

# SUSTAINABLE INTELLIGENCE

TO COMPLETE YOUR DIGITAL LIFESTYLE,  
FOR A BETTER WORLD TOGETHER





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# GLOSSARY AND ACRONYMS

## GLOSSARY AND ACRONYMS

<b>The Company or TRUE</b>	True Corporation Public Company Limited
<b>Agreement for Joint Venture</b>	Agreement for Joint Venture in the Membership Television between MCOT (the Mass Communications Organization of Thailand, at that time) and TrueVisions Cable (Thai Cable Vision Plc., at that time) dated June 6, 1994, with subsequent additions and/or amendments
<b>AP&amp;J</b>	AP&J Production Co., Ltd.
<b>AWC</b>	Asia Wireless Communication Co., Ltd.
<b>BFKT</b>	BFKT (Thailand) Limited
<b>BITCO</b>	Bangkok Inter Teletech Public Company Limited
<b>BMA</b>	Bangkok Metropolitan Area
<b>CAT or CAT Telecom</b>	CAT Telecom Public Company Limited
<b>China Mobile</b>	China Mobile International Holdings Limited
<b>CNP</b>	Cineplex Co., Ltd.
<b>CRAVE</b>	Crave Interactive Limited
<b>CRAVE &lt;B.V.&gt;</b>	Crave Interactive B.V.
<b>CRAVE &lt;Inc.&gt;</b>	Crave Interactive Inc.
<b>DIF</b>	Digital Telecommunications Infrastructure Fund
<b>Golden Light</b>	Golden Light Company Limited (Registered in foreign country)
<b>Goldsky</b>	Goldsky Company Limited (Registered in foreign country)
<b>GPI &lt;BVI&gt;</b>	Gold Palace Investments Limited (Registered in foreign country)
<b>HCWML</b>	Hutchison CAT Wireless MultiMedia Ltd.
<b>HMSTL</b>	Hutchison MultiMedia Services (Thailand) Limited

<b>HSPA</b>	High Speed Packet Access
<b>HSPA wholesale agreement</b>	A wholesale agreement for HSPA mobile services between CAT Telecom as a wholesale operator and Real Move as a reseller, dated 27 January 2011 with subsequent additions and/or amendments
<b>HTTCL</b>	Hutchison Telecommunications (Thailand) Co., Ltd.
<b>HWMH</b>	Hutchison Wireless MultiMedia Holdings Limited
<b>IC</b>	Interconnection
<b>IKSC</b>	Internet Knowledge Service Center Co., Ltd.
<b>K.I.N. &lt;BVI&gt;</b>	K.I.N. (Thailand) Company Limited (Registered in foreign country)
<b>KSC</b>	KSC Commercial Internet Co., Ltd.
<b>MCOT</b>	MCOT Public Company Limited
<b>MKSC</b>	MKSC World Dot Com Co., Ltd.
<b>MVNO</b>	Mobile Virtual Network Operator
<b>NBTC</b>	National Broadcasting and Telecommunications Commission
<b>Prospect Gain</b>	Prospect Gain Limited (Registered in foreign country)
<b>PTE</b>	Panther Entertainment Co., Ltd.
<b>Queue Q</b>	Queue Q (Thailand) Company Limited
<b>Rosy Legend</b>	Rosy Legend Limited (Registered in foreign country)
<b>SD</b>	Song Dao Company Limited
<b>SM</b>	Samut Pakan Media Corporation Co., Ltd.
<b>SMT</b>	SM True Co., Ltd.
<b>SSV</b>	Satellite Service Company Limited
<b>TAI</b>	True Axion Interactive Ltd.
<b>TAM</b>	Telecom Asset Management Co., Ltd.
<b>TCJ</b>	True CJ Creations Co., Ltd.



<b>TDG</b>	True Digital Group Co., Ltd. (Formerly : True Digital & Media Platform Co., Ltd.)
<b>TDI</b>	PT True Digital Indonesia
<b>TDPH</b>	True Digital Philippines Inc.
<b>TDPK</b>	True Digital Park Co., Ltd.
<b>TDS</b>	True Distribution & Sales Co., Ltd.
<b>TE</b>	Tele Engineering & Services Co., Ltd.
<b>TEL</b>	True E-Logistics Co., Ltd.
<b>TFF</b>	Transformation Films Company Limited
<b>TGS</b>	True GS Co., Ltd.
<b>TH</b>	Telecom Holding Co., Ltd.
<b>TIC</b>	True International Communication Co., Ltd.
<b>TICC</b>	True Internet Corporation Company Limited
<b>TICT</b>	True Icontent Co., Ltd.
<b>TIG</b>	True International Gateway Co., Ltd.
<b>TIS</b>	True Internet Technology (Shanghai) Company Limited (Registered in foreign country)
<b>TKSC</b>	Telecom K S C Co., Ltd.
<b>TLP</b>	True Life Plus Co., Ltd.
<b>TM</b>	True Multimedia Co., Ltd.
<b>TMD</b>	True Media Solutions Co., Ltd.
<b>TMV</b>	True Move Company Limited
<b>TNN</b>	Thai News Network (TNN) Co., Ltd.
<b>TOT</b>	TOT Public Company Limited
<b>True Group or the Group</b>	True Corporation Public Company Limited and its subsidiaries

<b>True Incube</b>	True Incube Co., Ltd.
<b>True-Kona</b>	True-Kona Cayman GP
<b>True Music</b>	True Music Co., Ltd.
<b>True Trademark</b>	True Trademark Holdings Company Limited
<b>True4U</b>	True4U Station Co., Ltd.
<b>TT</b>	True Touch Company Limited
<b>TUC</b>	True Move H Universal Communication Co., Ltd.
<b>TUFC</b>	True United Football Club Co., Ltd.
<b>TV</b>	True Voice Company Limited
<b>TVC</b>	True Visions Cable Public Company Limited
<b>TVG or True Visions Group</b>	True Visions Group Co., Ltd.
<b>TVS</b>	True Visions Public Company Limited
<b>VoIP</b>	Voice over Internet Protocol



# COMPANY BACKGROUND AND BUSINESS OVERVIEW

## TRUE GROUP'S VISION, OBJECTIVE AND LONG TERM GOAL

True Group is Thailand's fully-integrated telecommunications and digital services provider offering mobile, broadband internet, television, content as well as digital platform and offerings. The Group's key competitive strengths are its convergence propositions which combine a variety of quality products and an unparalleled selection of communication services utilizing advanced technologies, innovative solutions and a comprehensive range of digital media and content. Its vision is to be the leading digital infrastructure provider that fully connects people, organizations, economies, and societies together to create sustainable value for life.

True Group's core businesses are: **TrueMove H**, which operates cellular business with excellent network quality and coverage through a comprehensive spectrum portfolio. TrueMove H delivers optimum mobile experience on all platforms with networks covering 98% of the Thai population nationwide moving ahead to provide 5G services for both consumer and corporate segments as well as Narrowband IoT ("NB-IoT") network covering all administrative districts in all 77 provinces. TrueMove H outperformed the industry both in terms of revenue and subscriber growth. Its service revenue growth exceeded the industry for 7 consecutive years, adding 1.4 million net subscribers in 2019 and expanding its subscriber base to 30.6 million. **TrueOnline**, the leading broadband internet provider through high-quality fiber network encompassing over 15 million homes nationwide. Its fiber broadband propositions with downloading speeds of as high as 1,000 Mbps or 1 Gbps, matching consumers' rising demand for fiber services, have received strong market response. This drove TrueOnline's above-industry broadband net adds of 320k during the year and grew its subscriber base to 3.8 million. **TrueVisions**, the pay TV, digital TV and content provider offering a wide range of quality international and local content. TrueVisions ended the year with the total customer base of approximately 4.0 million, of which 2.3 million were paying subscriber base (premium and standard customers) while the rest were FreeView and Free-to-air customers; and **True Digital Group** offers a portfolio of digital services for consumer, merchant, and enterprise markets. Key businesses include Digital Media, O2O and Privilege, Data Analytics, IoT and Digital Solutions, as well as True Digital Academy. The Group's flagship digital media platform "TrueID" has received a positive response from the market and became the most downloaded application in its category, accelerating its monthly active users (MAU) to 24.6 million by the end of 2019.

True Group seeks to escalate Thailand's telecommunications infrastructure and digital services to be at the forefront of the international community with concentrated efforts in providing superior products and services to consumers while increasing opportunities and channels for Thai people throughout the country to easily access news and information, and to bridge the digital divide. The Group's ongoing commitment is to provide high-quality offerings to consumers by focusing on developing wired and wireless networks utilizing advanced technologies, service excellence, innovation, digital offerings and solutions, quality international and local content and an ideal combination of its various products through convergence propositions. These fulfill customers' needs and enhance their engagement, well positioning True Group to accelerate growth alongside consumers' growing demands for telecommunications and digital services.

True Group strives to develop its business towards sustainability by conducting its business transparently and engaging with all stakeholder groups accordingly, demonstrating economic, social, and environmental responsibility at the national, community and corporate levels continuously. As a result, True has received prestigious international

recognitions in sustainable development particularly earning the highest rating in the world in the telecommunications industry for Dow Jones Sustainability Index for two years in a row. Additionally, it was the only company in the Thai telecommunications industry selected for inclusion in both the Dow Jones Sustainability Index – Emerging Markets and the FTSE4Good Emerging Index for the third consecutive year in 2019. True is also included in the Thailand Sustainability Investment 2019 in the group of listed companies with market capitalization of over Baht 100,000 million in the technology industry category. True Group will continue to raise the bar on corporate sustainability to further create shared value for its stakeholders.

The Company is backed by the Charoen Pokphand Group (“C.P. Group”) and China Mobile with shareholding of 49.99% and 18% of the Group’s total number of issued shares respectively as at March 15, 2019. True Group’s total registered and paid-up capital was Baht 133,473 million at the end of 2019. The Company’s main operations are not directly and materially related to its major shareholders. It only has minor transactions in some occasions with its major shareholders.

## **BUSINESS BACKGROUND**

True was incorporated in November 1990 as a fixed-line phone service provider and in the following year it signed a 25-year build-transfer-operate concession with TOT to build, install, jointly operate and maintain a 2.6 million-line wireline telephone network in the BMA. The fixed-line telephone concession ended in October 2017 and True completely transferred the rights and equipment to TOT. True Group continues to offer fixed-line telephone service under a license from the NBTC as a value added service to customers.

The Company was registered as a public limited company in 1993 under the name TelecomAsia Corporation Public Company Limited and was listed on the Stock Exchange of Thailand in December 1993 under the security symbol “TA”. The Company rebranded under the “True” name and adopted the security symbol “TRUE” in April 2004.

True Group started providing hi-speed data communication services in 2001, WiFi services in 2003, International Internet Gateway services in 2007, and International Data Gateway and International Direct Dialing services in 2008. Since then, True Group has committed to providing an excellent internet experience and expanding its broadband network which already encompasses approximately 15 million households nationwide. Its broadband internet propositions have received strong market response as it continues to add value offerings to both consumer and corporate customers through its high-quality FTTx network, competitive fiber broadband campaigns and 1,000 Mbps or 1 Gbps offerings, particularly bundling with other services and special privileges within True Group.

True Group sees growth opportunity and extended its services into the mobile telecommunications segment through a subsidiary, BITCO (the parent company of TA Orange), in October 2001. TA Orange’s mobile services were fully launched in March 2002. TA Orange was subsequently rebranded “TrueMove” at the beginning of 2006.

True Group further strengthened its mobile business through the purchase of shares of four local companies – Hutchison Wireless Multimedia Holdings Company Limited, BFKT, Rosy Legend Limited, and Prospect Gain Limited – from Hutchison Group which was completed in January 2011. The transaction gave the Group a first-mover advantage in launching commercial 3G services nationwide using HSPA technology on CAT Telecom’s 850 MHz spectrum. Full commercial 3G services were officially launched under the “TrueMove H” brand on August 30, 2011.

True Move H Universal Communication Company Limited (“TUC”) was granted the IMT 2.1 GHz spectrum license by the NBTC in December 2012 and later commercially launched Thailand’s first 4G LTE services on the 2.1 GHz



spectrum in May 2013. In addition, TUC was granted the 1800 MHz and 900 MHz spectrum licenses by the NBTC in December 2015 and March 2016, respectively. These additional licenses extended the Group's mobile business and reinforced its competitiveness and network strength with a comprehensive spectrum portfolio leveraging on an ideal combination of mid-band frequencies (1800 MHz and 2100 MHz) for capacity and low-band frequencies (850 MHz under CAT Telecom and 900 MHz) for network coverage. TrueMove H's 4G, 3G and 2G networks cover 98% of the Thai population nationwide, penetrating to the village level in all 77 provinces of Thailand. It also continues to expand NB-IoT network across the country and already covers all administrative districts in all 77 provinces. This, combined with its nationwide 3CA (Carrier Aggregation) and 4X4 MIMO technologies, provides consumers with an optimum mobile experience while fulfilling their lifestyles in this digital age.

TrueMove H continues to place importance on developing the best network for Thai consumers by utilizing cutting-edge technologies. The business launched commercial service of the FDD Massive MIMO 32T32R with an advantage in terms of signal channel distribution and 4 times greater capacity to support consumers' increasing demands for higher speeds and the Thailand 4.0 national strategy. Additionally, the business remains committed to improving its network quality by participating in the 700 MHz spectrum allocation in June 2019 (the license is expected to be granted in the fourth quarter of 2020) as well as its ongoing development and trial demonstration of 5G technology of which Thai people can experience 5G network speeds and performance in certain areas paving the way for further expanding its footprint for both consumer and business segments. TUC was also one of the bidding winners for the 2600 MHz and 26 GHz spectrum through an auction held in February 2020. The value addition of this spectrum will solidify its network strength with the most comprehensive spectrum portfolio covering 7 frequency bands matching an ever-growing data usage in both consumer and enterprise segments. At the same time, synergy with China Mobile for know-how and device and network procurement continues to give True Group a significant competitive edge.

True Group purchased shares of the United Broadcasting Corporation ("UBC") from MIH in January 2006 and completed the tender offer for UBC shares held by the public in March 2006. The pay TV operator was renamed "TrueVisions" at the beginning of 2007. While TrueVisions' main revenue source comes from monthly subscription fees, the Company has earned additional revenue from advertising since 2009. Subsidiaries under True Visions Group were granted two digital terrestrial TV licenses for news channel "TNN24" and variety channel "True4U" from the NBTC in April 2014. These increased opportunities to further drive revenue growth and upselling potential. At the end of 2019, True Group's effective holding in True Visions Group, which is a holding company for the Group's TV and content businesses, was 100.0%.

TrueVisions' extensive range of quality international and local content, particularly live broadcasting and exclusive content, combined with continued strong response to the Group's value convergence packages are key drivers for expanding its subscriber base. At the same time, these further enhance customers' engagement and subscriptions to True Group's various products. TrueVisions places importance on content selection and production to address diverse lifestyles of consumers and rising digital trends. This high-quality content can be viewed on a wide variety of channels including True Group's multiple platforms, particularly TrueID and TrueID TV, as well as its local and global partners, creating a revenue upside potential. These include sublicensing series from TrueVisions to China and content from True CJ Creations, a joint venture between True Group and CJ ENM from Republic of Korea, to other Asian countries. In addition, Online Station, an online game and influencer network, under True Visions Group continued to expand further strengthening True Group's platforms, brand awareness and image while increasing revenue and subscriber growth prospects.

True Digital Group ("TDG") offers a portfolio of digital services for consumer, merchant, and enterprise markets. Key businesses include Digital Media, O2O and Privilege, Data Analytics, IoT and Digital Solutions, as well as True

Digital Academy. Its mission is to drive innovation and capture growth opportunities arising from the shift to the digital economy. TDG has built deep competences in cutting-edge technologies such as artificial intelligence, big data, blockchain, cloud, Internet of Things (IoT), and robotics. With this, TDG was able to build a unique ecosystem of digital platforms and solutions, addressing the digital needs of consumers, merchants, and enterprises. TDG launched its regional operations across Southeast Asia, with Indonesia and the Philippines as its first two markets, leveraging the economies of scale of digital platforms.

True Digital Group aims to enable digital lifestyle through its flagship application TrueID, developed on top of an innovative digital media platform. TrueID offers consumers a wide variety of entertainment and privileges from True Group's privilege and point program known as TrueYou. TrueID also offers chat, voice, and video communication services. Since its launch in 2017, TrueID has received a positive market response and became the most downloaded application in its category, accelerating its monthly active users (MAU) to 24.6 million by the end of 2019. TrueID TV offers the same content services but with a user experience designed for TV-based consumption. True Smart Merchant platform was launched in April 2018, as the first step of Offline to Online and Online to Offline (O2O) transformation plan, enabling small merchants to participate in the online economy. Meanwhile, True Analytics has taken a leading position in the Thai analytics services market. It further extended its big data platform to support the real-time ingestion, processing, and analysis of billions of relevant customer interactions daily. True Digital Solutions (TDS) continued to develop a wide range of digital solutions and IoT offerings for diverse industry verticals. The total number of endpoints and devices supported by TDS increased by 50% YoY to 237,000 at the end of 2019. In response to the digitization of the economy, True Digital Academy (TDA) was established with an aim to become the region's leading digital academy by enhancing the digital competencies of individuals, organizations, Thailand, and society.

True Group achieved a strategic partnership with China Mobile in 2014 when China Mobile became the second largest shareholder of True with an 18-percent holding. The partnership further strengthens True Group's business fundamentals through collaboration in several areas, including network and device procurement, 5G business development and network preparation, international business, complementary capabilities for data business services and new business opportunities in relation to innovation, digital services and Internet of Things. True Group also joined the Hand-in-Hand Program ("hi-H Program") led by China Mobile International (CMI). With a worldwide network and the sophisticated technical capabilities of hi-H members, the program empowers members to share resources, expertise and knowledge to further enhance consumers' experiences.

Asset divestment to the Digital Telecommunications Infrastructure Fund "DIF" is one of True Group's strategies to enhance capital structure and to facilitate future business growth opportunities. True Group has agreed to dispose telecommunications infrastructure assets and to transfer rights to receive future benefits from telecommunications infrastructure assets of True Group to DIF as well as to lease certain telecommunications infrastructure assets back from DIF for its usual business operations. These telecommunications infrastructure assets include 16,059 telecommunications towers, approximately 2.9 million core-km of FOC and related transmission system equipment, and an upcountry broadband system with a capacity of approximately 1.2 million ports (approximately 0.2 million core-km of FOC). True Group's holding in DIF was approximately 29% at the end of 2019.



## MAJOR DEVELOPMENTS IN 2019

### JANUARY

- TrueBusiness remained committed to responding to the diverse needs and preferences of enterprise clients. The business introduced customized packages for SMEs under the “SMEs Get More” campaign adding value through multiple products of True Group including TrueMove H’s voice and data plans, TrueOnline’s fiber broadband, IoT and business solutions as well as various benefits from its partners.

### MARCH

- TrueMove H collaborated with China Mobile International (CMI) in launching “CMLink TrueMove H Thailand 4G SIM”. This offers CMLink members seamless and convenient communication services between Thailand and China as well as access to digital services and packages that meet different demands of various market segments.
- True Group continued to leverage technology in elevating service level of the country’s public transportation toward Smart Transportation 4.0 and cashless society. It introduced True Ryde application, a cashless fare payment platform for taxis and motorcycle taxis, enabling passengers to conveniently pay fare through TrueMoney Wallet while both parties can accumulate TruePoint to exchange for various privileges and to purchase merchandise in 7-Eleven.

### APRIL

- TrueMove H successfully demonstrated a trial of 5G technology with signal testing by permission of the NBTC. The business later conducted 5G Video Call, the first time in Thailand, within the country in May and aboard from China in August. Insights gain during the trial will be used to optimize its network quality and customers’ experiences.
- TrueOnline supported the Garena world 2019 Esports event offering premium items together with the “True Super Fiber Gamer Pro Pack” packages allowing gamers to connect through high-quality internet with download/ upload speeds of 200/200 Mbps and 300/300 Mbps through all 3 direct fiber lines as well as TrueMove H’s data usage and TrueID.
- TrueID TV set-top-box was launched in April 2019 and received a very positive market response. On average, consumers use the box 3 hours per day for entertainment and other services. Since launch, approximately 500,000 TrueID TV boxes were sold, representing one of the fastest-growing launch of Android TV across the world.
- TrueBusiness strengthened its telecommunication services and digital solutions for enterprise clients with the launch of “WiFi Move” responding to the needs of enterprise whose employees frequently go abroad. This offering leverages Cloud SIM technology in providing portable WiFi hotspot for using in over 89 countries with internet connection on 5 devices at the same time.

### JUNE

- TrueMove H participated in the 700 MHz spectrum allocation, of which the license is expected to be granted in the fourth quarter of 2020, affirming its commitment in enhancing network quality and telecommunication services while progressing the country toward the digital era. The additional bandwidth will be used for further improving its network strength and developing 5G ecosystem as well as used cases through collaboration with partners to serve increasing demands from both consumer and corporate segments.

- TrueOnline placed importance on consumers' usage experiences and satisfaction with the launch of "Up Your Happiness" campaign offering speed and fiber upgrades as well as TrueMove H data usages or certain TrueVisions channels for contract extension. The campaign enhanced customers' engagement while highlighting benefits of subscribing to True Group's multiple products.
- True Visions Group acquired the exclusive broadcasting rights of the English Premier League (EPL) for three seasons from 2019/20 to 2021/22 seasons including live broadcasts, reruns, and highlights of all 380 matches on all platforms covering traditional TV, online and digital. This responds to consumers' lifestyles and preferences particularly soccer fans while widening True Group's revenue growth potential from content subscription, sublicensing and advertising through traditional TV, media and digital platforms.
- TrueBusiness introduced Unmanned Shop Solutions for retail business facilitating retailers in managing their shops efficiently as well as offering the right products and services that match customers' preferences by leveraging Data Analytics and innovative technologies. These comprise Face Recognition, Smart tag, Automatic Payment Machine, Heat Map and IoT capabilities for supporting traffic management and product arrangement within shop.
- True Digital Park reinforced its vision to become Southeast Asia's largest tech and startup hub located in the heart of Bangkok CyberTech District under the 'One Roof, All Possibilities' concept unveiling "Work Space", the workplace and digital innovation development space in comprehensive ecosystem for startups and tech entrepreneurs along with 1 Gbps ultra high-speed internet and WiFi networks. It is designed to encourage knowledge exchange for innovation with supports from strong partners including government agencies, enterprises and global tech giants. Additionally, the space is equipped with full serviced facilities for meetings, workshops, town halls, events and lifestyle activities.

## JULY

- TrueOnline strengthened its broadband leadership and enhanced quality subscriber growth as it continued to place importance on service quality as well as differentiated and value-driven products. The business launched the True Gigatex Fiber campaign offering 1 Gbps speeds of fiber broadband through the innovative Gigatex Fiber Router, sending and receiving 1 Gbps internet signal at full speed within a single device and not requiring a separate modem and router. The campaign also bundled with TrueID TV box providing customers with a wide selection of quality and exclusive content as well as privileges from TrueYou and TruePoint.
- True Digital Group introduced True Digital Card, the Prepaid MasterCard that helps customers fulfill their digital lifestyle easier. With easy activation function on TrueMoney Wallet application, cardholders can safely activate and deactivate their cards at any time. Additionally, cardholders will also gain TruePoint privileges with every card payment. True Digital Card is accepted in stores with Mastercard signs and selected online shopping applications.
- True Digital Group unveiled True Digital Academy, in collaboration with General Assembly, one of the world's leading transformative learning academies based in the U.S. True Digital Academy aims to enhance the digital competencies of individuals, organization, and the country, by upskilling and reskilling workforces to meet with the changing demands in the era of digital transformation.



## AUGUST

- True Digital Group launched TrueID In-Trend, a lifestyle platform that promotes content created by Thai locals on topics such as food, travel, fashion, and the latest news, categorized by regions. The platform aims to provide a space for everyone to learn how to become content creators, start their fan base, and get rewarded for their published articles that are selected by a team of editors. TrueID In-Trend has 19,000 creators and 13,000 content published since its launch. TrueID also launched TrueID Station, a 24-hour TV station available on TrueID with original content and production, such as Influencer Live Community where internet influencers give commentary on sports.
- True Incube extended its impact in the Thai ecosystem for startups through its one-stop service incubation hub “True Incube Space @True Digital Park” providing business, financial and legal guidance for early stage startups. True Incube has formed a collaboration with RISE, a corporate innovation powerhouse in Southeast Asia, in launching the True Incube Incubation & ScaleUp Program named “Rising Startup Together – Batch 6” to incubate Thai startups to scale their business capabilities and create synergies with True Group and companies under Charoen Pokphand Group. Shortlisted startups embark on a 4-months incubation program and have the opportunity to work closely with its conglomerate’s business units in forming proof of concept and synergies opportunities. In addition, the startups have the opportunity to join special events at True Digital Park as well as special privileges from True Digital Card and TruePoint.

## SEPTEMBER

- True Corporation Public Company Limited affirmed its ongoing commitment to enhance sustainable development. The Company was selected to be a member of the global sustainability indices, the Dow Jones Sustainability Indices (DJSI) – Emerging Markets and the FTSE4Good Emerging Index for the third consecutive year. Additionally, the Company received the highest rating in the world’s telecommunications industry for the 2019 Dow Jones Sustainability Index for two years in a row. These international recognitions stem from its consistent developments and innovations in three dimensions including economy, society and environment under the strategic framework of 3H’s: Heart – commitment to sustainable business, Health – commitment to sustainable society, and Home – commitment to sustainable environment.

## OCTOBER

- True Digital Solutions announced its collaboration with Healthcare and Information Management Systems Society Asia Pacific (HIMSS APAC) to create a HIMSS Digital Health Center at True Digital Park. The Center will be the first HIMSS Digital Health Center outside of the U.S. and will be the first step in elevating the digital competency of the Thai healthcare workforce by driving capacity building in Healthcare Information core competency and Digital Health capabilities. True Digital Academy will also jointly support the “Digital Healthcare Workforce Development Program” for healthcare and IT communities, to enhance the digital competencies, and provide the tools for talents to develop their skills in the era of digital transformation.
- True Group signed a memorandum of understanding (MOU) with the Provincial Electricity Authority (PEA) on the Digital and Solar Energy Business Project. Under the project, True Group capitalized on its expertise in telecommunications infrastructure and digital services to support energy management while installing Solar Rooftops on TrueMove H’s certain cell sites to create green energy and reduce electricity consumption. Additionally, True Group utilized IoT technology and its digital platform to develop Smart Meter facilitating PEA’s efficient electricity management both at household and industrial levels supported by PEA Solar Hero Application as well as digital lifestyles through smart home/ office concept. True Group also added convenience to PEA’s electricity users through the development of payment system via TrueMoney Wallet.

## NOVEMBER

- TrueOnline affirmed its determination in enhancing network and service experience by offering Premium Mesh WiFi Solution through partnership with Linksys, the leading network equipment provider. This, integrated with its Gigatex Fiber Router, strengthens WiFi signal coverage and stability enabling TrueOnline's subscribers to better experience the 1 Gbps fiber internet at its full speed while supporting IoT devices and Smart Home Solution.
- True Group strengthened its content and digital platform through a partnership with Netflix, the leading video streaming and entertainment content provider, enabling customers to watch popular content from Netflix and TrueID as well as to enjoy interactive services on TrueID TV box, Thailand's first Android TV box with Google-certified standards.
- True Digital Group continues to develop IoT and digital solutions to meet the needs of businesses in various industries with True Digital Solutions unit. True Digital Solutions launched True Digital Cow x SenseHub - Digital monitoring solution for dairy farmers, in partnership with AllFlex, the world-renowned livestock intelligence expert with international experience in livestock management. The solution aims to increase dairy productivity as well as reducing time spent manually monitoring livestock's health and reproduction cycle, thus, increasing the standard of Thai dairy farming. True Digital Cow also marked the first commercialized digital solutions in Thailand that offer subscription-based payment to help Thai farmers access world-class innovation. Together with CPF, True Digital Group has begun piloting the solution with selected farms for other farmers to study and observe.
- True Group collaborated with ICONSIAM in opening TRUE ICON HALL, a modern auditorium, conferencing and entertainment complex combining strengths of ICONSIAM in terms of venue and panoramic views of the Chao Phraya River and True Group's digital technology leadership, comprehensive telecommunication services, content and media. The hall aims to drive and meet the needs of MICE (Meetings, Incentives, Conferences and Exhibitions) industry while delivering excellent experiences to visitors.

## DECEMBER

- TrueMove H continued to develop and experiment 5G technology of which Thai people can experience 5G network speeds and performance in Siam Square during 19 December 2019 to 14 January 2020 paving the way for expanding its 5G footprint and leadership. TrueMove H will further deploy the 5G technology to support consumer and business needs in various dimensions including gaming and entertainment, lifestyles, agriculture, transport and logistics, public health, robots, and safety, which in turn, will contribute to improved living standards for Thais.
- True Digital Group further strengthened and differentiated its IoT and digital solutions by collaborating with CloudMinds, the leading commercialized cloud robotics developer, and introduced Cloud AI Robots, Thailand's first commercialized intelligent robots that operate on Cloud AI technology. Benefiting from 5G and Cloud technology, the Cloud AI robots will have the faster response time during operations, the ability to control and update the mass amount of robots via Cloud, and with the subscription model, or, "Robot as a Service" (RaaS), businesses can now choose to pay for Cloud AI Robots per use, instead of investing in the system, which will help maximize and leverage the potentials for businesses and industries.
- True is included in the Thailand Sustainability Investment (THSI) for the second consecutive year in 2019, categorized in the listed companies with market capitalization of more than Baht 100,000 million. This reflects True's commitment to grow its business sustainably and recognition for its business performance, utilizing innovations to drive the company forward as well as being responsible for its stakeholders, society and environment.

## AWARDS IN 2019

### TRUE GROUP WINS “TOP EMPLOYER THAILAND AWARD” FOR TWO CONSECUTIVE YEARS AT THE TOP EMPLOYERS APAC 2020 IN SINGAPORE FROM TOP EMPLOYERS INSTITUTE OF THE NETHERLANDS

- True Group received “Top Employer Thailand 2020 Award” for two consecutive years from Top Employers Institute from the Netherlands at the Top Employers APAC 2020 event in Singapore. True Group is the only telecommunication organization from Thailand granted this award as an organization being excellent in human resources management, covering all aspects from policy, strategy, concept, practices, measurement and improvement as well as technology that accommodate all the staffs’ demands with higher standard than its peers in the country.

### TRUE GROUP RECEIVES A DISTINGUISHED TMA AWARD IN THE CATEGORY OF PRODUCT & SERVICE EXCELLENCE IN THE THAILAND CORPORATE EXCELLENCE AWARDS 2019

- Prime Minister chaired the royal award announcement and presentation ceremony of Thailand Corporate Excellence Awards 2019 and presented a distinguished award in the category of Product & Service Excellence to True Corporation Plc. The event was jointly hosted by Thailand Management Association (TMA) and Sasin Graduate Institute of Business Administration of Chulalongkorn University.

### TRUE, THE ONLY THAI OPERATOR, PROUDLY NAMED 2019 ASIA-PACIFIC TELECOM SERVICE PROVIDER & MOBILE DATA SERVICE PROVIDERS OF THE YEAR BY FROST & SULLIVAN

- True Group has been recognized with two prestigious awards at the annual Frost & Sullivan Asia-Pacific Best Practices Awards banquet in Singapore. The two awards comprise the 2019 Telecom Service Provider of the Year, won for two years by True Group in a row, and the 2019 Asia-Pacific Mobile Data Service Provider of the Year, won by TrueMove H for three consecutive years.

### TRUE DIGITAL PARK WINS PRIME MINISTER’S DIGITAL AWARDS 2019 IN THE CATEGORY OF DIGITAL ORGANIZATION OF THE YEAR

- Prime Minister presented the Prime Minister’s Digital Award 2019 (PM Award) on the occasion that True Digital Park, a True Group’s subsidiary, was named the Digital Organization of the Year. The award honors the organization with creativity and outstanding achievements as well as the abilities to adopt the digital technology to develop its organization, solve problems, create business opportunities and enhance the efficiency of work which help driving economic and social development for the nation and become well-recognized on the international level.

### TRUEMOVE H NAMED “2018 BEST 4G NETWORK IN THAILAND” BY NPERF FOR THREE CONSECUTIVE YEARS

- TrueMove H, Asia Pacific’s 4G mobile operator of the year, named “2018 Best 4G Network in Thailand” for three years in a row by nPerf, a world-class application for overall mobile speed test. nPerf measured speed and connectivity of mobile Internet in Thailand. The result showed TrueMove H with the highest score in all test categories, comprising speed, browsing and VDO streaming, for three years in a row since 2016.

### TRUEMOVE H WINS “THE NO. 1 BEST MOBILE DATA NETWORK IN THAILAND” FROM NPERF

- NPerf, a France-based Internet connection speed inspector, reported on the speed of mobile data operators in the country during the first half of 2019 that “TrueMove H” was the number 1 mobile data operator in Thailand with outstanding scores in terms of streaming and browsing efficiency.



#### **TRUEMOVE H WINS “BEST NETWORK PROVIDER AT “THAILAND TOP COMPANY AWARDS 2019”**

- TrueMove H named “Best Network Provider” at “Thailand Top Company Awards 2019”, the best Thai business organization in 2019 judged by committee from the University of Thai Chamber of Commerce in collaboration with Business+ Magazine, cementing TrueMove H's determination in bringing the latest technologies and innovations to enhance the quality of its products & services as well as joining with world-class technology alliances to develop network in order to reach the global standard.

#### **TRUEONLINE HERALDS SUCCESS ON GLOBAL STAGE FOR THREE CONSECUTIVE YEARS, BEING THE ONLY THAI ISP THAT WINS THE TITLE OF “BRAND OF THE YEAR 2019” FROM “WORLD BRANDING AWARDS” IN THE UK**

- TrueOnline receives “Brand of the Year 2019 Award” at “World Branding Awards” in a ceremony held at the Kensington Palace in London, United Kingdom. Winning the award for three consecutive years (2017 - 2019), TrueOnline is the only broadband Internet service provider from Thailand receiving the award that guarantees its success in building and sustaining brand presence. The judgment is based on the accumulated points from brand evaluation, marketing research, consumers and online votes from the public. The two latter categories are accounted for 70% of the total points.

#### **TRUEONLINE WINS “THAILAND MOST ADMIRER BRAND & WHY WE BUY 2019” IN IT & DIGITAL CATEGORY FOR INTERNET OPERATORS**

- True Group won “Thailand's Most Admired Brand & Why We Buy 2019” as the credible and dependable brand among consumers in IT & Digital category for Internet operators ranked by BrandAge Magazine which conducts a popular survey nationwide.

#### **TRUEYOU WINS THREE AWARDS AT “THE LOYALTY & ENGAGEMENT AWARDS 2019” FOR ASIA-PACIFIC**

- TrueYou won three excellent awards for the creation of its brand loyalty campaign in Asia-Pacific at “The Loyalty & Engagement Awards 2019” in Singapore organized by Marketing Magazine. The winning results are based on customer satisfaction and the growth of subscriber-based from outstanding business plan over competitors in terms of strategy and marketing activities that precisely serve targeted groups' demand from “True Card Privilege” and “PlayTown” game.

#### **TRUEYOU WINS “BEST USE OF MOBILE” IN ASIA FROM THE “CX CUSTOMER EXPERIENCE ASIA EXCELLENCE AWARDS IN 2019” IN SINGAPORE**

- TrueYou won Honorary Mention Award in the “Best Use of Mobile” category from “CX Customer Experience Asia Excellence Awards 2019” in Singapore. These Asian awards praise outstanding organizations in delivering best service experiences to customers, judging from innovations on mobile technology and telecommunication network that work together effectively.

#### **TRUE TOUCH WINS “BEST CONTACT CENTER AND BEST CONTACT AGENTS” FROM “TCCTA CONTACT CENTER AWARDS 2019”**

- True Touch Co., Ltd, the outsourcing contact center operator under True Group, won awards from “TCCTA Contact Center Awards 2019” on both organizational and personnel levels. True Touch won Gold Medal in the Best Effective Software Contact Center category and Silver Medal in Best Social Media Contact Center category. In personnel level, True Touch received two excellent awards for Best Contact HR Support Professional and Best Contact Center Agent and three outstanding awards for Best Contact Center Supervisor and Best Contact Center Agent.

#### TRUE GROUP WINS “DRIVE AWARD 2019 EXCELLENCE : TECHNOLOGY”

- MBA Alumni Association, Faculty of Commerce and Accountancy, Chulalongkorn University presented “DRIVE AWARD 2019 Excellence : Technology to True Corporation Plc as the organization in technology industry that brings digital innovation to drive the country’s society and business as well as emphasize on environment conservation and sustainable development which is an honor for the organization that was able to guide and create inspiration for upcoming generations.

#### TRUE GROUP TOPS DJSI SUSTAINABILITY INDICES 2019 IN THE GLOBAL TELECOMMUNICATIONS SEGMENT FOR THE SECOND CONSECUTIVE YEAR AND BEING RECOGNIZED BY BOTH DJSI EMERGING MARKET AND FTSE4GOOD FOR THREE CONSECUTIVE YEARS.

- True Corporation Plc is proud to elevate the level of sustainability for Thai telecommunications by being recognized as the global leader in the telecommunications segment of the 2019 Dow Jones Sustainability Indices (DJSI) for two consecutive years. Moreover, True has been a member of the DJSI emerging market index for three consecutive years as well as maintained its position as a member of the FTSE4Good Index Series for the past three consecutive years. These international recognitions stem from the organization’s consistent outstanding developments in three dimensions : economy, society and environment, under the strategic framework of 3H’s: Heart, Health, Home, as a long-term sustainable value for all stakeholders and the nation.

#### TRUE WINS “ASIA CORPORATE EXCELLENCE & SUSTAINABILITY AWARDS (ACES) 2019”

- True Group won “Asia Corporate Excellence & Sustainability Awards (ACES) for Top Community Care Companies in Asia from MORS Group, a reputed Malaysian-based media organization in Asia Pacific and the Middle East.

#### TRUE GROUP RECEIVES “THAILAND SUSTAINABILITY INVESTMENT 2019 AWARD” FOR TWO CONSECUTIVE YEARS, REFLECTING THE ORGANIZATION’S COMMITMENT TO GROW ITS BUSINESS SUSTAINABLY

- The Stock Exchange of Thailand presented “Thailand Sustainability Investment (THSI) 2019 Award” to True Corporation Plc. True has been selected as one of the companies in Thailand Sustainability Investment 2019 for two consecutive years in the group of listed companies with market capitalization over 100 billion Baht in the technology industry category.

#### TRUE GROUP AS THE SOLE THAI TELECOM OPERATOR RECEIVES THE “SUSTAINABILITY DISCLOSURE AWARD 2019” FROM SEC AND THAIPAT INSTITUTE

- The Securities and Exchange Commission, Thailand in collaboration with Thaipat Institute organized the “Sustainability Disclosure Award 2019” Presentation Ceremony and presented the top honorary Sustainability Disclosure Award 2019 to True Corporation Plc. True Group is the only Thai telecom operator receiving this top award as one of the model organizations that completely and reliably disclose sustainability information. The company also communicates the sustainability information to the public and its stakeholders continuously. The award reflects True Group as a registered company that conducts its business with good governance and discloses its information transparently.

#### **TRUE WINS GOLD MEDAL FOR ITS “ELEPHANT SMART EARLY WARNING SYSTEM” FROM “SILICON VALLEY INTERNATIONAL INVENTION FESTIVAL” IN THE USA**

- The “Elephant Smart Early Warning System” innovated by True Group won Gold Medal from “Silicon Valley International Invention Festival”, a world-class invention & innovation showcase in the USA organized by the International Federation of Inventors’ Associations (IFIA) and Geneva’s Exhibition and Congress Center (PALEXPO) in the USA.

#### **TRUE GROUP WINS FOUR INNOVATION AWARDS FROM “THE 47<sup>th</sup> INTERNATIONAL EXHIBITION OF INVENTIONS GENEVA”**

- True Group won four awards from “The 47<sup>th</sup> International Exhibition of Inventions Geneva”, a world-class invention & innovation showcase in Geneva organized by the Swiss Confederation’s government and the World Intellectual Property Organization. The awards include True Smart Farmer Platform – IoTs system which features functions to use on application that helps farmers to manage their plantations more efficiently and True Robotics Platform – a robotic service platform which features mobile robot with interactive web application with users. In addition, two more awards were granted to Good Eyes Application – an application that enhances peoples’ life quality for the community & society and instill conscious in safety driving to minimize road accidents.

#### **TRUE GROUP’S DOO NOK APP WINS TWO INNOVATION AWARDS FROM THE INTERNATIONAL IENA 2019 STAGE IN GERMANY**

- True Corporation Plc’s Doo Nok application for bird lovers received two distinguished innovation awards in the iENA 2019 (International Trade Fair Ideas Invention New Products) held in Germany. The two prizes included a Silver Medal and a Special Award from the Invention and Innovation Association of Indonesia. As one of Thailand’s representing organizations, True Group was selected by the National Research Council of Thailand to present the innovation and take part in the competition with many countries around the globe.

#### **ONE & ONLY FROM THAILAND & ASIA “TRUE LITTLE MONK : A WISDOM TRAINING PROGRAMME FOR NOVICES”, WINS “GOLD TELLY AWARD 2019” IN RELIGION TV PROGRAM CATEGORY AT NEW YORK, USA**

- True Corporation Plc, received the Gold Telly Awards 2019 in the Religion TV Program Category from New York, USA, for its English reality programme “True Little Monk : A Wisdom Training Programme for Novices”. The program is the only one from Thailand and Asia that was granted this award, which is in the higher level than from the three previous awards received on the same stage before.

