the number of shares prior to the allocation is varied between 325,393,681 and 331,462,480 shares. As a result, the shareholders of the Company are entitled to the allocation of newly-issued ordinary shares at the ratio of 2.86 - 2.92 existing ordinary

shares to 1 newly-issued ordinary share. The Board of Director will determine the definite allocation ratio and again notify the shareholders after the exercise period of the abovementioned warrants. In this regard, the offering price of the newly-issued ordinary shares is at THB 8.80 per share. In addition, the Meeting approved the authorization of the President and/or a person delegated by the President to take any action necessary for and relevant to the allocation of the newly-issued ordinary shares to be offered for sale to the existing shareholders proportionate to their respective shareholdings (Rights Offering).

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

|           |             |                      |         |         |
|-----------|-------------|----------------------|---------|---------|
| In favor  | 265,114,629 | votes, equivalent to | 99.9081 | percent |
| Against   | 4,333       | votes, equivalent to | 0.0016  | percent |
| Abstained | 239,516     | votes, equivalent to | 0.0903  | percent |

Please be informed accordingly.

Sincerely yours,

(Miss Bussakorn Jaruwachirathanakul)  
Executive Vice President