

MCOT Public Company Limited



63/1 Rama IX Road, Huaykwang
Bangkok 10310 Thailand
Phone +66 (0) 2201 6000
Fax +66 (0) 2245 1435
E-mail Contact@mcot.net

www.mcot.net

Ref: MCOT 6165(3)/812

February 28, 2017

The Stock Exchange of Thailand

Attn: The President

Re: Approval of Financial Statements for the Year 2016, Arrangement of the 2017 Annual General Meeting of Shareholders, and Dividend Payment

Dear Madam,

We, MCOT Public Company Limited, have organized a meeting of the Board of Directors No. 3/2017 on February 28, 2017 at 14.00 hours at the Meeting Room, 6th Floor, MCOT Administration1 Building, 63/1 Rama IX Road, Huay Kwang Sub-District, Huay Kwang District, Bangkok 10310. The Board of Directors resolved as follows:

1. Approved the financial statements for the year ended December 31, 2016
2. Approved the arrangement of an Annual General Meeting of Shareholders for 2017 on Friday, April 21, 2017, at 13.30 hours at the Ballroom Hall A, Queen Sirikit National Convention Center, 60 Ratchada-Pisek Road., Klong Toey, Bangkok 10110

The agenda of the meeting is as follows:

- | | |
|-----------|--|
| Agenda 1: | Report by the Chairman |
| Agenda 2: | To approve the Minutes of the 2016 Annual General Meeting of Shareholders held on Friday, April 22, 2016 |
| Agenda 3: | To acknowledge the report on the Company's 2016 operating results (the period between January 1 – December 31, 2016) |
| Agenda 4: | To approve the Company's financial statements and income statement for the year Ended December 31, 2016 |
| Agenda 5: | To approve the 2016 dividend payment |
| Agenda 6: | To acknowledge the appointment of new directors in replacement of those who Resigned prior to the completion of their tenure and those who are due to retire by rotation |
| Agenda 7: | To approve director's remuneration |
| Agenda 8: | To approve the appointment of the auditor and determination of its audit fee for the year 2017 |
| Agenda 9: | Others (if any) |

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/jr> good governance >corporate governance>anti-corruption policy.

3. Approved 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. However, such non-payment was not yet confirmed and pending approval from the 2017 Annual General Meeting of Shareholders.
4. Approved the Record Date for determining shareholders entitled to attend the 2017 Annual General Meeting of Shareholders and to receive the dividend for the year 2016 to be fixed on March 15, 2017 and the closing date of the Company's share register book for compiling the shareholder's names under Section 225 of the Securities and Exchange Act B.E. 2535 on March 16, 2017
5. Approved the appointment of Professor Parichart Sthapitanonda or Mr. Suvit Nakpeerayuth, Member of Audit Committee and Independent Director, as a proxy to vote on behalf of shareholders who are unable to attend the 2017 Annual General Meeting of Shareholders to be held on April 21, 2017
6. Approved the appointment of the Office of the Auditor General (OAG) as the Company's Auditor for the year 2017 and the budget of Baht 1.9 million for the audit fee
7. Acknowledged directors who retire by rotation as follows:
 - 1) Mr. Jirachai Moontongroy Director
 - 2) Mrs. Pantip Sripimol Director
 - 3) Mrs. Patareeya Banjapolchai Independent Director
 - 4) Mr. Kraitos Ongchaisak Independent Director

And approved the list of persons nominated by the Nomination Committee to replace directors retiring by rotation to be proposed to the 2017 Annual General Meeting of Shareholders. The directors retiring by rotation are as follows:

- 1) Mr. Jirachai Moontongroy Director
- 2) Mrs. Pantip Sripimol Director
- 3) Mrs. Patareeya Banjapolchai Independent Director
- 4) Mr. Montri Sanghirun Independent Director

The persons in No. 1 – 3 are MCOT directors whose names will be proposed to the 2017 Annual General Meeting of Shareholders for reappointment

8. Approved to propose to the 2017 Annual General Meeting of Shareholders for approval of director's monthly remuneration, meeting allowance and bonus for the year 2017, the details of which are as follows:
 - Criteria for monthly remuneration and meeting allowance payment for Directors in 2017 were similar to those adopted in 2016. The new payment criteria specifying that each director would be paid meeting allowance 1 time/month would be proposed to the 2017 Annual General Meeting of Shareholders for approval as follows:

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

Committee / Subcommittees	2017	
	Remuneration (Monthly)	Meeting Allowance (per meeting attended)
1. The Board of Directors		
- Chairman	Baht 40,000.-	Baht 15,000.- per month
- Members	Baht 20,000.-	
2. The Audit Committee		
- Chairman	Baht 12,500.-	
- Members	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.		

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 > good governance > corporate governance > anti-corruption policy.

- The following bonus, using the same criteria for the year 2016 has not yet been approved by the 2017 Annual General Meeting of Shareholders, and consequently might be subject to change.

Bonus of the Board of Directors for the year 2017	
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.	

The Board of Directors volunteered to waive their bonus payment for the year 2016 due to the fact that the Company was facing financial difficulties and was required to reserve cash for future investment.

Sincerely yours,



(Miss Thanaporn Thaweepanich)

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

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/jr > good governance > corporate governance > anti-corruption policy.