#### **“TRUE LITTLE MONK : A WISDOM TRAINING PROGRAMME FOR NOVICES” WINS “BEST PROGRAM FOR CHILDREN” AT NATARAJA AWARD 2018**

- “True Little Monk : A Wisdom Training Programme for Novices”, the World’s first reality documentary programme in English on air worldwide, received the Nataraja Award 2018 in the Best Program for Children Category. This is the 4<sup>th</sup> time True Little Monk Project won the award, organized by the Radio-Television Broadcasting Professional Federation to honor edutainment programs, fortifying thinking development of the young generation and supporting family institution and virtues. The award was judged from votes of people in the radio and broadcasting industry.

#### TRUE GROUP RECEIVES AN AWARD FOR SUPPORTING THE DISABLED PEOPLE AT THE INTERNATIONAL DAY OF PERSONS WITH DISABILITIES 2019 FOR THREE CONSECUTIVE YEARS

- Prime Minister was the chairman of the International Day of Persons with Disabilities 2019, which was held by the Ministry of Social Development and Human Security. For the 3<sup>rd</sup> consecutive years, True Group was presented the Excellence Award for the organization supporting the disabled people, which is regarded as the award highest level.

#### TRUE GROUP WINS “YOUTUBE ADS LEADERBOARD 2018” FROM “TRUE SMART MERCHANT PEE MUEN PA FIN” ADVERTISEMENT CAMPAIGN

- True Group won “YouTube Ads Leaderboard 2561” from “Create with Google” by Google Thailand which “Smart Merchant Pee Muen Pa Fin #saleslikehotcake” won the second-ranked award, based on the viewing numbers on YouTube channel which was popular among viewers nationwide in 2018.

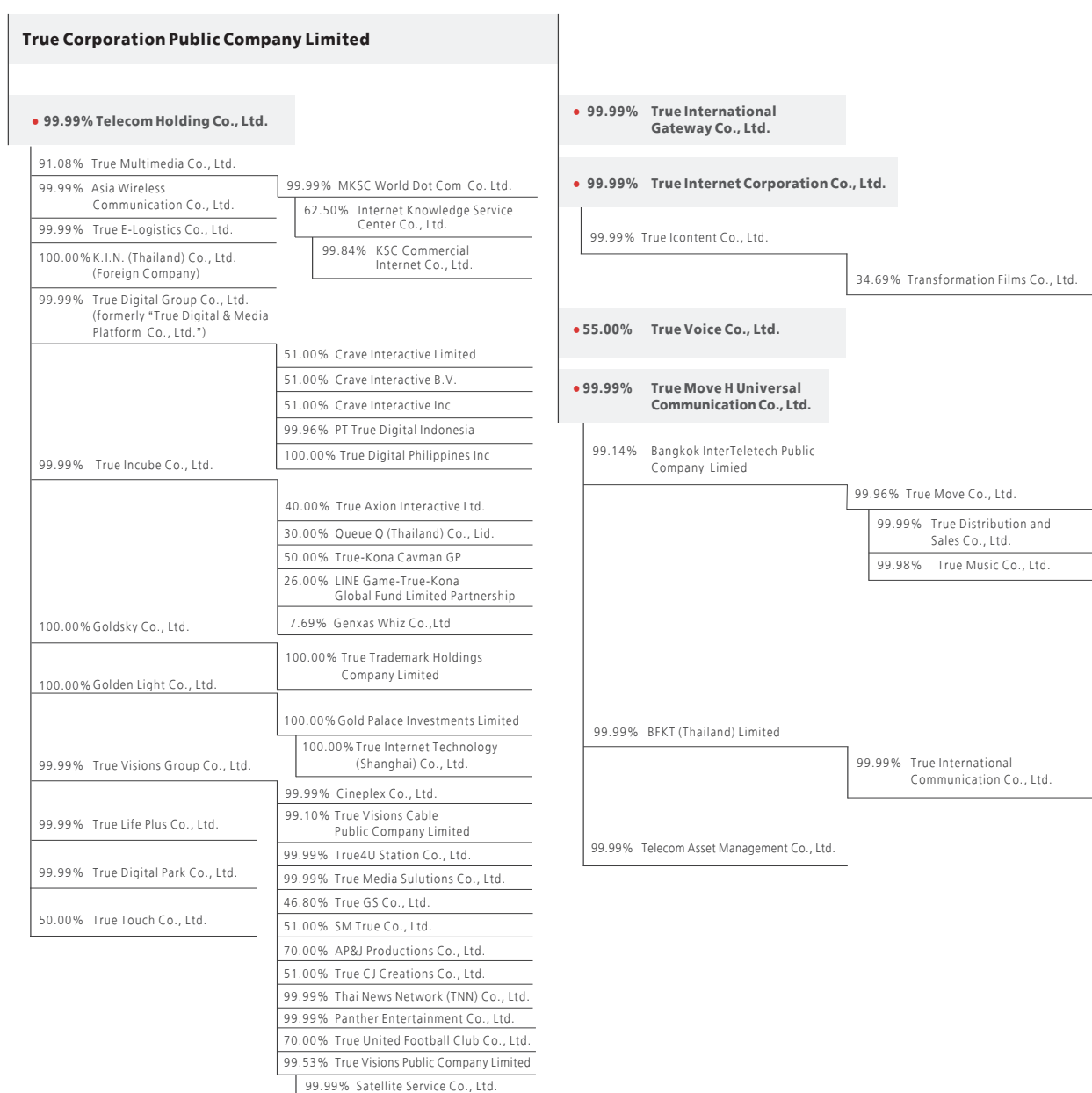
#### TRUE GROUP WINS “MOST ACTIVE WATCHED LINETV” FROM “BNK X TRUEPOINT, REDEEMING HAPPINESS WITH BNK48 TV COMMERCIAL AT “LINE THAILAND AWARDS 2019”

- True Group won “Most Active Watched LineTV” at the “LINE Thailand Awards 2019” organized by Line Thailand from the BNK x TruePoint, Redeeming Happiness with BNK48 TV commercial as it was able to penetrate consumers with in-depth information on Thai people, creative and has content that connects with Thai’s preferences. The judgment was based on viewing time on Line TV which was impressive and popular nationwide in 2018.

# GROUP INVESTMENT STRUCTURE

AS AT 31<sup>ST</sup> DECEMBER 2019 TRUE GROUP HAVE INVESTMENT STRUCTURE AS CATEGORIZED BY BUSINESS SEGMENTS AS FOLLOWS :

- (1) TrueOnline consists of the Company and its 12 active subsidiaries, 2 joint ventures and 1 Associate.
- (2) TrueMove H consists of 7 active subsidiaries.
- (3) TrueVisions consists of 12 active subsidiaries, 1 joint venture and 1 Associate.
- (4) True Digital Group consists of 6 active subsidiaries.
- (5) Other Businesses consists of 9 active subsidiaries, 3 joint ventures and 1 Associate.



Remarks: 1. Group structure of investment that shows investments in active companies.

2. There has been no persons who may have conflict of interests with the Company holding its subsidiaries and associated companies' shares more than 10% of total issued shares

3. As at 31 December 2019, True Group held 3,083,675,107 units or equivalent to 29.00% of the total units offered of Digital Telecommunications Infrastructure Fund.



# INVESTMENT STRUCTURE BY BUSINESS GROUP

AS AT 31<sup>ST</sup> DECEMBER 2019

## True Corporation Public Company Limited and Subsidiaries

• TrueMove H	• TrueVisions	• TrueOnline	• Digital Platform and Digital Services	• Others
True Move H Universal Communication Co., Ltd. 100.00%	True Visions Group Co., Ltd. 100.00%	True Corporation Public Company Limited	True Digital Group Co., Ltd (formerly "True Digital & Media Platform Co., Ltd.") 100.00%	Telecom Holding Co., Ltd. 100.00%
True Move Co., Ltd. 99.70%	True Visions Public Company Limited 99.53%	True Touch Co., Ltd. 50.00%	Crave Interactive Limited 51.00%	Bangkok Inter Teletech Public Company Limited 99.74%
True Distribution and Sales Co., Ltd. 99.70%	Cineplex Co., Ltd. 100.00%	Asia Wireless Communication Co., Ltd 100.00%	Crave Interactive B.V. 51.00%	K.I.N. (Thailand) Co., Ltd. (Foreign) 100.00%
True Music Co., Ltd. 99.68%	True Visions Cable Public Company Limited 99.10%	True Voice Co., Ltd. 55.00%	Crave Interactive Inc. 51.00%	MKSC World Dot Com Co., Ltd. 91.08%
Telecom Asset Management Co., Ltd. 100.00%	Satellite Service Co., Ltd. 99.53%	True Multimedia Co., Ltd 91.08%	PT True Digital Indonesia 99.96%	True Incube Co., Ltd. 100.00%
True International Communication Co., Ltd 100.00%	Panther Entertainment Co., Ltd. 99.99%	True Internet Corporation Co., Ltd. 100.00%	True Digital Philippines Inc. 100.00%	True Trademark Holdings Company Limited 100.00%
BFKT (Thailand) Limited. 100.00%	AP&J Productions Co., Ltd. 70.00%	True Life Plus Co., Ltd. 100.00%		Gold Palace Investments Limited 100.00%
	True Media Solutions Co., Ltd. 100.00%	True Axion Interactive Ltd. 40.00%		Golden Light Co., Ltd. 100.00%
	True United Football Club Co., Ltd. 70.00%	Internet Knowledge Service Center Co., Ltd. 56.93%		Goldsky Co., Ltd. 100.00%
	SM True Co., Ltd. 51.00%	KSC Commercial Internet Co., Ltd. 56.84%		Transformation Films Co., Ltd. 34.69%
	Thai News Network (TNN) Co., Ltd. 100.00%	True International Gateway Co., Ltd. 100.00%		Queue Q (Thailand) Co., Ltd. 30.00%
	True4U Station Co., Ltd. 100.00%	True E-Logistics Co., Ltd. 100.00%		True-Kona Cayman GP 50.00%
	True CJ Creations Co., Ltd. 51.00%	True Icontent Co., Ltd. 100.00%		LINE Games-True-Kona Global Fund Limited Partnership 26.00%
	True GS Co., Ltd. 46.80%	True Digital Park Co., Ltd. 100.00%		Genxas Whiz Co., Ltd. 7.69%
		True Internet Technology (Shanghai) Co., Ltd. 100.00%		

### Remarks:

- The companies that are inactive but need to be maintained are Telecom KSC Co., Ltd. (34.39%) Hutchison MultiMedia Services (Thailand) Limited (100.00%) Hutchison Telecommunications (Thailand) Co., Ltd. (100.00%) Hutchison CAT Wireless MultiMedia Limited (68.38%) Hutchison Wireless MultiMedia Holdings Limited (92.50%) Rosy Legend Limited (100.00%) Prospect Gain Limited (100.00%) Samut Pakan Media Corporation Co., Ltd. (99.69%) Song Dao Co., Ltd. (99.72%) and Tele Engineering and Services Co., Ltd. (100.00%)
- The Company in process of liquidation are Asia Infonet Co., Ltd. (65.00%) BeboyCG Co., Ltd. (84.67%) Real Move Co., Ltd. (99.74%) True Vistas Co., Ltd. (100.00%) and True Public Communication Co., Ltd. (100.00%)

# REVENUES BREAKDOWN

## REVENUES BREAKDOWN BY BUSINESS GROUP

BUSINESS GROUP	FULL YEAR OF 2019		FULL YEAR OF 2018		FULL YEAR OF 2017	
	Baht Million	%	Baht Million	%	Baht Million	%
1. TrueOnline	23,673	16.8%	40,655	25.2%	25,782	18.5%
2. TrueMoveH	107,615	76.3%	110,675	68.3%	104,204	74.6%
3. TrueVisions	9,655	6.9%	10,490	6.5%	9,533	6.9%
<b>Total Revenues</b>	<b>140,943</b>	<b>100.0%</b>	<b>161,820</b>	<b>100.0%</b>	<b>139,519</b>	<b>100.0%</b>

## REVENUES BREAKDOWN BY COMPANY

BUSINESS GROUP / OPERATION BY	FULL YEAR OF 2019		FULL YEAR OF 2018		FULL YEAR OF 2017	
	Baht Million	%	Baht Million	%	Baht Million	%
<b>1. TrueOnline</b>						
• True Corporation Public Company Limited	18	0.0%	19	0.0%	2,595	2.0%
• True Multimedia Co., Ltd.	-	-	-	-	14	0.0%
• True Internet Co., Ltd.	-	-	-	-	2,392	1.7%
• True Life Plus Co., Ltd.	13	0.0%	21	0.0%	206	0.1%
• KSC Commercial Internet Co., Ltd.	502	0.4%	490	0.3%	456	0.3%
• Asia Wireless Communication Co., Ltd.	432	0.3%	436	0.3%	443	0.3%
• True Touch Co., Ltd.	641	0.5%	558	0.3%	439	0.3%
• True International Gateway Co., Ltd.	-	-	-	-	438	0.3%
• True Internet Corporation Co., Ltd.	21,409	15.2%	39,086	24.3%	18,670	13.4%
• True Digital Park Co., Ltd.	194	0.1%	-	-	-	-
• True Digital & Media Platform Co., Ltd.	337	0.2%	35	0.0%	110	0.1%
• Others	127	0.1%	10	0.0%	19	0.0%
<b>Total</b>	<b>23,673</b>	<b>16.8%</b>	<b>40,655</b>	<b>25.2%</b>	<b>25,782</b>	<b>18.5%</b>
<b>2. TrueMoveH</b>						
• BITCO Group of companies	17,045	12.1%	25,717	15.9%	21,044	15.2%
• BFKT (Thailand) Co., Ltd.	12,427	8.8%	12,178	7.5%	13,491	9.5%
• Real Move Co., Ltd.	49,725	35.3%	68,367	42.2%	62,790	45.0%
• True Move H Universal Communication Co., Ltd.	28,355	20.1%	4,354	2.7%	6,846	4.9%
• Telecom Asset Management Co., Ltd.	63	0.0%	59	0.0%	33	0.0%
<b>Total</b>	<b>107,615</b>	<b>76.3%</b>	<b>110,675</b>	<b>68.3%</b>	<b>104,204</b>	<b>74.6%</b>
<b>3. TrueVisions</b>						
• True Visions Group Group of companies	9,655	6.9%	10,490	6.5%	9,533	6.9%
<b>Total Revenues</b>	<b>140,943</b>	<b>100.0%</b>	<b>161,820</b>	<b>100.0%</b>	<b>139,519</b>	<b>100.0%</b>

# NATURE OF BUSINESS

## PRODUCTS AND SERVICES

True Group is Thailand's fully-integrated telecommunications and digital services provider and convergence leader offering an unrivalled selection of integrated communications services, digital offerings and solutions. Its ongoing commitment is to provide consumers with network and service excellence and leading combination of the Group's comprehensive range of products, services as well as digital offerings and media content under its multiple platforms comprising mobile services (voice and non-voice), broadband internet, WiFi, television and digital platforms. These put True Group well positioned to amplify growth capitalizing on the major trend of the digital era.

### TRUE GROUP'S CORE BUSINESSES ARE CATEGORIZED AS FOLLOWS:

- TrueMove H, providing a full range of mobile services with exceptional network quality and coverage through 4G, 3G, 2G and Narrowband IoT ("NB-IoT") networks nationwide leveraging on its comprehensive spectrum portfolio. The business introduced 5G trial experience to Thai people paving the way to expand its footprint for both consumer and business segments;
- TrueOnline, providing broadband internet services and solutions, business data services, WiFi, data gateways and value-added services through advanced fiber technology;
- TrueVisions, providing broadcasting services including Pay TV, high-definition ("HD") TV, 4K and digital terrestrial TV services with an extensive range of quality international and local contents as well as content production business and Online Station, an online game and influencer network; and
- True Digital Group offers a portfolio of digital services, aimed respectively at consumer, merchant, and enterprise markets. Key businesses include Digital Media, O2O and Privilege, Data Analytics, Internet of Things (IoT) and Digital Solutions, as well as True Digital Academy.

### TRUEMOVE H

TrueMove H operates mobile business through a comprehensive spectrum portfolio. An ideal combination of mid-band frequency (1800 MHz and 2100 MHz) for capacity and low-band frequency (850 MHz under CAT telecom and 900 MHz) for coverage accommodates all market segments and ecosystems. TUC, True Group's wholly-owned subsidiary, operates mobile business under Telecommunications licenses granted by the NBTC.

True Group entered the mobile telecommunications segment through a subsidiary, BITCO, in October 2001 and strengthened its mobile business through the purchase of shares of four local companies from Hutchison Group which was completed in January 2011. Under the reseller agreement between the Group's subsidiary and CAT Telecom, which is effective until 2025, the TrueMove H brand was established in April 2011 to facilitate the launch of nationwide commercial 3G services using HSPA technology on the 850 MHz spectrum. The official launch of TrueMove H on August 30, 2011 effectively gave the Group's 3G services a nationwide first-mover advantage.

TUC participated in the 2.1 GHz auction and was granted the license by the NBTC in December 2012. This enabled TrueMove H to reap the benefit from being the first operator to commercially launch 4G service on the 2.1 GHz frequency in May 2013. Additionally, TUC was one of the winners in the 1800 MHz and 900 MHz spectrum auctions and was granted the 1800 MHz license in December 2015 and the 900 MHz license in March 2016, further extending True Group's mobile business until at least 2033. These spectrum acquisitions heightened TrueMove H's competitiveness, network strength and consumers perception on its offerings.

TrueMove H continued to place importance on developing the best network for Thai consumers. The business expanded and densified its 4G, 3G and 2G networks which cover 98% of the Thai population and penetrate to the village level in all 77 provinces of Thailand by leveraging on 3CA (Carrier Aggregation) and 4X4 MIMO technologies. It also enlarged NB-IoT network across the country to cover all administrative districts in Thailand's 77 provinces. TrueMove H further took the lead in utilizing cutting-edge technologies with the commercial launch of FDD massive MIMO 32T32R, a supporting technology for 5G development, with an advantage in terms of signal channel distribution and 4 times more capacity to support consumers' rising usage of data and digital transactions. At the same time, TrueMove H offered a trial demonstration of 5G technology highlighting 5G speeds that are 20 times faster than 4G LTE and 10 times lower latency (lesser responsive time) compared to that of 4G.

TrueMove H is determined to further enhancing its network quality through ongoing development and trial demonstration of 5G technology of which Thai people can experience 5G network speeds and performance in certain areas paving the way for further expanding its 5G footprint. Additionally, TUC participated in the 700 MHz spectrum in June 2019, of which the license is expected to be granted in the fourth quarter of 2020, as well as being one of the bidding winners for the 2600 MHz and 26 GHz spectrum through an auction held in February 2020. The value addition of this spectrum will solidify TrueMove H's network strength with the most comprehensive spectrum portfolio covering 7 frequency bands matching an ever-growing data usage in both consumer and enterprise segments. At the same time, synergy with China Mobile for know-how and device and network procurement continues to give True Group a significant competitive edge.

## SUBSCRIBERS

TrueMove H's service revenue continued to outperform the industry as its subscriber base has outgrown the industry for 4 consecutive years. This was driven by continued success of its device-bundling and exclusive campaigns, targeted marketing strategy and expanding distribution channels capitalizing on synergy among True Group and business partners.

TrueMove H gained 1.4 million net subscribers in 2019 with solid growth in both postpaid and prepaid segments. This boosted its total subscriber base to 30.6 million and blended ARPU to Baht 209 per month.

The following table sets forth certain information with respect to the Group's mobile business during the periods indicated:

TrueMove H	As of December 31,				
	2015	2016	2017	2018	2019
<b>Subscribers</b>					
- Prepaid	14,380,853	18,465,482	20,339,922	21,613,597	22,336,970
- Postpaid	4,726,018	6,060,388	6,880,449	7,604,868	8,304,587
<b>Total Subscribers</b>	<b>19,106,871</b>	<b>24,525,870</b>	<b>27,220,371</b>	<b>29,218,465</b>	<b>30,641,557</b>
<b>Blended ARPU</b>	<b>171</b>	<b>217</b>	<b>208</b>	<b>208</b>	<b>209</b>
(Baht/Sub/Month)					
- Prepaid ARPU	90	122	117	118	115
- Postpaid ARPU	492	505	485	470	463

## PREPAID

Prepaid service offers flexibility to consumers as there is no requirement for a monthly subscription fee. Prepaid customers purchase a SIM card with an initial credit balance and can top-up their credit balance through various means, including cash cards, top-up cards, ATMs, credit transfer from other TrueMove H phone accounts, mobile banking, and online digital channels.

## POSTPAID

TrueMove H's postpaid service allows customers to choose a monthly service plan comprising voice-only, data-only or a mix of voice and non-voice or data services to match their lifestyles. Top-up packages allow subscribers to purchase voice or non-voice services on top of their monthly package. Subscribers are billed monthly for subscription fees, airtime and the use of other voice and non-voice services.

TrueMove H also provides prepaid and postpaid customers with mobile payment channels via TrueMoney Wallet, True iService and TrueID application to meet a new generation of lifestyle needs while special privileges including data and voice calls as well as popular content can be redeemed utilizing TruePoint through TrueID application.

## VOICE SERVICES

TrueMove H's subscribers have access to local, domestic and international long-distance dialing. In addition, it offers a variety of value-added services in different combinations including call waiting, call forwarding, call conferencing and caller ID. Additionally, TrueMove H offers 4G HD Voice service, a high quality voice service on TrueMove H's superior 4G network. This 4G VoLTE technology enhances customers' voice communication through high definition quality and 4 times faster call set up than 3G for supported devices.

TrueMove H also offers its subscribers international roaming services, enabling them to make and receive calls when they are outside of Thailand. Alternatively, subscribers can use voice over WiFi (VoWiFi) calling service through any WiFi network worldwide to improve experience in certain areas where WiFi signals are stronger than mobile while saving cost.



## NON-VOICE SERVICES

TrueMove H provides a range of non-voice services to enhance and meet customer lifestyles. Content is delivered through various channels covering all mobile-accessible channels and web-based services. Non-voice services comprise a variety of popular content, including photo-based communication, financial information services, games, cartoons, screen savers, ring tones, music, sports and horoscope. TrueMove H's subscribers are increasingly using its non-voice services, particularly downloadable and uploadable pictures, video streaming, content as well as social networks via mobile internet services. In addition, TrueMove H is able to use content as a growth driver while enhancing customer's engagement and brand perception by leveraging exclusive content assets of True Group including TrueID, TrueVisions and TrueMusic.

## MOBILE HANDSETS AND ACCESSORIES SALES

The Group offers an extensive range of mobile handsets and related accessories for both global brands and its house brand. Its key handset products are high-quality smartphones and smart devices. True Group also offers a wide selection of smart devices under the Group's house brand with cost and technology advantages by capitalizing on synergy with China Mobile. These competitive devices facilitate accessibility to 4G and 3G services among a wider range of Thai consumers. Handsets are either sold outright (untied to any service) or tied with TrueMove H's mobile packages creating added value for customers through the Group's privilege programs.

## INTERNATIONAL ROAMING SERVICES

International Roaming Services are value-added services that enable TrueMove H subscribers to use the networks of international operators with whom it has entered into international roaming agreements (Outbound Roaming Service). The roaming services enable customers to call and receive calls, send SMS and use data roaming when travelling abroad in more than 200 countries worldwide. In addition, visitors to Thailand whose network operators have international roaming agreements with TrueMove H can use TrueMove H's cellular network when traveling in Thailand (Inbound Roaming Service).

True Group's cellular business joined Conexus Mobile Alliance in 2008 and strategically collaborated with China Mobile since 2014. Conexus Mobile Alliance and China Mobile have a combined customer base of approximately 1,250 million. As a result, these subscribers can use roaming services in Thailand on TrueMove H's network.

TrueMove H proactively expanded its 4G roaming service, covering over 95 countries worldwide, to support customers and travellers through its high-quality connection with high speed data service. This, combined with its partnership with international 4G operators, has made TrueMove H the first mobile operator in Thailand whose 4G roaming network covers all continents in the world. TrueMove H's wide range of competitive offerings and selections enables its customers to choose promotions that best fit with their demand and usage.

TrueMove H is determined to offer the best quality international roaming services both voice and data usages at valuable prices. TrueMove H offers "Travel SIM" products comprising TRAVEL SIM ASIA, TRAVEL SIM World, and Travel SIM for popular destinations among Thai people such as China, Japan, South Korea and Singapore. These SIMs target Thai data travelers visiting outbound destinations worldwide. The business also facilitates customers with the "TrueMove H Roaming Application" which is a convenient way for customers to check their usages and buy packages on the go. Subscribers can also access the services, including service activation and termination, help and information, additional service subscription as well as e-service on billing and payment easily through the "TrueMove H Roaming Application".

Meanwhile, “Thailand Greater China Number Service”, the ultimate innovation from collaboration between True Group and China Mobile, enables subscribers to stay connected whenever travelling to China, Hong Kong and other countries with both China and Hong Kong numbers embedded in one SIM at special tariff rates. This service is in line with Thai business customers’ requirement for value and convenient communications when travelling to China and Hong Kong as well as Chinese and Hong Kong consumers who live in Thailand.

Additionally, TrueMove H collaborated with the world’s leading telecommunications companies including NTT DoCoMo from Japan and China Mobile Hong Kong in providing Voice over the LTE network (VoLTE) service to NTT DoCoMo and China Mobile Hong Kong’s customers, both business and traveler, in Thailand. These customers can enjoy high-quality roaming services on TrueMove H’s 4G VoLTE network including high-definition voice service, fast connection and HD video call service.

## INTERNATIONAL DIRECT DIALING SERVICE

True Group provides IDD service through its subsidiary, TUC, which was granted a Type Three license for International Telephone Service from the NBTC. “True 006” is the premium grade IDD service via “006” prefix offering high quality signal with network coverage in 230 destinations worldwide.

The Group’s IDD service captured potential growth in CLMV comprising Cambodia, Laos, Myanmar and Vietnam, and focused on top destinations worldwide including China, India, USA and other Asian countries by introducing various competitive offerings for international call via dialing 006. Its special topping packages, offering competitive rates and premium service quality, continued to receive positive market response. These, together with the Group’s commitment to providing superior service quality, have strengthened its competitiveness and boosted customers’ loyalty.

Other IDD services include “00600” dialing prefix offering economical call for budget customers who use “4G Tourist SIM” for calling to top destinations.

## TRUEONLINE

TrueOnline comprises broadband internet and solutions, business data services, data gateways and value-added services including fixed-line telephone under license granted by the NBTC.

## BROADBAND INTERNET

TrueOnline is Thailand’s leading broadband or hi-speed internet operator under True Group with the total subscriber base of 3.8 million and network coverage encompassing approximately 15 million homes nationwide. The Group’s subsidiary, True Internet Corporation Company Limited “TICC”, was granted a Type Three license from the NBTC to provide broadband, data services and fixed-line telephone nationwide.

The Group started offering hi-speed data communication services in 2001 and later introduced WiFi services in 2003. Its licensed fixed-line telephone service is also served as a value added service to customers. TrueOnline has a wide range of broadband propositions, particularly 1 Gbps downloading speeds, for both standalone and convergence packages with an ideal combination of True Group’s various products and services including mobile, fiber broadband, WiFi, fixed-line telephone, TV, TrueID, TrueID TV and special privileges under TrueYou and TruePoint. The business is determined to providing high-quality services and state-of-the-art offerings to consumers through cutting-edge technology and fiber footprint expansion to meet consumers’ growing demand.

For the enterprise segment, the Group strengthens its position as the top-of-mind service provider of integrated telecommunications solutions by offering full-scale internet services as well as innovative and versatile solutions utilizing advanced technologies, customized to match customer needs in all business disciplines. These include marketing, communication, network, cyber security, data & cloud, and IoT solutions with exclusively-assigned personnels to support business customers. The business places importance on the quality and reliability of its network with high level of security. Its bandwidth has been upgraded to suit actual usage of corporate clients by expanding Content Delivery Network (CDN) to equip users with faster speed service in accessing overseas contents. In addition, the Group separates the channels between individual customers and corporate clients, capable of linking to the high-speed internet faster and more stable. The TrueBusiness application is also provided adding more convenience and value through TrueBusiness points to corporate customers.

True Group offers services to corporate customers through various technologies. These include: Digital Data Network or Leased-Line; Multiprotocol Label-Switching; Metro Ethernet (a fiber-to-the-building technology designed specifically for business customers); IP-Lease Line (a hybrid between an IP-based data service and a lease line service which improves the quality of connection beyond standard IP-based services); and Software-Defined Wide Area Network (SD-WAN) which manages routing efficiently and optimizes bandwidth usage. In addition, True Group provides a Managed Network Service, a combination of three network operation services comprising network performance management, fault management and configuration management. Furthermore, its service infrastructure is built on modern IP technology that supports cloud computing and IP DID service to corporate customers.

True Ethernet Fiber service, an advanced IP network which enables the secure transferring of large multi-format files over fiber-optic, was the first in Thailand to attain global service quality assurance from the Metro Ethernet Forum. In addition, it invested in the fiber-optic network via Gigabit-capable Passive Optical Network (GPON) technology which reaches corporate clients located in buildings on key roads in the BMA as well as several provincial industrial estates and tourist destinations, presenting strong growth opportunity. In addition, True Group upgraded its internet backbone with the deployment of world-class standard further enhancing its capability to support an expansive upward trend of customers' internet usage while delivering a better experience to its customers.

Beside large corporate clients, the Group expands its business customer base into the SME segment, which presents strong growth opportunity. It provides data communication solution, using Multiprotocol Label Switching and fixed-IP technologies, to better respond to specific needs of SME across the country. It also developed the "SME Packages", blending the Group's services into optimal mix that suits different size and demand of each SME customer. These high quality services comprise mobile, WiFi, broadband internet including fixed IP address that supports web & mail server, streaming server, VDO conference, VoIP, fixed-line telephone, televisions, CCTV and IoT. These best-valued offerings, matching customers' usage and demand, have received positive response from the targeted segments.

All these developments drove TrueOnline's above-industry subscriber growth. It added 320,436 net broadband subscribers and grew total subscriber base to 3.8 million with an ARPU of Baht 564 in 2019.

The following table shows the number of broadband subscribers and ARPU for the periods indicated:

Broadband	As of December 31,				
	2015	2016	2017	2018	2019
Subscribers	2,388,118	2,768,641	3,154,092	3,485,720	3,806,156
ARPU (Baht/Sub/Month)	668	629	606	605	564

## VALUE-ADDED SERVICES

### FIXED-LINE TELEPHONE

True Group offers modern fixed-line telephone service called “Fixed Line Plus” and IP-DID by employing Next Generation Network (NGN) which seamlessly connects with the broadband and MPLS networks. This ideally combines the Group’s fixed-line telephone service, broadband internet and business data services through an advanced IP network (MPLS) while responding to demands of both consumer and corporate customers. The main services comprise Fixed Line Plus and IP-DID.

- Fixed Line Plus is the fixed-line telephone service which can be offered together with broadband internet service through fiber optic (both direct-to-home and PABX);
- IP DID is a voice communication service on NGN network through MPLS using fiber optic line and connected with IP branch exchange hardware by using digital card or SIP protocol.

In addition, True Group offers a range of value-added services to fully meet customers’ needs, including:

- Basic value-added services: Caller ID, Call Waiting, Conference Calling, Call Forwarding, Outgoing Call Barring and Smart Alert.
- Special value-added services, including:
  - Hunting Lines service, which bundles two or more telephone lines at one location into a single number;
  - Free Phone 1-800, allowing businesses to provide their customers with a free contact call service;
  - Call routing is a call management procedure wherein a call is sent to a specific queue before directing to an endpoint, which has various branches or numbers, while allowing customers to remember only one number;
  - Call management service for customers with special 4-digit number allocated by the NBTC.

### INTERNATIONAL GATEWAY SERVICES

True Group started providing International Internet Gateway services in 2007 and International Data Gateway in 2008. With International Internet Gateway and Domestic Internet Exchange License (Type Two with Network) and an International Private Leased Circuit (Type Three) granted by the NBTC, the Group can provide international internet and international data services, both via terrestrial and submarine networks. Its service scope includes International Internet Gateway (“IIG”) and National Internet Exchange (“NIX”, also known as Domestic Internet Exchange) as well as a variety of International Data Services comprising International Private Leased Circuit (“IPLC”), International Ethernet Line (“IEL”), Internet Protocol Virtual Private Network (“IPVPN”) and Virtual Node services.

The Group has continued to expand its backbone capacity which reaches approximately 1.9 Tbps to support growth of internet and international data services which have grown every year. Its international bandwidth is utilized within True Group as well as to external customers comprising local and Indochina ISPs, local and multinational corporations, and international telecom operators.

Certified ISO 9001:2015 on internet gateway and international leased circuit services, the Group commits to providing best network quality and best customer experience. Its backbone carrying international traffic is proven to be highly reliable with fully diverse and resilient network design.

Aligning with Digital Thailand national policy, True Group continues to play a key role in helping Thailand to become regional hub by enhancing its National Internet Exchange services (known as “NIX” or “IX”) and expanding its International Internet Gateway and connectivity throughout the region, thereby attracting key Internet players as well as content providers into Thailand and helping to build internet ecosystem in the country. As far as border connectivity goes, it is interconnected to all Thailand’s neighboring countries: Cambodia, Laos, Malaysia and Myanmar; this ideally serves its customers while ensuring direct paths within Indochina region.

True Group has also participated in building the Southeast Asia – Japan 2 consortium (SJC2) submarine cable to add more international connectivity and diversity into its network and Thailand. The cable is now under construction and we are making ready of our Songkhla Cable Landing Station. This will further bolster both True Group’s and Thailand’s telecommunications strength and channel supporting high bandwidth intensive requirements such as video streaming, virtual reality applications, 5G, artificial intelligence, cloud services, analytics, robotics and IoT. This development will serve consumers’ fast-growing demand for data usage and digital transformation needs of enterprise customers.

The Group’s strength also lies on closely knit carrier partnership and collaboration; it commits to seek new synergy in order to bring global service values to its customers while at the same time helping its carrier partners grow their business and set footprint in Thailand and Indochina countries.

## TRUEVISIONS

TrueVisions is Thailand’s leading nationwide pay TV and high-definition (“HD”) TV operator, offering services via digital direct-to-home satellite (DStv) and digital HFC (hybrid-fiber-coaxial) cable network platforms, as well as content provider for local and foreign markets.

TrueVisions provides its DStv services using KU-band and C-band transmission and MPEG-2 and MPEG-4 video compression. This enables TrueVisions to increase the number of channels, improve sound and picture quality, control access to its signal, and distribute its services everywhere in Thailand. This service is transmitted via Thaicom satellite. TrueVisions provides its cable TV services using networks of True Group’s subsidiary, TICC.

TrueVisions was formed in 1998 by a merger of UBC (formerly IBC) and UBC Cable (formerly UTV) and was successfully integrated into the Group at the beginning of 2006. In the past, TrueVisions operated pay TV services under a 25-year Agreement for Joint Venture in the Membership Television (and Cable Television) Services with MCOT which ended on September 30, 2014 for services via satellite and on December 31, 2019 for services via cable. At present, TrueVisions operates pay TV business under True Visions Group which was granted the Broadcasting and Television Network licenses from the NBTC since January 2013.

TrueVisions has received additional source of revenue from advertising since 2009 while ensuring the viewer experience was not impacted. In addition, True Visions Group entered the digital terrestrial TV business by acquiring two licences for variety and news channels from the NBTC in April 2014, namely “True4U” and “TNN24”. This paves the way for advertising revenue growth and widens TrueVisions’ opportunity to market its content through a larger viewer base while increasing its brand recognition.



TrueVisions has continued to differentiate and strengthen its platform while further enhancing consumers' viewing experience through a large selection of high-quality content, particularly 4K Ultra HD, HD, live broadcasting and exclusive content. Additionally, the business has developed its own-produced and attractive content to match the evolving preferences of consumers. TrueVisions also expanded its footprint to other markets including sublicensing series from TrueVisions Original to China. At the same time, True CJ Creations, a joint venture between True Group and CJ ENM from South Korea, was formed to create international-standard quality content to supply both domestic and overseas markets. These high-quality contents can be viewed on a wide variety of channels, especially True Group's convergence platforms including television, mobile, broadband internet, and digital platform like TrueID as well as its local and global partners in the future, creating a revenue upside potential and fulfilling consumers' lifestyles. At the same time, Online Station, an online game and influencer network, under True Visions Group expanded rapidly with growing network and popularity. This further strengthens True Group's platforms, brand awareness and image while contributing to its growing subscriber base.

TrueVisions ended 2019 with the total customer base of 4.0 million and ARPU of Baht 281 supported by the Group's value convergence propositions.

The following table shows the number of TrueVisions customers and ARPU for the periods indicated:

TrueVisions	As of December 31,				
	2015	2016	2017	2018	2019
Premium package	292,460	290,394	254,934	237,922	217,725
Standard package	1,108,019	1,694,611	1,906,032	2,066,023	2,035,874
FreeView package	478,836	409,573	367,291	340,696	334,073
Free-to-air box	1,184,160	1,535,457	1,436,728	1,411,984	1,408,884
<b>Total customers</b>	<b>3,063,475</b>	<b>3,930,035</b>	<b>3,964,985</b>	<b>4,056,625</b>	<b>3,996,556</b>
<b>ARPU (Baht/Sub/Month)</b>	<b>523</b>	<b>379</b>	<b>311</b>	<b>298</b>	<b>281</b>

## TRUE DIGITAL GROUP

The mission of True Digital Group (TDG) is to drive innovation and capture growth opportunities arising from the shift to the digital economy. TDG has built deep competences in cutting-edge technologies such as artificial intelligence, big data, blockchain, cloud, Internet of Things (IoT), and robotics. With this, TDG was able to build a unique ecosystem of digital platforms and solutions, addressing the digital needs of consumers, merchants, and enterprises. TDG also launched its own True Digital Academy (TDA), aimed at reskilling and upskilling the existing workforce to build talent necessary for the digital transformation of enterprises and the broader society. TDG launched its regional operations across Southeast Asia, with Indonesia and the Philippines as its first two markets, leveraging the economies of scale of digital platforms.

## DIGITAL MEDIA PLATFORM

In the consumer market, True Digital aims to enable digital lifestyle through its flagship application TrueID, developed on top of an innovative digital media platform. TrueID offers consumers a wide variety of entertainment and privileges. The content includes live TV, sports, movies, music, news, and other lifestyle-related content. The privileges include deals in multiple categories, such as food and beverage, shopping, leisure, and travel. Deals can be redeemed leveraging TruePoints or payment via TrueMoney Wallet. TrueID also offers chat, voice,

and video communication services. Since its launch in 2017, TrueID has received a positive response from the market and became the most downloaded application in its category, accelerating its monthly active users (MAU) to 24.6 million by the end of 2019.

TrueID TV offers the same content services but with a user experience designed for TV-based consumption. TrueID and TrueID TV leverage the same underlying platform, creating scale economies. TrueID TV was launched in April 2019 and received a very positive market response. On average, consumers use the box 3 hours per day for entertainment and other services. Since launch, approximately 500,000 TrueID TV boxes were sold, representing one of the fastest-growing launch of Android TV across the world.

## **O2O AND PRIVILEGE PLATFORM**

The Group's established privilege and point program for True customers, known as TrueYou, allows it to strengthen other core businesses. In 2019, TrueYou increased its number of merchants to offer consumers a more diverse set of offerings, leverage the TrueID platform for personalized marketing campaigns.

To enable small merchants to participate in the online economy, the True Smart Merchant platform was launched in April 2018, as the first step of Offline to Online and Online to Offline (O2O) transformation plan. True Smart Merchant comes with QR payment, customer relationships, and marketing tools. With TrueYou and True Smart Merchant, both merchants and customers can safely receive and make payments for goods and services via QR Codes and gain exclusive privileges, further increasing their engagements.

## **ANALYTICS**

True Analytics has taken a leading position in the Thai analytics services market. It further extended its big data platform to support the real-time ingestion, processing, and analysis of billions of relevant customer interactions daily.

True Analytics uses big data, advanced analytics, and Artificial Intelligence (AI) to support revenue growth, reduce delinquency, and optimize investments for TrueMove H, TrueOnline, and TrueVisions. Additionally, True Analytics also works for external clients on marketing and other analytics-based services.

## **INTERNET OF THINGS (IOT)**

The IoT market in Thailand is projected to reach over Baht 30 billion by 2020, presenting significant growth potential for the telecommunications industry. The Group's IoT ecosystem operates on its nationwide cellular networks and NB-IoT and CAT-M1. This ecosystem is made available to a network of more than 150 IoT business partners, who can offer their solutions to True customers.

True Digital Solutions is set up to develop and commercialize digital transformation solutions for enterprises. It leverages AI, cloud, blockchain, IoT, robotics, and other advanced technologies to develop innovative solutions. In addition to horizontal solutions, True Digital Solutions is driving innovation in specific industry verticals such as Agriculture, Retail, Healthcare, Property, Supply Chain, Consumer, and Manufacturing. In each vertical, the focus of True Digital Solutions is on solving the most critical pain points of that industry by leveraging advanced technologies to develop innovative solutions.

In 2019, True Digital launched several IoT-based solutions for agriculture, such as real-time livestock monitoring, to help farmers improve their yield. It also successfully launched IoT-enabled fleet management solutions, currently used by major players in the transport and logistics industry. True Digital also has developed new retail solutions

leveraging computer vision and artificial intelligence. In addition, it has built competence in blockchain, cloud, and robotics, which are relevant across multiple industries. At the end of 2019, True Digital Solutions has connected over 237,000 IoT endpoints and devices.

## TRUE DIGITAL ACADEMY

In response to the digitization of the economy, demands for skilled digital talents continue to rise. In contrast, the skills in the current workforce and the number of graduates equipped with relevant digital skills is vastly insufficient to meet the needs of enterprises undergoing a digital transformation. Realizing the gap between the rapidly changing demands and talents' current skill sets, True Digital Academy (TDA) aims to become the region's leading digital academy, by enhancing the digital competencies of individuals, organizations, Thailand, and society.

