

# MCOT Public Company Limited



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Ref: MCOT 6165(3)/1624

April 21, 2017

The Stock Exchange of Thailand

Attn: The President

Re: Resolution of the 2017 Annual General Meeting of Shareholders of MCOT Public Company Limited

Dear Madam,

We, MCOT Public Company Limited (MCOT Plc.), have organized the 2017 Annual Meeting of Shareholders on April 21, 2017, at 13.30 hrs. at Ballroom Hall A, Queen Sirikit National Convention Center, 60 Ratchada-Pisek Road, Klongtoey, Bangkok 10110, and would like to inform you of the Meeting's resolution as follows:

1. Certified the minutes of the 2016 Annual General Meeting of Shareholders held on April 22, 2016.

Approved	560,274,562	votes	or	99.9896%
Not Approved	29,000	votes	or	0.0051%
Abstained	29,156	votes	or	0.0052%

2. Acknowledged the report on the Company's 2016 operating results (for the period between January 1 – December 31, 2016).

3. Approved the Company's financial statements and income statement for year ended December 31, 2016.

Approved	560,545,701	votes	or	99.9919%
Not Approved	7,500	votes	or	0.0013%
Abstained	36,556	votes	or	0.0065%

4. Approved the non-payment of dividend for the 2016.

The non-payment of dividend for the period between January 1 – December 2016 since the Company had to reserve cash for future investment, to be able to compete in the digital industry

Approved	560,013,803	votes	or	99.8969%
Not Approved	441,312	votes	or	0.0787%
Abstained	136,342	votes	or	0.0243%

5. Acknowledged the appoint of directors in replacement of those who resigned prior to the completion of their tenure and those who were due to retire by rotation:

1) Mr. Jirachai Moontongroy	Director
2) Mrs. Pantip Sripimol	Director
3) Mrs. Patareeya Benjapolchai	Independent Director
4) Mr. Kraitos Ongchaisak	Independent Director

and approved the appointment of the following persons as directors as proposed by the Nomination Committee.

At MCOT, we all work together towards a common goal of promoting transparency and anti-corruption to achieve sustainable development.

MCOT has adopted an anti-corruption policy against all forms of corruption, which applies to any action taken by MCOT employees. For more information, please visit [www.mcot.net/ir](http://www.mcot.net/ir) > good governance > corporate governance > anti-corruption policy.

1) Mr. Jirachai Moontongroy	Director
Approved 559,892,570 votes or	99.8741%
Not Approved 492,870 votes or	0.0879%
Abstained 212,620 votes or	0.0379%
2) Mrs. Pantip Sripimol	Director
Approved 560,270,970 votes or	99.9416%
Not Approved 111,470 votes or	0.0198%
Abstained 215,620 votes or	0.0384%
3) Mrs. Patareeya Benjapolchai	Independent Director
Approved 560,277,514 votes or	99.9428%
Not Approved 112,026 votes or	0.0199%
Abstained 208,520 votes or	0.0371%
4) Mr. Montri Sanghirun	Independent Director
Approved 560,368,928 votes or	99.9591%
Not Approved 13,500 votes or	0.0024%
Abstained 215,632 votes or	0.0384%

The persons from No. 1 – 3 were previously appointed the Directors who retired by rotation and were re-appointed as Directors.

MCOT Plc. has reserved a vacant post of Director for the qualified candidate to be appointed the Director to replace the Director who retired prior to completion of tenure. The nomination process is being carried out.

6. Approved the remuneration of the directors for the year 2017, until there is a change as approved by the Shareholder's Meeting as shown in the table below.

Committee / Subcommittees	2017	
	Remuneration (Monthly)	Meeting Allowance (per meeting attended)
1. The Board of Directors - Chairman - Members	Baht 40,000.- Baht 20,000.-	Baht 15,000.- per month
2. The Audit Committee - Chairman - Members	Baht 12,500.- Baht 10,000.-	Baht 5,000.-/Month
3. The Nomination Committee	-	Baht 10,000.-/Month
4. The Remuneration Committee	-	Baht 10,000.-/Month
5. The Risk Management Committee	-	Baht 10,000.-/Month
6. The Corporate Governance Committee	-	Baht 10,000.-/Month
7. The Labor Relations Committee	-	Baht 10,000.-/Month
8. Committees, sub-committees and Working groups other than No.1-7 (Only directors appointed by the Board of Directors)	-	Baht 10,000.-/Month
Any director appointed as a member of more than 2 committees, sub-committees or working groups other than that of the Board of Directors (including No.2-8) shall receive the meeting allowances from only two committees.		
Remarks: 1. Remuneration of members of the Board of Directors and the Audit Committee, who take up their position in the middle of the month shall be calculated in accordance with the length of their taking up position. 2. The Meeting allowance to be paid to each director shall not exceed 1 time a month. (per meeting attended) 3. Chairman and Vice Chairman of each committee shall receive 25% and 12.5% additional Meeting allowance, respectively.		

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and approved the proposal that the criteria for payment for Directors' annual bonus for the year 2017, until there is a change as approved by the Shareholder's Meeting, the details of which are shown in the table below.

<b>Bonus of the Board of Directors for the year 2017</b>	
Directors' Bonus	Not exceeding 0.25% of the net profit and not exceeding Baht 500,000 / Director
In case that MCOT receives the assessment points of lower than 3.00, the bonus for Directors shall be reduced proportionately as follows: - Lower than 3.00 but not lower than 2.50 points: 25% decrease per person - Lower than 2.50 but not lower than 2.00 points: 50% decrease per person	
Chairman and Vice Chairman shall receive 25% and 12.5% additional bonus, respectively.	

and acknowledge the Board of Directors' refusal to receive bonus from the Company for the year 2016, due to its loss and necessity of further investment.

Approved	560,436,239	votes	or	99.9711%
Not Approved	37,800	votes	or	0.0067%
Abstained	124,021	votes	or	0.0221%

7. Approved the appointment of the Office of the Auditor General of Thailand as the Company's Auditor in the year 2017 and the payment of audit fees of Bath 1,900,000.

Approved	560,449,639	votes	or	99.9735%
Not Approved	26,500	votes	or	0.0047%
Abstained	121,921	votes	or	0.0217%

Sincerely yours,



(Miss Thanaporn Thaweapanich)  
Vice President, Corporate Secretary Department  
MCOT Public Company Limited  
Authorized to sign on behalf of the company

Corporate Secretary Department  
Tel. 0 2201 6454, 02 201 6664  
Fax 0 2245 1854

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