In collaboration with General Assembly (GA) – the world's leading adult learning academy focusing on data science and technology, TDA offers award-winning and comprehensive curriculum in 7 core digital competencies: Technology Engineering, Data and Analytics, Digital Marketing, Product Management, Design and UX, Cyber Security, and Business Management.

## CONVERGENCE PROPOSITIONS

True Group provides customers with value-for-money offerings through unique and attractive convergence packages, bundling products and services within the Group, that suit their various preferences and lifestyles. The Group's comprehensive range of convergence propositions combine TrueMove H's voice and data usage, WiFi, TrueOnline's fiber broadband internet, TrueVisions' quality content, fixed-line telephone call, digital offerings such as TrueID and special privileges under TrueYou and TruePoint. In addition, consumers can select top-up packages and services according to their demand and usage. These, in turn, enhance True Group's competitiveness and contribute to customers' engagement, loyalty and subscriptions to the Group's various offerings.

## MARKETING STRATEGY

True Group is Thailand's leading digital lifestyle and convergence provider with an aim to provide high-quality products and services to consumers. These include tailored and digitized solutions and a comprehensive range of bundled telecommunications services across its multiple platforms comprising mobile, broadband internet, television and digital platforms.

True Group's ongoing commitment to develop the best network, value-for-money convergence packages, service excellence and engaging privilege programs have driven growth while increasing customers' satisfaction and loyalty. In addition, it expands and strengthens sales and distribution channels leveraging strong partners particularly C.P. Group. At the same time, True Group continues to focus on digital platform, solutions and offerings which present ample growth potential as consumers' demand keeps on rising. It also utilizes data analytics internally and externally while developing micro-targeted marketing campaigns to better meet consumers' preferences and reach targeted segments more effectively. These strategies should position True Group well to further accelerate growth in this digital age.

## DISTRIBUTION AND SALES

True Group offers all of its services through various channels. A conventional channel is through shops in the BMA and the provinces that are equipped with well-trained personnel and designed to be one-stop contact points offering a comprehensive range of services. True Group also sells its products and services throughout Thailand through accredited dealer shops, independent distributors and dealers who work on a commission basis.

### True Group's sales and distribution channels include:

- True Shop and True Authorized Reseller at retail shops under Com7 located in high visibility and high traffic locations, such as shopping malls, hypermarkets, and office buildings. The Group also leverages partner's nationwide footprint through Shop in Shop at 7-Eleven with rapidly growing contribution. True Branding Shop and TrueSphere, the first class co-working space providing customers with the infinite first-class service experience through True Group's comprehensive services and advanced technologies;
- True Partner as True Franchise located in high traffic locations as shopping mall and high density area for providing True Group's products and services to customers;
- Multi-retailers and chainstores located in hypermarkets, specialty stores, and convenience store chains including 7-Eleven;
- Wholesale partners who purchase deactivated SIM cards and top-up cards, devices and accessories from the Group for distribution onto sub-dealers, manage sub-dealers and provide logistical support;
- The direct sales channel is one of the Group's key channels for expanding subscriber base. The Group categorizes the direct sales channel into direct sales teams, direct sales agents, and freelances; and
- Telesales and e-commerce such as iTruemart/ Wemall

For top-up services, the Group offers several electronic channels in addition to using physical cards (i.e. Cash card and Top-up card) as follows:

- ATM and mobile banking service application – Subscribers can top up by transferring funds directly from their bank account;
- TrueMoney Wallet, True iService and TrueID – Mobile payment services;
- E-cash card – Airtime purchases can also be made over the counter at True Group's partners such as 7-Eleven;
- Direct top-up – Customers can use a device installed at several of the Group's own locations as well as its partners, such as 7-Eleven, to directly top-up their accounts (an online top-up transaction is also categorized as a direct top-up); and
- Top-up kiosk, True top-up machine and digital vending machine offering more convenience for True Group's customers in conducting transactions for all of the Group's products.

## PROCUREMENT OF PRODUCTS AND SERVICES

### NETWORK ACQUISITION

True Group primarily procures network equipment directly from global leading telecommunications technology suppliers. The Group has also employed a number of suppliers to assist in network acquisition and installation to expand its service coverage and, as such, is not dependent upon any specific distributor or supplier. In addition, True Group is well positioned to enjoy an economy of scale when purchasing network equipment by leveraging on synergies with strong partner like China Mobile.

## THAI TELECOMMUNICATIONS INDUSTRY AND COMPETITIVE LANDSCAPE

### MOBILE BUSINESS

Thailand had approximately 93.3 million mobile subscribers, excluding subscribers of CAT Telecom, TOT and their MVNOs, at the end of 2019. Majority of the Thai mobile users remained in the prepaid market accounting for 74% of the total base. The market's postpaid share is expected to increase beyond 26% given strong emphasis on pre-to-post migration as the postpaid segment secures more recurring source of revenue as well as offers higher ARPU and stickiness. TrueMove H was the second largest mobile operator in the country with 32.8% subscriber market share on 30.6 million subscriber base, of which 8.3 million were postpaid and 22.3 million were prepaid users. Its subscriber growth continued to exceed the industry for 4 consecutive years. In 2019, TrueMove H added 1.4 million net subscribers driving the total industry's net adds to 1.7 million.

In 2019, the postpaid market continued to grow focusing on pre-to-post migration with relatively stable competition. The prepaid market remained challenging with competitive price plans on fixed-speed unlimited data and full-speed big volume data packages pressuring top-up and ARPU uplift opportunities. TrueMove H continued to lead the industry in both service revenue and subscriber growth. The country's digitalization and consumers' growing demand for data, digital and IoT offerings as well as government's direction to drive Thailand toward 5G era should bolster stronger revenue growth for the mobile industry and TrueMove H in 2020.

### BROADBAND INTERNET

Thailand's broadband internet market continued to grow with subscriber growth of 10 percent from the previous year to approximately 10 million in 2019, driving the household penetration rate to 47% compared to 43% in 2018 (Source: NBTC updated as of 9 January 2020). TrueOnline's position as the largest broadband operator in Thailand remained intact with the total broadband subscriber base of 3.8 million, representing approximately 38 percent share of the Thai broadband market.



Fiber expansion, speed upgrades and device innovation were the key drivers for competition in the fixed broadband market in Thailand. The 1 Gbps price plan became more affordable while convergence propositions bundling with content and other services were also offered to attract high-quality subscriptions and customers' stickiness. At the same time, there were certain discounts given by operators to attract and expand customer base.

The fixed broadband internet market is expected to grow strongly as consumers' demand for fiber services keep rising, driven by Thailand 4.0 national strategy, popularity of over-the-top (OTT) services, online content, social media, game and consumers' behavior shift toward online transactions such as online shopping. At the same time, the country's fixed broadband penetration remained relatively low presenting strong growth potential.

## **PAY TV BUSINESS**

Penetration rate of cable TV and satellite TV in Thailand was approximately 58 percent (Source: True Group's estimation). TrueVisions is the leading pay TV and HD TV provider with the total customer base of approximately 4.0 million, of which 2.3 million subscribed to its premium and standard packages while the rest were FreeView and Free-to-air customers, at the end of 2019.

The pay TV business in Thailand has been affected by economy, piracy, digital free TV channels as well as consumers' behavior shift towards digital media and online consumption particularly over-the-top (OTT) services and streaming content through internet including Subscription Video On Demand services (SVOD) as well as Subscription Linear (SLIN) or live streaming.

Despite the aforementioned challenges, TrueVisions continues to equip its portfolio with an extensive range of quality content, including the exclusive rights to live broadcast popular content like the English Premier League, and competitive bundling packages with other products and platform of True Group particularly OTT platform and TruID. Additionally, TrueVisions will fuel growth through innovative set top box that will enhance consumers' viewing experience particularly with more interactive services. At the same time, TrueVisions sees growth potential from content production business and is determined to develop content to serve various channels of True Group and other partners, sublicensing to other countries, and content marketing via online influencers creating a revenue upside.

## LICENSES OBTAINED BY TRUE GROUP'S SUBSIDIARIES AND ASSOCIATES

True Group's subsidiaries/ associates	Type	Business	Validity	Date of Regulatory Authority approval	Expiration date
<b>Telecommunications license</b>					
1 KSC Commercial Internet (KSC)	1	ISP	5 years	23 Jun 2019	22 Jun 2024
2 True Internet Corporation Company Limited (TICC)	1	ISP	5 years	4 Jan 2018	3 Jan 2023
3 KSC Commercial Internet (KSC)	1	Resale of Telecommunication Service	5 years	11 Nov 2019	10 Nov 2024
4 True Internet Corporation Company Limited (TICC)	1	Resale of Telecommunication Service	5 Years	26 Aug 2019	25 Aug 2024
5 True Move H Universal Communication (TUC)	1	Resale of Telecommunication Service MVNO	5 years	11 May 2016	10 May 2021
6 True Move H Universal Communication (TUC)	1	ISP	5 Years	19 Jun 2018	18 Jun 2023
7 True International Gateway (TIG)	2	International Internet Gateway & National Internet Exchange (IIG & NIX)	5 Years	19 May 2016	18 May 2021
8 True Internet Corporation Company Limited (TICC)	2	International Internet Gateway & National Internet Exchange (IIG & NIX)	5 years	25 Sep 2017	24 Sep 2022
9 True Internet Corporation Company Limited (TICC)	3	Fixed Line Service and IPLC	20 years	8 Dec 2006	24 Sep 2022
10 True International Gateway (TIG)	3	International Private Leased Circuit (IPLC)	15 years	11 Nov 2009	10 Nov 2024
11 True Move H Universal Communication (TUC)	3	Wireless Service and International Direct Dialing (IDD)	20 years 9 months	7 Dec 2012	15 Sep 2033
12 True Move H Universal Communication (TUC)	Frequency	Frequency band 2100 MHz	15 years	7 Dec 2012	6 Dec 2027
13 True Move H Universal Communication (TUC)	Frequency	Frequency band 1800 MHz	17 years 9 months	4 Dec 2015	15 Sep 2033
14 True Move H Universal Communication (TUC)	Frequency	Frequency band 900 MHz	15 years 3 months	16 Mar 2016	30 Jun 2031
<b>Broadcasting and Television license</b>					
15 True Visions Group Co., Ltd.	Broadcasting and Television Network	Subscription Television NetworkService	15 years	21 Jan 2013	20 Jan 2028
16 True4U Station Co., Ltd.	Broadcasting and Television Network	Digital Terrestrial Television Service	15 years	25 Apr 2014	24 Apr 2029
17 Thai News Network (TNN) Co., Ltd.	Broadcasting and Television Network	Digital Terrestrial Television Service	15 years	25 Apr 2014	24 Apr 2029

# THE THREE-YEAR BUSINESS GOALS

## THE THREE-YEAR BUSINESS GOALS

Thailand is entering a fully digital era. Digital technology plays a key role in people's lives, everywhere and in all aspects. True, Thailand's leader in digital infrastructure, connects people, the economy and society, advancing Thailand into a technologically enhanced future for the best living experience.

## ELEVATE YOUR QUALITY OF LIFE WITH THE NETWORK THAT IS FAST, COMPREHENSIVE AND THE BEST IN THAILAND

True Group is determined to continually deliver advanced technology and comprehensive digital and fulfillment platforms to enhance the user experience. The addition of the 2600 MHz and 26 GHz spectrum will solidify True's network strength, giving True a comprehensive spectrum portfolio, covering 7 frequency bands with the optimal mix of industry's largest inventory of low band frequencies (700 MHz, 850 MHz\* and 900 MHz), as well as medium frequency ranges of 1800 MHz, 2100 MHz and 2600 MHz, and the high frequency range of 26 GHz. These bands amplify growth potential for mobile, digital and IoT business solutions, and allow True to remain ahead of ever-growing data usage in both consumer and enterprise segments. All the while, its synergy with China Mobile, the world's largest mobile operator by subscriber base, continues to give True Group a significant competitive advantage.

Besides its mobile network expansion, True Group is determined to develop the high speed internet experience, by introducing the 1Gbps-level through innovative devices, as well as to expand its FTTx network nationwide in order to increase broadband internet penetration.

## FULLY ENJOY WORLD-CLASS CONTENT WITH BENEFITS OVER ALL ELSE ANYWHERE AND ANYTIME

With the many privileges and quality content in all forms of entertainment wherever and whenever available through TrueID and TrueMoney Wallet, True is creating the future of business. Melding True Group's comprehensive digital ecosystem and market segmentation with effective marketing channels caters to the needs of consumers while bolstering True Group's growth prospects in ASEAN and Asia.

Remark: \*Under CAT Telecom

## **CREATE INNOVATIVE BREAKTHROUGH FOR THE SMARTEST LIFE**

With complete and unsurpassed support of 7 frequency bands, leading World-Class Partners, Smart True 5G technologies and innovative solutions for a new sustainable world, True's mission is to empower Thailand to sustainably be No.1. True Group is deploying 5G technology to meet the increasing demands of life in all dimensions-World of Security, World of Education, World of Agriculture & Environment, World of Health & Wellness and World of Entertainment.

## **CREATE AWARENESS TO SUSTAINABLY CHANGE THE WORLD**

As the first and largest digital innovation hub in Southeast Asia, True Digital Park is equipping Thailand to fully welcome the digital lifestyle under the concept of Digital Lifestyle Connecting Possibilities, which connects intelligent technology and people in a superlative, purpose-built and world-class educational and collaborative institution that promotes a quantum leap in innovative economy, society and environment.

## **DEVELOP A TALENT PIPELINE TOWARD BUILDING A DIGITAL ORGANIZATION**

True Group has always been determined to develop employees' efficiency and capabilities to prepare for new challenges amid the ever-changing business arena. To meet the needs of today and to look ahead to the future, True Digital Academy was established to craft digital-expertise in employees, enhance analytical skills which are compulsory in the digital era, and transform into an agile organization which focuses on cross-functional collaboration and breeds empowerment to make decisions and determine optimal direction.

# RISK FACTORS

True Group sees continued growth opportunities in year 2020 after achieving key milestones in year 2019 particularly in mobile service business which outgrew the industry for both revenue and subscriber base while broadband internet business remained a leader in the market. The foregoing notwithstanding, True Group could possibly face a variety of risks that may impact on operations as follows:

## SPECIFIC RISKS WHICH MAY ARISE FROM ACQUISITION OF 1800 MHZ, 900 MHZ AND 700 MHZ IMT SPECTRUM LICENSES

### FINANCIAL RISK

True Group may have financial risk from spectrum licenses payments and network investment. However, the Company believes that the 1800 MHz IMT and 900 MHz IMT spectrum acquisitions are key stepping stones to accelerate its revenues after commencing full mobile services on these telecommunication networks. Additionally, the Group's cellular business continued to outperform the industry both in terms of revenue and subscriber growth. These shall reduce the Company's financial risk. Moreover, the payment term of 900 MHz IMT spectrum fee is extended to start the payment in year 2025, which would help the Company to reduce its financial burdens and to generate more income to settle its financial burdens as abovementioned. Meanwhile, 700 MHz IMT spectrum acquisition results on additional financial burden.

### COMPETITIVE RISK

The Company may have additional risks from the increasing of business competition because other operators try to prevent their customers from migrating to use the Company's services and also because of competition in offering sales promotions, new forms of service, and new operators. However, the Company believes that our key strategies (i.e., providing services with high quality network, offering convergence campaigns and varied forms of digital services which respond to needs of customers) will minimize such risks efficiently.

## RISKS RELATED TO BUSINESS OPERATIONS

### RISKS RELATED TO MARKET COMPETITION

True Group continues to face intensifying competition in the telecommunications market after the progression into a more liberalized landscape. The competition continues to increase. Operators continued to focus on expanding network coverage, introducing mobile packages together with various devices to increase market share and continue growth in mobile internet usage and to further acquire and migrate subscribers from 2G to 3G and 4G

services. True Group, however, has a competitive edge over other operators since it has determined to provide the best value service to its customers through high quality network. True Group's 4G and 3G network coverage has reached 98 per cent population coverage nationwide. Furthermore, True Group has sufficient spectrums to enable the mobile operators under True Group to offer services and promotion campaigns including True Group's attractive convergence campaigns. True Group has a competitive advantage given the strength of its highly-trusted brand "TRUE" which should strengthen its continuous revenue growth.

Since one of True Group companies that provide mobile phone service has a duty to roll out networks with nationwide coverage, and is determine to expand its network coverage, therefore, such mobile operator under True Group will continue to encounter tower construction issues with individuals making complaints to the NBTC or filing lawsuits at the Administrative Court asking for the suspension or dismantle of the towers that are claimed to have an effect on them. These claims may affect True Group's mobile phone service and may increase relating costs. If finally such towers have to be dismantled, True Group will have to absorb such dismantle. In this regard, the Company believes that if True Group companies that provide mobile phone service perform their duty in accordance with the applicable rules relating to tower construction, True Group shall continue tower construction smoothly.

As for the True Group's fixed-line business unit, even though the Joint Operation Agreement to operate a fixed-line service between TOT and the Company has expired on October 28<sup>th</sup>, 2017, True Group still has a license for providing fixed-line service. However, this business still faces growing competition from mobile phone business and VoIP services as service fees for those businesses are lower than service fees for traditional fixed-line services.

In the broadband Internet market, even though the market has new operator but True Group's major competitors (such as TOT, 3BB, and AWN which provides AIS Fiber net) which have continued to expand their services in the BMA, where currently is TrueOnline's core market. However, TrueOnline's broadband Internet offerings via advanced and efficient FTTx and DOCSIS 3.0 technologies, which also support cable TV services, give it a competitive edge over other high-speed Internet providers. This enables True Group to generate a higher return on investment than its competitors while also providing customers with high-value offerings through a combination of the Group's various products and services. In addition, TrueOnline broadband network mostly reached nationwide coverage. It expects to expand network coverage further into provincial areas which represent a larger market and greater potential for revenue growth than the BMA alone.

While True Group expects overall competition across all of its businesses to remain intense, True Group has a competitive advantage given the strength of its brand and its ability to provide fully-integrated services and diverse content via its convergence strategy. These bundled offerings differentiate True Group from other operators.

## RISKS UNIQUE TO TRUEVISIONS

Risks relating to TrueVisions' operations include relying on suppliers for international content as well as rising competition in the pay TV, digital terrestrial TV with various channels, and the OTT service providers which offer variety of content, resulting in operators competing on acquiring market share and key content and competing with TrueVisions' business. TrueVisions may incur higher content-acquisition expenses as a result. In addition, the unauthorized access to TrueVisions' programming signals, or piracy, also has an impact on its business. If TrueVisions has obstacles in obtaining attractive programming or if the cost of this programming substantially increases in the future, its performance would be affected. Moreover, if TrueVisions could not renew the broadcasting rights of particular channels or programs and have to cancel such channels or programs, subscribers



may terminate the subscription contracts or may exercise their legal rights. Subscribers who are interested in overseas programs are both premium and general packages which help support TrueVisions' business.

True Group believes that TrueVisions' superior-quality content, most of which is exclusive, continued popularity of its own-produced content, and the competitive convergence campaigns are its key competitive advantages. In addition, TrueVisions' large customer base and its extensive experience in the pay TV industry assure content providers that it can provide a stable revenue stream. This has kept the business relationships content providers have established with TrueVisions attractive and reliable.

In addition, NBTC's regulations, for example, the channel lineup regulation and the channel cancellation regulation, which requires TrueVisions to inform such cancellation for a specific period in advance, create risk to TrueVisions' ability to comply with those regulations. Furthermore, there are risks that arise from uncertain regulations including the NBTC's discretion on some issues such as advertising, content and remedial measures of channel cancellation.

Moreover, there are material changes against TrueVisions in the year 2019. For example, in the case that Thaicom 5 Satellite Service Agreement, which provides broadcast through Ku-Band and C-Band transponders, will be expired on December 31st, 2019 and in June 2020 respectively. TrueVisions has leased Ku-band transponder on the new Thaicom-8 satellite in order to provide services to subscribers for continuity and long-term. In this regard, TrueVisions must conduct to change its broadcast system, including the equipments of its subscribers, which cause a rising cost burden and time period of operations. The next case is that the expiration of Agreement for Joint Operation in the Membership Television between MCOT Public Company Limited and True Visions Cable Public Company Limited on December 31st, 2019 on which TrueVisions has supported the remaining members by proposing TrueVisions's services instead.

## **RISKS OF TRUEVISIONS RELATING TO THE POTENTIAL COLLECTION OF ROYALTY FEES FOR COPYRIGHTED CONTENT**

It is TrueVisions' policy to broadcast (video and/or audio) content that was produced in-house or for which it has obtained the broadcasting rights from the original publishers. The Company understands that when granted broadcasting rights of any content to TrueVisions, the channel providers have obtained relevant rights and permission for such content. Additionally, TrueVisions has entered into a contract with the Royalty Collection Organization to guarantee the payment of royalties for musical works accompanying with the copyrighted content.

Despite TrueVisions' best effort, there is a risk that the copyright owner is not a member of the Royalty Collection Organization which may result in legal claims if the content is broadcasted without permission.

## **RISKS FROM TECHNOLOGICAL CHANGE**

The communications industry is characterized by rapid changes in technology, evolving customer needs which are driven by the evolution of new products and services, and regulatory changes. These changes have contributed to the opening up of the market and the introduction of new technologies. These aforementioned factors are expected to continue to affect Thailand's communications industry in the future. Due to the need to respond to new technological trends, True Group may experience significant increases in investment and operating expenses. Failing to invest in new technology may result in a decline in the Group's competitiveness and lower levels of customer satisfaction.

However, True Group believes that with diversified services, products, revenue and customer bases, it is in a better position to cope with these changes and retain revenues within the Group than operators that only provide a single service.

## **RISKS RELATED TO THE REGULATORY ENVIRONMENT**

### **MOBILE NUMBER PORTABILITY RISKS AND LIMITATION**

Since the mobile operators has launched Mobile Number Portability or MNP services, allowing customers to change their mobile carriers without changing their phone numbers, this MNP service creates robust competition in the mobile market to persuade customers to use each mobile operator's service and when combine with the new mobile operator may cause True Mobile Group to lose some customers to other mobile operators. Furthermore, other mobile operators may deny or prevent customers from porting to use True Mobile Group's service. However, despite some denial or prevention, True Group has offered facilitating procedures to help customers switch to True Group's mobile service and offering the promotion together with quality devices to the customers. In addition, True Group insists to provide mobile network services with all area coverage, together with the effective mobile internet services. True Group ensures that these procedures will cause to increase the number of customers switch to True Group's mobile service. In the meantime, it will decrease the number of customers switch to other mobile operators.

### **RISKS FROM CHANGES IN THE REGULATORY ENVIRONMENT WHICH WILL CREATE RISKS FOR OPERATORS**

Presently, the business operations of the Company and True Group are under the rules and regulations of several government agencies such as the Government or the NBTC. These government agencies have promulgated and revised many rules and regulations which may put the Company and its subsidiaries in a regulatory risk from enforcement or different interpretations between the Company and its subsidiaries and different government agencies. In addition, the regulations of NBTC are directly impact on the structure and competition in telecommunications market which result to True Group to obtain more costs of business operation and increasing competition from the revision of such rules and regulations.

### **RISKS FROM THE ALLOCATION OF FREQUENCIES FOR OPERATING MOBILE BUSINESSES**

TUC has been granted 2.1 GHz, 1800 MHz and 900 MHz spectrum licenses from the NBTC. In addition, as of June 19th, 2019, TUC has been granted 2x10 MHz of 700 MHz spectrum licenses for a period of 15 years from the approval date. This result in intensifying competition in mobile market while, as a consequence of obtaining the spectrum license, True Group is obliged to pay for spectrum fees and to invest in network roll out as required by the terms of the auctions and licenses. In addition to investment for expanding services under 850 MHz, 4G service and other technologies, True Group will have to build and expand both network and equipment to serve services under various spectrum.

True Group believes that the obtaining all spectrum licenses will allow True Group to provide variety of services which increases choices to consumers who want efficient mobile service that can better satisfy every group of customers. True Group also believes that True Group's services under the above spectrum and 850 MHz spectrum together will be able to adequately fulfill customer needs and True Group will continue to be the leading 3G, 4G and other technologies service provider.

## **RISKS RELATED TO THE EXPIRY OF TRUEMOVE'S AGREEMENT TO OPERATE WITH CAT**

To ensure the continuity of True Mobile Group's business which could be affected by the expiry of Agreement to Operate on the 1800 MHz frequency between TrueMove and CAT since September 2013 and, on December 3<sup>rd</sup>, 2015, TrueMove has ceased its service under the Notification on Protection for Subscribers upon the expirations of Concession Agreements or the Agreement to Operate B.E. 2013 together with the NCPO's order No. 94/2557 Re: Suspension the implementation of the Act on Organization to Assign Radio Frequency and to Regulate the Broadcasting and Communications Services (the "NCPO's order No. 94/2557") and relevant regulations (the above notification, order and relevant regulations shall be collectively referred to as the "Protection of Subscribers Notification"). Upon the expiration of the Agreement to Operate B.E. 2013, True Mobile Group still continually operates its businesses by using the 2100 MHz frequency granted by the NBTC and the 850 MHz frequency obtained as Mobile Virtual Network Operator. On December 4<sup>th</sup>, 2015, TUC has been granted with the 1800 MHz spectrum license and the telecom service license which valid until September 15<sup>th</sup>, 2033. Also, on March 16<sup>th</sup>, 2016, TUC has been granted with the 900 MHz spectrum license and the telecom service license which are valid until May 30<sup>th</sup>, 2031. The latest on June 19<sup>th</sup>, 2019, TUC has been granted 2x10 MHz of 700 MHz spectrum licenses for a period of 15 years from the approval date.

The Protection of Subscribers Notification stipulates that CAT and TrueMove, as the operators pursuant to such Notification, had a duty to submit a subscriber protection plan detailing a plan to communicate to all subscribers about the concession expiration, a plan to inform subscribers of their right to use MNP services and operating expenses to be used in maintaining network quality while a number of subscribers have continuously declined. In addition, the Notification barred CAT and TrueMove from registering new subscribers and stipulates that CAT and TrueMove should receive revenues for the provision of services on behalf of the state and must specifically segregate the received amount into an account; then, CAT and TrueMove must report the amount of revenues and interest after deducting network-related expense, numbering fees, administrative expenses and other costs relating to the provision of services. The remainder must be delivered to the Office of the NBTC for its verification prior to converting the remainder into public revenue. The Office of the NBTC has set up a working committee to examine the revenues, expenses and other cost relating to the provision of services. The Office of the NBTC sent a letter to TrueMove to notify the NTC's resolution that TrueMove has to deliver its income from providing mobile service under 1800 MHz spectrum during September 16<sup>th</sup>, 2013 to July 17<sup>th</sup>, 2014 which equals to Baht 1,069.98 million together with any interests to the Office of the NBTC. Since TrueMove thinks that such resolution is incorrect and unlawful, TrueMove has submitted further evidence to the NTC and asked for reconsideration. Eventually, on November 17<sup>th</sup>, 2015, TrueMove filed a complaint to revoke such resolution because during the period TrueMove provided service to protect the subscribers from September 16<sup>th</sup>, 2013 to December 3<sup>rd</sup>, 2015, TrueMove did not receive income or profit from providing mobile service on 1800 MHz. Currently, the case is in the Central Administrative Court's process.

On November 2<sup>nd</sup>, 2016, TrueMove filed a complaint against the NBTC, the NTC, the Office of the NBTC and the NBTC's secretary-general, at the Central Administrative Court claiming them to pay TrueMove for the expenses under the Protection of Subscribers Notification during November 1<sup>st</sup>, 2015 to December 3<sup>rd</sup>, 2015 in the amount of Baht 709.65 million.

In addition, on September 7<sup>th</sup>, 2018, the Office of the NBTC has notify the NBTC's resolution No. 17/2561 dated September 5<sup>th</sup>, 2018 that TrueMove has to deliver its income from providing mobile service under 1800 MHz spectrum during July 18<sup>th</sup> 2014 to December 3<sup>rd</sup> 2015 which equals to Baht 2,311.97 million (accumulated income of TrueMove to be delivered to the Office of the NBTC is Baht 3,381.95 million). However, TrueMove has a view that such resolution is incorrect and unlawful because during that period TrueMove provided service to protect the subscribers only. TrueMove did not gain any profit from providing mobile service on 1800 MHz. On December 6<sup>th</sup>, 2018, TrueMove has filed a complaint to revoke such resolution. Currently, the case is in the process of the Central Administrative Court.

On September 6<sup>th</sup>, 2019, the Central Administrative Court has ordered to combine all the 3 cases mentioned above due to the same parties and the same and connected fact and evidences.

As a result of the Protection of Subscribers Notification, TrueMove received a complaint from CAT which filed a lawsuit against the Office of the NBTC, the NTC, the NBTC, TrueMove and DPC at the Central Administrative Court, asking the Court to order TrueMove, the Office of the NBTC, the NTC, and the NBTC to pay CAT compensation for the use of telecommunication equipment and network which have been submitted to CAT after the expiry of TrueMove's Agreement to Operate with Digital GSM Wireless Telecommunications Service under the 1800 MHz with CAT, calculated from September 16<sup>th</sup>, 2013 to December 3<sup>rd</sup>, 2015 in the total amount of Baht 67,150.89 million (the amount specifically for TrueMove is Baht 25,222.54 million). In this case, TrueMove has submitted a deposition. The case is currently in the Central Administrative Court's process and CAT, on September 24<sup>th</sup>, 2019, submitted a request to revise the complaint on the claimed amount to be Baht 8,234.57 million.

As a result of the Protection of Subscribers Notification, the Office of the NBTC filed a lawsuit against TrueMove at the Central Administrative Court, asking the Court to order TrueMove to pay for the mobile numbering fee and additional fee from March 2014 to December 2015 in the amount of Baht 878.37 million which was the period under the Notification on Protection for Subscribers together with the NCPO's order No. 94/2557. The case is currently in the Central Administrative Court's process.

In this regard, the Company is of view that TrueMove has no commitment to pay such amount. However, the result of such case is currently unpredictable, therefore, TrueMove did not record such amount as expenses or set accrue for the claim under this case in their financial reports.

## **RISKS FROM THE DISPUTE WITH TOT REGARDING TOT'S CALL FOR TRUEMOVE AND CAT TO PAY ACCESS CHARGES, WHICH MAY RESULT IN AN INCREASE IN FUTURE EXPENSES**

On May 9<sup>th</sup>, 2011 TOT filed a lawsuit against CAT and TrueMove with the Central Administrative Court requesting AC payment of Baht 41.54 billion. After that, TOT submitted a supplementary plaint to amend the claimed AC payment together with the value added tax until the expiry date of the AC agreement which was September 16<sup>th</sup>,

2013. Also, CAT requested for interests calculated from late 2006 depending on each circumstance until July 10<sup>th</sup>, 2014. Therefore, the principle in which TOT claims CAT and TrueMove to jointly liable is changed to approximately Baht 59,628.95 million together with interests calculated from July 10<sup>th</sup>, 2014 until the payment is completed. On May 31<sup>st</sup>, 2019, the Central Administrative Court had made the decision to dismiss the complaint of TOT and TrueMove do not make any payment as claimed by TOT. There is no any other party appealing against the decision of the Central Administrative Court. The case, therefore, came to an end.

## RISKS FROM DISPUTES OVER EXCISE TAX

As the Cabinet approved the zero-rate excise tax (from originally imposed an excise tax of 2 percent and 10 percent for fixed-line phones and mobile phones, respectively), the zero-rate excise tax allows TOT and CAT to receive full revenue share or benefits. During the implementation of the excise tax regime the total amount paid by the private operators to government agencies (Ministry of Finance and TOT/CAT) remained the same. There are currently a number of disputes between private telecom firms and state counterparties relating to this issue including the shortfall in benefits payable to TOT and CAT. Currently, CAT filed an appeal of the judgment of the Central Administrative Court which dismissed the petition for revocation of the arbitral award which ruled that TrueMove did not have to pay benefits to CAT in the amount of Baht 8,969.08 million with the Supreme Administrative Court. The case is now in the Supreme Administrative Court's proceedings. Moreover, CAT also asked TrueMove for indemnification of value added tax relating to the excise tax's part of the benefits, penalty fees and additional payments evaluated by the Excise Department, claims for which CAT had already lost the case in the tax court as well as the cost of litigation and the fees which were the damages for not performing according to the Agreement, totaling Baht 1,302.8 million (calculated till the end of March 2012) and for which CAT may bring before the arbitration panel. However, True Group is of view that TrueMove has no commitment to make such payment. However, the result of such case is currently unpredictable, therefore, Truemove did not record as expense or set accrue for the claim under this case in the financial report. If the future ruling or the judgment of such case or the final outcome of the case which has not been claimed is not in favor of TrueMove, TrueMove may have to make such payment and record such revenue sharing and value added tax as expense and additional accrued expense which calculated to be the principle amount of not more than Baht 10,271.88 million.

TOT filed an arbitration case claiming shared revenue from the fixed line business from which the Company received more than its right of Baht 1,479.62 million including interest. The Company filed a plea to the Central Administrative Court to dismiss the arbitration panel's ruling which ordered the Company to pay the shared revenue including interests as TOT requested. The Case is currently in the process of the Central Administrative Court. Earlier TOT sent a letter demanding that the money TOT provided to the Company from January, 2003 through December, 2006, to pay excise tax and additional tax to the Ministry of Interior on behalf of TOT, in the amount of Baht 1,479.6 million together with a 7.5 percent interest per annum and value-added tax as required by law. In this case, the Company asserts that it is not bound to return the money to TOT because it had paid excise tax and additional tax to the Ministry of Interior per the direction of TOT. The Excise Department has already issued a tax invoice under TOT's tax ID. Hence, The Company neither breached the contract nor broke the law and therefore is not bound to return the money to TOT. In addition, the claim requests the same money TOT seeks in the arbitration. On September 26<sup>th</sup>, 2018 the Central Administrative Court ruled to dismiss the arbitration panel's ruling. Namely, the Company has no obligation to make a payment to TOT. However, since the case has not finished, TOT had appealed the case to the Supreme Administrative Court.

## RISKS FROM DISPUTES OVER REVENUE SHARING

CAT filed a plea with the arbitration panel requesting Truemove to pay for revenue shortfalls as a result of TrueMove deducting interconnection charge (“IC”) from the gross revenue before sharing to CAT for the 10<sup>th</sup> – 17<sup>th</sup> years of operation in the amount of Baht 18,555.95 million. On September 1st, 2015, the majority of the arbitration panel ruled that TrueMove had to pay to CAT for revenue shortfalls for the 15<sup>th</sup> year of operation in the amount of Baht 1,571.60 million together with 15 percent penalty per annum from such principle calculating from December 14<sup>th</sup>, 2011 to the date of payment completion, while the minority of the arbitration panel took the opposite view that Truemove had no legal obligation to pay the shortfall amount requested by CAT and that the CAT’s claim should be dismissed. TrueMove filed a petition to dismiss such arbitration ruling to the Central Administrative Court on December 4<sup>th</sup>, 2015. The case is currently in the process of the Central Administrative Court.

The result of such arbitration award allows TrueMove not to include the revenue from IC in the revenue sharing calculation to CAT. Therefore, on January 18<sup>th</sup>, 2016, TrueMove filed an arbitration case requested CAT to return the revenue sharing that TrueMove sent to CAT from the operation year 11<sup>th</sup> to operation year 17<sup>th</sup> which was calculated from the IC revenue and was not the revenue from providing cellular service (Digital PCN 1800) under the Agreement in the amount of Baht 11,827.67 million together with 15% interest per annum from the date of the arbitration filing until complete the payment to TrueMove. On December 6<sup>th</sup>, 2019, the arbitration panel ruled to dismiss the arbitration case of TrueMove in which TrueMove is entitled to filed to the Administrative Court a petition to object such award.

After that, the arbitration panel ruled on the dispute requesting Truemove to pay for revenue shortfalls as a result of TrueMove deducting IC from the gross revenue before sharing to CAT for the other remaining years of operation that: 1) On August 8<sup>th</sup>, 2018, the arbitration panel ruled in favor of TrueMove on the dispute for the 16<sup>th</sup> year of operation and to dismiss the statement of claim of CAT Telecom. CAT Telecom, then, submitted a motion to revoke the award of the arbitration to the Central Administrative Court on November 5<sup>th</sup>, 2018; 2) On October 18<sup>th</sup>, 2018, the arbitration panel ruled in favor of TrueMove on the dispute for the 17<sup>th</sup> year of operation and to dismiss the statement of claim of CAT Telecom. CAT Telecom, then, submitted a motion to revoke the award of the arbitration to the Central Administrative Court on January 18<sup>th</sup>, 2019; and 3) On June 4<sup>th</sup>, 2019, TrueMove was informed by the Attorney that the arbitration panel ruled on May 24<sup>th</sup>, 2019 in favor of TrueMove on the dispute for the 10<sup>th</sup> – 14<sup>th</sup> years of operation and to dismiss the statement of claim of CAT Telecom by giving the reason that the IC is deemed as expense under the application law and shall not be considered as the revenue of TrueMove. TrueMove, thus, is not bound to pay the money to CAT Telecom as requested. CAT Telecom, then, submitted a motion to revoke the award of the arbitration to the Central Administrative Court on August 16<sup>th</sup>, 2019. True Group is of the view that TrueMove has no commitment to make such payment. However, the result of such case is currently unpredictable, therefore, TrueMove did not set accrue for the claim under this case in the financial report. Currently, the case is in the process of the Central Administrative Court. If the future ruling or the judgment of such case is not in favor of TrueMove, TrueMove may have to make such payment and record such revenue sharing as expense and additional accrued expense.

## RISKS RELATED TO ONGOING DISPUTES BETWEEN CAT AND AN ACQUIRED SUBSIDIARY FROM HUTCHISON GROUP

Hutchison CAT Wireless Multimedia Limited (“Hutchinson CAT”) which was one of the companies that True Group acquired from the Hutchison Group has ongoing disputes with CAT.



CAT filed for arbitrations against Hutchinson CAT for 2 cases. In the first case, on December 30, 2008 A.D., CAT demands for Baht 1,204 million from Hutchinson CAT, however, Hutchinson CAT has counterclaimed damages from CAT in the amount of Baht 2.54 billion under the Agreement for Marketing Services of Cellular Digital AMPS 800 Band A system. On September 11, 2015 A.D., the arbitration panel ruled to dismiss CAT's claim and Hutchinson CAT's counterclaim. CAT filed a petition to revoke the award of the arbitration panel to the Central Administrative Court on December 25, 2015 A.D. In the second case, CAT demanded Baht 241 million under the same Agreement. On August 13, 2015, the arbitration panel ruled that Hutchinson CAT had to pay Baht 91.83 million including 7.5 percent interests per annum and dismissed CAT's claim for Baht 146.82 million. Hutchinson CAT and CAT submitted a plea to withdraw the arbitration award to the Administrative Court. On September 24, 2019 A.D., the Central Administrative Court had revoked some parts of the award of the arbitration panel. On October 24, 2019 A.D., Hutchinson CAT had filed an appeal for the mentioned judgement to the Supreme Administrative Court and the case was under the adjudication of the Supreme Administrative Court.

In addition, in January 2014, CAT sent a letter to the bank asking for a payment of approximately Baht 63 million in accordance with the bank guarantee, citing that the Hutchison Group breached the Agreement for Marketing Services of Cellular Digital AMPS 800 Band A system, the Agreement for Marketing International Roaming Services and the Agreement related to customer care for CDMA Cellular Radio Communications Service. Subsequently, HutchCAT filed a lawsuit against CAT together with asking for injunction at the Civil Court requesting CAT to cease its claim against the bank asking for a payment in accordance with the bank guarantee, to prohibit CAT from receiving payment under such bank guarantee and to order CAT to compensate HutchCAT of approximately Baht 63 million as damages. Later, the Civil Court granted the injunction temporarily ordering CAT to cease its claim against the bank asking for a payment in accordance with the four bank guarantees and suspend the receipt of payment under such bank guarantees. However, the Civil Court ruled that this case is concerning administrative contract and ordered the case to be transferred to the Administrative Court. Currently, this case is transferred to the Administrative Court and combined with the case mentioned below.

On March 20, 2014 CAT filed a lawsuit at the Central Administrative Court against Hutchinson CAT, BFKT, and the bank who issued letters of guarantee for the payment, claiming that Hutchinson CAT and BFKT breached the Agreement for Marketing Services of Cellular Digital AMPS 800 Band A system, the Agreement for Marketing International Roaming Services and the Agreement related to customer care for CDMA Cellular Radio Communications Service and claimed for damages from Hutchinson CAT of approximately Baht 1.27 billion and from HutchCAT and BFKT of approximately Baht 298.40 million. Hutchinson CAT and BFKT filed a petition to object CAT's claim, which later the Central Administrative Court has ordered to combine the adjudication with the mentioned case, and the case is currently in the adjudication process of the Central Administrative Court. Although HutchCAT and BFKT believed that they did not make a breach of contracts and CAT's petition had not been finally ruled by the court yet whether HutchCAT and BFKT violated the Agreements or not, there is a risk that bank may pay CAT in accordance with the bank guarantee, resulting in True Group having to pay such money back to the bank.

## **RISKS FROM THE DISPUTE ON COLLECTION OF CUSTOMER DATA AND DETAILS**

TrueMove filed a case against the NTC, acting on behalf of the NBTC and the NBTC's secretary-general, at the Central Administrative Court on the disputes relating to the collection of data and details of prepaid customers under the NTC's Notification Re: Rules on the allocation and management of telecommunications number B.E. 2551. True Move requested for the revocation of Clause 38 and Clause 96 of the mentioned Notification and the

resolution and ruling by the NTC, acting on behalf of the NBTC, and the order of the NBTC's secretary-general to enforce the regulation of such Notification on True Move. The Central Administrative Court ruled in favor of True Move. However, the NBTC has appealed the decision of the Central Administrative Court to the Supreme Administrative Court and, currently, the case is in the fact finding process of the Supreme Administrative Court.

## **RISKS FROM DISPUTES ON MOBILE PREPAID SERVICES**

The office of the NBTC sent a notification letter, requesting that True Move revise the terms and conditions of its existing prepaid promotions – so as to no longer force customers to use up their credit within the validity period – and to no longer create any promotion with a fixed validity period. Later, the office of the NBTC set administrative fine at Baht 100,000 per day. True Move submitted the appeal to revoke such order to the NBTC and also filed a complaint to the Central Administrative Court to revoke such order. However, the Central Administrative Court ruled in favor of the NBTC and did not revoke such order. Thus, True Move has appealed such decision to the Supreme Administrative Court and the case is currently in the process of the Supreme Administrative Court.

## **RISKS FROM INTERCONNECTION CHARGES FOR THE FIXED-LINE BUSINESS**

In the case where the NBTC had ordered the Company to enter into interconnection agreements with other mobile operators' networks which were not under True Group and the Company had objected such order, the Supreme Administrative Court had revoked the NBTC's order for the reason that the Company is only a private contractual party with TOT who was the owner of the fixed-line network; therefore, the Company need not to enter into such interconnection agreements. Also, there was a related case where the NBTC had an order announcing the temporary IC rate for fixed line which placed the Company at risk of being charged for the IC from other operators including mobile operators which might cause the increasing expense for fixed-line business who had been operating their businesses before the expiry of the Joint Operation and Joint Venture Agreements. On August 3, 2010, the Company filed a lawsuit against the NBTC at the Central Administrative Court to revoke the NBTC's notification of the temporary IC rate. On July 31, 2014 A.D., the Central Administrative Court had the order to dismiss the case and the Company had appealed the case to the Supreme Administrative Court. On September 26, 2019 A.D., the Company had withdrawn the mentioned case and the Supreme Administrative Court has ordered the permission of the appeal withdrawing and dismissed the case; the case, therefore, came to an end.

Furthermore, DTAC filed a complaint to the Central Administrative Court requesting the Company and TOT to jointly pay the network usage and interconnection fees in the amount of Baht 3.28 billion. On December 26, 2018, the Central Administrative Court ruled that the Company had to pay the interconnection fee in the amount of Baht 1,832.29 million to DTAC. However, the Company had already appealed the case to the Supreme Administrative Court.

## **RISKS FROM ENTERING INTO CONTRACTS RELATED TO HOLDING SHARES IN HUTCHISON GROUP AND HSPA AGREEMENTS BETWEEN CAT AND TRUE GROUP**

True Group opposed the order of the NTC, acting on behalf of the NBTC, as the NBTC's secretary-general notified the Company and Real Move of the resolution and order of the NTC, acting on behalf of the NBTC required an amendment to the agreement to merge by purchasing shares in the Hutchison Group to be in accordance with the NTC's notification on Criteria and Method of Merger and Cross shareholding in Telecommunication Business B.E. 2553 (2011) and an amendment to the agreement with CAT regarding providing mobile service in CDMA and HSPA

systems to be in accordance with the NTC's notification on Measurement to Prevent Monopoly and Unfair Trade Practice in Telecommunication Business B.E. 2549 (2006) and the Frequency Allocation Act B.E. 2553 (2010). The Company and Real Move were of view that such NTC's resolution and order were unclear and unlawful, therefore, the Company and Real Move filed a lawsuit against the NBTC and the NBTC's secretary-general to the Central Administrative Court. On February 23, 2015, the Central Administrative Court had the order to revoke the NTC acting on behalf of the NBTC's meeting resolution no. 30/2554 on September 28, 2011. The revocation order had retroactive effect to the day such order was issued. Currently, the NBTC and the NBTC's secretary-general had submitted an appeal to revoke the decision of the Central Administrative Court to the Supreme Administrative Court and the Company and Real Move had already taken action pursuant to the legal proceedings for such appeal. Currently, the case is in the adjudication process of the Supreme Administrative Court.

#### **RISKS RELATED TO THE FACT THAT TRUE GROUP COMPETE WITH TOT AND CAT WHO WERE THE GRANTORS OF THE JOINT OPERATION AGREEMENT AND THE AGREEMENT TO OPERATE, WHICH MIGHT LEAD TO DISPUTES, WHICH COULD AFFECT TRUE GROUP'S OPERATIONS**

The Company and True Move used to operate their businesses under the Joint Operation Agreement and/or the Agreement to Operate with TOT and/or CAT, as the case may be. The Agreement to Operate between True Move and CAT had already expired on September 15, 2013. During the period which True Move operated and provided services under the Protection of Subscribers Notification together with the NCPO's order no. 94/2557 and other relevant rules, True Move and CAT are of different views regarding the obligation to be a service provider and the other rights. This different views might affect the business operation of the companies in True Group.

However, the Joint Operation Agreement stipulated that the Company had obligations to build the fixed-line network TOT for the fixed line service. TOT would collect the fee from all customers of the network and made the revenue sharing with the Company in proportion specified in the Joint Operation Agreement. When the mentioned Agreement expired on October 28, 2017, the Company and TOT had jointly operated in management of relevant parts and there might be some case which the views of both were different. There was a risk that TOT might deem the Company fails to comply with its obligations. The Company has managed to arrange the negotiation to adjust the different view for the best conclusion.

#### **RISKS FROM DISPUTE WITH TOT REGARDING DAMAGES CLAIM FOR HIGH SPEED INTERNET (ADSL) SERVICE**

On October 28, 2005, TOT filed an arbitration claim against the Company, claiming that the Company was in breach of the Joint Operation and Joint Investment Agreement by allowing other parties to provide high speed internet service (ADSL). TOT claimed the compensation amount of Baht 2,010.21 million plus interest. In addition, TOT has claimed continuous damages from July 2005 at the rate of Baht 180.00 million per month, plus interest. TOT also requested an order prohibiting the Company from providing ADSL service or allowing any other parties to provide ADSL service. Later, on 6 November 2015, TOT filed the amendment to increase claim amount of the damages from the lack of revenue from broadband ADSL services from September 2001 to August 2015 in the amount of Baht 63,457.91 million with interest at the rate of MLR + 1 amounting Baht 22,748.37 million, totaling Baht 86,206.28 million.

On September 4, 2018, the arbitration had an award that the Company pay for the breach of contract using devices to provide ADSL service from September 2011 to August 2015 in the amount of Baht 59,120.65 million and the interest of Baht 16,978.65 million, totaling Baht 76,099.31 million and the interest at the rate of 6.6875% per annum of the principal amount of 59.1 million baht, calculating from September, 2015 to the day of complete payment. Also, the Company had to pay damages for continuous breach of contract in item 1 from October 2015 to December 2017 in the amount of Baht 17,076.92 million and the interest of Baht 1,298.04 million, totaling Baht 18,374.97 million, together with the interest at the rate of 6.6875 per annum of the principal (Baht 17,076.92 million), calculating from January 2018 to the day of complete payment of the Company. The Company has submitted a motion to revoke the award of the arbitration to the Central Administrative Court on October 11, 2018. TOT has submitted the enforcement request to the Supreme Administrative Court on February 14, 2019. The Company has submitted the motion objecting the enforcement request of TOT on July 15, 2019. The Central Administrative Court has order to combine the cases.

## **RISKS FROM LICENSING THE OPERATIONS OF THE TELEVISION AND/OR TELECOMMUNICATIONS BUSINESSES**

The NBTC's regulatory policy affects changes in overall business structure, resulting in an even more intensifying competitive landscape. True Group may be put at risk from uncertainty of the NBTC's regulation policy. Furthermore, True Group might incur incremental costs of providing services from regulations that might be imposed in the future including the risk from new regulatory and competition rules which impose on the licensees under True Group.

## **RISKS FROM DISPUTES ON INTERNATIONAL TRADES BETWEEN CHINA AND USA**

At present, China and USA has tension relationship due to their trade disputes. USA claims that China proceeds the unfair trade, subsidizes the domestic private companies, stipulates the policy that the private companies of USA in China has to provide the technology transfer to the Joint Venture Companies of China. Moreover, USA claims that China is in breach of intellectual property rights of USA. Base on the foregoing, this may affect True Group's business operation because True Group is business partner of many private companies of China. The mentioned companies are manufacturers and distributors of the telecommunications systems and devices. Some raw materials in manufacturing process of such companies of China have been imported from USA. In case that USA government has order to prohibit the companies in USA to distribute such materials to China, it will affect the manufacturing and distribution of the products supplying to True Group.

However, True Group aware of the risk from the mentioned trade disputes between USA and China and look for the replacement products in equal or similar quality from other countries to reduce the impact on the business operation of True Group. Therefore, True Group can ensure that the mentioned risk will be in manageable level.

## **RISKS RELATING TO THE FINANCIAL SITUATION**

### **RISKS RELATED TO TRUE GROUP'S LEVERAGED POSITION**

The Company and its subsidiaries had interest-bearing debt (short-term, current portion of long-term and long-term borrowings excluding finance leases) totaling Baht 205.1 billion at the end of 2019, increasing from Baht

149.0 billion at the end of 2018 due to additional borrowings to support the Group's business expansion including working capital requirements and license fee payment. True Group's future funding sources may include additional borrowing and/or debenture issuance. As such, it may be at risk of not being able to obtain reasonable funding for principal repayments and/or interest payments and its business expansion plan could be affected. Nevertheless, the Company and/or its subsidiaries should be able to raise new borrowings to repay existing debts and adjust their principal repayments to be in line with their cash flows. In addition, the Group has various funding sources including cash flow from operations, vendor financing, selling assets as well as its unit holding in DIF.

## RISKS FROM FOREIGN EXCHANGE RATE

As at December 31, 2019, True Group had no consolidated non-current borrowings (excluding finance leases) denominated in foreign currencies.

The carrying amounts and fair values of certain non-current borrowings (excluding finance lease liabilities) are as follows (see more details in the note to financial statements section 25):

	Consolidated financial statements			
	Carrying amounts		Fair values	
	2019 Baht Million	2018 Baht Million	2019 Baht Million	2018 Baht Million
Debentures	172,289.16	64,116.74	170,156.22	63,185.53

A part of True Group's payables is US dollar denominated. In order to manage the risks arising from fluctuations in currency exchange rates, the Group adopts the following foreign currency risk management practices:

- Entering into forward foreign exchange contracts;
- Negotiating payment terms for foreign currency settlements on an individual transaction basis;
- Negotiating with foreign suppliers to share foreign exchange exposure; and
- Using US dollar currency deposited in foreign currency deposit accounts to settle payment denominated in US dollar currency.

## RISKS FROM IMPAIRMENT OF INVESTMENTS/ ASSETS

True Group normally conducts thorough valuations and feasibility studies of each project before investing or acquiring assets. A test for impairment is carried out when there is a factor indicating that an investment might be impaired. Therefore, the Group does not foresee any material impairment risk in its financial reports.

## RISKS OF DEBENTURES

**Credit risk:** Credit risk refers to the risk that the issuer may be unable to pay interest (if any), or principal or investment for no matter of any reason. Cessation by the issuer of paying interest or principal constitutes default under the debentures. If the issuer is declared bankrupt or in default of debt payment under the debentures, the debenture holders' right to apply for debt payment will rank pari passu with that of other unsubordinated and unsecured creditors of the issuer. Investors can consider the credit ratings prepared by credit rating agencies to assess the issuer's credit risk, to support their investment decisions. The risk of the debentures reflect on their credit rating. The higher level of the risk, the lower level of the credit rating, and the greater probability of the higher return.

In addition to the issuer's credit rating, investors should study its performance before making an investment. Investors should also follow up on the updated information about the issuer, and the revisions to credit ratings published on the websites of the Office of the Securities and Exchange Commission, the Credit-rating agencies, or the Thai Bond Market Association.

**Price risk:** The investors who sell the debentures before the maturity may face with the lower yield earning during times of rising market interest rates, and vice versa. The change on the market interest rate will have more effect on the debentures which have the longer time to maturity.

**Liquidity risk:** Liquidity risk refers to the risk that occurs when debentureholders wish to sell the debentures in the secondary market prior to the maturity date. Debentureholders may be unable to sell the debentures immediately at their preferred price due to low liquidity of the debt instrument secondary market. The issuer will not trade the debentures on the Bond Electronic Exchange (BEX). Debentureholders may trade the debentures at commercial banks, securities companies, or any other juristic entities having debt instruments dealing license.

## RISKS FROM HAVING MAJORITY SHAREHOLDERS HOLDING MORE THAN A 25-PERCENT STAKE IN THE COMPANY

As at 15<sup>th</sup> March 2019, the group of majority shareholders in True was CP Group which comprised Charoen Pokphand Group Co., Ltd. and its affiliated companies. The CP Group totally held 49.99 percent of the total issued and paid-up shares of True; as a result, the agenda required by laws or Articles of Association to be passed by at least three-fourth of the total votes of shareholders attending the meeting and having the rights to vote, may not be passed by resolutions, in case, Charoen Pokphand Group Co., Ltd. and its affiliated companies abstained their votes or voted against the said agenda.

## EMERGING RISKS

The reviewing and assessing emerging risks are significant to sustainable business operations as they are the foundation and the assurance to True's claim that it is not only prepared for the risks and changes that might occur, but also has proactive measures to cope with the risks to reduce the consequences which might emerge from the operation.



Predicted as a substantial factor that will impact telecommunication in the future, the advancement of 5G technology is recognized by True as an important part of development towards the forth industrial revolution which is accounted by Thailand's policy. Addition 5G is another encouragement in developing national foundation in order to elevate Thais and Thailand to contend the fast-pace of globalization. This significant development relies on the benefits of the community and digital economic system, and contributes to the advancement in telecommunication, foundation and other dimensions including the extension in health service, and land, water and air communication to be faster and safer in order to conform to the national development sustainably.

#### 1. End-user Awareness on Cybersecurity and Data Privacy

According to the abrupt advancement in information technology, especially in 5G services, which will become our main merchandise and services, it is predicted that the customer's satisfaction will rise from the Internet usage, electronic mails, social media, network marketing, and smart home. Therefore, as the new digital technology precipitously emerges, end-users may be unable to follow the advanced threats emerging along with the new technologies including Internet of things (IoT), Virtual Reality (VR), Augmented Reality (AR), Artificial Intelligent (AI).

True notices the risk of increasing reliance on digital technology of end-users who may not receive or possess the appropriate and adequate knowledge in preventing cybersecurity and data privacy threats.

The company's concern is the important information of the end-user will be leaked by the use of digital devices via the Internet which may result from the unaware use of the device, the inadequate knowledge of the end-user, and/or the external attacks including malware and phishing which may cause trouble to end-users from data leakage. The end-users will not be assured of the effectiveness of the security system of the service provider leading to the decreasing assurance towards the service providers and affecting the long-term business.

There are chances to decrease the customer's confidence in True's capability to compete and effecting True's business performance. In this respect, True proactively mitigates risk:

- Prepare the procedures to advise, support, inform and train about the awareness on data security, the basic prevention and other necessary issues. Moreover, a channel for end-users has been established in order to advise the suitable solution and prevention immediately.
- Follow up and survey the threats carefully. The examination and the assessment of the system are annually initiated in order to design the effective and proactive protection. Furthermore, the company also invests in the training for both insiders and outsiders.
- Raise insight and awareness towards cybersecurity and data privacy to end-users and insiders in order to grant an immunity in working with digital technology via workshops.
- Cooperate with other sectors and partnerships in preventing and informing end-users knowledge about cybersecurity and data privacy as the data leakage from all causes that could contribute to the negative effects to telecommunication.

## 2. Higher Energy Cost from 5G Services

5G technology which will be ready for the future services enhances and stabilizes the Internet speed to IoT (Internet of Things) more effectively. On the other hand, the energy cost from 5G services will rise accordingly causing it to be a key risk to the business operation.

It was predicted that consumption of energy from 5G network infrastructure will rise up to 3 times compared to the energy consumption from 4G network infrastructure, especially from small cells and MIMO (multiple input, multiple output) in transmitting 5G.

Moreover, the energy cost in the future tends to rise due to the improvement in power production to increase the proportion of renewable energy which is caused from the climate change. Therefore, the higher energy consumption and energy cost from 5G services will affect the cost and the company financial strategy.

The energy cost, especially the electricity from transmitting 5G will rise. In this respect, True proactively mitigates risk:

- Set up solar panels to produce power from sunlight at the network infrastructure at the end of 2018 which can produce power up to 41.6 MWh per year in order to reduce the cost and the risk of energy cost fluctuation in long term.
- Design a high-efficiency network infrastructure to effectively reduce energy consumption.

## 3. Regulation of 5G services

In the future, 5G technology will be a significance to the forth industrial revolution. Hence, the related government agencies are required to comprehend all consequences and play an important role in administrating new services in order to prevent negative impacts to the society including service charge, privacy violation, cybersecurity, Internet fraud. In addition, the improvement of regulation should be included to conform to the future technologies and International Telecommunication Union's standard.

The risk of regulation of 5G services will be another issue which True prioritizes the most as the new regulations may be applied from the overseas countries which already launched 5G technology leading to the inappropriate reflection of Thailand's circumstance and reality resulting in the obstacle for business operation and revenue.

The new regulation that neither reflects nor is appropriate to Thailand's circumstances affects the business operation and revenue. In this respect, True proactively mitigates risk:

- Prevent the risk affecting service providers, True has continuously and strictly followed and researched the tendency of the regulations in order to confide that government agencies appropriately impose the regulations that reflect the impacts on the social context precisely.
- Continuously cooperate with the related government agencies to inform the facts of new services in order to provide accurate information to the agencies for proper administration; for example, the cooperation with the Telecommunications Association of Thailand under the Royal Patronage.

#### 4. Profit/loss from the rising service charge of 5G technology

5G Technology which will be in service for customers / end-users possesses the apparently fundamental competences and attributes including the video quality or online games which allow customers / end-users to experience the higher resolution and Internet speed as Fiber Optic services, or even the capability to work and access all forms of data from Cloud including picture or video immediately. 5G Technology; moreover, improves download and upload speed which surpass 4G Technology.

Surpassing 4G in faster responsiveness, the competences and attributes of 5G allow users to assign and administrate tasks promptly. Furthermore, the effective data transmission is also supported. Theoretically, the service fee can be adjusted higher.

However, in Thai society, customers / end-users may not be ready to use 5G services in full potential, especially in the aspect of higher service fee. Customers / end-users may be unable to pay the additional cost causing the profit/loss at the beginning phase of financial plan of 5G service providers and leads to the risk of financial liquidity.

The revenue from 5G service does not reach the financial expectation causing the risk of financial liquidity. In this respect, True proactively mitigates risk:

- Provide instruments to inform general public knowledge, benefits, and worthiness of 5G technology in order to expand the customer base.
- Encourage the marketing of 5G technology via commercial and promotion at the beginning phase of 5G services in order to allow end-users to use the service and perceive the advantages of the technology; for instance, providing the special price of 5G services for students.

# CORPORATE AND OTHER SIGNIFICANT INFORMATION

## CORPORATE INFORMATION

### TRUE CORPORATION PUBLIC COMPANY LIMITED

True Corporation Public Company Limited (“the Company”), with the security symbol “TRUE” on the Stock Exchange of Thailand, was established on 13<sup>th</sup> November 1990 initially under the name of CP Telecommunication Co., Ltd. with authorized capital of Baht 1,000 million to undertake a major telecommunication infrastructure project, and registered as a public company limited on 11<sup>th</sup> February 1993. The Public Company Registration No. 0107536000081

As at 31<sup>st</sup> December 2019, the Company’s authorized capital is Baht 133,474,621,856 divided into 33,368,655,464 ordinary shares with a par value of Baht 4 per share. The Company’s paid-up capital is Baht 133,472,781,204 divided into 33,368,195,301 ordinary shares with a par value of Baht 4 per share.

The Company’s head office is located at:  
18 True Tower, Ratchadaphisek Road,  
Huai Khwang, Bangkok 10310  
Telephone: (662) 859-1111 Fax: (662) 859-9134  
Website: [www.truecorp.co.th](http://www.truecorp.co.th)

### INFORMATION OF THE COMPANY’S SUBSIDIARIES, ASSOCIATED COMPANIES AND OTHER INVESTMENTS

Company Name	Address	Type of Business	Paid-up Capital	% of investment
AP&J Production Co., Ltd.	105/1, Thetsaban Songkhro Road, Ladyao, Jatujak, Bangkok 10900 Tel. (662) 954-3512 Fax. (662) 954-3513	Entertainment	THB 16.67 million divided into 166,667 ordinary shares with a par value of Baht 100 each and fully paid up.	70.00
Asia Wireless Communication Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Mobile equipment Lessor	THB 5,720.92 million divided into 1,144.18 million ordinary shares with a par value of Baht 5 each and fully paid up.	100.00

Company Name	Address	Type of Business	Paid-up Capital	% of investment
Bangkok Inter Teletech Public Company Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Holding Company	THB 16,229 million divided into 6,491.74 million ordinary shares with a par value of Baht 2.50 each and fully paid up.	99.74
BFKT (Thailand) Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Mobile equipment Lessor	THB 23,358.32 million divided into 233.58 million ordinary shares with a par value of Baht 100 each and fully paid up.	100.00
Cineplex Co., Ltd.	118/1 Tipco Tower, Rama VI Road ,Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Program production	THB 1,283.43 million divided into 128.34 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
Hutchison CAT Wireless MultiMedia Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 950 million divided into 95 million ordinary shares with a par value of Baht 10 each and fully paid up.	68.38
Hutchison MultiMedia Services (Thailand) Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 230 million divided into 23 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
Hutchison Telecommunications (Thailand) Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 54 million divided into 3.6 million ordinary shares with a par value of Baht 15 each and fully paid up.	100.00
Hutchison Wireless MultiMedia Holdings Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Holding company	THB 10 million divided into 590,000 ordinary shares and 410,000 preference shares with a par value of Baht 10 each and fully paid up.	92.50

Company Name	Address	Type of Business	Paid-up Capital	% of investment
Internet Knowledge Service Center Co., Ltd.	2/4 Chubb Tower, 10 <sup>th</sup> Floor, Vibhavadee-Rangsit Road, Thungsonghong, Laksi, Bangkok 10210 Tel. (662) 779-7777 Fax. (662) 779-7111	Non-government telecommunication	THB 50 million divided into 12 million ordinary shares with a par value of Baht 10 each, 2.67 million ordinary shares fully paid up and 9.33 million ordinary shares call-up Baht 2.50 each.	56.93
KSC Commercial Internet Co., Ltd.	2/4 Chubb Tower, 10 <sup>th</sup> Floor, Vibhavadee-Rangsit Road, Thungsonghong, Laksi, Bangkok 10210 Tel. (662) 779-7777 Fax. (662) 779-7111	Internet services provider	THB 153.04 million divided into 15.3 million ordinary shares with a par value of Baht 10 each and fully paid up.	56.84
MKSC World Dot Com Co., Ltd.	2/4 Chubb Tower, 10 <sup>th</sup> Floor, Vibhavadee-Rangsit Road, Thungsonghong, Laksi, Bangkok 10210 Tel. (662) 779-7777 Fax. (662) 779-7111	Internet services and distributor	THB 139.64 million divided into 13.95 million ordinary shares and 0.01 million preference shares with a par value of Baht 10 each fully paid up.	91.08
Panther Entertainment Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Artist management and related business	THB 555 million divided into 105.5 million ordinary shares with a par value of Baht 10 each 15.50 million ordinary shares fully paid up and 90 million ordinary shares call-up Baht 4.44 each.	99.99
Samut Pakan Media Corporation Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 1 million divided into 10,000 ordinary shares with a par value of Baht 100 each and fully paid up.	99.69
Satellite Service Company Limited	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Sales and rental of equipment related to Pay Television	THB 1,338 million divided into 223 million ordinary shares with a par value of Baht 6 each and fully paid up.	99.53



Company Name	Address	Type of Business	Paid-up Capital	% of investment
SM True Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Artist management and related business	THB 20 million divided into 0.2 million ordinary shares with a par value of Baht 100 each and fully paid up.	51.00
Song Dao Company Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 1 million divided into 10,000 ordinary shares with a par value of Baht 100 each and fully paid up.	99.72
Tele Engineering & Services Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 25 million divided into 2.5 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
Telecom Asset Management Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Marketing Management	THB 2.5 million divided into 1 million ordinary shares with a par value of Baht 10 each and call-up Baht 2.50 each.	100.00
Telecom Holding Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Holding Company	THB 39,160.99 million divided into 5,082.62 million ordinary shares with a par value of Baht 8 each, 4,332.62 million ordinary shares is fully paid up and 750 million ordinary shares is called-up for Baht 6 each.	100.00
Telecom K S C Co., Ltd.	2/4 Chubb Tower, 10 <sup>th</sup> Floor, Vibhavadee-Rangsit Road, Thungsonghong, Laksi, Bangkok 10210 Tel. (662) 779-7777 Fax. (662) 779-7111	Dormant	THB 250,000 divided into 100,000 ordinary shares with a par value of Baht 10 each and call-up Baht 2.50 each.	34.39
Thai News Network (TNN) Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	News Channel	THB 1,600 million divided into 20 million ordinary shares with a par value of Baht 100 each, 10 million ordinary shares fully paid up and 10 million ordinary shares call-up Baht 60 each.	100.00

Company Name	Address	Type of Business	Paid-up Capital	% of investment
True Digital Group Co., Ltd.	True Digital Park Axis Y, 9-12 FL 101 Sukhumvit Road, Bangchak, Prakanong Bangkok 10260 Tel. (662) 021-0200	Trading and internet provider including online digital media services on website and telecommunication devices	THB 500 million divided into 5 million ordinary shares with a par value of Baht 100 each and fully paid up.	100.00
True Digital Park Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Business solution provider	THB 100.75 million divided into 40 million ordinary shares with a par value of Baht 10 each, 100,000 ordinary shares fully paid up and 39.90 million ordinary shares call-up Baht 2.50 each.	100.00
True Distribution & Sales Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Distribution Center Services	THB 16,301 million divided into 163.01 million ordinary shares with a par value of Baht 100 each and fully paid up.	99.70
True4U Station Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Television and related business	THB 3,260 million divided into 70 million ordinary shares with a par value of Baht 100 each, 10 million ordinary shares fully paid up and 60 million ordinary shares call-up Baht 37.67 each.	100.00
True Icontent Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Contents provider	THB 201 million divided into 20.1 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
True Incube Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Holding Company	THB 40 million divided into 16 million ordinary shares with a par value of Baht 10 each and call-up Baht 2.50 each.	100.00

Company Name	Address	Type of Business	Paid-up Capital	% of investment
True E-Logistics Co., Ltd.	18 True Tower, Rachadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Consultancy and management services related to logistics	THB 1,347 million divided into 134.7 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
True International Communication Co., Ltd.	18 True Tower, Rachadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Dormant	THB 22 million divided into 850,000 ordinary shares with a par value of Baht 100 each, 10,000 ordinary shares fully paid up and 840,000 ordinary shares call-up Baht 25 each.	100.00
True International Gateway Co., Ltd.	1 Fortune Town Building, 15 <sup>th</sup> Floor, Rachadapisek Road, Din Dang, Bangkok 10400 Tel. (662) 641-1800	Telecommunication and internet service	THB 436 million divided into 4.36 million ordinary shares with a par value of Baht 100 each and fully paid up.	100.00
True Internet Corporation Co., Ltd.	18 True Tower, Rachadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Telecommunication services and internet solution provider	THB 10,000 million divided into 100 million ordinary shares with a par value of Baht 100 each and fully paid up.	100.00
True Life Plus Co., Ltd.	18 True Tower, Rachadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Reseller	THB 2,195 million divided into 257.5 million ordinary shares with a par value of Baht 10 each, 97.5 million ordinary shares fully paid up and 160 million ordinary shares call-up Baht 7.625 each	100.00
True Media Solutions Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Advertising sale and agency	THB 25 million divided into 2.5 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00

Company Name	Address	Type of Business	Paid-up Capital	% of investment
True Move Company Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Telecommunication management services	THB 3,387.07 million divided into 677.41 million ordinary shares with a par value of Baht 5 each and fully paid up.	99.70
True Move H Universal Communication Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Wireless Telecommunication services	THB 141,959.30 million divided into 14,195.93 million ordinary shares with a par value of Baht 10 each and fully paid up.	100.00
True Multimedia Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Business related to Telecommunication	THB 6,562 million divided into 656.2 million ordinary shares with a par value of Baht 10 each and fully paid up.	91.08
True Music Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Content provider	THB 200,000 divided into 20,000 ordinary shares with a par value of Baht 10 each and fully paid up.	99.68
True United Football Club Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Football Club and related activities management	THB 320 million divided into 32 million ordinary shares with a par value of Baht 10 each and fully paid up.	70.00
True Visions Cable Public Company Limited	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Pay Television via cable system	THB 7,608.65 million divided into 760.86 million ordinary shares with a par value of Baht 10 each and fully paid up.	99.10

Company Name	Address	Type of Business	Paid-up Capital	% of investment
True Visions Group Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Pay Television	THB 24,516.70 million divided into 305.17 million ordinary shares with a par value of Baht 100 each, 225.17 million ordinary shares fully paid up and 80 million ordinary shares call-up Baht 25 each.	100.00
True Visions Public Company Limited	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Dormant	THB 2,266.72 million divided into 755.57 million ordinary shares with a par value of Baht 3 each and fully paid up.	99.53
K.I.N. (Thailand) Co., Ltd.	P.O. Box 957, Offshore Incorporation Centre, Road Town, Tortola, British Virgin Islands	Holding Company	USD 1 divided into 1 ordinary share with a par value of USD 1 each and fully paid up.	100.00
Gold Palace Investments Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Holding Company	USD 15.22 million divided into 15.22 million ordinary shares with a par value of USD 1 each and fully paid up.	100.00
Golden Light Co., Ltd.	Suite 308, St. James Court, St. Denis Street, Port Louis, Republic of Mauritius	Holding Company	USD 17.72 million divided into 17.72 million ordinary shares with a par value of USD 1 each and fully paid up.	100.00
Goldsby Co., Ltd.	Suite 308, St James Court, St Denis Street, Port Louis, Republic of Mauritius	Holding Company	USD 4.97 divided into 4.97 million ordinary shares with a par value of USD 1 each and fully paid up.	100.00
Rosy Legend Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Holding Company	USD 1 divided into 1 ordinary share with a par value of USD 1 each and fully paid up.	100.00

Company Name	Address	Type of Business	Paid-up Capital	% of investment
Prospect Gain Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Holding Company	USD 1 divided into 1 ordinary share with a par value of USD 1 each and fully paid up.	100.00
True Internet Technology (Shanghai) Company Limited	Room 2202-05, Johnson Building, No. 145 Pujian Road, Shanghai 200127, P.R.China Tel. (86)21 5889 0800-8049 Fax.(86)21 5889 0800-8033	Developing, designing, producing and sale of software products	USD 16 million divided into 16 million ordinary shares with a par value of USD 1 each and fully paid up.	100.00
True Trademark Holdings Company Limited	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands	Holding Company	USD 4.97 divided into 4.97 million ordinary shares with a par value of USD 1 each and fully paid up.	100.00
Crave Interactive Limited	Derwent House University Way Cranfield Technology Park Cranfield Bedfordshire United Kingdom MK43 0AZ	Hospitality technology business	GBP 11.49 million divided into 68.25 million ordinary shares	51.00
Crave Interactive B.V.	Warmoezenierstraat 5 2671 ZP Naaldwijk The Netherlands	Hospitality technology business	EUR 18,000 divided to 180 ordinary shares with a par value of EUR 100 each and fully paid	51.00
Crave Interactive Inc.	7 East 14th St., #PHO New York, NY 10003 United States	Hospitality technology business	200 ordinary shares of zero par value each	51.00
PT True Digital Indonesia	Gran Rubina Tower Lt. 19 JL HR Rasuna Said Kuningan Jakarta Selatan 12940	Web Portal and/or Digital Platform for Commercial Purposes	Rupiah 25,000 million divided into 1,000,000 ordinary shares with a par value of Rupiah 25,000 each	99.96
True Digital Philippines Inc	16 <sup>th</sup> Floor, JMT Building, 27 ADB Avenue, Ortigas Center Pasig City	Digital Media and Platform	Php 10,000,000 divided into 10,000,000 ordinary shares with a par value of Php 1.00 each	100.00

Company Name	Address	Type of Business	Paid-up Capital	% of investment
Asia Infonet Co., Ltd.	1 Fortune Town, 14 <sup>th</sup> , 17 <sup>th</sup> Floors, Ratchadapisek Road, Din Dang, Bangkok 10400 Tel. (662) 641-1800	Dormant	THB 15 million divided into 1.5 million ordinary shares with a par value of Baht 10 each and fully paid up.	65.00
Transformation Films Co., Ltd.	6, Soi Nak Niwat 12, Nak Niwat Road, Lat Phrao, Bangkok 10230 Tel. (662) 932-5600 Fax. (662) 932-5600	Manufacturing and filmmaker	THB 245 million divided into 2.45 million ordinary shares with a par value of Baht 100 each and fully paid up.	34.69
True CJ Creations Co., Ltd.	118/1 Tipco Tower, Rama VI Road, Phayathai, Phayathai, Bangkok 10400 Tel. (662) 764-9000 Fax. (662) 764-9900	Production House	THB 115.50 million divided into 1,108,800 ordinary shares and 46,200 preference shares with a par value of Baht 100 each and fully paid up.	51.00
True Voice Company Limited	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Voice recognised service and related software and hardware	THB 24 million divided into 240,000 ordinary shares with a par value of Baht 100 each and fully paid up.	55.00
True-Kona Cayman GP	P.O. Box 10008, Willow House, Cricket Square, Grand Cayman, KY1-1001, Cayman Islands	Fund management	USD 363,541 divided into 1,800 ordinary shares fully paid up.	50.00
LINE Games-True-Kona Global Fund Limited Partnership	P.O. Box 10008, Willow House, Cricket Square, Grand Cayman, KY1-1001, Cayman Islands	seeking opportunities by investing in companies that has business in game and technology	USD 18.18 million divided into 18.18 million ordinary shares with a par value of USD 1 each and fully paid up.	27.00
True GS Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Home shopping	THB 340 million divided into 3.40 million ordinary shares with a par value of Baht 100 each and fully paid up.	46.80



Company Name	Address	Type of Business	Paid-up Capital	% of investment
True Axiom Interactive Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Games and application development	THB 177 million divided into 177,000 ordinary shares with a par value of Baht 1,000 each and fully paid up.	40.00
Queue Q (Thailand) Co., Ltd.	630/1 Sirichai Building, Ladprao Road, Chankasem Subdistrict, Chatuchak District, Bangkok 10900	software consulting business	THB 8,684,165 divided into 1,173,683 ordinary shares and 563,150 preference shares with a par value of Baht 5 each and fully paid up.	30.00
Supernap (Thailand) Co., Ltd.	390/2 Hemaraj Industrial Estate Chonburi 2, Moo 2, Kao Khan song, Sriracha, Chonburi 20230 Tel. (663) 312-5100	Data centers	THB 2,000 million divided into 200 million ordinary shares with a par value of Baht 10 each and fully paid up.	15.00
Clearing House for Number Portability Co., Ltd.	98, Sathorn Square Office Tower, Room No. 403, 4 <sup>th</sup> Floor, North Sathorn Road, Silom, Bangrak, Bangkok 10500 Tel. (662) 108-1544	Provide mobile number portability service	THB 2 million divided into 20,000 ordinary shares with a par value of Baht 100 each and fully paid up.	19.97
PUUN Intelligent Co., Ltd.	145/161 Soi Khubon 27 Yaek 7, Tharaeng, BangKhen, Bangkok 10220	Provide computer program service	THB 256,015 divided into 37,327 ordinary shares and 13,876 preference shares with a par value of Baht 5 each and fully paid up.	11.95
True Touch Co., Ltd.	18 True Tower, Ratchadapisek Road, Huai Khwang, Bangkok 10310 Tel. (662) 859-1111 Fax. (662) 859-9134	Call Center	THB 173.7 million divided into 1.93 million ordinary shares with a par value of Baht 90 each and fully paid up.	49.99
Genxas Whiz Co., Ltd.	140/62 ITF Tower, 25 <sup>th</sup> Floor, Silom Road, Suriyawong, Bang Rak, Bangkok 10500	Advertising and marketing services	THB 1,083,340 divided into 108,334 ordinary shares with a par value of Baht 10 each fully paid up.	7.69

### (3) REFERENCE

Registrar	: Thailand Securities Depository Company Limited. 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand Telephone: (66 2) 009 9000 Fax: (66 2) 009 9991 Call Center : (66 2) 009 9999 Website: <a href="http://www.set.or.th/tsd">http://www.set.or.th/tsd</a> E-mail: SETContactCenter@set.or.th
Auditor	: Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095 PricewaterhouseCoopers ABAS Limited 179/74-80 Bangkok City Tower, 15 <sup>th</sup> Floor, South Sathorn Road, Sathorn, Bangkok 10120 Telephone: (662) 286-9999, (662) 344-1000 Fax: (662) 286-5050
Debenture Registrar/ Debentureholders' Representative	: Bank of Ayudhya Public Company Limited 1222 AA Floor Rama III Road, Bang Phongphang, Yannawa, Bangkok 10120 Telephone: (662) 296-2030, (662) 296-5695, (662) 296-5715, (662) 296-2988, (662) 296-2796, (662) 296-4788 Fax: (662) 683-1389, (662) 683-1298

## OTHER SIGNIFICANT INFORMATION

### PARTICIPATION IN THE AUCTION OF SPECTRUM LICENSING FOR INTERNATIONAL MOBILE TELECOMMUNICATIONS SERVICE

On 4<sup>th</sup> February 2020, the Board of Directors of True Move H Universal Communication Company Limited (“TUC”), a subsidiary in which the Company holds 99.99% of its total issued shares, has passed the resolution to approve TUC to participate in the auction of Spectrum Licensing for International Mobile Telecommunications Service according to Notification of the National Broadcasting and Telecommunications Commission (“NBTC”) Re: Criteria and Procedure for Spectrum Licensing for International Mobile Telecommunications Service for Four bands; 700 MHz, 1800 MHz, 2600 MHz and 26 GHz.

On 16<sup>th</sup> February 2020, NBTC announced that TUC is an auction winner for the 2600 MHz and 26 GHz spectrum licenses for the total bid price of Baht 21,449,777,776 (excluding VAT).

### DEBENTURE ISSUANCE (PUBLIC OFFERING)

#### Objective of fund raising

(1) Objective of fund raising for Debentures of True Corporation Public Company Limited No.1/2019

Objective	Approximate amount	Use of proceed period	Details
1. To repay existing debt (e.g. loan or matured fixed income securities)	THB 11,098 mn	Within January 2019	To repay approximately THB 11,098 million of debentures that were matured in January 2019
2. To support capital expenditure ,investment or expansion of its business and its subsidiaries	THB 1,148 mn	Within 2019	To support capital expenditure, investment or expansion of its business or its subsidiaries or to support working capital for current business operation of the Company which includes telecommunication business, mobile phone services, and digital services.

(2) Objective of fund raising for Debentures of True Corporation Public Company Limited No.3/2019 Tranche 1-3

Objective	Approximate amount	Use of proceed period	Details
1. To repay existing debt (e.g. loan or matured fixed income securities)	THB 13,000 mn	Within January 2019	To repay (1) Approximately THB 6,467 million of debentures that were matured in April to May 2019 and (2) A portion of approximately THB 6,533 million of debenture that was matured in July 2019
2. To support capital expenditure ,investment or expansion of its business and its subsidiaries	THB 12,000 mn	Within 2019	To support capital expenditure, investment or expansion of its business or its subsidiaries in current business operation of the Company which includes telecommunication business, mobile phone services, and digital services.

#### Governing law

The laws of Thailand

### 3. SUMMARY OF AGREEMENTS IN RELATION TO THE BUSINESSES OPERATION OF THE GROUP

- (1) **The Joint Operation Agreement for the Provision of Subscription Cable Television Services (the “Agreement”), entered into between MCOT Public Company Limited (then the Mass Communication Organization of Thailand) and True Visions Cable Public Company Limited (then Thai Cable Vision Public Company Limited), with a term of 25 years, commencing from 1st January 1995 to 31<sup>st</sup> December 2019, with the first amendment on 7<sup>th</sup> September 1994, second amendment on 9<sup>th</sup> November 1994, third amendment on 17<sup>th</sup> April 1998, and fourth amendment on 8<sup>th</sup> October 2009, and the Memorandum of Agreement between MCOT Public Company Limited and True Visions Cable Public Company Limited, dated 8th October 2009**

The objective of this Agreement is to jointly operate a business providing subscription cable television services, where True Visions Cable Public Company Limited (the “Company”) is granted the right to operate a business of providing subscription cable television services.

The Company has a duty to comply with the Agreement by delivering all assets and delivering all receiver equipment to MCOT Public Company Limited (“MCOT”), namely the transmission equipment such as the head-end equipment and broadcast studio equipment. The delivery of such equipment, which is worth no less than Baht 50 million, shall be made to MCOT by 1st January 1995, and the equipment, which is worth no less than Baht 120 million, shall be delivered to MCOT within five years from the date of the second amendment (9th November 1994). The ownership of the receiver equipment, namely the Set-Top Converter system of the members, shall be vested in MCOT upon the expiry of the Agreement. In this regard, the Company shall invest a total of no less than Baht 100 million for use in the business operation, which are expenses in relation to the supply of equipment and accessories. The Company has a duty to maintain the equipment and tools to ensure they are in good functional condition at all times. In operating under this Agreement, the Company agrees to pay consideration for the joint operation in the amount of 6.5% of gross revenue in each year before the deduction of any expenses.

With regard to the termination of the Agreement, it is specified that if the Company fails to comply with any of the provisions therein, MCOT shall give written notice to the Company to comply with the Agreement within a reasonable time. Should the Company fail to take appropriate action in the specified period, the Company must give written clarification to MCOT. Upon considering the clarification, MCOT shall once again notify the Company to take appropriate action within a reasonable time. If the Company fails to comply within this specified time, MCOT is entitled to demand damages or order the suspension of the provision of services and/or is entitled to immediately terminate the Agreement. Where the Cabinet resolved that termination is necessary for state security, MCOT is entitled to terminate the Agreement in whole or in part by giving at least 180-days’ prior notice to the Company.

- (2) **HSPA Equipment-leasing agreement to provide mobile service (the “HSPA Equipment-Leasing Agreement”) between CAT Telecom as the Lesser and BFKT as the Lessor dated 27<sup>th</sup> January 2011, for the period of 14.5 years (27th January 2011 - 3<sup>rd</sup> August 2025) and the attached MOU dated 27<sup>th</sup> January 2011 and dated 17<sup>th</sup> February 2011 and as amended from time to time.**

The Objective of HSPA Equipment-Leasing Agreement is for CAT Telecom to lease HSPA equipment from BFKT and BFKT will also install the equipment on CAT Telecom Network and telecommunication tower in central and provincial area. BFKT agrees to rent out and agree to manage, change, fix and maintain the leasing HSPA equipment around the country for 14.5 years (in accordance with the duration of CAT

Telecom's type 3 license). BFKT receives the rental fee in return from CAT Telecom calculated based on the number of the sites ready for the commercial service and in accordance with the criteria and calculation method stated in the Agreement. However, BFKT or CAT Telecom may adjust or make change to the rental fee from time to time as per the terms and conditions specified in the HSPA Equipment-Leasing Agreement.

**(3) The Wholesaling of Mobile Service Agreement (HSPA) (the "Agreement") between CAT Telecom as the wholesaler and Real Move as a reseller for the period of 14.5 years (27th January 2011 - 3rd August 2025) and the attached MOU dated 27th January 2011 and dated 17th February 2011 and as amended from time to time.**

The agreement is made in accordance with the NTC's Rule on the Operation of Telecommunication Business by Wholesaling and Reselling which is announced in the Royal Gazette, number 123 special parts 136 NG, dated December 29, 2006 including other rules relating to the reselling of mobile service to be announced in the future. By the above mentioned wholesale of mobile service, CAT Telecom agrees to wholesale its mobile service to Real Move or other resellers obtaining a license to resale from the NBTC.

Real Move has agreed to buy mobile capacity from CAT Telecom as stipulated in the Agreement and the volume of the wholesale capacity can be mutually agreed from time to time. At present, the purchased mobile capacity can support approximately 13.3 million nominal subscribers within 31st December 2012. By this, the conditions and terms of the Agreement will be used as a standard wholesaling agreement and apply to every reseller. CAT Telecom has the right to utilize capacity by wholesaling to other resellers. Furthermore, CAT Telecom will inquire Real Move or other resellers their need of buying additional capacity every year so that CAT Telecom can extend its network capacity accordingly in the future. In this regard, with effect on and from 1st September 2019, Real Move agrees to transfer its entire business and assign and novate all of its rights and/or obligations, including without limitation all of its rights and obligations, to TUC and TUC agrees to assume all rights and obligations and perform all undertakings of Real Move.

**(4) Relationship between True Group and Digital Telecommunications Infrastructure Fund**

Digital Telecommunications Infrastructure Fund (the "Fund") is the first and largest telecommunications infrastructure fund in Thailand and it is an independent telecommunications infrastructure platform, in that it does not operate own mobile telecommunications service. Units of the Fund are listed and publicly traded on the Stock Exchange of Thailand. True is a major unitholder of the Fund holding, directly and indirectly, approximately 29.00 percent of the total number of the Fund's investment units as of 31 December 2019 (that is, True has direct unitholding of approximately 28.90 percent and indirect unitholding through TUC of approximately 0.10 percent).

As of the date of this document, the Fund invests in telecommunications infrastructure assets acquired from True Group in the forms of ownership, long-term leasehold right and right to receive the net revenues generated from the rental of (a) telecommunications towers comprising 16,059 towers; (b) approximately 95,560 kilometers of FOC, or equivalent to approximately 2,872,599 core kilometres in capacity; and (c) 1.2 million ports of an upcountry broadband system encompassing 6,114 kilometers of FOC, or equivalent to approximately 198,085 core kilometres in capacity.

TUC and TICC are currently leasing, operating and managing certain of the Fund's telecommunications infrastructure assets as the founding lessees under the relevant Amended and Restated Master Lease, Operation and Management Agreements pursuant to which each of them, as the founding lessee, is responsible for maintaining and operating the leased assets, including bearing expenses in connection with operation and maintenance of such leased assets,

in accordance with the service standards specified under the Amended and Restated Master Lease, Operation and Management Agreements. In addition, Telecom Asset Management Company Limited (“TAM”) is appointed by the Fund as the Telecom Asset Manager to provide certain administrative and marketing services for the Fund.

Summary of key information of agreements in relation to acquisition of telecommunications infrastructure assets and agreements in relation to utilization of telecommunications infrastructure assets is as follows:

#### **A. Agreements in relation to acquisition of telecommunications infrastructure assets**

True Group and the Fund had entered into agreements in relation to acquisition of telecommunications infrastructure assets as follows:

##### **1. Asset and Revenue Sale and Transfer Agreement**

###### **1.1. Asset and Revenue Sale and Transfer Agreement between BFKT (Thailand) Limited (“BFKT”) as a seller and the Fund (previously known as TRUE Telecommunications Growth Infrastructure Fund) as a purchaser (“BFKT Asset and Revenue Sale and Transfer Agreement”) for the period of 12 years (24th December 2013 - 3rd August 2025)**

The objective of BFKT Asset and Revenue Sale and Transfer Agreement is to sell and transfer to the Fund revenue expected to be received by BFKT which is derived from: (a) the rental of the BFKT Telecom Assets being 1,485 telecommunications towers and 9,169 links of FOC grid and transmission equipment pursuant to the HSPA Equipment-Leasing Agreement, (including all claims and other rights arising out of such revenue as specified in the BFKT Asset and Revenue Sale and Transfer Agreement) from the commencement date (1 October 2013) until the expiry date; and (b) the rental of up to 50 telecommunications towers of BFKT from the date following the earlier of the expiry date or the date on which the HSPA Equipment-Leasing Agreement is terminated prior to its term or extended term (the “HSPA Termination Date”) until the 10<sup>th</sup> anniversary of such relevant date, in each case less certain costs and expenses for operation and maintenance, rental payments under land leases (including property tax), insurance premiums and costs associated with securing rights of way in order to constitute net revenue of BFKT to be transferred to the Fund.

In addition, BFKT irrevocably grants to the Fund the option to purchase certain BFKT Telecom Assets (the “BFKT Main Specified Assets”) at Baht 10 million exercisable upon the earlier of the expiry date and the HSPA Termination Date (as the case may be). The BFKT Main Specified Assets consist of 1,435 telecommunications towers and 9,169 links of FOC grid and transmission equipment comprising 47,250 km of FOC, or equivalent to approximately 680,400 core kilometres in capacity.

###### **1.2. Asset and Revenue Sale and Transfer Agreement between Asia Wireless Communication Company Limited (“AWC”) as a seller and the Fund as a purchaser (“AWC Asset and Revenue Sale and Transfer Agreement”) for the period of 12 years (24th December 2013 - 3rd August 2025)**

The objective of AWC Asset and Revenue Sale and Transfer Agreement is to sell and transfer to the Fund revenue expected to be received by AWC which is derived from: (a) the rental of the

AWC Towers being 4,360 telecommunications towers pursuant to the AWC Tower Leasing Agreement dated 1 October 2013 entered into between BFKT and AWC, as amended from time to time (the “AWC Tower Lease Agreement”), (including all claims and other rights arising out of such revenue as specified in the AWC Asset and Revenue Sale and Transfer Agreement) from the commencement date until the date on which the AWC Tower Lease Agreement expires (the “AWC Expiry Date”); and (b) the rental of up to 392 telecommunications towers of AWC from the date following the earlier of the AWC Expiry Date and the date on which the AWC Tower Lease Agreement is terminated prior to its term or extended term (the “AWC Termination Date”), until the 10th anniversary of such relevant date, in each case less certain costs and expenses for operation and maintenance, rental payments under land leases (including property tax) and insurance premiums in order to constitute net revenue of AWC to be transferred to the Fund.

Upon the earlier of the AWC Expiry Date and the AWC Termination Date (as the case may be), AWC shall transfer to the Fund, and the Fund shall accept, certain AWC Towers being 3,968 telecommunications towers (the “AWC Main Specified Assets”) on the date which is scheduled to be the closing date for the transfer and delivery of the AWC Main Specified Assets.

**1.3. Additional Asset and Revenue Sale and Transfer Agreement between AWC as a seller and the Fund as a purchaser (“AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No.1”) for the period of 10 years (1<sup>st</sup> March 2015 - 3<sup>rd</sup> August 2025)**

The objective of AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No.1 is for AWC to sell and transfer to the Fund, and the Fund to purchase and accept, the revenue expected to be received by AWC from the rental of AWC’s telecommunications towers being 338 telecommunications towers (“AWC Towers for Additional Investment No. 1”) pursuant to the Additional AWC Tower Leasing Agreement No. 1, (including all claims and other rights arising out of such revenue as specified in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No.1) from the commencement date for additional investment no.1 until the date on which the Additional AWC Tower Leasing Agreement No.1 expires (the “AWC Expiry Date for Additional Investment No.1”), in each case less certain costs and expenses for operation and maintenance, rental payments under land leases (including house and land tax) and insurance premiums in order to constitute net revenue of AWC for additional investment no.1 to be transferred to the Fund.

Upon the AWC Expiry Date for Additional Investment No.1 or the date on which the Additional AWC Tower Leasing Agreement No. 1 is terminated prior to its term or extended term, as the case may be, AWC shall transfer to the Fund, and the Fund shall accept, certain AWC Towers for Additional Investment No. 1 (the “AWC Assets for Additional Investment No. 1”) on the date which is scheduled to be the closing date for the transfer and delivery of the AWC Assets for Additional Investment No. 1



**1.4. Additional Asset and Revenue Sale and Transfer Agreement No.2 between AWC as a seller and the Fund as a purchaser (“AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No.2”) for the period of approximately 7 years (1<sup>st</sup> December 2017 - 3<sup>rd</sup> August 2025)**

The objective of AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No.2 is for AWC to sell and transfer to the Fund, and the Fund to purchase and accept, the revenue expected to be received by AWC from the rental of AWC’s telecommunications towers being 149 telecommunications towers and other relevant passive telecommunication equipment (“AWC Towers for Additional Investment No.2”) pursuant to the Additional AWC Leasing Agreement No.2, (including all claims and other rights arising out of such revenue as specified in the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2) from the commencement date for additional investment No. 2 until the expiry date of the Additional AWC Leasing Agreement No. 2 (“AWC Expiry Date for Additional Investment No.2”), less certain costs and expenses for operation and maintenance, rental payments under land leases (including house and land tax) and insurance premiums in order to constitute net revenue of AWC for additional investment no.2 to be transferred to the Fund.

Upon the AWC Expiry Date for Additional Investment No.2 or the date on which the Additional AWC Leasing Agreement No. 2 is terminated prior to its term or extended term, as the case may be, AWC shall transfer to the Fund, and the Fund shall accept, the AWC Towers for Additional Investment No. 2 (the “AWC Assets for Additional Investment No. 2”) on the date which is scheduled to be the closing date for the transfer and delivery of the AWC Assets for Additional Investment No. 2

**2. Asset Sale and Transfer Agreement**

**2.1. Asset Sale and Transfer Agreement between True Corporation Public Company Limited (“True”) as a seller and the Fund as a purchaser (“True Asset Sale and Transfer Agreement”)**

The objective of True Asset Sale and Transfer Agreement is to sell and transfer to the Fund, and the Fund to purchase and accept the transfer of: (a) 3,000 telecommunications towers by 31st December 2014; and (b) 3,000 telecommunications towers by 31st December 2015 pursuant to which the purchase price for such telecommunication towers is THB 16,390,555,464.

**2.2. Asset Sale and Transfer Agreement between True Internet Corporation Company Limited (“TICC”) as a seller and the Fund as a purchaser (“TICC Asset Sale and Transfer Agreement”)**

The objective of TICC Asset Sale and Transfer Agreement is to sell and transfer to the Fund, and the Fund to purchase and accept the transfer of: (a) 5,112 km of core FOC grid, or equivalent to approximately 122,974 core kilometres in capacity (including transmission equipment) located in the upcountry region of Thailand; and (b) the upcountry broadband system with a capacity of approximately 1.2 million ports (collectively, the “TICC Sale Assets”) on 25 December 2013 pursuant to which the purchase price for the TICC Sale Assets is THB 15,384,010,040.

### **2.3. Asset Sale and Transfer Agreement between TUC as a seller and the Fund as a purchaser (“TUC Asset Sale and Transfer Agreement for Additional Investment No.2 and No.3”)**

The objective of TUC Asset Sale and Transfer Agreement for Additional Investment No.2 and No.3 is to sell and transfer to the Fund, and the Fund to purchase and accept the transfer of ownership in: (1) on the closing date for the transfer and delivery of the TUC Sale Assets for Additional Investment No. 2 (the “TUC Asset Closing Date for Additional Investment No. 2”), (a) 350 telecommunications towers and (b) 1,113 km of FOC or equivalent to approximately 62,594 core kilometers in capacity currently used for provision of mobile services located in the upcountry region of Thailand (the “TUC Sale Assets for Additional Investment No. 2”); and (2) on the closing date for the transfer and delivery of the TUC Sale Assets for Additional Investment No. 3 (the “TUC Asset Closing Date for Additional Investment No. 3”), (a) 2,589 telecommunications towers and (b) approximately 8,017 km of FOC or equivalent to approximately 252,006 core kilometres in capacity currently used for provision of mobile services located in the upcountry region of Thailand (the “TUC Sale Assets for Additional Investment No. 3”).

The purchase price of the TUC Sale Asset for Additional Investment No. 2 is THB3,629,906,842 and the purchase price of the TUC Sale Assets for Additional Investment No. 3 shall be in the amounts set out in the TUC Asset Sale and Transfer Agreement for Additional Investment No. 2 and No. 3; and shall be paid in full by the Fund on the TUC Asset Closing Date for Additional Investment No. 2 or the TUC Asset Closing Date for Additional Investment No. 3, as the case may be.

### **2.4. Asset Sale and Transfer Agreement between True Move as a seller and the Fund as a purchaser (“True Move Asset Sale and Transfer Agreement for Additional Investment No.2 and No. 3”)**

The objective of True Move Asset Sale and Transfer Agreement for Additional Investment No. 2 and No. 3 is to sell and transfer to the Fund, and the Fund shall purchase and accept the transfer of ownership in: (1) on the closing date for the transfer and delivery of the True Move Sale Assets for Additional Investment No. 2 (the “True Move Asset Closing Date for Additional Investment No. 2”), 542 km of FOC or equivalent to approximately 117,147 core kilometers in capacity currently used for provision of mobile and internet services located in the Bangkok and Metropolitan Area (the “BMA”) (the “True Move Sale Assets for Additional Investment No. 2”); and (2) on the closing date for the transfer and delivery of the True Move Sale Assets for Additional Investment No. 3 (the “True Move Asset Closing Date for Additional Investment No. 3”), (a) approximately 546 km of core FOC or equivalent to approximately 117,871 core kilometres in capacity currently used for provision of mobile and internet services located in the BMA and (b) approximately 5,933 km of FOC or equivalent to approximately 220,428 core kilometres currently used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the upcountry region of Thailand (the “True Move Sale Assets for Additional Investment No. 3”).

The purchase price of the True Move Sale Assets for Additional Investment No.2 is THB5,312,107,901 and the purchase price of the True Move Sale Assets for Additional Investment No. 3 shall be in the amounts set out in the True Move Asset Sale and Transfer Agreement for

Additional Investment No. 2 and No. 3; and shall be paid in full by the Fund on the True Move Asset Closing Date for Additional Investment No. 2 or the True Move Asset Closing Date for Additional Investment No. 3, as the case may be.

**2.5. Asset Sale and Transfer Agreement for Additional Investment No. 4 between TUC as a seller and the Fund as a purchaser (“TUC Asset Sale and Transfer Agreement for Additional Investment No. 4”)**

The objective of TUC Asset Sale and Transfer Agreement for Additional Investment No. 4 is to sell and transfer to the Fund, and the Fund shall purchase and accept the transfer of ownership in: (a) 788 telecommunications towers and other related passive telecommunications infrastructure and (b) approximately 1,795 km of FOC or equivalent to approximately 107,694 core kilometers in capacity currently used for provision of mobile services located in the provincial area of Thailand (the “TUC Sale Assets for Additional Investment No. 4”) on the closing date for the transfer and delivery of the TUC Sale Assets for Additional Investment No. 4 (the “TUC Asset Closing Date for Additional Investment No. 4”) pursuant to which the purchase price of TUC Sale Assets for Additional Investment No. 4 shall be in the amounts set out in the TUC Asset Sale and Transfer Agreement for Additional Investment No. 4 and shall be paid in full by the Fund on the TUC Asset Closing Date for Additional Investment No. 4.

**2.6. Asset Sale and Transfer Agreement for Additional Investment No. 4 between Real Move as a seller, the Fund as a purchaser and TUC as the party who will assume any obligations of Real Move as a seller under the Real Move Asset Sale and Transfer Agreement for Additional Investment No. 4 upon the occurrence of the specified event (“Real Move Asset Sale and Transfer Agreement for Additional Investment No. 4”)**

The objective of Real Move Asset Sale and Transfer Agreement for Additional Investment No. 4 is to sell and transfer to the Fund, and the Fund shall purchase and accept the transfer of ownership in: (a) approximately 315 km of FOC or equivalent to approximately 40,823 core kilometers in capacity currently used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the BMA and (b) approximately 617 km of FOC or equivalent to approximately 37,505 core kilometers in capacity currently used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the provincial area of Thailand (the “Real Move Sale Assets for Additional Investment No. 4”) on the closing date for the transfer and delivery of the Real Move Sale Assets for Additional Investment No. 4 (the “Real Move Asset Closing Date for Additional Investment No. 4”) pursuant to which the purchase price of Real Move Sale Assets for Additional Investment No. 4 shall be in the amounts set out in the Real Move Asset Sale and Transfer Agreement for Additional Investment No. 4 and shall be paid in full by the Fund on the Real Move Asset Closing Date for Additional Investment No. 4.

In addition, TUC agrees to assume any rights and obligations of Real Move to the Fund under the Real Move Asset Sale and Transfer Agreement for Additional Investment No. 4 upon the completion of the entire business transfer from Real Move to TUC (as of the date of this document, the entire business transfer from Real Move to TUC had been completed) and TUC agrees to perform any outstanding obligations of Real Move as the seller under the Real Move Asset Sale

and Transfer Agreement for Additional Investment No. 4 as from the date of the completion the entire business transfer from Real Move to TUC onwards in all respects.

**2.7. Asset Sale and Transfer Agreement for Additional Investment No. 4 between TICC as a seller and the Fund as a purchaser (“TICC Asset Sale and Transfer Agreement for Additional Investment No. 4”)**

The objective of TICC Asset Sale and Transfer Agreement for Additional Investment No. 4 is to sell and transfer to the Fund, and the Fund shall purchase and accept the transfer of ownership in approximately 2,797 km of FOC or equivalent to approximately 109,704 core kilometers in capacity currently used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the provincial area of Thailand (the “TICC Sale Assets for Additional Investment No. 4”) on the closing date for the transfer and delivery of the TICC Sale Assets for Additional Investment No. 4 (the “TICC Asset Closing Date for Additional Investment No. 4”) pursuant to which the purchase price of TICC Sale Assets for Additional Investment No. 4 shall be in the amounts set out in the TICC Asset Sale and Transfer Agreement for Additional Investment No. 4 and shall be paid in full by the Fund on the TICC Asset Closing Date for Additional Investment No. 4.

**3. Long-Term Lease Agreement**

**3.1. Long-Term Lease Agreement between AWC as a lessor and the Fund as a lessee (“Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1”)**

The objective of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1 is for AWC to lease out to the Fund approximately 7,981 km of FOC or equivalent to approximately 303,453 core kilometres in capacity in upcountry regions (“Leased Property”) for the period of 20 years from 5th March 2015.

AWC acknowledges and consents that the Fund may seek benefits from the Leased Property by sub-leasing such property of which the lease value is THB 12,293,102,380. The Fund shall have no obligation in relation to the operation, maintenance and management of the Leased Property. The sub-lessee which sub-leases the Leased Property from the Fund shall be responsible for the operation, maintenance and management of the Leased Property. The Fund will initially sub-lease part of the Leased Property to TICC, and TICC shall have the obligations in relation to the operation, maintenance and management of the Leased Property in accordance with service standards specified in the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1 and the FOC Sub-lease, Operation and Management Agreement (as defined below) between the Fund and TICC.

In addition, AWC irrevocably grants to the Fund the option to purchase the Leased Property at THB 500 million exercisable upon the expiry date of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1, provided that within 2 years prior to such expiry date the Fund notifies AWC of whether or not it wishes to exercise the option.

### **3.2. Long-Term Lease Agreement with TICC as a lessor and the Fund as a lessee ("Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 and No. 3")**

The objective of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 and No. 3 is for TICC to lease out to the Fund, and the Fund to accept the long-term lease from TICC of: (1) on the closing date for the delivery of the TICC Leased Property for Additional Investment No. 2 (the "TICC Leased Property Closing Date for Additional Investment No. 2"), 670 km of FOC or equivalent to approximately 80,014 core kilometers in capacity currently used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the BMA (the "TICC Leased Property for Additional Investment No. 2"); and (2) on the closing date for the delivery of the TICC Leased Property for Additional Investment No. 3 (the "TICC Leased Property Closing Date for Additional Investment No. 3"), approximately 12,872 km of FOC or equivalent to approximately 619,986 core kilometers in capacity currently used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the BMA (the "TICC Leased Property for Additional Investment No. 3"). The lease value of the TICC Leased Property for Additional Investment No. 2 is THB 3,410,271,951 and the lease value of the TICC Leased Property for Additional Investment No. 3 shall be in the amounts set out in the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 and No. 3; and shall be paid in full by the Fund on the TICC Leased Property Closing Date for Additional Investment No. 2 or TICC Leased Property Closing Date for Additional Investment No. 3, as the case may be. The term of the lease for the TICC Leased Property for Additional Investment No. 2 and the TICC Leased Property for Additional Investment No. 3 is 30 years from the TICC Leased Property Closing Date for Additional Investment No. 2 or TICC Leased Property Closing Date for Additional Investment No. 3, as the case may be.

TICC acknowledges and consents that the Fund may seek benefits from the TICC Leased Property for Additional Investment No. 2 and the TICC Leased Property for Additional Investment No. 3 by sub-leasing such properties. The Fund shall have no obligation in relation to the operation, maintenance and management of the TICC Leased Property for Additional Investment No. 2 and the TICC Leased Property for Additional Investment No. 3. The sub-lessee which sub-leases the TICC Leased Property for Additional Investment No. 2 and the TICC Leased Property for Additional Investment No. 3 from the Fund shall be responsible for the operation, maintenance and management of the Leased Property. The Fund will initially sub-lease part of the TICC Leased Property for Additional Investment No. 2 and the TICC Leased Property for Additional Investment No. 3 to TICC, and TICC shall have the obligations in relation to the operation, maintenance and management of such properties in accordance with service standards specified in the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 and No. 3 and the FOC Sub-lease, Operation and Management Agreement, as amended, (as defined below) between the Fund and TICC.

In addition, TICC irrevocably grants to the Fund the option to purchase the TICC Leased Property for Additional Investment No. 2 at THB 200 million and for the TICC Leased Property for Additional Investment No. 3 at THB 1,300 million, each exercisable upon the expiry date of the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 2 and No. 3, provided that within 2 years prior to such expiry date the Fund notifies TICC of whether or not it wishes to exercise the option.

## B. Agreements in relation to utilization of telecommunications infrastructure assets

True Group and the Fund had entered into agreements in relation to utilization of telecommunications infrastructure assets as follows:

### 1. Master Lease, Operation, Maintenance and Management Agreements

#### 1.1. Master Lease, Operation, Maintenance and Management Agreement between TUC as an anchor lessee and the Fund as a lessor (“TUC Master Lease, Operation and Management Agreement”)

The objective of TUC Master Lease, Operation and Management Agreement is to lease slots on telecommunications towers and lease passive facilities in relation to certain telecommunications towers (collectively, the “Leased Properties”), including operates and manages Leased Properties. The Leased Properties consist of at least the following assets:

- a) 6,619 slots on 3,000 telecommunications towers commencing from 1<sup>st</sup> January 2015;
- b) 13,993 slots on 6,000 telecommunications towers commencing from 1<sup>st</sup> January 2016; and
- c) 15,249 slots on 6,000 telecommunications towers commencing from 1<sup>st</sup> January 2017,

collectively, the “Properties from True Tower Assets as part of the Initial Telecom Infrastructure Assets”. The rental rates for the Leased Properties depend on types of the Leased Properties as set out in the TUC Master Lease, Operation and Management Agreement and are subject to applicable discounts and/or appropriate adjustments in accordance with the prescribed terms.

#### 1.2. Amended and Restated TUC Master Lease, Operation, Maintenance and Management Agreement between TUC as an anchor lessee and the Fund as a lessor (“Amended and Restated Tower Master Lease, Operation and Management Agreement”)

The objective of the Amended and Restated Tower Master Lease, Operation and Management Agreement is to amend and restate TUC Master Lease, Operation and Management Agreement to include the lease of relevant telecommunications infrastructure assets for additional investment no. 2 and no. 3. The leased properties which TUC leases, operates and manages pursuant to the Amended and Restated Tower Master Lease, Operation and Management Agreement are (i) slots on telecommunications towers and (ii) passive facilities in relation to certain telecommunications towers (collectively, the “Leased Properties”) of which consist at least the following assets:

- a) Properties from True Tower Assets as part of the Initial Telecom Infrastructure Assets;
- b) Properties from TUC Towers for Additional Investment No. 2: 700 slots on 350 telecommunications towers commencing from 28th November 2017; and
- c) Properties from TUC Towers for Additional Investment No. 3: 5,178 slots on 2,589 telecommunications towers commencing from 17th May 2018.

The provisions of the Amended and Restated Tower Master Lease, Operation and Management Agreement become effective upon the completion of sale of TUC Towers for Additional Investment No. 2, which is 28th November 2017 (the “Effective Date for Additional Investment No. 2”) provided that certain provisions in relation to the Towers to be sold by TUC to the Fund under the Additional Investment No. 3 (the “TUC Towers for Additional Investment No. 3”) become effective upon the completion of sale of TUC Towers for Additional Investment No. 3, which is 17th May 2018 (the “Effective Date for Additional Investment No. 3”).

The rental rates for the Leased Properties depend on types of the Leased Properties as set out in the Amended and Restated Tower Master Lease, Operation and Management Agreement and are subject to applicable discounts and/or appropriate adjustments in accordance with the prescribed terms. The term of the lease, operation and management of Leased Properties is as follows:

- a) Properties from True Tower Assets: until 31st December 2027 and upon the occurrence of the Effective Date for Additional Investment No. 3 occurs, the term will be extended to expire on 15th September 2033; and
- b) Properties from TUC Towers for Additional Investment No. 2 and TUC Towers for Additional Investment No. 3: until 15th September 2033.

The Fund shall not be responsible for the operation and management of any network or the management of any asset. TUC shall be responsible, by itself or through any person it may appoint, for maintaining, operating and managing the Leased Properties and relevant towers and sites where the Leased Properties is located in accordance with the service levels set out in the Amended and Restated Tower Master Lease, Operation and Management Agreement and the rules and regulations of the NBTC.

**1.3. Amended and Restated TUC Maser Lease, Operation, Maintenance and Management Agreement for Additional Investment No. 2 between TUC as an anchor lessee and the Fund as a lessor (the “Amended and Restated Tower Lease, Operation and Management Agreement No.2”)**

The objective of the Amended and Restated Tower Lease, Operation and Management Agreement No.2 is to amend and restate the TUC Master Lease, Operation and Management Agreement and the Amended and Restated Tower Master Lease, Operation and Management Agreement to include the lease of relevant telecommunications infrastructure assets for additional investment no. 4. The leased properties which TUC leases, operates and manages pursuant to the Amended and Restated Tower Lease, Operation and Management Agreement No.2 are (i) slots on telecommunications towers and (ii) passive facilities in relation to certain telecommunications towers (collectively, the “Leased Properties”) of which consist at least the following assets:

- a) Properties from True Tower Assets as part of the Initial Telecom Infrastructure Assets;
- b) Properties from TUC Towers for Additional Investment No. 2: 700 slots on 350 telecommunications towers commencing from 28th November 2017;



- c) Properties from TUC Towers for Additional Investment No.3: 5,178 slots on 2,589 telecommunications towers commencing from 17th May 2018; and
- d) Properties from TUC Towers for Additional Investment No. 4: 1,576 slots on 788 telecommunications towers commencing from the Effective Date for Additional Investment No. 4.

The provisions of the Amended and Restated Tower Lease, Operation and Management Agreement No.2 with respect to telecommunications towers sold from TUC to the Fund for the additional investment no. 4 (the “TUC Towers for Additional Investment No. 4”) become effective upon the completion of sale of TUC Towers for Additional Investment No. 4, which is 28<sup>th</sup> August 2019 (the “Effective Date for Additional Investment No. 4”).

The rental rates for the Leased Properties depend on types of the Leased Properties as set out in the Amended and Restated Tower Lease, Operation and Management Agreement No.2 and are subject to applicable discounts and/or appropriate adjustments in accordance with the prescribed terms. The term of the lease, operation and management of Leased Properties is as follows:

- a) Properties from True Tower Assets, Properties from TUC Towers for Additional Investment No. 2 and Properties from TUC Towers for Additional Investment No. 3: until 15<sup>th</sup> September 2033; and
- b) Properties from TUC Towers for Additional Investment No. 4: until September 15, 2033. In addition, the Fund shall not be responsible for the operation and management of any network or the management of any asset. TUC shall be responsible, by itself or through any person it may appoint, for maintaining, operating and managing the Leased Properties and relevant towers and sites where the Leased Properties is located in accordance with the service levels set out in the Amended and Restated Tower Lease, Operation and Management Agreement No.2 and the rules and regulations of the NBTC.

#### **1.4. Master Lease, Operation Maintenance and Management Agreement between TICC as an anchor lessee and the Fund as a lessor (“TICC Master Lease, Operation and Management Agreement”)**

The objective of TICC Master Lease, Operation and Management Agreement is to lease, operates, and manages (i) approximately 5,112 km of core FOC grid or equivalent to 122,974 core kilometres in capacity, whereby TICC will lease, operate and manage, for each year, at least the minimum as set out in the TICC Master Lease, Operation and Management Agreement; (ii) transmission equipment related to the core FOC grid; (iii) upcountry broadband system which comprises passive telecommunications equipment (for exclusive use by TICC unless agreed otherwise by TICC after the initial 5 years); and (iv) upcountry broadband system which comprises active telecommunications equipment (for exclusive use by TICC), (collectively, the “Leased Properties”). The term of the lease, operation and management is as follows:

- a) until 2026, for core FOC grid and upcountry broadband system which are passive telecommunications equipment; and
- b) until 2018, for transmission equipment that is related to the core FOC grid and upcountry broadband system which are active telecommunications equipment,

collectively, the “Properties as part of the Initial Telecom Infrastructure Assets”. The rental rates for the Leased Properties depend on types of the Leased Properties as set out in the TICC Master Lease, Operation and Management Agreement and are subject to applicable discounts and/or appropriate adjustments in accordance with the prescribed terms.

**1.5. Amended and Restated Master Lease, Operation, Maintenance and Management Agreement between TICC, TUC as anchor lessees and the Fund as a lessor (“Amended and Restated FOC Master Lease, Operation and Management Agreement”)**

The objective of the Amended and Restated FOC Master Lease, Operation and Management Agreement is to amend and restate TICC Master Lease, Operation and Management Agreement to include the lease of relevant telecommunications infrastructure assets for additional investment no. 2 and no. 3. The leased properties which TUC and TICC leases, operates and manages pursuant to the Amended and Restated FOC Master Lease, Operation and Management Agreement consist of:

- a) Properties from part of the Initial Telecom Infrastructure Assets
- b) Properties from part of FOC for additional investment no. 2:

**TUC**

- 80 percent of TUC FOC for additional investment No. 2 being, FOC for provision of mobile services in provincial areas with a length of 1,113 km or equivalent to approximately 62,594 core kilometers in capacity; and
  - 80 percent of True Move Core FOC for additional investment No. 2 being, FOC for provision of mobile and internet services in BMA with an approximate length of 542 km or equivalent to approximately 117,147 core kilometers in capacity.
- c) Properties from part of the FOC for additional investment no. 3:

**TICC**

- 80 percent of FOC for FTTx to be sold by True Move to the Fund under the additional investment no. 3, being the FOC for FTTx for provision of internet and broadband internet services in provincial areas with an approximate length of 5,933 km or equivalent to approximately 220,428 core kilometers in capacity (the “True Move FOC for FTTx for Additional Investment No. 3”).

## TUC

- 80 percent of FOC to be sold by TUC to the Fund under the additional investment no. 3, being the FOC for provision of mobile services in provincial areas with an approximate length of 8,017 km or equivalent to approximately 252,006 core kilometers in capacity (the “TUC FOC for Additional Investment No. 3”); and
- 80 percent of core FOC to be sold by True Move to the Fund under the additional investment no. 3, being the FOC for FTTx for provision of mobile and internet services in BMA with an approximate length of 546 km or equivalent to approximately 117,871 core kilometers in capacity) (the “True Move Core FOC for Additional Investment No. 3”),

(collectively, the “Leased Properties”).

The provisions of the Amended and Restated FOC Master Lease, Operation and Management Agreement become effective upon the completion of sale of FOC for Additional Investment No. 2, which is 28<sup>th</sup> November 2017 (the “Effective Date for Additional Investment No. 2”) provided that certain provisions in relation to the FOC to be sold by TUC and True Move to the Fund under the additional investment No. 3 (the “FOC for Additional Investment No. 3”) become effective upon the completion of sale of FOC for Additional Investment No. 3, which is 17<sup>th</sup> May 2018 (the “Effective Date for Additional Investment No. 3”).

The rental rates for the Leased Properties depend on types of the Leased Properties as set out in the Amended and Restated FOC Master Lease, Operation and Management Agreement and are subject to applicable discounts and/or appropriate adjustments in accordance with the prescribed terms. The term of the lease, operation and management of Leased Properties is as follows:

a) Properties from part of the Initial Telecom Infrastructure Assets:

- For core FOC and upcountry broadband system which are passive telecommunications equipment, until 31st December 2026 and upon the occurrence of the Effective Date for Additional Investment No. 3 occurs, which is 17<sup>th</sup> May 2018, the term will be extended to expire on 15<sup>th</sup> September 2033; and
- For transmission equipment that is related to the core FOC and upcountry broadband system which are active telecommunications equipment (except for Wifi and DSLAM which shall be leased until 31st December 2018), until 31<sup>st</sup> December 2021.

b) Properties from part of the FOC for Additional Investment No. 2 and FOC for Additional Investment No. 3: until 15<sup>th</sup> September 2033.

The Fund shall not be responsible for the operation and management of any network or the management of any asset. TICC and/or TUC shall be responsible, by itself or through any person it may appoint, for maintaining, operating and managing the Leased Properties and the available FOC in accordance with the service levels set out in the Amended and Restated FOC Master Lease, Operation and Management Agreement and the rules and regulations of the NBTC.

**1.6. Amended and Restated Master Lease, Operation Maintenance and Management Agreement No.2 between TICC, TUC as anchor lessees and the Fund as a lessor (“Amended and Restated FOC Master Lease, Operation and Management Agreement No.2”)**

The objective of the Amended and Restated FOC Master Lease, Operation and Management Agreement No.2 is to amend and restate TICC Master Lease, Operation and Management Agreement and the Amended and Restated FOC Master Lease, Operation and Management Agreement to include the lease of relevant telecommunications infrastructure assets for additional investment no. 4. The leased properties which TUC and TICC leases, operates and manages pursuant to the Amended and Restated FOC Master Lease, Operation and Management Agreement No.2 consist of:

- a) Properties from part of the Initial Telecom Infrastructure Assets
- b) Properties from part of FOC for additional investment no. 2:

Please refer to paragraph 1.5 Amended and Restated Master Lease, Operation, Maintenance and Management Agreement between TICC, TUC as anchor lessees and the Fund as a lessor (“Amended and Restated FOC Master Lease, Operation and Management Agreement”) for the details of leased properties.

- c) Properties from part of the FOC for additional investment no. 3:

Please refer to paragraph 1.5 Amended and Restated Master Lease, Operation, Maintenance and Management Agreement between TICC, TUC as anchor lessees and the Fund as a lessor (“Amended and Restated FOC Master Lease, Operation and Management Agreement”) for the details of leased properties.

- d) Properties from part of the FOC for additional investment no. 4:

**TUC**

- 80 per cent of FOC to be sold by TUC to the Fund under the additional investment no. 4, being the FOC currently used for provision of mobile services in provincial areas with an approximate length of 1,795 km or equivalent to approximately 107,694 core kilometers in capacity (the “TUC FOC for FTTx for Additional Investment No. 4”).

## TICC

- 80 percent of the FOC capacity used under FTTx system (FOC for FTTx) to be sold by Real Move to the Fund under the additional investment no. 4, being (a) the FOC currently used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the BMA with an approximate length of 315 km or equivalent to approximately 40,823 core kilometers in capacity, and (b) the FOC currently used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the provincial area of Thailand with an approximate length of 617 km or equivalent to approximately 37,505 core kilometers in capacity (collectively, the “Real Move FOC for FTTx for Additional Investment No. 4”); and
- 80 percent of the FOC capacity used under FTTx system (FOC for FTTx) to be sold by TICC to the Fund under the additional investment no. 4, being the FOC currently used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the BMA with an approximate length of 2,797 km or equivalent to approximately 109,074 core kilometers in capacity (the “TICC FOC for FTTx for Additional Investment No. 4”),

(collectively, the “Leased Properties”).

The provisions of the Amended and Restated FOC Master Lease, Operation and Management Agreement No.2 with respect to FOC to be sold by Real Move, TUC and TICC to the Fund for additional investment no.4 (the “FOC for Additional Investment No.4”) become effective upon the completion of sale of FOC for Additional Investment No. 4, which is 28th August 2019 (the “Effective Date for Additional Investment No. 4”).

The rental rates for the Leased Properties depend on types of the Leased Properties as set out in the Amended and Restated FOC Master Lease, Operation and Management Agreement No.2 and are subject to applicable discounts and/or appropriate adjustments in accordance with the prescribed terms. The term of the lease, operation and management of Leased Properties is as follows:

a) Properties from part of the Initial Telecom Infrastructure Assets:

- For core FOC and upcountry broadband system which are passive telecommunications equipment, until 31st December 2026 and upon the occurrence of the Effective Date for Additional Investment No. 3 occurs, which is 17<sup>th</sup> May 2018, the term will be extended to expire on 15<sup>th</sup> September 2033; and
- For transmission equipment that is related to the core FOC and upcountry broadband system which are active telecommunications equipment (except for Wifi and DSLAM which shall be leased until 31st December 2018), until 31st December 2021.

- b) Properties from part of the FOC for Additional Investment No. 2, Properties from part of FOC for Additional Investment No. 3 and Properties from part of FOC for Additional Investment No. 4: until 15th September 2033.

The Fund shall not be responsible for the operation and management of any network or the management of any asset. TICC and/or TUC shall be responsible, by itself or through any person it may appoint, for maintaining, operating and managing the Leased Properties and the available FOC in accordance with the service levels set out in the Amended and Restated FOC Master Lease, Operation and Management Agreement No.2 and the rules and regulations of the NBTC.

## **2. Sub-Leased, Operation, Maintenance and Management Agreements**

### **2.1. FOC Sub-Leased, Operation, Maintenance and Management Agreement between TICC as a sub-lessee and the Fund as a sub-lessor ("FOC Sub-Leased, Operation and Management Agreement")**

The objective of the FOC Sub-Leased, Operation and Management Agreement is for the Fund to sub-lease FOC of approximately 7,981 km or equivalent to approximately 303,453 core kilometers in capacity which the Fund obtains the long term lease from AWC and is entitled to utilize by sub-leasing it in accordance with the Long-Term Lease Agreement in Relation to FOC for Additional Investment No. 1 (the "Property Sub-leasable by the Fund"), whereby TICC will sub-lease, operate and manage, for each year, at least the minimum as specified in the FOC Sub-Leased, Operation and Management Agreement (the "Sub-Leased Properties"). The rental rates for the Sub-Leased Properties are as set out in the FOC Sub-Leased, Operation and Management Agreement:

TICC may further sub-lease the Sub-Leased Properties in accordance with the terms and conditions of the FOC Sub-Lease, Operation and Management Agreement.

### **2.2. Amended and Restated FOC Sub-Lease, Operation, Maintenance and Management between TICC as a sub-lessee and the Fund as a sub-lessor ("Amended and Restated FOC Sub- Lease, Operation and Management Agreement")**

The objective of the Amended and Restated FOC Sub- Lease, Operation and Management Agreement is to amend and restate FOC Sub-Leased, Operation and Management Agreement to include the lease of relevant telecommunications infrastructure assets. The leased properties which and TICC sub-leases, operates and manages pursuant to the Amended and Restated FOC Sub- Lease, Operation and Management Agreement consist of:

- a) Properties from part of telecom infrastructure assets for additional investment no. 1: 7,981 km of FOC or equivalent to approximately 303,453 core kilometers in capacity, whereby TICC will sub-lease, operate and manage, for each year, at least the minimum as set out in the Amended and Restated FOC Sub-Lease, Operation and Management Agreement;

- b) Properties from TICC FOC for FTTx for additional investment no. 2: 80 percent of FOC used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the BMA with an approximate length of 670 km or equivalent to approximately 80,014 core kilometers in capacity; and
- c) Properties which the Fund obtains the long-term lease from TICC, being FOC used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the BMA with an approximate length of 12,872 km or equivalent to approximately 619,986 core kilometers in capacity, where by the Fund is entitled to utilize by sub-leasing it in accordance with the the Long-Term Lease Agreement in relation to FOC for Additional Investment No. 3 (the “TICC FOC for FTTx for Additional Investment No. 3”); 80 percent of FOC used under FTTx system (FOC for FTTx) for provision of internet and broadband internet services located in the BMA with an approximate length of 12,872 km or equivalent to approximately 619,986 core kilometers in capacity,

(collectively, the “Sub-Leased Properties”).

The provisions of the Amended and Restated FOC Sub-Lease, Operation and Management Agreement become effective upon the completion of sale of FOC for Additional Investment No. 2, which is 28th November 2017 (the “Effective Date for Additional Investment No. 2”) provided that certain provisions in relation to the FOC to be leased by TICC to the Fund under the Additional Investment No. 3 (the “FOC for Additional Investment No. 3”) will become effective upon the completion of lease of FOC for Additional Investment No. 3, which is 17<sup>th</sup> May 2018 (the “Effective Date for Additional Investment No. 3”).

The rental rates for the Sub-Leased Properties are as set out in the Amended and Restated FOC Sub-Lease, Operation and Management Agreement. The term of the lease, operation and management of Leased Properties is as follows:

- a) Properties from part of telecom infrastructure assets for additional investment no. 1: until 7th December 2026 and upon the occurrence of the Effective Date for Additional Investment No. 3 occurs, which is 17<sup>th</sup> May 2018, the term will be extended to expire on 15<sup>th</sup> September 2033; and
- b) Properties from TICC FOC for FTTx for additional investment no. 2 and Properties from TICC FOC for FTTx for Additional Investment No. 3: until 15th September 2033.

The Fund shall not be responsible for the operation and management of any network or the management of any asset. TICC shall be responsible, by itself or through any person it may appoint, for maintaining (repairing any existing damaged FOC or procuring new FOC of at least the same capacity for replacement), operating and managing the Sub-Leased Properties and the available FOC in accordance with the service levels set out in the Amended and Restated FOC Sub-Lease, Operation and Management Agreement and the rules and regulations of the NBTCL.



**C. Letter of Agreement relating to the HSPA Telecom Infrastructure Assets between TUC TICC and the Fund (“Letter of Agreement relating to the HSPA Telecom Infrastructure Assets”)**

Subject to the closing of the acquisition of the Telecom Infrastructure Assets for Additional Investment No. 3, TUC and TICC agrees to lease the HSPA Telecom Infrastructure Assets which are currently under the revenue sale scheme. Such assets are the current assets of BFKT and AWC which BFKT and AWC are currently selling revenue from the lease of such assets (AWC sells revenue obtained from BFKT and BFKT sells revenue obtained from CAT) to the Fund and such assets will be acquired by the Fund from AWC and BFKT (subject to the Fund’s exercise its call option) after the expiry of the HSPA Equipment-Leasing Agreement, the AWC Leasing Agreement, the Additional AWC Leasing Agreement No. 1 and the Additional AWC Leasing Agreement No. 2 pursuant to the terms of the relevant Assets and Revenue Sale and Transfer Agreements (including the AWC Asset and Revenue Sale and Transfer Agreement for Additional Investment No. 2). The lease term shall be from after the expiry date of the HSPA Equipment- Leasing Agreement, the AWC Leasing Agreement, the Additional AWC Leasing Agreement No. 1 and the Additional AWC Leasing Agreement No. 2, until 15th September 2033 and the amount of assets to be leased shall be further discussed and agreed by the parties, provided that net cash to be generated from those assets will not be less than the amount the Fund is receiving from BFKT and AWC under the net revenue sale scheme in respect of those assets.

**D. Other agreements or letters with the Fund**

**1. Master Services Agreement dated 24th December 2013 between the Telecom Asset Manager and the Fund (as amended and supplemented including pursuant to a supplement agreement dated 5<sup>th</sup> March 2015 and a supplement agreement No. 2 between the Telecom Asset Manager and the Fund) (“Master Service Agreement”)**

The Fund appoints the Telecom Asset Manager as the provider of the following services:

- a) administrative services for the relevant telecommunications infrastructure assets owned by the Fund as set out in the Master Services Agreement (the “Managed Assets”). Such services include, among others, arrangements for site access, site agreement management, monitoring and reporting on annual budgets and forecasts, insurance arrangements and monthly fees (under the Amended and Restated Master Lease, Operation and Management Agreements and any other lease agreements) and invoicing arrangements and any other services to be agreed between the Fund and Telecom Asset Manager (the “Administrative Services”); and
- b) marketing services for the relevant telecommunications infrastructure assets owned by the Fund and allocated to be marketed by the Telecom Asset Manager as set out in the Master Services Agreement (the “Marketing Assets”). Such services include, among others, annual marketing plans to lease out available slots and/or capacities in the relevant Managed Assets and assisting in executions of lease agreements by any new tenant (the “Marketing Services”),

(collectively, the “Services”).

The provision of the Services is regulated by specific performance indicators (“KPIs”) set out in the Master Services Agreement. The KPIs include, among others, controls on spending and income based on budgetary projections, and renewal of site lease agreements. Failure to meet certain KPIs for a specified period shall result in a reduction in charges. The KPIs are annually reviewed and amended by mutual agreement of the parties in accordance with the terms and conditions of the Master Services Agreement. Charges for services are subject to the terms and conditions of the Master Services Agreement.

The term of the Services commenced on the closing of the sale of the Initial Telecom Infrastructure Assets and continue for an initial term of 15 years which ends on 25<sup>th</sup> December 2028 and automatically be extended for a period of five years unless otherwise terminated in accordance with the terms of the Master Services Agreement.

## **2. Lock-up Agreement dated December 24, 2013 between True and the Fund (“Lock-up Agreement”) (as amended including pursuant to an amendment agreement between True and the Fund)**

True undertakes that True Group shall subscribe for and shall hold and maintain, at all times:

- a) from the Fund registration date until the date that is five years from the Fund Registration Date, at least 18 percent of the total Investment Units issued by the Fund under the Initial Public Offering; and
- b) from the date of the registration of first capital increase of the Fund (the “Fund First Capital Increase Date”) until the date that is three years from the Fund Capital Increase Date, the newly issued Investment Units from the first capital increase subscribed by True Group (in aggregate) in the portion of up to 18 percent of all Investment Units newly issued under the offering for the first capital increase; and
- c) from the Fund First Capital Increase Date until the date that is one year from the Fund Capital Increase Date, the newly issued Investment Units from the first capital increase subscribed by True Group in the portion exceeding 18 percent of all Investment Units newly issued under the offering for the first capital increase (if any).
- d) from the date of the registration of second capital increase of the Fund (the “Fund Second Capital Increase Date”) until the date that is three years from the Fund Second Capital Increase Date, the newly issued Investment Units from the second capital increase subscribed by True Group (in aggregate) in the portion of up to 18 percent of all Investment Units newly issued under the offering for the second capital increase; and
- e) from the Fund Second Capital Increase Date until the date that is one year from the Fund Second Capital Increase Date, the newly issued Investment Units from the second capital increase subscribed by True Group in the portion exceeding 18 percent of all Investment Units newly issued under the offering for the second capital increase (if any).

Such lock up requirement shall not restrict the sale and purchase of the Investment Units within True Group. True Group means True and any of its subsidiaries which True directly or indirectly holds not less than 50 percent of the total issued shares in such subsidiaries.

### **3. Letter of Undertaking dated 24th December 2013 by TUC (“Letter of Undertaking”)**

TUC undertakes that from the initial investment date by the Fund until the date on which CAT Telecom commences payments to BFKT pursuant to the HSPA Equipment-Leasing Agreement, it shall pay or procure the payments of the monthly sale revenues to the Fund in accordance with the Asset and Revenue Sale and Transfer Agreement between BFKT and the Fund.

### **4. Letter of Support dated 24th December 2013 by TUC to BFKT**

TUC intends (i) together with its affiliates, to remain the single largest shareholder of BFKT; (ii) not to take or approve any action that would result in BFKT not remaining commercially and financially viable; and (iii) to continue to support BFKT, to the extent permitted by applicable law, with commercially reasonable measures to cause a timely fulfillment of BFKT’s financial and other obligations. With respect to the effective period of the Letter of Support, from the commencement of rental payments by CAT Telecom to BFKT pursuant to the HSPA Equipment-Leasing Agreement until BFKT’s obligations to transfer the net revenues to the Fund are no longer outstanding under the Asset and Revenue Sale and Transfer Agreement between BFKT and the Fund.

The Letter of Support does not represent a legally binding obligation of TUC or a direct or indirect guarantee by TUC to pay or procure payment of the monthly net revenues due to the Fund from BFKT or ensure the distribution of dividends or other amounts under the investment units of the Fund.

For more information in relation to relationship between True Group and Digital Telecommunications Infrastructure Fund, please refer to the prospectus of Digital Telecommunications Infrastructure Fund for offering of its investment units.

# SHAREHOLDERS

## TRUE CORPORATION PUBLIC COMPANY LIMITED MAJOR SHAREHOLDERS<sup>1/</sup> (AS OF 15<sup>th</sup> MARCH 2019)

Name	No. of Shares (Million Shares)	% of Total Issued Shares
1. CP Group <sup>2/</sup>	16,683.72	49.99
2. CHINA MOBILE INTERNATIONAL HOLDINGS LIMITED <sup>3/</sup>	6,006.36	18.00
3. UBS AG HONG KONG BRANCH <sup>4/</sup>	3,008.18	9.02
4. THAI NVDR COMPANY LIMITED <sup>5/</sup>	2,037.72	6.11
5. CREDIT SUISSE AG, SINGAPORE BRANCH <sup>4/</sup>	1,465.47	4.39
6. UBS AG LONDON BRANCH <sup>4/</sup>	525.63	1.58
7. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED <sup>6/</sup>	344.70	1.03
8. STATE STREET EUROPE LIMITED <sup>6/</sup>	244.62	0.73
9. UOB KAY HIAN (HONG KONG) LIMITED - Client Account <sup>3/</sup>	152.94	0.46
10. BUALUANG LONG-TERM EQUITY FUND	116.65	0.35

1/ There is no cross-shareholding between the Company and its major shareholders.

2/ Consisting of

- (1) Charoen Pokphand Group Company Limited ("CPG"), which operates businesses in investment, chemical products import and distribution, and provides technical services, (where the top ten shareholders are Sometjaravanon Company Limited 12.96%, Mrs. Somurai Jarupanich 8.42%, Mr. Dhanin Chearavanont 6.48%, Mr. Nakul Chearavanont 6.00%, C.P. Holding (Thailand) Company Limited 4.53%, Mr. Phongthep Chiaravanont 4.26%, Mr. Manas Chiaravanond 4.22%, Mrs. Somsri Lamsam 4.21%, Mr. Noppadol Chearavanont 3.00%, Mrs. Nuchanart Chiaravanond 3.00% and Mrs. Phatanee Leksisompong 2.11%), held 18.38% of TRUE's shares
- (2) Orient Glory Group Limited which operates business in investment (100% held by CPG), held 8.33% of TRUE's shares
- (3) Glory Summer Enterprises Limited which operates business in investment (100% held by CPG), held 4.38% of TRUE's shares
- (4) Unique Network Company Limited which operates business in investment (41.06% held by Thana Holding Company Limited and 58.94% held by Art Telecom Service Company Limited), held 4.35% of TRUE's shares
- (5) Worth Access Trading Limited which operates business in investment (100% held by CPG Overseas Company Limited), held 3.05% of TRUE's shares.
- (6) Wide Broad Cast Company Limited which operates business in investment (58.55% held by Thana Holding Company Limited and 41.45% held by Telecommunication Network Company Limited), held 2.84% of TRUE's shares
- (7) C.P. Interfood (Thailand) Company Limited which operates businesses in production and wholesale of ready-made meat products (99.99% held by CPG), held 2.25% of TRUE's shares
- (8) Jumbo Kingdom Ventures Limited which operates business in investment (held by Active Business Holding Limited), held 1.56% of TRUE's shares
- (9) C.P.Foods International Limited which operates business in investment (100% held by Charoen Pokphand Foods Public Company Limited ("CPF")), held 1.42% of TRUE's shares
- (10) Charoen Pokphand Holding Company Limited which operates business in investment (99.99% held by CPG), held 0.80% of TRUE's shares
- (11) Bangkok Produce Merchandising Public Company Limited which operates businesses in buying and selling of animal feed raw materials (99.44% held by Charoen Pokphand Foods Public Company Limited ("CPF")), held 0.80% of TRUE's shares
- (12) Kasetphand Industry Company Limited which operates businesses in production and distribution of livestock farming equipment products (99.99% held by CPG), held 0.64% of TRUE's shares
- (13) Creative Light Investments Limited which operates business in investment (100% held by Charoen Pokphand Holding Company Limited), held 0.61% of TRUE's shares
- (14) C.P. Holding (Thailand) Company Limited which operates business in investment (99.99% held by Charoen Pokphand Holding Company Limited), held 0.58% of TRUE's shares and

(All 14 companies do not undertake the same business and compete with TRUE GROUP)

3/ The company is registered under the Law of Hong Kong and invests in the SET without disclosing that its investment is neither for itself nor for others. True is not authorised to request for the aforementioned disclosure.

4/ The company is registered under the Law of Switzerland and invests in the SET without disclosing that its investment is neither for itself nor for others. True is not authorised to request for the aforementioned disclosure.

5/ NVDR is a subsidiary wholly owned by the SET. The NVDR is a security automatically listed by the SET. By investing in NVDRs, the investors receive the same financial benefits, as those who invest directly in the company's ordinary shares. The only difference between investing in the NVDR and the company's ordinary shares is that NVDR holders do not have the rights to vote.

6/ The company is registered under the Law of Great Britain and invests in the SET without disclosing that its investment is neither for itself nor for others. True is not authorised to request for the aforementioned disclosure.

## DIVIDEND POLICY

The Company has a policy to declare dividend at least 50% of its net profits from the Company's Financial Statements subject to statutory reserves and availability of cash and in accordance with the relevant regulations and conditions of its credit facilities.

For the dividend policy of subsidiary companies, Board of Directors considers the dividend payment from the balance of cash flows taking into account the capital expenditure requirements. Subject to the availability of cash flows and a legal reserves, the Board of Directors shall consider the payment of dividends on a case-by-case basis.

## HISTORICAL DIVIDEND PAYMENT

In the past, the Company had paid dividend

1. from its Year 2015 net profits at the rate of Baht 0.06667 per share. The payment was made in two forms, i.e. (1) partially in stock dividend at the rate of 200 existing shares per 3 stock dividends, which was an equivalent of Baht 0.06 per share, and (2) partially in cash dividend at the rate of Baht 0.00667 per share
2. from its Year 2017 net profits at the rate of Baht 0.031 per share and
3. from its Year 2018 net profits at the rate of Baht 0.09 per share.

# MANAGEMENT STRUCTURE

## 1. THE BOARD OF DIRECTORS

The Company's Articles of Association stipulates that the Board of Directors shall consist of not less than 5 directors and not less than one half of them shall reside within the Kingdom. The qualifications of the Company's directors shall be as prescribed by law.

As of 31<sup>st</sup> December 2019, the Company's Board of Directors consisted of 16 directors as follows:

- (1) 3 Executive Directors
- (2) 13 Non-Executive Directors consisted of:
  - 6 Independent Directors, accounting for 37.50 percentage of the total numbers of the board which is in compliance with the regulation of the Capital Market Supervisory Board
  - 7 Directors from various organizations irrelevant to the Company's business management, including representatives of the major Shareholders.

### DEFINITIONS:

**Executive Director** means

A director who holds a management position or engages in the Company's business management.

**Non-Executive Director** means

A director who does not hold a management position and does not engage in the Company's business management, whether or not he or she is an Independent Director.

**Independent Director** means

A director who is independent of any major Shareholders, the group of major Shareholders and the management of any juristic person who is the major Shareholder of the Company including any relationship that would interfere with the exercise of independent judgment and have qualification as prescribed by the regulations of the Stock Exchange of Thailand, Capital Market Supervisory Board and the Corporate Governance Policy of the Company.

The Board of Directors of the Company (as of 31<sup>st</sup> December 2019) was as follows:

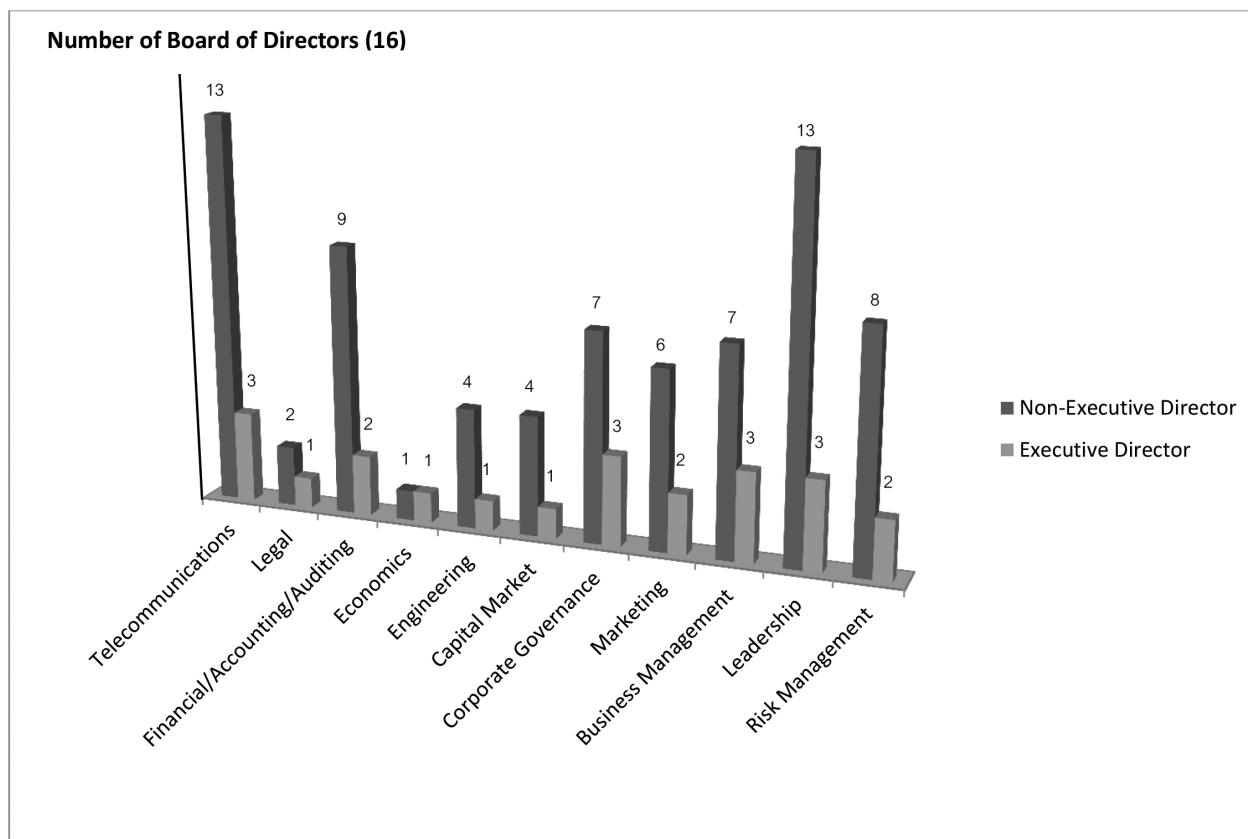
Name			Position
1.	Dr. Kosol	Petchsuwan	Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance Committee
2.	Mr. Joti	Bhokavanij	Independent Director, Chairman of the Audit Committee, Member of the Finance Committee and Member of the Compensation and Nominating Committee
3.	Dr. Harald	Link	Independent Director and Chairman of the Compensation and Nominating Committee
4.	Prof. Rawat	Chamchalerm	Independent Director
5.	Mr. Xu	Genluo	Independent Director
6.	Mrs. Preeprame	Seriwongse	Independent Director and Member of the Audit Committee
7.	Mr. Suphachai	Chearavanont	Chairman of the Board
8.	Dr. Ajva	Taulananda	Vice Chairman, Chairman of the Finance Committee and Member of the Corporate Governance Committee
9.	Dr. Li	Zhengmao	Vice Chairman and Member of the Compensation and Nominating Committee
10.	Dr. Li	Feng	Director and Member of the Finance Committee
11.	Prof. Dr. Warapatr	Todhanakasem	Director, Member of the Finance Committee and Member of the Corporate Governance Committee
12.	Mr. Umroong	Sanphasitvong	Director, Member of the Finance Committee and Member of the Compensation and Nominating Committee
13.	Mr. Vichaow	Rakphongphairoj	Director
14.	Mr. Chatchaval	Jiaravanon	Director
15.	Mr. Narong	Chearavanont	Director
16.	Mr. Adhiruth	Thothaveesansuk	Director

All Directors have qualifications as prescribed by law. None is prohibited person under the laws and does not possess any untrustworthy characteristics under the regulations of the Securities and Exchange Commission (“SEC”).

All Directors perform their duties with dedication and take their responsibilities very seriously. They cooperate on all decisions affecting the Company, entailing major work and responsibility. They attend all meetings except in unavoidable circumstances. Any director who is unable to attend the meetings will notify the Board of their absence in advance while providing their comments on the major agenda items. In addition, the Board of Directors gives priority to attend training courses organized by the Thai Institute of Directors Association (“IOD”).



## SKILL MATRIX OF TRUE BOARD OF DIRECTORS



## AUTHORIZED DIRECTORS

Any two of four directors, namely, Mr. Suphachai Chearavanont, Mr. Chatchaval Jiaravanon, Mr. Vichaow Rakphongphairoj, Mr. Adhiruth Thothaveesansuk jointly sign with the Company's seal affixed. In case of the signing Financial Statements, certified letter of Financial Statements Registration Statement for the offer for sale of securities or any other documents to be submitted to government agencies, the Office of the Securities and Exchange Commission of Thailand, the Stock Exchange of Thailand or Thailand Securities Depository Company Limited, anyone of the aforementioned directors signs with the Company's seal affixed.

## AUTHORITIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- Oversee compliance of the conducting of the Company's business with the applicable laws, objectives and Articles of Association of the Company and resolutions of the Shareholders' meetings. In this regard, the Board shall perform their duty with prudence, due care, in good faith to preserve the interests of the Company and Shareholders, and disclose information to the Shareholders in an accurate, adequate, transparent and timely manner;

- Oversee the Company's Corporate Governance for long-term sustainability;
- Annually review and approve visions, strategy, missions, business plans and financial target and monitor the implementation thereof;
- Evaluate the performance of the Company, Chairman of the Executive Committee and the President (Co);
- Ensure senior management succession;
- Adopt policies regarding business ethics and codes of conduct, disclosure, related party transactions and insider trading, and monitor compliance with those policies adhering to moderation, reasonableness and self-immunity system;
- Oversee compliance with accounting standards, risk management, financial and other controls and applicable laws;
- Provide the process for receiving any complaints and information concerning fraud; and
- Recommend Board nominees to the Shareholders.

With regard to the management of the Company, the Board of Directors has the authority to make any decision related to the Company's regular operations except for matters that require an approval from the Shareholders' meeting as specified by laws. In addition, the Board of Directors may grant its authorization to one or more directors, or any other person, to perform any acts on its behalf. However, for any decision on major operations such as a major investment or a major loan procurement, the management team shall propose the said transactions to the Board of Directors for approval.

## **AUTHORITIES AND RESPONSIBILITIES OF THE CHAIRMAN OF THE BOARD**

- The Chairman has the duties and responsibilities of the chief of the Board of Directors to supervise, follow up and monitor the due performance of the Board of Directors and other Board-committees to achieve business objectives and plans;
- Preside over the Board of Directors' meeting;
- Preside over the Shareholders' meeting and conduct the meeting to be in compliance with the Company's Articles of Association and the Agenda; and
- Perform any duties specified by laws as the duties to be performed by the Chairman.

## **2. COMMITTEE**

### **2.1 AUDIT COMMITTEE**

The Audit Committee of the Company has three years term, as of 31<sup>st</sup> December 2019, the Audit Committee consisted of 3 Independent Directors as follows:

Name		Position
1.	Mr. Joti Bhokavanij	Chairman of the Audit Committee
2.	Dr. Kosol Petchsuwan	Member of the Audit Committee
3.	Mrs. Preeprame Seriwongse	Member of the Audit Committee

Remark:

- Mr. Joti Bhokavanij is knowledgeable and experienced in reviewing the Company's financial statements. Details about his education and working experiences are as appeared in the annual report and the Annual Registration Statement for the Year 2019 ("Report 56-1").
- In the Year 2019, the Audit Committee held 8 meetings, two of which were meetings with the external auditor without the presence of management.

The scope of duties and responsibilities of the Audit Committee:

1. To review the Company's financial reporting process to ensure that it provides accurate and adequate reports;
2. To review the Company's internal control system including risk management and internal audit system to ensure that they are suitable and effective, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;
3. To review the Company's compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, and the laws relating to the Company's business;
4. To review the Company's internal control procedure relating to the compliance with the anti-corruption measure;
5. To consider and make recommendation on the appointment, re-appointment, and removal of an independent person to be the Company's auditor, and to propose the auditing fee, as well as to attend a non-management meeting with an auditor at least once a year;
6. To consider the Connected Transactions, or the transactions that may lead to conflicts of interest, to ensure that they are in compliance with the laws and the regulations of the Stock Exchange of Thailand, and are reasonable and for the highest benefit of the Company;
7. To prepare, and to disclose in the Company's annual report, an Audit Committee's Report which will be signed by the Audit Committee's Chairman and consist of at least the following information:
  - a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
  - b) an opinion on the adequacy of the Company's internal control system,
  - c) an opinion on the compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand, or the laws relating to the Company's business,
  - d) an opinion on the effectiveness of the Company's internal control procedure relating to the compliance with the anti-corruption measure,

- e) an opinion on the suitability of an auditor,
- f) an opinion on the transactions that may lead to conflicts of interests,
- g) the number of Audit Committee meetings, and the attendance of such meetings by each committee member,
- h) overall opinion or observation gained by the Audit Committee from its performance of duties in accordance with the charter, and
- i) any other information which, in the Audit Committee's opinion, should be made known to the shareholders and general investors, within to the scope of duties and responsibilities as assigned by the Company's Board of Directors; and

8. To perform any other acts as required by law or as delegated by the Board of Directors

In this regard, the Company has disclosed the Charter of the Audit Committee on the Company's website [www.truecorp.co.th](http://www.truecorp.co.th) and disclosed the Report of the Audit Committee for the Year 2019 in the annual report, Report 56-1 and on the Company's website.

## 2.2 COMPENSATION AND NOMINATING COMMITTEE

The Compensation and Nominating Committee is responsible for making recommendations to the Board of Directors regarding the compensation of directors, nomination of directors, members of the Board's Committees and the President (Co) and making evaluation performance of Chairman of the Executive Committee and the President (Co) before proposing to the Board of Directors Meeting. As of 31<sup>st</sup> December 2019, the Compensation and Nominating Committee consists of 4 Directors, 2 of which are Independent Directors, 2 are Directors and Chairman of the Compensation and Nominating Committee is an Independent Director. Details are as follows:

Name		Position	
1.	Dr. Harald Link		Chairman of the Compensation and Nominating Committee
2.	Mr. Joti Bhokavanij		Member of the Compensation and Nominating Committee
3.	Dr. Li Zhengmao		Member of the Compensation and Nominating Committee
4.	Mr. Umroong Sanphasitvong		Member of the Compensation and Nominating Committee

In this regard, the Company has disclosed the Charter of the Compensation and Nominating Committee on the Company's website [www.truecorp.co.th](http://www.truecorp.co.th) and disclosed the Report of the Compensation and Nominating Committee for the Year 2019 in the annual report, Report 56-1 and on the Company's website.

## 2.3 FINANCE COMMITTEE

The Finance Committee assists the Board of Directors in overseeing the financial management and performance of the Company. To perform this role, the Finance Committee shall provide opinions and advices to the Board of Directors regarding financial strategies, annual budget, substantial borrowing or indebtedness, securities issuance, acquisitions or disposals of material assets and material investment proposal. As of 31<sup>st</sup> December 2019, the Finance Committee consists of 5 directors, 1 of which is Independent Director, 4 are Directors and 1 finance committee member. Details are as follows:

Name		Position
1.	Dr. Ajva Taulananda	Chairman of the Finance Committee
2.	Mr. Joti Bhokavanij	Member of the Finance Committee
3.	Dr. Li Feng	Member of the Finance Committee
4.	Mr. Umroong Sanphasitvong	Member of the Finance Committee
5.	Prof. Dr. Warapatr Todhanakasem	Member of the Finance Committee
6.	Mr. Yuan Lihua	Member of the Finance Committee

In this regard, the Company has disclosed the Charter of the Finance Committee on the Company's website [www.truecorp.co.th](http://www.truecorp.co.th) and disclosed the Report of the Finance Committee for the Year 2019 in the annual report, Report 56-1 and on the Company's website.

## 2.4 CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee is responsible for assisting the Board of Directors to establish and review the Company's corporate governance policy and Anti-Corruption Policy and Measure as well as ensuring that the Company has a sound and appropriate corporate governance practice. As of 31<sup>st</sup> December 2019, the Corporate Governance Committee consists of 3 Directors, 1 of which is Independent Director and 2 are Directors as follows:

Name		Position
1.	Dr. Kosol Petchsuwan	Chairman of the Corporate Governance Committee
2.	Dr. Ajva Taulananda	Member of the Corporate Governance Committee
3.	Prof. Dr. Warapatr Todhanakasem	Member of the Corporate Governance Committee

In this regard, the Company has disclosed the Charter of the Corporate Governance Committee on the Company's website [www.truecorp.co.th](http://www.truecorp.co.th) and disclosed the Report of the Corporate Governance Committee for the Year 2019 in the annual report, Report 56-1 and on the Company's website.

## The Details of Directors' Attendance in the Year 2019

Name		Board of Directors	Audit Committee	Compensation & Nominating Committee	Finance Committee	Corporate Governance Committee
1. Dr. Kosol	Petchsuwan	6/6	8/8			4/4
2. Mr. Joti	Bhokavanij	6/6	8/8	4/4	4/4	
3. Mrs. Preeprame	Seriwongse	6/6	8/8			
4. Dr. Harald	Link	6/6		4/4		
5. Prof. Rawat	Chamchalerm	6/6				
6. Mr. Xu	Genluo	4/6				
7. Mr. Dhanin	Chearavanont (Resigned on 13 June 2019)	1/2				
8. Mr. Suphachai	Chearavanont	6/6				
9. Dr. Ajva	Taulananda	6/6			4/4	4/4
10. Prof. Athueck	Asvanund (Directorship lasted until 30 April 2019)	2/2				
11. Dr. Li	Zhengmao	1/6		1/4		
12. Dr. Xia	Bing (Resigned on 15 September 2019)	1/3			0/3	
13. Dr. Li	Feng (Appointed on 16 September 2019)	0/2			0/1	
14. Prof. Dr. Warapatr	Todhanakasem	6/6			4/4	4/4
15. Mr. Umroong	Sanphasitvong	6/6		4/4	4/4	
16. Mr. Vichaow	Rakphongphairoj	6/6				
17. Mr. Chatchaval	Jiaravanon	5/6				
18. Mr. Soopakij	Chearavanont (Resigned on 13 June 2019)	1/2		1/2		
19. Mr. Narong	Chearavanont	6/6				
20. Mr. Adhiruth	Thothaveesansuk (Appointed on 30 April 2019)	4/4				

## 2.5 EXECUTIVE COMMITTEE

The Executive Committee is responsible for assisting the Board of Directors to formulate business direction, mission, strategies, business plan and financial goals as approved by the Board of Directors. As of 31<sup>st</sup> December 2019, the Executive Committee consists of the following members:

Name			Position
1.	Mr. Suphachai	Chearavanont	Chairman of the Executive Committee
2.	Mr. Vichaow	Rakphongphairoj	Executive Vice Chairman of the Executive Committee
3.	Mr. Noppadol	Dej-udom	Executive Vice Chairman of the Executive Committee
4.	Mr. Adhiruth	Thothaveesansuk	Executive Vice Chairman of the Executive Committee
5.	Dr. Kittinut	Tikawan	Member of the Executive Committee
6.	Mr. Siripoj	Kunakornphan	Member of the Executive Committee
7.	Mr. Anat	Mekpaiboonvatana	Member of the Executive Committee
8.	Mr. Sarit	Jinnasith	Member of the Executive Committee
9.	Mr. Kachorn	Chiaravanont	Member of the Executive Committee
10.	Dr. Michael	Gryseels	Member of the Executive Committee
11.	Mr. Suphakit	Vuntanadit	Member of the Executive Committee
12.	Mr. William	Harris	Member of the Executive Committee
13.	Miss Yupa	Leewongcharoen	Member of the Executive Committee
14.	Miss Sarinra	Wongsuppaluk	Member of the Executive Committee
15.	Mr. Birathon	Kasemsri Na Ayudhaya	Member of the Executive Committee
16.	Mr. Chestha	Moo-ming	Secretary of the Executive Committee

### THE SCOPE OF DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE:

1. Formulate business direction, mission, strategies, business plan and financial goals and submit to the Board of Directors for approval including ensure President (Co) and Executives have the effective implementation of the Company's business plan in accordance with relevant laws and regulations;
2. Review and approve matters related to the business such as Investments, Asset Acquisition and Distribution, Contingent Liabilities and Borrowing, Budget and Expenditure, Organization Management and Human Resource Matter etc. that subject to authority delegated from the Board of Directors. In addition, Executive Committee has no authority to approve any related party transaction or transaction which may have conflicts of interest with the Company or its subsidiaries, such transaction must be carried out according to relevant laws and regulations;
3. Scrutinize issues and tasks prior to their submission to the Board of Directors for consideration, except where the tasks are under the responsibility or authority of other sub committees, they will be scrutinized by such related Committees prior to being directly submitted to the Board of Directors;

4. Acknowledge of internal audit reports concerning preventive and audit measures. Damage or possible loss which could severely affect the company must be immediately reported by the Group Internal Audit to the Executive Committee; and
5. Consider or approve any issues which are assigned by the Board of Directors.

### 3. THE EXECUTIVE OFFICERS

As of 31<sup>st</sup> December 2019, there were 10 Executive Officers<sup>1/</sup>, namely:

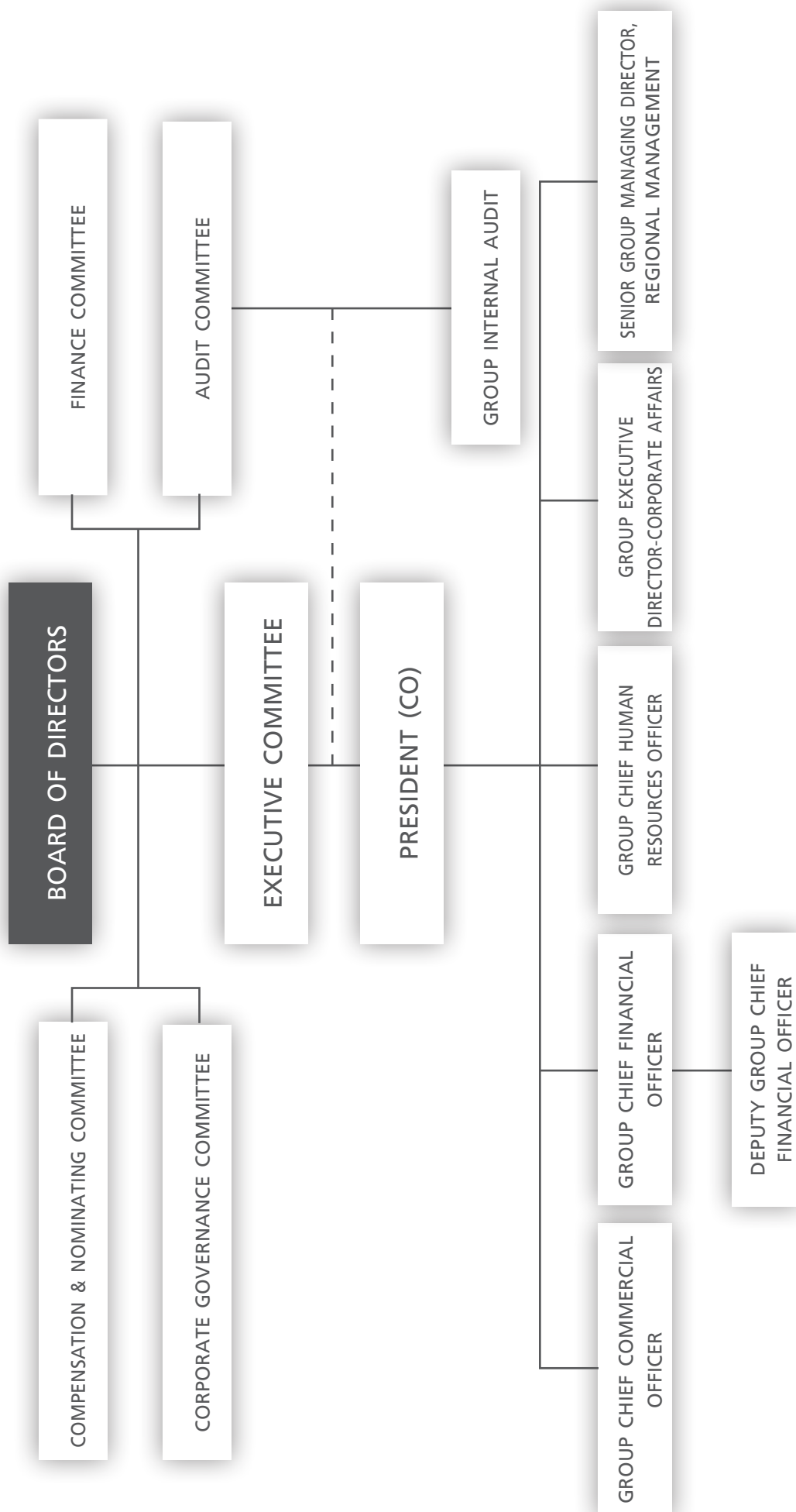
Name		Position
1.	Mr. Anat Mekpaiboonvatana	President (Co)
2.	Mr. Sarit Jinnasith	President (Co)
3.	Mr. Suphakit Vuntanadit	Group Chief Commercial Officer
4.	Mr. Kachorn Chiaravanont	Group Executive Director of Corporate Affairs
5.	Miss Yupa Leewongcharoen	Group Chief Financial Officer
6.	Miss Sarinra Wongsuppaluk	Group Chief Human Resources Officer
7.	Mr. Charoen Limkangwanmongkol	Senior Group Managing Director - Regional Management
8.	Mr. Pakpong Akaniwan	Senior Group Managing Director - Regional Management
9.	Mr. Manat Manavutiveth	Senior Group Managing Director - Regional Management
10.	Mrs. Raksa-orn Tantivess	Deputy Group Chief Financial Officer

Remark: <sup>1/</sup> The term “Executive Officers” in this section is defined in the notification of the Securities and Exchange Commission (the “SEC”) which means the President; persons with managerial authority who are among the top four ranked individuals in the Company, after the President; and all other persons who occupy a position equivalent to the fourth ranking, including persons holding the position of departmental manager or equivalent or higher in accounting or finance.

In this regard, all Executive Officers have qualifications as prescribed by laws do not have any prohibited characteristics under the laws and do not possess any untrustworthy characteristics under regulations of the SEC.



## Management Structure



## AUTHORITIES AND RESPONSIBILITIES OF PRESIDENT (CO)

President (Co) is the highest management position of the Company and appointed by the Board of Directors.

The relationship between the Board of Directors and the management is in the form of collaboration. The Board of Directors acts as the regulator in terms of providing consultation, comments and suggestions to the management, as well as providing support to the operation of the Company's business, and monitoring the management and the Company's performance without interfering with the operation of the Company's business. The President (Co) is responsible for implementing the Board of Directors' policy, and managing and supervising the operation of the Company's business in accordance with the Articles of Association of the Company, the Shareholders' resolutions, the Board of Directors' resolutions, the Company's business direction and relevant legislation.

The authorities and responsibilities of the President (Co) are as follows:

- Formulate business strategies and action plans for the Company according to the Company's business direction and mission as approved by the Board of Directors;
- Ensure the strategic alignment of the Company and the effective implementation of the Company's business plan;
- Direct, control and monitor the Company's day-to-day business and risk management according to the Company's business direction, business plan and budget as approved by the Board of Directors;
- Ensure that the Company conducts its business in accordance with relevant laws and regulations;
- Submit reports on the Company's business activities and operating performance to the Board of Directors on a regular basis. If the Board of Directors provides comments or suggestions to management, the President (Co) will be responsible for executing those comments or suggestions in order to achieve an effective outcome;
- Engage in any contract or agreement and to approve any expenses as a delegation of authority as defined in the Company's policy and guideline on Signing Authority. However, in the case of entering into any related party transaction or transaction which may have conflicts of interest with the Company or its subsidiaries, such transaction must be carried out according to relevant laws and regulations and
- Execute any other tasks assigned by the Board of Directors.

## 4. COMPANY SECRETARY AND THE PERSON SUPERVISING ACCOUNTING

The Board of Directors appointed Mrs. Rangsinnee Sujaritsunchai as a Company Secretary since 27<sup>th</sup> February 2009. The Company Secretary is responsible for providing advice on laws and regulations related to the Board, helping organize the Board's activities, monitoring compliance with the Board's resolutions and undertaking duties as prescribed in the Securities and Exchange Act B.E. 2535 and its amendment. The Company discloses information regarding the Company Secretary in the "Information of the Company Secretary".

Mrs. Raksa-orn Tantivess is currently in the position of Deputy Group Chief Financial Officer. Mrs. Raksa-orn is responsible for supervising accounting. Mrs. Raksa-orn is qualified according to SEC's rules. In this regard, the Company has disclosed information of Deputy Group Chief Financial Officer in the "Information of the Person Supervising Accounting".

## 5. REMUNERATION OF THE COMPANY'S DIRECTORS AND EXECUTIVE OFFICERS

### (1) MONETARY REMUNERATION

#### (1.1) Remuneration of Directors

During 1<sup>st</sup> January - 31<sup>st</sup> December 2019, the 17 directors of the Company were remunerated in the total amount of Baht 29,473,333; details are as follows:

	Remuneration per person (Baht)	Total (Baht)
<b>Group 1</b>		
- Chairman		
• Mr. Dhanin Chearavanont (1 Jan - 12 Jun 19)	1,620,000	
• Mr. Suphachai Chearavanont (14 Jun - 31 Dec 19)	1,970,000	
- Independent Directors who are the Chairman of the Committee		
• Dr. Kosol Petchsuwan Mr. Joti Bhokavanij and Dr. Harald Link	3,600,000	
Total		14,390,000
<b>Group 2</b>		
- Independent Directors who is Committee member		
• Mrs. Preprame Seriwongse	2,400,000	
Total		2,400,000
<b>Group 3</b>		
- Vice Chairman		
• Dr. Ajva Taulananda	1,800,000	
• Professor Athueck Asvanund (1 Jan - 29 April 19)	600,000	
Total		2,400,000
<b>Group 4</b>		
- Independent Directors		
• Professor Rawat Chamchalerm and Mr. Xu Genluo	1,200,000	
- Directors		
• Mr. Chatchaval Jiaravanon, Mr. Umroong Sanphasitvong, Mr. Vichaow Rakphongphairoj, Prof. Dr. Warapatr Todhanakasem	1,200,000	
Mr. Narong Chearavanont Mr. Adhiruth Thothaveesansuk (1 May - 31 Dec 19)	800,000	
Mr. Soopakij Chearavanont (1 Jan - 12 Jun 19) and	540,000	
Mr. Suphachai Chearavanont (1 Jan - 13 Jun 19)	543,333	
Total		10,283,333
<b>Grand Total</b>		<b>29,473,333</b>

#### (1.2) Directors' Remuneration received from subsidiaries

- None -

### **(1.3) Executive Officers' Remuneration**

The 12 executives received remuneration totaling Baht 194.74 million in the Year 2019 (from 1<sup>st</sup> January 2019 to 31<sup>st</sup> December 2019) comprising salary, performance pay and other benefits.

## **(2) OTHER REMUNERATION**

### **(2.1) Directors' Remuneration**

- None -

### **(2.2) Executive Officers' Remuneration**

#### **(2.2.1) Provident Fund**

The Company provides provident fund plan for its Executive Officers which requires the Company to make monthly contribution to the fund at 3-7% of the Executive Officers' salary. In 2019, the Company made contributions for 12 Executive Officers in the aggregate amount of Baht 8.74 million.

#### **(2.2.2) Employee Joint Investment Program Year 2017 - 2020 ("EJIP")**

The Company has implemented the EJIP which is a long-term incentive plan with a period of 4 years (including Silent Period), starting from 1<sup>st</sup> January 2017 to 31<sup>st</sup> December 2020. Eligible Executive Officers must have working period until the initial contribution date of not less than 3 years. The Company deducts from payroll of eligible Executive Officers who voluntarily join the program in each month until the end of the program period as follows:

- (1) The Company deducted from payroll of eligible Executive Officers for President and MD or equivalent level at the rate of 5% on a monthly basis. The Company contributed 10% of the Executive Officers' salary.
- (2) The Company deducted from payroll of eligible Executive Officers for Director or equivalent level at the rate of 3% or 5% on a monthly basis. The Company contributed in the equivalent rate of the Executive Officers' contribution, and
- (3) The Company deducted from payroll of eligible Executive Officers for Deputy Director or equivalent at the rate of 3% on a monthly basis. The Company contributed 3% of the Executive Officers' salary.

In 2019, 11 Executive Officers joined the program and the Company made contributions in the aggregate amount of Baht 13.76 million.

#### **(2.2.3) Employee Joint Investment Program Year 2020 - 2022 ("EJIP")**

The Company has implemented the EJIP which is a long-term incentive plan with a period of 3 years, starting from 1<sup>st</sup> January 2020 to 31<sup>st</sup> December 2022. Eligible Executive Officers must have working period until the initial contribution date of not less than 1 year. The Company will deduct from payroll of eligible employees who voluntarily join the program in each month until the end of the program period as follows:

- (1) The Company will deduct from payroll of eligible employees for President and MD or equivalent level at the rate of 5% on a monthly basis. The Company will contribute 10% of the employee salary.
- (2) The Company will deduct from payroll of eligible employees for Director or equivalent level at the rate of 3% or 5% on a monthly basis. The Company will contribute in the equivalent rate of the employee contribution.
- (3) The Company will deduct from payroll of eligible employees for who are selected as top performer of critical position of Associate Director at the rate of 3% on a monthly basis. The Company will contribute 3% of the employee salary.

## (2) COMPENSATION POLICY

The Company has a policy to pay directors' remuneration as the fixed compensation. The remuneration of directors of the Company is monthly remuneration determined on individual positions basis. The Company pays no other form of remuneration such as meeting allowance and bonus or gratuity, to directors. The Company proposed the agenda on remunerations of directors to the AGM regularly on an annual basis. The Compensation and Nominating Committee reviewed the appropriateness of the remunerations of directors, taking into consideration the performance standards of the same industry, as well as the experience, duties and responsibilities of directors. For the remuneration of each type of director, the Company disclosed in the Annual Report and Report 56-1 under the Topic of "Corporate Governance".

For remuneration for the executives, the Company has policy to pay remuneration executives taking into account the obligations and responsibilities of each executive and at suitable rates by comparing with the same type of business, with consideration of financial performance, long-term strategic performance. The executives' compensation structure comprises of salary, performance pay and other benefits, which includes provident funds and employee joint investment program.

## 6. PERSONNEL

As of 31<sup>st</sup> December 2019, the total number of employees was as follows:

Work Group and Classification	Number of Employees
Management	446
IT & Network Operation	902
Marketing & Sales	470
Customer Services & Service Area	1,092
Professionals (Finance, Accounting, Legal, HR)	450
Support	502
Total	3,862

Source: The Company

## EMPLOYEES' REMUNERATION AND WELFARE

### (1) Monetary Remuneration

- Monthly Salary
- Annual Performance Pay: between zero and 4 times the monthly salary, subject to the Company's performance and financial status.
- Retirement: the employee must be aged 60 years or can take early retirement with agreement between the Company and the employee. Severance pay will be paid according to the labor law.
- From 1<sup>st</sup> January - 31<sup>st</sup> December 2019, the total remuneration for employees was approximately Baht 5,664.04 million, comprising wages and salaries of Baht 3,949.63 million, bonuses of Baht 835.55 million, social security fund of Baht 66.69 million, provident fund of Baht 235.90 million, and other benefits of Baht 578.27 million.

### (2) Welfare

- Health Plans and Employee Welfare
  - In-house Clinic
  - Annual Medical Check-up
  - New Employees' Medical Check-up
  - Group Health Insurance
  - Group Accident Insurance
  - Group Life Insurance
  - Social Security Fund
  - Provident Fund
- Annual Leave

The employee shall be entitled to paid annual leave of 10, 12 or 15 working days per calendar year depending on the seniority of their position or their number of years of service as follows:

- Assistant Director or equivalent level and upwards: 15 working days
- Below Assistant Director or equivalent level:
  - a) Past probation to less than 3 years 10 working days
  - b) 3 years upwards to less than 5 years 12 working days
  - c) 5 years upwards 15 working days

## 7. EMPLOYEE TRAINING AND DEVELOPMENTS

According to the higher level of competitions and the dramatic changes in the industry, the Company is aware of the importance to up-skill and re-skill our employees to make sure that they stay in the level of competitive capability to leverage their performance in current jobs or be agile to move to any positions strategically needed in the Company. In order to serve this purpose, the learning and development approach must be transformed from 'traditional training' in classroom to be 'learning ecosystem' with learner centric. The ecosystem is designed as learning journey including learning process for learners to transfer knowledge into their jobs, knowledge management system with platform that learners can access and review knowledge anywhere and anytime, and

learning measurement mechanism to monitor and measure the learner's competency growth. The ultimate goal is to make sure that our employees are not just equipped with knowledge but also with skills needed to sustainably grow and contribute to the Company's success.

To serve this learning approach transformation, the department taking care of people development has also been transformed from 'Learning & Development Center' to 'Center of People Growth & Care' with the missions to grow our people (People Growth) and to take care of their well-being (People Care). This department includes functions with specific purposes; Leadership & Corporate Academy for core competency and leadership competency development, Technology Academy for digital skills and thinking skills development, Network Academy for network functional skills development, Learning Platform & Analytics for learning management system and e-learning platform development, and Plook Rak for employee's happiness, engagement, and well-being management.

In 2019, the Company has operated over 2,477 training programs with 18,277 employees attending, 72,168 training mandays, and 93 million baht as people development expenses. The training programs includes 1) functional skills development programs, 2) core competency development programs such as problem solving, process improvement, creative thinking, effective communication, and professional presentation, 3) leadership competency development such as leading at the speed of trust, situational leadership, strategic thinking, strategic decision making, and coaching skill.

In addition to the above programs, there were strategic people development initiatives to specifically serve the Company's strategic moves during the year:

- 1) Strategic Project & Leadership Development 2020 with modular organization and O2O ecosystem mission. Over 800 talents from various business units were selected to join the program and sent to areas all over Thailand. The mission was to develop and execute area business plan to leverage market share, built True ecosystem, and develop their leadership in the same times. This is the real up-skilling and re-skilling program for employees to get out from comfort zone and learn the Company's business. At the end of the program, over 190 employees received career opportunities to be promoted and grow in other career paths.
- 2) Digital skill development. With the mission to equip digital capability in the Company, the Data Analytics Capability Development Program has been initiated with the collaboration with True Digital Academy to build data analytics awareness for over 100 Directors and Chiefs and develop over 200 selected Data Champions to exercise data analytics practice for strategic decision making in their business units. In addition, the program is expanded to roll out to develop over 300 employees in regions over the country.
- 3) People Manager Development Program. This program was initiated with the purpose to develop all line managers to be people manager with the right mindset and skill to put the right man on the right job, develop capability, measure performance, and build performance through team. It was designed with gamification approach to make it easy and fun before successfully rolling out for over 900 managers throughout the country.
- 4) Strategic Functional Skill Development Integration. During the year, the Company has initiated a strategic product group which a number of newly recruited special forces must be developed to successfully support this execution. Functional skill training program series for both sales and network were redesigned and

integrated to ensure that new sales workforces are equipped with product knowledge and selling skills and network technicians can install the new products professionally.

- 5) 5G Technology Knowledge for Employees. A training program on 5G technology was initiated for employees to be aware of impacts to the Company's new business and the new way of working. The training was conducted for over 1,100 employees using hologram technology for the first time in the Company.

These continuous improvements and initiatives on people development have contributed to the Company to be announced the winning award of Top Employer Thailand 2020 from Top Employers Institute Netherland for two consecutive years, where the Company is the only Thai company in telecommunication industry to receive this award. In addition, the Company also achieved number 1 score for Down Jones Sustainable Indices for two consecutive years with 100% score in Human Capital Development segment.



## INFORMATION OF DIRECTORS, EXECUTIVE OFFICERS, CONTROLLING PARTIES, THE PERSON TAKING THE HIGHEST RESPONSIBILITY IN FINANCE AND ACCOUNTING, THE PERSON SUPERVISING ACCOUNTING AND COMPANY SECRETARY (AS OF 31<sup>ST</sup> DECEMBER 2019)

### DIRECTORS

MR. JOTI BHOKAVANIJ

INDEPENDENT DIRECTOR, CHAIRMAN OF THE AUDIT COMMITTEE, MEMBER OF THE FINANCE COMMITTEE AND MEMBER OF THE COMPENSATION AND NOMINATING COMMITTEE

AGE 77 YEARS

DATE OF APPOINTMENT

22<sup>nd</sup> December 1999

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)

Ordinary share:

- Individual : - None -
- Spouse : - None -



DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)

TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Fellow of the Association of Chartered Certified Accountants, England

Programme for Management Development, Harvard Business School, USA

Marketing Management Programme, Stanford University, Graduate School of Business, USA

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)

Director Accreditation Program (DAP)

Chairman 2000

Director Certification Program (DCP)

IOD National Director Conference 2012 - Moving Corporate Governance Forward : Challenge for Thai Directors  
 Monitoring the Quality of Financial Reporting (MFR)  
 Successful Formulation & Execution of Strategy (SFE)  
 How to Measure the Success of Corporate Strategy (HMS)  
 Monitoring Fraud Risk Management (MFM)  
 Monitoring the Internal Audit Function (MIA)  
 Monitoring the System of Internal Control and Risk Management (MIR)  
 CG Forum 2/2015 : Board's and Management's Responsibilities on Internal Control  
 IOD Seminar: Nomination Committee Best Practice Guideline  
 IOD Seminar: Audit Committee Forum

## MAJOR EXPERIENCE

### True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Sep 2017 - Present	Independent Director and Chairman of the Audit Committee, True Corporation Public Company Limited
Feb 2011 - Present	Member of the Finance Committee and Member of the Compensation and Nominating Committee, True Corporation Public Company Limited
1999 - Sep 2017	Independent Director and Member of the Audit Committee, True Corporation Public Company Limited
2002 - Oct 2017	Director, True Move Company Limited Director, Bangkok Inter Teletech Public Company Limited

### Positions held in Other Organizations in the Last Year

#### Other Listed Companies in the Stock Exchange of Thailand

Aug 2019 - Present	Independent Director, Chairman of the Audit Committee, and Chairman of the Nomination and Remuneration Committee, Siam Makro Public Company Limited
Aug 2016 - Aug 2019	Member of the Corporate Governance Committee, Siam Makro Public Company Limited
2013 - Aug 2019	Independent Director and Member of the Audit Committee, Siam Makro Public Company Limited
2013 - Present	Chairman, Bangkok Ranch Public Company Limited
2012 - Dec 2019	Independent Director, Loxley Public Company Limited
2012 - Apr 2018	Member of the Audit Committee, Loxley Public Company Limited

#### Non - Listed Companies in the Stock Exchange of Thailand

2009 - Apr 2019	Director, Thai Smart Card Company Limited
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**DR. KOSOL PETCHSUWAN**

**INDEPENDENT DIRECTOR, MEMBER OF THE AUDIT  
COMMITTEE AND CHAIRMAN OF THE CORPORATE  
GOVERNANCE COMMITTEE**

**AGE 80 YEARS**

**DATE OF APPOINTMENT**

11<sup>th</sup> February 1993

**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**

Ordinary share:

- Individual : - None -
- Spouse : - None -



**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**

TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Doctor of Philosophy (Engineering), Imperial College London

Bachelor of Engineering, Imperial College London

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

Director Accreditation Program (DAP)

Director Certification Program (DCP)

Audit Committee Program (ACP)

Role of the Chairman Program (RCP)

Financial Institutions Governance Program (FGP)

Finance for Non-Finance Directors (FND)

Monitoring Fraud Risk Management (MFM)

Monitoring of the Quality of Financial Reporting (MFR)

Monitoring the Internal Audit Function (MIA)

Monitoring the System of Internal Control and Risk Management (MIR)

Chartered Director Class (R-CDC)

Audit Committee Effectiveness Seminar: What Works Best – Global Practices vs. Practices in Thailand

2012 Theme: Innovative Approaches to Create Value for Business and Society

IOD Director Briefing 1/2013 Thailand's Economic Outlook 2013

IOD Tea Talk : “Effective Regulation and Corporate Governance in Asia”  
 The 2<sup>nd</sup> National Director Conference 2013 “Board Leadership Evolution”  
 IOD Director Briefing 2/2014 : The Four Pillars of Board Effectiveness  
 Directors Forum 2014 : Family Business Governance of Sustainability  
 Improving Corporate Governance Key to Advancing Thailand (the 3<sup>rd</sup> National Director Conference 2014)  
 CG Forum 2/2015 : Board’s and Management’s Responsibilities on Internal Control  
 Thailand Competitiveness Conference 2015 : Building Competitive Thailand for Sustainability and Inclusiveness  
 National Director Conference 2017 “Steering Governance in a Changing World”  
 Updated COSO Enterprise Risk Management : Integrating with Strategy and Performance  
 Learn, unlearn and relearn - Audit Committee in the Age of Disruption  
 National Director Conference 2019, Board of the Future  
 Audit Committee Forum 2019, “Strategic Audit Committee: Beyond Figure and Compliance”

## MAJOR EXPERIENCE

### True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Jun 2011 - Present	Chairman of the Corporate Governance Committee, True Corporation Public Company Limited
Dec 1999 - Present	Independent Director and Member of the Audit Committee, True Corporation Public Company Limited

### Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

2014 - Present	Member of the National Legislative Assembly
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**DR. HARALD LINK****INDEPENDENT DIRECTOR AND CHAIRMAN OF THE  
COMPENSATION AND NOMINATING COMMITTEE****AGE 65 YEARS****DATE OF APPOINTMENT**1<sup>st</sup> March 2010**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**Ordinary share:

- Individual : 1,805,050 shares (0.01%)
- Spouse : - None -

**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**TRUETUC

- |                         |                         |
|-------------------------|-------------------------|
| - Individual : - None - | - Individual : - None - |
| - Spouse : - None -     | - Spouse : - None -     |

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Honorary Doctor of Business Administration (Management), Rajamangala University of Technology Srivijaya  
MBA, St. Gallen University, Switzerland

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

Director Accreditation Program 03/2016

**MAJOR EXPERIENCE**True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

- |                     |  |
|---------------------|--|
| Sep 2017- Present   | Independent Director and Chairman of the Compensation and<br>Nominating Committee, True Corporation Public Company Limited |
| Mar 2010 - Sep 2017 | Independent Director, True Corporation Public Company Limited  |

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- |                    |   |
|--------------------|---|
| Jul 2017 - Present | Chairman, B. Grimm Power Public Company Limited               |
| 1998 - Present     | Independent Director, Siam City Cement Public Company Limited |

Non - Listed Companies in the Stock Exchange of Thailand

- |                |                                       |
|----------------|---------------------------------------|
| 1987 - Present | Chairman, B. Grimm Group of Companies |
| Present        | Director, Carrier Ltd.                |
|                | Director, Siemens Ltd.                |
|                | Director, Merck Ltd.                  |

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**PROF. RAWAT CHAMCHALERM**

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**INDEPENDENT DIRECTOR**

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AGE 75 YEARS

**DATE OF APPOINTMENT**

1<sup>st</sup> March 2010



**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**

Ordinary share:

- Individual : 511,138 shares (0.00%)
- Spouse : 76,728 shares (0.00%)

**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**

TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Master Degree of Laws, Chulalongkorn University

Bachelor of Laws, Thammasat University

Barrister at Law, Thai Bar Association

Degree: National Defence College, Joint Public-Private Course (Class 1)

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

Director Accreditation Program (DAP)

Director Certification Program (DCP)

**MAJOR EXPERIENCE**

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Mar 2010 - Present Independent Director, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

2013 - Present Chairman of the Board and Independent Director,  
Sino-Thai Engineering and Construction Public Company Limited

Present Independent Director, Loxley Public Company Limited

Independent Director, Sermsook Public Company Limited

Independent Director, Siam Makro Public Company Limited

Advisor, Bangkok Airways Public Company Limited

## Non - Listed Companies in the Stock Exchange of Thailand

Present	Chairman of the Committee to Examine the Draft Legislations and Legal Matters for Proposal Submitted to Cabinet Chairman of the Criminal Procedure Code Adjustment Committee Chairman of the Legal Committee, the Thai Red Cross Organ Donation Center Property Management Committee, the Thai Red Cross Society Advisor, AP Honda Co., Ltd. Vice Chairman, Don Muang Tollway Public Company Limited Adjunct Professor, Faculty of Law, Chulalongkorn University Adjunct Professor, Institute of Legal Education Thai Bar Association Adjunct Professor, Master Degree, Mahidol University Adjunct Professor, Doctoral, Bangkokthonburi University Adjunct Professor, Faculty of Law, Mae Fah Luang University Lecturer in Justice Affairs, the Ministry of Justice Lecturer in Department of Special Investigation, the Ministry of Justice Lecturer in Administration Development, the Ministry of Interior of Thailand
2004 - Present	Special Lecturer, Office of the Attorney General, Ministry of Interior of Thailand Advisor, Athletic Association of Thailand Patron : His Majesty the King Expert Member in Law, Special Committee in the Council of State
2002 - Present	Director, Thai National Food Commission Chairman of the Ethics Committee, National Bureau of Agricultural Commodity and Food Standards
2001 - Present	Director, Board of Directors on Disclosure of Information Member of the Council of State, Office of the Council of State
1995 - Present	Director, National Olympic Committee of Thailand

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**MR. XU GENLUO**

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**INDEPENDENT DIRECTOR**

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AGE 61 YEARS

**DATE OF APPOINTMENT**

2<sup>nd</sup> September 2014



**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**

Ordinary share:

- Individual : - None -
- Spouse : - None -

**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**

TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Electronics Major, Hangzhou Institute of Electronic Engineering

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

- None -

**MAJOR EXPERIENCE**

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

2014 - Present Independent Director, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

Present Director, Thai-Chinese Rayong Industrial Services Co., Ltd.

Sep 2018 - Present Executive Director and Senior Adviser, Thai - Chinese Rayong Industrial Realty Development Co., Ltd.

2014 - Present President, Holley Holding (Thailand) Co., Ltd.

2007 - Present Vice-Chairman, Chinese-Thai Enterprise Association

2007 - Sep 2018 President, Thai - Chinese Rayong Industrial Realty Development Co., Ltd.



**MRS. PREEPRAME SERIWONGSE****INDEPENDENT DIRECTOR AND MEMBER  
OF THE AUDIT COMMITTEE****AGE 64 YEARS****DATE OF APPOINTMENT**15<sup>th</sup> September 2017**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**Ordinary share:

- Individual : - None -
- Spouse : - None -

**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Master of Science in Computer Information System (MIS), (Outstanding Performance Certificate)

Assumption University (ABAC)

Bachelor of Science in Statistics, Faculty of Commerce and Accountancy, Chulalongkorn University

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

Director Certification Program (DCP)

Tea Talk 1/2018 "Dealing with Cyber Risk in the Boardroom"

Advanced Audit Committee Program (AACP 30/2018)

Boards that Make a Difference 2019

Defining Boardroom Culture / An Imperative of A High-Performing Leadership

**MAJOR EXPERIENCE**True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Present Independent Director and Member of the Audit Committee,  
True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

2007 - 2018 Director and Chairman of the Audit Committee,  
Thai Smart Card Company Limited

2010 - 2018 Advisor, Gosoft (Thailand) Company Limited

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**MR. SUPHACHAI CHEARAVANONT\***

**CHAIRMAN OF THE BOARD AND  
CHAIRMAN OF THE EXECUTIVE COMMITTEE**

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AGE 52 YEARS

**DATE OF APPOINTMENT**

11<sup>th</sup> February 1993

**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**

Ordinary share:

- Individual : 9,361,087 shares (0.03%)
- Spouse : 1,930,255 shares (0.01%)



**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**

TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

**FAMILY RELATIONSHIP**

Mr. Narong Chearavanont's younger brother

**EDUCATION**

Honorary Doctorate degree in Business Management, Khon Kaen University

Honorary Doctorate degree in Marketing, Rajamangala University of Technology Isan

Honorary Doctorate degree in Mass Communications, Ramkhamhaeng University

Bachelor of Business Administration in Financial Management, Boston University, USA

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

Director Accreditation Program (DAP) 92/2011

**MAJOR EXPERIENCE**

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

True Corporation Public Company Limited

Jun 2019 - Present Chairman of the Board

Feb 2017 - Present Director and Chairman of the Executive Committee

1999 - Feb 2017 Director, President and Chief Executive Officer

True's Subsidiaries

Present Director and Chief Executive Officer, True Visions Group Company Limited

Director, Satellite Service Company Limited

Director, Panther Entertainment Company Limited

\* Authorized Director

Present	Director, True Music Company Limited Director, TRUE4U Station Company Limited Director, Cineplex Company Limited Director, True Media Solutions Company Limited Director, True Move H Universal Communication Company Limited Director, True Incube Company Limited Director, K.I.N. (Thailand) Company Limited
2006 - Dec 2018	Director, BEBOYDCG Company Limited
1993 - May 2018	Director, Telecom Holding Company Limited
2010 - Mar 2017	Chief Executive Officer, True Move H Universal Communication Company Limited
Apr 2001 - Oct 2017	Chief Executive Officer, True Move Company Limited
Apr 2001 - Oct 2017	Director, Bangkok Inter Teletech Public Company Limited
1995 - Jan 2017	Director, True Internet Company Limited
1999 - 2015	Director, K.I.N. (Thailand) Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

Present	Vice Chairman, CP All Public Company Limited Vice Chairman, Charoen Pokphand Foods Public Company Limited
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Non - Listed Companies in the Stock Exchange of Thailand

Present	Chairman, Global Compact Network Thailand (GCNT) Independent Committee for Education Reform (ICER) Member in the public and private sectors committee for driving the nation's economy under Public-Private Collaboration Project Team Leader of private sectors working group for basic education and leadership development Director of the Telecommunications Association of Thailand under the Royal Patronage (TCT) Director, Magnolia Finest Corporation Limited
2019 - Present	Advisor of the E-Learning Association of Thailand
Oct 2019 - Present	Chairman of the Digital Council of Thailand
Jan 2019 - Present	Executive Director of Thai-KOSEN Institutes
Jul 2017 - Present	President, The Thai Federation of ICT Technology Association (TFIT)
2017 - Present	Advisor, The Thai Chamber of Commerce Advisor, The University Council of the University of the Thai Chamber of Commerce Chief Executive Officer, Charoen Pokphand Group Company Limited
2016 - Present	Chairman, Steering Committee, UN Global Compact Local Network in Thailand
2015 - Present	Vice Chairman, Charoen Pokphand Group Company Limited
2010 - Present	Director and Advisor of Master of Science Program and Doctor of Philosophy Program in Technopreneurship and Innovation Management (TIP), Chulalongkorn University Advisor to Executive Chairman of Rajaprajanugroh Foundation Director of Ramathibodi Foundation
2008 - Present	Member of Management Committee on Nation-wide Strategic Approach Eye Provisioning Project
2006 - Present	Chairman of the Sub Committee for Fund Raising Thai Red Cross Eye Bank Member of the Thai Red Cross Eye Bank Committee
2000 - Present	Chairman, Freewill Solutions Company Limited

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**DR. AJVA TAULANANDA**

**VICE CHAIRMAN OF THE BOARD, CHAIRMAN  
OF THE FINANCE COMMITTEE AND MEMBER  
OF THE CORPORATE GOVERNANCE COMMITTEE**

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**AGE 81 YEARS**

**DATE OF APPOINTMENT**

11<sup>th</sup> February 1993

**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**

Ordinary share:

- Individual : - None -
- Spouse : 135,601 Shares (0.00%)



**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**

TRUE

- Individual : - None -
- Spouse : 10,000 units

TUC

- Individual : - None -
- Spouse : 35,000 units

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Honorary Doctorate in Management, The University of Thai Chamber of Commerce

Honorary Doctorate in Engineering, Ramkhamhaeng University

Honorary Doctorate in Engineering, Chulalongkorn University

Doctorate in Industrial Engineering and System, Illinois Institute of Technology, USA

Master of Industrial Engineering, Iowa State of University, USA

Bachelor of Industrial Engineering, Chulalongkorn University

Special Certificate: Public – Private Joint Defence curriculum, Class 1, The National Defence College of Thailand

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

Director Accreditation Program (DAP)

Chairman 2000

Director Certification Program (DCP)

**MAJOR EXPERIENCE**

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

- |                 |   |
|-----------------|---|
| Present         | Vice Chairman of the Board, True Corporation Public Company Limited   |
|                 | Chairman of the Finance Committee and Member of the Corporate Governance Committee, True Corporation Public Company Limited |
|                 | Director, Telecom Holding Company Limited   |
|                 | Director, True E-Logistics Company Limited  |
| 2009 – Jan 2017 | Director, True Internet Corporation Company Limited   |

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

1992 - 2017 Vice Chairman, Charoen Pokphand Group Company Limited

Present Chairman, Board of Trustee of Thailand Management Association

**DR. LI ZHENGMAO****VICE CHAIRMAN OF THE BOARD AND MEMBER  
OF THE COMPENSATION AND NOMINATING COMMITTEE**

AGE 57 YEARS

DATE OF APPOINTMENT

2<sup>nd</sup> September 2014NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)Ordinary share:

- Individual : - None -
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

PhD in Radio Engineering Department, Southeast University of China

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)

- None -

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

2014 - Present                      Vice Chairman of the Board and Member of the Compensation and  
Nominating Committee, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

2009 - Present                      Vice President, China Mobile Communications Corporation

Present                                Director &amp; Deputy General Manager, China Mobile Communications Co., Ltd.

Non-Executive Director, China Communications Services Corporation Ltd.

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**DR. LI FENG**

**DIRECTOR AND MEMBER OF THE FINANCE COMMITTEE**

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**AGE 51 YEARS**

**DATE OF APPOINTMENT**

16<sup>th</sup> September 2019

**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**

Ordinary share:

- Individual : - None -
- Spouse : - None -



**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**

TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Doctoral degree in Computer Software Theory, Shandong University

Master's degree in Communications and Electronic System, Nanjing University of Posts and Telecommunications

Bachelor degree in Wireless Communications, Nanjing University of Posts and Telecommunications

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

- None -

**MAJOR EXPERIENCE**

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Sep 2019 - Present                      Director and Member of the Finance Committee,  
True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

Aug 2016 - Present                      Chairman & Chief Executive Officer, China Mobile International Limited  
Chairman, China Mobile Hong Kong Company Limited

Dec 2013 - Jul 2016                      Chairman & General Manager, China Mobile Group Jiangxi Company Limited

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**PROF. DR. WARAPATR TODHANAKASEM**     **DIRECTOR, MEMBER OF THE FINANCE  
COMMITTEE AND MEMBER OF THE  
CORPORATE GOVERNANCE COMMITTEE**

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AGE 70 YEARS

**DATE OF APPOINTMENT**

1<sup>st</sup> March 2012

**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**

Ordinary share:

- Individual: 282,572 shares (0.00%)
- Spouse : - None -



**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**

TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Ph.D. in Business Economics, University of Illinois, Urbana-Champaign, USA

M.S. in Economics, University of Illinois, Urbana-Champaign, USA

M.B.A. in Finance, Kellogg School of Management, Northwestern University, Evanston, Illinois, USA

B.Econ. (1<sup>st</sup> Class Honor), Thammasat University

LL.B., Thammasat University

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

Director Certification Program (DCP)

Director Accreditation Program (DAP)

The Role of Chairman (RCM)

Role of the Compensation Committee (RCC)

**MAJOR EXPERIENCE**

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

- |                    |  |
|--------------------|--|
| Sep 2017 - Present | Member of the Corporate Governance Committee,<br>True Corporation Public Company Limited |
|--------------------|--|

2012 - Present                      Director and Member of the Finance Committee,  
True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

2010 - Present                      Independent Director, Khon Kaen Sugar Industry Public Company Limited

2009 - Present                      Chairman and Independent Director, Prinsiri Public Company Limited

2013 - Present                      Director, Amata Vn Public Company Limited

Non - Listed Companies in the Stock Exchange of Thailand

June 2012 - Present                Director, Institute of Research and Development for Public Enterprises  
of Thailand (IRDPT)

2010 - Present                      Chairman, Pantavanij Company Limited



**MR. UMROONG SANPHASITVONG**
**DIRECTOR, MEMBER OF THE FINANCE  
COMMITTEE AND MEMBER OF THE  
COMPENSATION AND NOMINATING COMMITTEE**

AGE 67 YEARS

DATE OF APPOINTMENT

16<sup>th</sup> November 2001
**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**
Ordinary share:

- Individual : 1,859,983 shares (0.01%)
- Spouse : 5,271 shares (0.00%)


**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**
TRUETUC

- |                         |                             |
|-------------------------|-----------------------------|
| - Individual : - None - | - Individual : 30,000 units |
| - Spouse : 2,000 units  | - Spouse : 6,000 units      |

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Master of Accounting, Thammasat University

Bachelor of Accounting, Thammasat University

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

Director Certification Program (DCP)

Company Secretary

Board Performance Evaluation

DCP Refresher

IOD National Director Conference 2012 – Moving Corporate Governance Forward: Challenge for Thai Directors

Role of the Compensation Committee

Ethical Leadership Program

IT Governance

**MAJOR EXPERIENCE**True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

- |                |  |
|----------------|--|
| Present        | Member of the Finance Committee and<br>Member of the Compensation and Nominating Committee,<br>True Corporation Public Company Limited |
| 2001 - Present | Director, True Corporation Public Company Limited  |

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

Present                                      Director, CP All Public Company Limited  
   Director, Siam Makro Public Company Limited

Non - Listed Companies in the Stock Exchange of Thailand

Present                                      Deputy Group CFO, Charoen Pokphand Group Company Limited  
   Member of the Executive Committee,  
   Charoen Pokphand Group Company Limited  
   Director, CPPC Public Company Limited  
   Director, C.P. Lotus Corporation  
   Director, ICONSIAM Company Limited  
   Director, The Icon Siam Residences Corporation Limited  
   Director, The Icon siam Superlux Residence Corporation Limited  
   Director, The Iconsiam Chaopraya River Holdings Company Limited  
   Director, Ascend Group Company Limited  
   Director, Asia Freewill Company Limited  
   Director, Suksapiwat Company Limited  
   Director, OHT Company Limited  
   Director, Siam River Holdings Company Limited  
   Director, Siam Makro Holding (Thailand) Ltd.

**MR. VICHAOW RAKPHONGPHAIROJ\*****DIRECTOR AND EXECUTIVE VICE CHAIRMAN  
OF THE EXECUTIVE COMMITTEE**

AGE 62 YEARS

DATE OF APPOINTMENT

30<sup>th</sup> November 2000NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)Ordinary share:

- Individual : 3,462,680 shares (0.01%)
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)TRUETUC

- |                            |                             |
|----------------------------|-----------------------------|
| - Individual : 3,000 units | - Individual : 12,000 units |
| - Spouse : - None -        | - Spouse : 600 units        |

FAMILY RELATIONSHIP

- None -

EDUCATION

Master of Business Administration, Pepperdine University, USA

Master of Electrical Engineering, University of Wisconsin, USA

Bachelor of Electrical Engineering, Arizona State University, USA

TRAINING

Senior Executives on Justice Administration Program (No. 15)

Capital Market Academy Leader Program (No. 14)

Advanced Security Management Program : ASMP (No. 7)

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)

Director Certification Program (DCP No. 16)

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Mar 2019 - Present	Director and Executive Vice Chairman of the Executive Committee, True Corporation Public Company Limited
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Feb 2017 - Feb 2019	Director and President (Co), True Corporation Public Company Limited
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\* Authorized Director

May 2016 - Feb 2017	Director and Deputy Chief Executive Officer, True Corporation Public Company Limited
Present	Director, True Move H Universal Communication Company Limited Director, True E-Logistics Company Limited Director, Telecom Holding Company Limited Director, True Touch Company Limited Director, Cineplex Company Limited Director, True Visions Group Company Limited Director, True Incube Company Limited Director, True Digital Park Company Limited
May 2018 - Present	Director, True Distribution & Sales Company Limited
Jul 2013 - Sep 2018	Director, Telecom Asset Management Company Limited
May 2006 - Apr 2018	Director, True Move Company Limited
Apr 2006 - Apr 2018	Director, Bangkok Inter Teletech Public Company Limited
2014 - May 2016	Director and Group Chief Operating Officer - Network Quality and Operation & Maintenance Broadband, Mobile, CATV, True Corporation Public Company Limited
2012 - 2013	Director and Group Chief Operating Officer - Network Quality and Operation and Maintenance, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

Present	Chairman of Executive Committee, Pantavanij Company Limited Chairman of Executive Committee, Freewill Solutions Company Limited Member of the Executive Board, Charoen Pokphand Group Company Limited
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**MR. CHATCHAVAL JIARAVANON\*****DIRECTOR**

AGE 58 YEARS

**DATE OF APPOINTMENT**11<sup>th</sup> February 1993**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**Ordinary share:

- Individual : 1,918,881 shares (0.01%)
- Spouse : - None -

**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**TRUE

- Individual : - None -
- Spouse : 20,000 units

TUC

- Individual : - None -
- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Bachelor of Business Administration, University of Southern California, USA

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

Director Accreditation Program (DAP)

Corporate Governance for Capital Market Intermediaries (CGI)

**MAJOR EXPERIENCE**True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

1993 - Present	Director and Managing Director - Group Investment, True Corporation Public Company Limited
2000 - Present	President and CEO, Telecom Holding Company Limited
Present	Director, K.I.N. (Thailand) Company Limited Director, Panther Entertainment Company Limited Director, Satellite Service Company Limited Director, True E-Logistics Company Limited Director, True Media Solutions Company Limited Director, True Visions Group Company Limited Director, Cineplex Company Limited
2009 - Feb 2017	Director, True Internet Corporation Company Limited

\* Authorized Director

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

Present	Chairman of Risk Management Committee, WP Energy Public Company Limited
Nov 2014 - Present	Director, WP Energy Public Company Limited
Present	Nomination and Compensation Committee, SVI Public Company Limited
Feb 2017 - May 2019	Member of the Audit Committee, SVI Public Company Limited
2013 - Present	Independent Director, SVI Public Company Limited
2007 - Present	Chairman, Finansia Syrus Securities Public Company Limited
Present	Chairman of Nomination Committee and Member of Compensation Committee, Fraser Property (Thailand) Public Company Limited
2001 - Present	Independent Director and Member of the Audit Committee, Fraser Property (Thailand) Public Company Limited (formerly : Ticon Industrial Connection Public Company Limited)
2000 - Present	Director, AEON Thana Sinsap (Thailand) Public Company Limited

Non - Listed Companies in the Stock Exchange of Thailand

Present	Chairman, Thai Kodama Company Limited
	Director, ECHO Autoparts (Thailand) Company Limited
	Director, CPPC Public Company Limited
	Director, WP Gas Company Limited
	Director, WP Solutions Company Limited
	Director, WP Sollar Company Limited
1990 - 2018	Director, Metro Machinery Company Limited

**MR. NARONG CHEARAVANONT****DIRECTOR**

AGE 55 YEARS

**DATE OF APPOINTMENT**29<sup>th</sup> April 2008
**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**
Ordinary share:

- Individual : 304,269 shares (0.00%)

**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**TRUETUC

- Individual : - None -

- Individual : - None -

**FAMILY RELATIONSHIP**

Mr. Suphachai Chearavanont's elder brother

**EDUCATION**

Honorary Doctor of Business Administration, Ramkhamhaeng University

Advance Management Program : Transforming Proven Leaders into Global Executives, Harvard Business School, Harvard University

Bachelor of Science, Major Business Administration, New York University, USA

**TRAINING**

Systematic Innovation of Products, Processes and Services, MIT Sloan Executive Education (2015)

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

Director Accreditation Program (DAP) (2007)

**MAJOR EXPERIENCE**True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

2008 - Present	Director, True Corporation Public Company Limited
2011 - Present	Vice Chairman, SM True Company Limited
2010 - Present	Director, Panther Entertainment Company Limited
2009 - Present	Director, Cineplex Company Limited
	Director, Satellite Service Company Limited
Present	Director and Executive Vice Chairman, True Visions Group Company Limited
	Director, True CJ Creations Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

2013 - Present Director, Siam Makro Public Company Limited

1999 - Present Director, CP All Public Company Limited

Non - Listed Companies in the Stock Exchange of Thailand

Present Senior Vice Chairman, Charoen Pokphand Group Company Limited

Director, Siam Makro Holding (Thailand) Limited

Director, True Iconsiam Company Limited

Director, The Iconsiam Chaopraya River Holdings Company Limited

Director, Siam River Holdings Company Limited

Director, Whizdom Assets Corporation Limited

Director, Whizdom Society Development Corporation Company Limited

Director, Whizdom Landmark Corporation Limited

Governance Committee, Leadership Development Institute

2018 - Present Director, C.P. Pokphand Co., Ltd.

(the company listed in the Stock Exchange of Hong Kong)

2013 - Present Chairman, Charoen Pokphand Import-Export Trading (Shanghai) Co., Ltd.

Director, OHT Company Limited

2011 - Present Director, Chia Tai Qingdao Holdings (Hongkong) Limited

Director, Chia Tai Xiangyang Holdings (Hongkong) Limited

Director, Chia Tai Qingdao Holdings Limited

Director, Chia Tai Xiangyang Holdings Limited

Chairman, The ICON SIAM Superlux Residences Corporation Limited

Chairman, The ICON SIAM Residences Corporation Limited

Vice Chairman, ICONSIAM Company Limited

Senior Executive Assistant to Chairman,

Charoen Pokphand Group "Global Talent Recruitment"

2010 - Present Vice Chairman, Marketing and Distribution Business (Thailand)

Vice Chairman, Marketing and Distribution Business (China)

Vice Chairman, Real Estate & Land Development Business (China)

Vice Chairman, Shanghai Kinghill Limited

2008 - Present Executive Director, CPPC Company Limited

Executive Director, Beston Action Utility Wear (Lianyungang) Co., Ltd.

2007 - Present Senior Vice Chairman, CP Lotus Corporation Company Limited

Senior Vice Chairman, Chia Tai (China) Investment Company Limited



**MR. ADHIRUTH THOTHAVEESANSUK\*****DIRECTOR AND EXECUTIVE VICE CHAIRMAN  
OF THE EXECUTIVE COMMITTEE**

AGE 56 YEARS

DATE OF APPOINTMENT

30<sup>th</sup> April 2019NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)Ordinary share:

- Individual : 7,290,286 shares (0.02%)
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

FAMILY RELATIONSHIP

- None -

EDUCATION

Master's Degree in Finance & Marketing, Indiana University of Pennsylvania, USA  
Bachelor's Degree in Industrial Management, Thammasat University

TRAINING

Capital Market Academy (CMA16)

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)

Director Certification Program (DCP)

Director Accreditation Program (DAP)

Director Diploma of Australian Institution of Director 2005

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

April 2019 - Present	Director, True Corporation Public Company Limited
Dec 2017 - Present	Executive Vice Chairman of the Executive Committee, True Corporation Public Company Limited
Feb 2017 - Dec 2017	President (Co), Operations, True Corporation Public Company Limited
May 2016 - Feb 2017	Group Chief Operating Officer, True Corporation Public Company Limited

\* Authorized Director

2014 - May 2016	Group Chief Information Officer and Group Managing Director - Regional Management, True Corporation Public Company Limited
Present	Director, True E-Logistics Company Limited Director, True Life Plus Company Limited Director, BFKT (Thailand) Limited Director, True United Football Club Company Limited Director, Satellite Service Company Limited Director, Panther Entertainment Company Limited Director, True Music Company Limited Director, Bangkok Inter Teletech Public Company Limited Director, Telecom Holding Company Limited Director, True Move Company Limited Director, True Visions Group Company Limited Director, True Internet Technology (Shanghai) Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

Present                      Member of the Executive Committee, Charoen Pokphand Group Company Limited

## EXECUTIVE OFFICERS

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**MR. ANAT MEKPAIBOONVATANA**
**PRESIDENT (CO)**


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AGE 59 YEARS

DATE OF APPOINTMENT

21<sup>st</sup> February 2012

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)

Ordinary share:

- Individual : 2,423,702 shares (0.01%)
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)TRUETUC

- |                         |                         |
|-------------------------|-------------------------|
| - Individual : - None - | - Individual : - None - |
| - Spouse : - None -     | - Spouse : - None -     |

FAMILY RELATIONSHIP

- None -

EDUCATION

Master of Business Administration (Management), West Coast University, USA

Bachelor of Engineering (Mechanical Engineering), King Mongkut's University of Technology Thonburi

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)

Director Certification Program (DCP), class 272/2019

Board Nomination and Compensation Program, class 8/2019

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Nov 2019 - Present	President (Co), True Corporation Public Company Limited
Nov 2019 - Present	Member of the Executive Committee, True Corporation Public Company Limited
Oct 2018 - Nov 2019	Senior Group Managing Director, Regional Management BMA, True Corporation Public Company Limited
Jan 2018 - Sep 2018	Senior Group Managing Director, Regional Management BMA II, True Corporation Public Company Limited
Jan 2014 - Dec 2017	Group Managing Director - Regional Management True Corporation Public Company Limited
May 2009 - Present	Director, True Distribution & Sales Company Limited

Present	Director, Samut Pakan Media Corporation Company Limited
	Director, Hutchison MultiMedia Services (Thailand) Limited
	Director, Tele Engineering & Services Company Limited
	Director, Cineplex Company Limited
	Director, True Media Solutions Company Limited
	Director, Satellite Service Company Limited
	Director, Panther Entertainment Company Limited
	Director, True GS Company Limited
	Director, Telecom Holding Company Limited
	Director, True Visions Group Company Limited
2012 - 2014	Managing Director, True Visions Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

**MR. SARIT JINNASITH****PRESIDENT (CO)**

AGE 56 YEARS

## DATE OF APPOINTMENT

4<sup>th</sup> June 2019NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)Ordinary share:

- Individual : 643,149 shares (0.00%)

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)TRUETUC

- Individual : 4,000 units

- Individual : 2,000 units

## FAMILY RELATIONSHIP

- None -

## EDUCATION

Master Degree of Science in Computer and Engineering Management, Assumption University  
 Bachelor Degree of Engineering Program in Telecommunications Engineering, King Mongkut's  
 Institute of Technology Ladkrabang

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)

Director Certification Program (DCP)

## MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Nov 2019 - Present	President (Co), True Corporation Public Company Limited
Nov 2019 - Present	Member of the Executive Committee, True Corporation Public Company Limited
Jun 2019 - Present	Group Chief Operating Officer, True Corporation Public Company Limited
Jul 2016 - Jun 2019	Chief Regulatory Officer, True Corporation Public Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

Present Director, Wire &amp; Wireless Company Limited

Oct 2005 - Jul 2016 Managing Director, Wire &amp; Wireless Company Limited

AGE 55 YEARS

**DATE OF APPOINTMENT**

1<sup>st</sup> January 2018



**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**

Ordinary share:

- Individual : 1,123,722 shares (0.00%)
- Spouse : - None -

**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**

TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Master Degree of Business Administration, California University of Pennsylvania, U.S.A.

Bachelor Degree of Economics, Thammasat University

Diploma, National Defence College, The Joint State - Private Sector Course Class 23, Thailand National Defence College

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

Director Certification Program (DCP), class 272/2019

**MAJOR EXPERIENCE**

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Jan 2018 - Present	Group Chief Commercial Officer, True Corporation Public Company Limited
Present	Member of the Executive Committee, True Corporation Public Company Limited
Nov 2012 - Dec 2017	Group Director, Corporate Marketing, True Corporation Public Company Limited
Nov 2018 - Present	Director, True Distribution & Sales Company Limited
May 2018 - Present	Director, True Internet Corporation Company Limited
Aug 2006 - Present	Director, True International Communication Company Limited
2012 - Present	Director, True Life Plus Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

**MR. KACHORN CHIARAVANONT****GROUP EXECUTIVE DIRECTOR - CORPORATE AFFAIRS**

AGE 53 YEARS

**DATE OF APPOINTMENT**21<sup>st</sup> February 2012**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP****(AS OF 31<sup>ST</sup> DECEMBER 2019)**Ordinary share:

- Individual : 453,927 shares (0.00%)
- Spouse : - None -

**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Bachelor Degree in Management, Fairleigh Dickinson University, New Jersey, USA

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS ASSOCIATION (IOD)**

- None -

**MAJOR EXPERIENCE**True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

- |         |  |
|---------|--|
| Present | Group Executive Director - Corporate Affairs,<br>True Corporation Public Company Limited<br>Group Executive Director - Corporate Affairs,<br>True Move H Universal Communication Company Limited<br>Chairman and Director, True United Football Club Company Limited<br>Director, True E-Logistics Company Limited<br>Director, True Distribution & Sales Company Limited<br>Director, Song Dao Company Limited<br>Director, Cineplex Company Limited<br>Director, True Media Solutions Company Limited<br>Director, Satellite Service Company Limited<br>Director, Panther Entertainment Company Limited<br>Director, Telecom Holding Company Limited<br>Director, True Visions Group Company Limited |
|---------|--|

2017 - Present Member of the Executive Committee, True Corporation Public Company Limited

Dec 2000 - Apr 2018 Director, Bangkok Inter Teletech Public Company Limited

Director, True Move Company Limited

2009 - Jan 2017 Director, True Internet Corporation Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

Present Member of the Executive Committee, Charoen Pokphand Group Company Limited

Vice Chairman of the Executive Committee, Thana Telecom Company Limited

Director, CPPC Public Company Limited

Director, Pokphand Enterprise Company Limited

Director, True Leasing Company Limited

Director, True Properties Company Limited

Director, SAIC Motor-CP Company Limited

Director, MG Sales (Thailand) Company Limited

Director, Echo Autoparts (Thailand) Company Limited

Director, Siam Land Flying Company Limited

Director, Whizdom Assets Corporation Limited

Director, Whizdom Society Development Corporation Company Limited

Director, Whizdom Landmark Corporation Limited

Director, True Iconsiam Company Limited

Director, 84 Company Limited

Director, NAVA 84 Company Limited

Director, VNS Property Company Limited

Director, BKI Property Company Limited



**MISS YUPA LEEWONGCHAROEN \*\*****GROUP CHIEF FINANCIAL OFFICER**

AGE 55 YEARS

DATE OF APPOINTMENT

28<sup>th</sup> February 2019

NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)

Ordinary share:

- Individual : 1,125,250 shares (0.00%)
- Spouse : - None -

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)TRUETUC

- |                         |                         |
|-------------------------|-------------------------|
| - Individual : - None - | - Individual : - None - |
| - Spouse : - None -     | - Spouse : - None -     |

FAMILY RELATIONSHIP

- None -

EDUCATION

Master of Business Administration degree, the National Institute of Development Administration (NIDA)

Bachelor's degree in Accounting, Thammasart University

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)

Director Certification Program (DCP 270/2019)

ORIENTATION TRAINING AND CONTINUING DEVELOPMENT COURSE IN ACCOUNTING KNOWLEDGE  
(REFRESH COURSE)

Strategic Financial Leadership Program (SFLP) 2019, held by the Thai Listed Companies Association, total 22 hours

The group of financial reporting standards related to financial instruments program (TAS 32 TFRS 9 and TFRS 7),

approved by the Federation of Accounting Professions Under the Royal Patronage of His Majesty The King, total 6 hours

MAJOR EXPERIENCE IN ACCOUNTING OR FINANCE

True Corporation Public Company Limited and its Subsidiaries

Nov 2019 - Present Group Chief Financial Officer, True Corporation Public Company Limited

Mar 2019 - Nov 2019 Co-Group Chief Financial Officer, True Corporation Public Company Limited

\*\* the Person taking the Highest Responsibility in Finance and Accounting

Sep 2017 - Feb 2019	Deputy Group Chief Financial Officer, True Corporation Public Company Limited
Jan 2017 - Present	Chief Financial Officer, True Move H Universal Communication Company Limited
Jan 2014 - Present	Chief Financial Officer of pay TV business group and online business group

## MAJOR EXPERIENCE

### True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Present	Member of the Executive Committee, True Corporation Public Company Limited
Dec 2019 - Present	Director, True Digital Philippines Inc.
Feb 2019 - Present	Director, True Internet Corporation Company Limited
Nov 2018 - Present	Director, True Distribution & Sales Company Limited
May 2018 - Present	Director, Song Dao Company Limited
2018 - Present	Director, True E-Logistics Company Limited
Dec 2017 - Present	Director, True Move H Universal Communication Company Limited
Dec 2017 - Present	Director, Gold Palace Investments Limited
May 2017 - Present	Director, Golden Light Company Limited
May 2017 - Present	Director, Goldsky Company Limited
2017 - Present	Director, True Digital Group Company Limited (formerly : True Digital & Media Platform Company Limited)
2017 - Present	Director, True Digital Park Company Limited
Dec 2016 - Present	Director, AP&J Production Company Limited
Oct 2016 - Present	Director, True CJ Creations Company Limited
Apr 2015 - Present	Director, True Incube Company Limited
Nov 2014 - Present	Director, True Voice Company Limited
2014 - Present	Director, True Icontent Company Limited
2014 - Present	Director, Asia Wireless Communication Company Limited
Sep 2013 - Present	Director, True Visions Group Company Limited
Sep 2013 - Present	Director, True4U Station Company Limited
Jul 2011 - Present	Director, SM True Company Limited
May 2011 - Present	Director, Tele Engineering & Services Company Limited
May 2011 - Present	Director, True GS Company Limited
Jul 2010 - Present	Director, True United Football Club Company Limited

### Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

**MISS SARINRA WONGSUPPALUK****GROUP CHIEF HUMAN RESOURCES OFFICER**

AGE 50 YEARS

## DATE OF APPOINTMENT

26<sup>th</sup> November 2019
**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**
Ordinary share:

- Individual : 1,066,345 shares (0.00%)
- Spouse : - None -

**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**
TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

## FAMILY RELATIONSHIP

- None -

## EDUCATION

Master of Business Administration (MBA) degree, Assumption University

Business Administration (BBA) degree, majoring in Marketing, Assumption University

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

Director Certification Program (DCP) 2562

## MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Nov 2019 - Present	Group Chief Human Resources Officer, True Corporation Public Company Limited
Present	Member of the Executive Committee, True Corporation Public Company Limited
Nov 2018 - Present	Director, True Distribution & Sales Company Limited
2017 - Present	Director, True Digital Park Company Limited
2017 - 2018	Director, True Digital & Media Platform Company Limited
May 2016 - Dec 2018	Director, Telecom Asset Management Company Limited
May 2016 - Jun 2018	Director, True International Gateway Company Limited
	Director, Hutchison MultiMedia Services (Thailand) Limited
	Director, Hutchison Telecommunications (Thailand) Company Limited
	Director, True Public Communication Company Limited
Dec 2015 - Jun 2018	Director, BFKT (Thailand) Limited
Dec 2015 - Feb 2017	Director, True Internet Corporation Company Limited
Nov 2015 - Jun 2018	Director, True Move H Universal Communication Company Limited

2015 - 2018

Director, Asia Wireless Communication Company Limited

Director, True Information Technology Company Limited

Director, Telecom Holding Company Limited

Director, True Icontent Company Limited

Director, True Life Plus Company Limited

Director, True Vistas Company Limited

2015 - 2017

Director, True Internet Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

**MR. CHAROEN LIMKANGWANMONGKOL****SENIOR GROUP MANAGING DIRECTOR,  
REGIONAL MANAGEMENT**

AGE 56 YEARS

DATE OF APPOINTMENT

26<sup>th</sup> October 2012NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)Ordinary share:

- Individual : 1,801,424 shares (0.01%)
- Spouse : 282,311 shares (0.00%)

DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)TRUETUC

- |                         |                         |
|-------------------------|-------------------------|
| - Individual : - None - | - Individual : - None - |
| - Spouse : - None -     | - Spouse : - None -     |

FAMILY RELATIONSHIP

- None -

EDUCATION

Mini MBA, Chulalongkorn University

Bachelor Degree Business Administration, Assumption University

RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)

Director Certification Program (DCP), class 279/2019

MAJOR EXPERIENCE

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Mar 2019 - Present	Senior Group Managing Director, Regional Management UPC I, True Corporation Public Company Limited
Oct 2018 - Feb 2019	Senior Group Managing Director, Regional Management UPC II (Central & East, West & South), True Corporation Public Company Limited
Jan 2018 - Sep 2018	Senior Group Managing Director, Regional Management BMA I, True Corporation Public Company Limited
Aug 2017 - Dec 2017	Group Chief Commercial Officer, True Corporation Public Company Limited
Feb 2014 - Jul 2017	Group Managing Director - Regional Management, True Corporation Public Company Limited
Present	Managing Director, True Multimedia Company Limited Director, True Life Plus Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

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**MR. PAKPONG AKANIWAN**

**SENIOR GROUP MANAGING DIRECTOR,  
REGIONAL MANAGEMENT**

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**AGE 54 YEARS**

**DATE OF APPOINTMENT**

28<sup>th</sup> February 2019

**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**

Ordinary share:

- Individual : 948,198 shares (0.00%)
- Spouse : - None -



**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**

TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Master Degree of Engineering, South Western Louisiana, USA

Master Degree of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

- None -

**MAJOR EXPERIENCE**

True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

- |                    |   |
|--------------------|---|
| Mar 2019 - Present | Senior Group Managing Director, Regional Management, UPC II |
|                    | True Corporation Public Company Limited                     |
| Present            | Director of Regional Network and Service Operation II,      |
|                    | True Corporation Public Company Limited                     |
|                    | Chief Technical Officer of Network Engineering,             |
|                    | True Corporation Public Company Limited                     |
| 2018 - Present     | Director, Asia Wireless Communication Company Limited       |
| Present            | Director, BFKT (Thailand) Limited                           |

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

**MR. MANAT MANAVUTIVETH****SENIOR GROUP MANAGING DIRECTOR,  
REGIONAL MANAGEMENT****AGE 46 YEARS****DATE OF APPOINTMENT**26<sup>th</sup> November 2019**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP  
(AS OF 31<sup>ST</sup> DECEMBER 2019)**Ordinary share:

- Individual : 155,839 shares (0.00%)
- Spouse : - None -

**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**TRUE

- Individual : - None -
- Spouse : - None -

TUC

- Individual : - None -
- Spouse : - None -

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Master Degree of Electrical Engineering, Syracuse University (M. of Science)

and Electric Engineering, Rensselaer Polytechnic (M. of Science), USA

Bachelor Degree of Engineering (Electrical Engineering), King Mongkut's Institute of Technology Ladkrabang

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS  
ASSOCIATION (IOD)**

- None -

**MAJOR EXPERIENCE**True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Nov 2019 - Present	Senior Group Managing Director, Regional Management, BMA II & East True Corporation Public Company Limited
2018 - Nov 2019	Managing Director (Eastern Regional areas), True Corporation Public Company Limited
2017 - Nov 2018	Managing Director (Central & Eastern Regional areas), True Corporation Public Company Limited
2013 - Present	Director, True Multimedia Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

**THE PERSON SUPERVISING ACCOUNTING (CHIEF ACCOUNTANT) WHO HAS QUALIFICATIONS AND CONDITIONS AS PER THE NOTIFICATION OF THE DEPARTMENT OF BUSINESS DEVELOPMENT**

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**MRS. RAKSA-ORN TANTIVESS**

**DEPUTY GROUP CHIEF FINANCIAL OFFICER**

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AGE 53 YEARS

**DATE OF APPOINTMENT**

1<sup>st</sup> January 2018

**NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31<sup>ST</sup> DECEMBER 2019)**

Ordinary share:

- Individual : 314,598 shares (0.00%)

**DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**

TRUE

- Individual : 1,000 units

TUC

- Individual : 2,500 units

**FAMILY RELATIONSHIP**

- None -

**EDUCATION**

Certified Public Accountant (CPA), Thailand

Master of Science in Computer Information System, University of Miami, Florida, U.S.A.

Post-Graduate Diploma in Auditing, Thammasat University

Bachelor of Accountancy (2<sup>nd</sup> Class Honors) in Accounting, Chulalongkorn University

**TRAINING**

Internal Auditor Training Course I & II, ICAAT

**RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS ASSOCIATION (IOD)**

Director Certification Program (DCP)

**CONTINUING DEVELOPMENT COURSE IN ACCOUNTING KNOWLEDGE (REFRESH COURSE)**

The group of financial reporting standards related to financial instruments program (TAS 32 TFRS 9 and TFRS 7), approved by the Federation of Accounting Professions Under the Royal Patronage of His Majesty The King, total 6 hours

Financial reporting standards related to tangible and intangible assets: recognition, measurement and disclosure requirements, approved by the Federation of Accounting Professions Under the Royal Patronage of His Majesty The King, total 6 hours

PwC Thailand's 2019 Symposium: "Connecting the dots: Managing corporate challenges in 2020 and beyond" - Financial Reporting Update, approved by the Federation of Accounting Professions Under the Royal Patronage of His Majesty The King, total 6.30 hours



**MAJOR EXPERIENCE IN ACCOUNTING**True Corporation Public Company Limited and its Subsidiaries (in the past 5 years)

Nov 2019 - Present	Deputy Group Chief Financial Officer, True Corporation Public Company Limited
Jan 2018 - Nov 2019	Director, Group Controller, True Corporation Public Company Limited
Dec 2016 - Dec 2017	Acting Chief Quality and Internal Control, True Corporation Public Company Limited
Sep 2009 - Nov 2016	Deputy Director, Controller Mobile, True Move Company Limited

Positions held in Other Organizations in the Last Year

Other Listed Companies in the Stock Exchange of Thailand

- None -

Non - Listed Companies in the Stock Exchange of Thailand

- None -

## COMPANY SECRETARY

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MRS. RANGSINEE SUJARITSUNCHAI

COMPANY SECRETARY

---

AGE 54 YEARS

### DATE OF APPOINTMENT

27<sup>th</sup> February 2009

### NUMBER AND PERCENTAGE OF TRUE SHARE OWNERSHIP (AS OF 31<sup>ST</sup> DECEMBER 2019)

#### Ordinary share:

- Individual : - None -
- Spouse : - None -

### DEBENTURE HOLDING IN TRUE OR SUBSIDIARIES (AS OF 31<sup>ST</sup> DECEMBER 2019)

#### TRUE

- Individual : - None -
- Spouse : - None -

#### TUC

- Individual : - None -
- Spouse : - None -

### FAMILY RELATIONSHIP

- None -

### EDUCATION

Master of Science (Accounting), Thammasat University

Bachelor of Accounting, Chulalongkorn University

### RELATED TRAINING PROGRAMS HELD BY THE THAI INSTITUTE OF DIRECTORS ASSOCIATION (IOD)

Company Secretary Program 19/2006 (CSP)

Effective Minutes Taking 5/2006 (EMT)

Corporate Governance and Social Responsibilities 1/2007 (CSR)

Anti-Corruption : The Practical Guide (ACPG 5/2013)

Anti-Corruption : The Practical Guide (ACPG 32/2016)

### MAJOR EXPERIENCE

#### True Corporation Public Company Limited

2009 - Present	Company Secretary
2001 - Present	Secretary to the Audit Committee
	Secretary to the Compensation and Nominating Committee
	Secretary to the Corporate Governance Committee
	Assistant to the Secretary to the Finance Committee
2001 - 2009	Deputy Company Secretary
2000 - 2001	Assistant General Counsel - SEC & SET Compliance

# SECURITIES HOLDING OF THE COMPANY'S DIRECTORS AND EXECUTIVES AS AT 31<sup>ST</sup> DECEMBER 2019

Name	Ordinary shares (shares)			
	As at 31 Dec 2018	Changes in 2019	As at 31 Dec 2019	
			Number of shares	%
1. Dr. Kosol Petchsuwan	-	Acquisition -	-	-
		Disposition -		
Spouse and minor children	-	Acquisition -	-	-
		Disposition -		
2. Mr. Joti Bhokavanij	-	Acquisition -	-	-
		Disposition -		
Spouse and minor children	-	Acquisition -	-	-
		Disposition -		
3. Dr. Harald Link	1,266,974	Acquisition 538,076	1,805,050	0.01
		Disposition -		
Spouse and minor children	-	Acquisition -	-	-
		Disposition -		
4. Prof. Rawat Chamchaleram	417,842	Acquisition 93,296	511,138	0.00
		Disposition -		
Spouse and minor children	76,728	Acquisition -	76,728	0.00
		Disposition -		
5. Mr. Xu Genluo	-	Acquisition -	-	-
		Disposition -		
Spouse and minor children	-	Acquisition -	-	-
		Disposition -		
6. Mrs. Preeprame Seriwongse	-	Acquisition -	-	-
		Disposition -		
Spouse and minor children	-	Acquisition -	-	-
		Disposition -		
7. Mr. Suphachai Chearavanont	7,783,084	Acquisition 1,578,003	9,361,087	0.03
		Disposition -		
Spouse and minor children	1,930,255	Acquisition -	1,930,255	0.01
		Disposition -		
8. Dr. Ajva Taulananda	-	Acquisition -	-	-
		Disposition -		
Spouse and minor children	135,601	Acquisition -	135,601	0.00
		Disposition -		
9. Dr. Li Zhengmao	-	Acquisition -	-	-
		Disposition -		
Spouse and minor children	-	Acquisition -	-	-
		Disposition -		

Name	Ordinary shares (shares)			
	As at 31 Dec 2018	Changes in 2019	As at 31 Dec 2019	
			Number of shares	%
10. Dr. Li Feng	-	Acquisition - Disposition -	-	-
Spouse and minor children	-	Acquisition - Disposition -	-	-
11. Prof. Dr. Warapatr Todhanakasem	201,947	Acquisition 80,625 Disposition -	282,572	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
12. Mr. Umroong Sanphasitvong	1,744,804	Acquisition 115,179 Disposition -	1,859,983	0.01
Spouse and minor children	5,271	Acquisition - Disposition -	5,271	0.00
13. Mr. Vichaow Rakphongphairoj	2,702,500	Acquisition 760,180 Disposition -	3,462,680	0.01
Spouse and minor children	-	Acquisition - Disposition -	-	-
14. Mr. Chatchaval Jiaravanon	1,504,237	Acquisition 414,644 Disposition -	1,918,881	0.01
Spouse and minor children	-	Acquisition - Disposition -	-	-
15. Mr. Narong Chearavanont	304,269	Acquisition - Disposition -	304,269	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
16. Mr. Adhiruth Thothaveesansuk <sup>1/</sup>	-	Acquisition - Disposition -	7,290,286	0.02
Spouse and minor children	-	Acquisition - Disposition -	-	-
17. Mr. Anat Mekpaiboonvatana	2,009,059	Acquisition 414,643 Disposition -	2,423,702	0.01
Spouse and minor children	-	Acquisition - Disposition -	-	-
18. Mr. Sarit Jinnasith <sup>2/</sup>	-	Acquisition - Disposition -	643,149	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
19. Mr. Suphakit Vuntanadit	639,650	Acquisition 484,072 Disposition -	1,123,722	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-

Name	Ordinary shares (shares)			
	As at 31 Dec 2018	Changes in 2019	As at 31 Dec 2019	
			Number of shares	%
20. Mr. Kachorn Chiaravanont	263,882	Acquisition 190,045 Disposition -	453,927	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
21. Ms. Yupa Leewongcharoen <sup>3/</sup>	-	Acquisition - Disposition -	1,125,250	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
22. Ms. Sarinra Wongsuppaluk <sup>4/</sup>	-	Acquisition - Disposition -	1,066,345	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
23. Mr. Charoen Limkangwanmongkol	1,355,682	Acquisition 445,742 Disposition -	1,801,424	0.01
Spouse and minor children	282,311	Acquisition - Disposition -	282,311	0.00
24. Mr. Pakpong Akaniwan <sup>5/</sup>	-	Acquisition - Disposition -	948,198	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
25. Mr. Manat Manavutiveth <sup>6/</sup>	-	Acquisition - Disposition -	155,839	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-
26. Mrs. Raksa-orn Tantivess	185,623	Acquisition 128,975 Disposition -	314,598	0.00
Spouse and minor children	-	Acquisition - Disposition -	-	-

Remark :

<sup>1/</sup> On 30<sup>th</sup> April 2019, the Annual General Meeting of Shareholders for the Year 2019 passed a resolution to appoint Mr. Adhiruth Thothaveesansuk as a Director of the Company.

<sup>2/</sup> On 4<sup>th</sup> June 2019, Mr. Sarit Jinnasith was appointed as “Executives” defined by the Securities and Exchange Commission.

<sup>3/</sup> On 28<sup>th</sup> February 2019, Ms. Yupa Leewongcharoen was appointed as “Executives” defined by the Securities and Exchange Commission.

<sup>4/</sup> On 26<sup>th</sup> November 2019, Ms. Sarinra Wongsuppaluk was appointed as “Executives” defined by the Securities and Exchange Commission.

<sup>5/</sup> On 28<sup>th</sup> February 2019, Mr. Pakpong Akaniwan was appointed as “Executives” defined by the Securities and Exchange Commission.

<sup>6/</sup> On 26<sup>th</sup> November 2019, Mr. Manat Manavutiveth was appointed as “Executives” defined by the Securities and Exchange Commission.

REPORT ON THE DIRECTORS' SHAREHOLDING IN THE COMPANY'S SUBSIDIARIES  
AS OF 31<sup>ST</sup> DECEMBER 2019

<div> <div>Director</div> <div>Company</div> </div>	Mr. Suphachai Chearavanont		Dr. Ajva Taulananda		Mr. Vichaow Rakphongphairoj		Mr. Chatchaval Jiaravanon	
	Change in 2019	Outstanding Share(s)	Change in 2019	Outstanding Share(s)	Change in 2019	Outstanding Share(s)	Change in 2019	Outstanding Share(s)
Telecom Holding Co., Ltd.	-	1	-	-	-	-	-	-
True E-Logistics Co., Ltd.	-	1	-	1	-	1	-	-
True Touch Company Limited	-	1	-	1	-	1	-	1
True Multimedia Co., Ltd.	-	1	-	1	-	1	-	1
Asia Wireless Communication Co., Ltd.	-	1	-	1	-	1	-	1
True Distribution & Sales Co., Ltd.	-	1	-	-	-	-	-	-
BFKT (Thailand) Limited	-	1	-	-	-	-	-	-
True Visions Group Co., Ltd.	-	-	-	-	-	1	-	-
True Move H Universal Communication Co., Ltd.	-	-	-	-	-	1	-	-
Telecom Asset Management Co., Ltd.	-	-	-	-	-	1	-	-

**DIRECTORSHIP OF THE COMPANY'S DIRECTORS AND SENIOR EXECUTIVES IN  
SUBSIDIARIES AND ASSOCIATED COMPANIES (AS OF 31<sup>ST</sup> DECEMBER 2019)**

Name		TRUE	Subsidiaries / Associated Companies																																									
			AP&J	AWC	BKKT	BITCO	CNP	Golden Light	Goldsky	GPI <BVI>	HMSTL	K.I.N. <BVI>	PTE	SD	SM	SMT	SSV	TCJ	TDG	TDPH	TDPK	TDS	TE	TEL	TGS	TH	TIC	TICC	TICT	TIS	TLP	TM	TMD	TMV	True Incube	True Music	True4U	TT	TUC	TUFC	TV	TVG		
1. Dr. Kosol	Petchsuwan	ID																																										
2. Mr. Joti	Bhokavanij	ID																																										
3. Dr. Harald	Link	ID																																										
4. Prof. Rawat	Chamchalerm	ID																																										
5. Mr. Xu	Genluo	ID																																										
6. Mrs. Preeprame	Seriwongse	ID																																										
7. Mr. Suphachai	Chearavanont	C				/					/	/					/																/		/	/	/		/				/	
8. Dr. Ajva	Taulananda	VC																					/		/																			
9. Dr. Li	Zhengmao	VC																																										
10. Dr. Li	Feng	/																																										
11. Prof. Dr. Warapatr	Todhanakasem	/																																										
12. Mr. Umroong	Sanphasitvong	/																																										
13. Mr. Vichaow	Rakphongphairoj	/				/														/	/		/	/								/		/	/	/	/	/	/	/	/	/	/	/
14. Mr. Chatchaval	Jiaravanon	/				/					/	/				/							/	/		/	/				/												/	/
15. Mr. Narong	Chearavanont	/				/					/				/	/	/	/																									/	/
16. Mr. Adhiruth	Thothaveesansuk	/			/	/					/					/							/	/	/	/			/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
17. Mr. Anat	Mekpaiboonvatana	E				/			/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
18. Mr. Sarit	Jinnasith	E																																										
19. Mr. Suphakit	Vuntanadit	E																		/					/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
20. Mr. Kachorn	Chiaravanont	E				/					/	/				/					/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
21. Miss Yupa	Leewongcharoen	E	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
22. Miss Sarinra	Wongsuppaluk	E																	/	/																								
23. Mr. Charoen	Limkangwanmongkol	E																												/	/													
24. Mr. Pakpong	Akaniwan	E	/	/																																								
25. Mr. Manat	Manavutiveth	E																												/														
26. Mrs. Raksa-orn	Tantivess	*																																										

ID = Independent Director    C = Chairman    VC = Vice Chairman    / = Director    E = Executive    \* = Chief Accountant

# CORPORATE GOVERNANCE

## 1. CORPORATE GOVERNANCE POLICY

The Company fully recognizes the importance of corporate governance and established its “Policy on Corporate Governance” in 2002. This is regularly modified to take account of changes in the Company’s business. It is also kept in line with the corporate governance-related laws and regulations and Corporate Governance Code for listed companies 2017 issued by the Securities and Exchange Commission to international standards. The details of Policy on Corporate Governance are posted on the Company’s website at [www.truecorp.co.th](http://www.truecorp.co.th).

## 2. THE BOARD’S COMMITTEES

The Committees of the Board of Directors consists of 5 committees as follows:

- 1) Audit Committee
- 2) Compensation and Nominating Committee
- 3) Finance Committee
- 4) Corporate Governance Committee
- 5) Executive Committee

The details of all Sub Committees are disclosed in topic “Management Structure”.

## 3. NOMINATION AND APPOINTMENT OF DIRECTORS AND TOP EXECUTIVES

### 1) INDEPENDENT DIRECTOR

The procedure for nominating an Independent Director of the Company is the same as the nomination of other directors of the Company, details of which are summarized in Item 2). Nonetheless, a person who will served as the Company’s independent director must be independent of any major shareholder, the group of major shareholders and the management of any juristic person who is the major shareholder of the Company including free from any other relationship that would interfere with the exercise of independent judgment and holds qualifications defined in the Corporate Governance Policy of the Company (which are more rigorous than that defined by the Capital Market Supervisory Board in area of shareholding percentage). Details are as follows:

- (1) holding shares *not* exceeding 0.75 percent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, principal shareholder or controlling person of the Company, including the shares held by related persons of the independent director;
- (2) *neither* being *nor* having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, principal



shareholder or controlling person of the Company unless the foregoing status has ended *not* less than two years prior to the date of appointment;

- (3) *not* being a person related by blood or registration under laws i.e. father, mother, spouse, sibling, and child, including spouse of the children; of other directors, executives, major shareholders, controlling persons, or persons to be nominated as director executive or controlling persons of the Company or its subsidiary;
- (4) *not* having a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, in the manner which may interfere with his or her independent judgment, and *neither* being *nor* having been a principal shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company unless the foregoing relationship has ended *not* less than two years prior to the date of appointment.

The term “business relationship” aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning rules on connected transactions *mutatis mutandis*. The combination of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

- (5) *neither* being *nor* having been an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person of the Company, and *not* being a principal shareholder or controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the Company unless the foregoing relationship has ended *not* less than two years from the date of appointment;
- (6) *neither* being *nor* having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiary, affiliate, major shareholders or controlling person of the Company, and *neither* being *nor* having been a principal shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended *not* less than two years from the date of appointment;
- (7) *not* being a director who has been appointed as a representative of the Company’s director, major shareholder or shareholders who are related to the major shareholder;
- (8) *not* operate any business which has the same nature as and is in significant competition with the business of the Company or subsidiary, or not being a principal partner in any partnership, or not being an executive director, employee, staff, or advisor who receives salary; or holding shares *not* exceeding one per cent of the total number of voting rights of any other company operating business which has the same nature as and is in significant competition with the business of the Company or subsidiary;

- (9) *not* having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs;
- (10) After having been appointed as independent director with qualifications complying with the criteria under the above (1) to (9), the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its parent company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of the Company on the condition that such decision must be a collective one;
- (11) In case of any person *either* having *or* having had a business relationship or professional service exceeding the amount under the above (4) or (6), such person shall be waived from the prohibition concerning *neither* having *nor* having had a business relationship or professional service by the Board of Directors' approval only if the Company provides the opinion of the Board of Directors which perform duty under Section 89/7 of the Securities and Exchange Act B.E. 2535 that the appointment of such person does not impact his or her independent judgment and the Company shall disclose the information required by the Capital Market Supervisory Board in the notice of shareholders' meeting in the agenda for election of such independent director.

All Independent Directors of the Company are genuinely independent and are not authorized signatories binding the Company. All Independent Directors are qualified according to the regulations of the Capital Market Supervisory Board and the Policy on Corporate Governance of the Company.

## 2) DIRECTORS

Directors are elected in replacement of the directors who are retired by rotation on an annual basis. In this regard, the Company provides opportunities to minority shareholders to nominate directors nominees in advance of the Annual General Meeting of the Shareholders by using the form provided by the Company and sending it by registered mail to the Company within the specified period. The Company posts details, rules as well as procedures thereof on the Company's website [www.truecorp.co.th](http://www.truecorp.co.th).

The Compensation and Nominating Committee is responsible for appraising the qualifications of persons proposed as directors (including independent directors) of the Company in light of the significant prestige, experience required, an overall understanding of telecommunications technologies and industry and qualifications in line with the Company's business strategies to fill the role and with full qualifications required by law and without prohibition and trustworthy characteristics as per notification of the Office of Securities and Exchange Commission. The Committee's deliberations are presented to the Board of Directors for consideration and approval in case of replacement. In case of election of Directors in place of those who are retired by rotation or proposing additional Directors, the Board of Directors will present the relevant information, together with the Compensation and Nominating Committee's opinion, to the Shareholders' Meeting for consideration and approval.

The election of Directors has the following rules and methods:

- (1) The Company requires an election of directors to replace the Directors who are retired by rotation in order to comply with the law and the Articles of Association of the Company together with the Good Corporate Governance Principles. The Company provides opportunities for the minority shareholders to propose director nominees in advance of the meeting for the Compensation and Nominating Committee's consideration.
- (2) The Compensation and Nominating Committee shall consider and select the candidate who has experience, knowledge and qualification as specified in the Corporate Governance Policy of the Company and present the opinion to the Board of Directors for further proposing to the shareholders' meeting for approval.

To facilitate the decision making of the shareholders, the Company summarized qualifications of each candidate to the shareholders together with the invitation notice to the annual general meeting of the shareholders.

- (3) For the rights of shareholders to appoint directors, the shareholders' meeting appoints the directors with the following rules and procedures:

(3.1) One shareholder shall have one vote for each share;

(3.2) Each shareholder shall exercise all the votes he/she has under (3.1) to appoint one or several person(s) to be director(s), provided that he/she cannot divide his/her votes to any person to any extent;

(3.3) Persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

To follow the Good Corporate Governance Principles, the Company provides opportunities for shareholders to vote on individual nominee by proposing the shareholders meeting to cast the vote on an individual basis.

### 3) TOP EXECUTIVES

The Compensation and Nominating Committee shall consider qualifications of individuals to be nominated for election to be the President (Co), which is the top executive of the Company, taking into consideration their qualifications and experiences to find individuals appropriate to the business of the Company, and present the nomination and recommendations to the Board of Directors for consideration and approval.

## 4. SUPERVISION OF BUSINESS OPERATION OF SUBSIDIARIES AND ASSOCIATED COMPANIES

- 1) The Company has the following mechanisms to supervise business operation of subsidiaries and associated companies.
  - Sending individuals to represent the Company as directors and executives in subsidiaries and associated companies in accordance with shareholding proportion. The Board of Directors assigned the Chairman of the Executive Committee to consider sending the Company's representatives for such purpose.
  - Directors and executives of subsidiaries and associated companies are required to ensure that policies significant to the business operation of subsidiaries and associated companies are determined in harmony with the Company's business policies.
  - Subsidiaries are supervised to comply with requirements of the SET where such requirements are applicable to the subsidiaries, i.e. preparation of financial information, entering into related party transactions, acquisition or disposal of significant assets or any other significant transactions of such companies.
  - Ensuring that subsidiaries have appropriate and adequate internal control system and prepare financial information for the Company to enable the Company to prepare consolidated financial statement properly in accordance with Thai financial reporting standards.
  - Preparing summarized business operation result reports of subsidiaries by their business categories for presentation to the Board of Directors meeting regularly on a quarterly basis to monitor the business operation results of subsidiaries.
- 2) Agreement between the Company and other shareholders in the management of subsidiary companies and associated companies (shareholders' agreement) with significant effect on work management or control power or profit sharing other than remuneration proportional to normal shareholding
  - None -

## 5. INSIDER TRADING POLICY

The Board of Directors is aware of the importance of protecting the Company from personal insider trading. The Company has a code of conduct regarding inside information and insider trading, as well as the use of applicable laws to monitor and prevent the personal use of confidential Company information by management and related persons. In addition, the Company has a policy of strict compliance to its requirement that Directors and senior management who have gained inside information on the Company by virtue of their positions do not use that information in any way that violates their responsibilities to the Company and its Shareholders. Material information which has not yet been disclosed is kept confidential, apart from disclosure to the relevant Director and senior management of the Company. Directors and senior management must report purchases, sales, transfers and assignments of securities issued by the Company to the Securities and Exchange Commission ("SEC") within three working days of the transaction's execution, and provide a copy of this report to the Company for its records and incorporation in its regular report to the Board of Directors. In this regard, Directors and senior management are required to submit an accurate report on the securities holding within the required period. This will be deemed one of the material obligations which senior management of the Company needs to be aware of and needs

to meet. This gives confidence to Directors and senior management that the business is being managed and developed in a manner which is trustworthy, transparent, and consistent with the Corporate Governance Policy of the Company. It also provides shareholders, including general investors, with confidence in the Company's Directors and senior management.

Additionally, the Company has set the additional practice regarding insider information governance which is notification of prohibition period for trading the Company's securities before public disclosure of the Company's financial results. The Company shall inform to the directors, executives and officers who may access into information relating to financial statements including their spouse and minors not to trade the Company's securities in the period of 1 month prior to the public disclosure of financial statements and 1 business day after such disclosure. Other than Blackout Period, Directors and senior management including their spouses and minor children who wish to buy or sell the securities issued by the Company, shall notify the Company Secretary at least one business day in advance of the date of entering into such transaction.

## 6. REMUNERATION FOR AUDIT FIRM

### 1) AUDIT FEE

In 2019, the Company and subsidiaries paid audit fee to the firm, to which the auditors work for, in the total amount of Baht 30.49 million, of which Baht 17.87 million was paid in the 2019 fiscal year and the remaining Baht 12.62 million would be paid in the following year, comprising;

- Audit fee of the Company for 2019 in the amount of Baht 5.50 million, of which Baht 4.00 million was paid in the 2019 fiscal year and Baht 1.50 million would be paid in the following year.
- Audit fee of subsidiaries for 2019 in the amount of Baht 24.99 million, of which Baht 13.87 million was paid in the 2019 fiscal year and Baht 11.12 million would be paid in the following year.

### 2) NON-AUDIT FEE

The audit firm appointed by the Company provided services other than auditing to the Company and subsidiaries, i.e. examination by an agreed method and provision of consultations on taxes etc. during 2019, with remuneration of Baht 1.61 million, of which Baht 1.61 million would be paid in the following year.

## 7. THE IMPLEMENTATION OF CORPORATE GOVERNANCE CODE FOR LISTED COMPANIES 2017

The Company has two levels of corporate governance oversight, by the Board of Directors and by management. The Board of Directors has established the Corporate Governance Committee which comprises Dr.Kosol Petchsuwan, Dr.Ajva Taulananda and Prof. Dr.Warapatr Todhanakasem. Corporate governance at management level is overseen by the President (Co) and other senior executives.

In the Year 2019 , the Board of Directors' meeting No. 3/2019 has reviewed CG CODE in order to apply practice principles in CG CODE that suitable for the Company's business and has the opinion that most of the principles are suitable to the Company's business, and only minor parts that are not suitable to the Company's business that in the Year 2019, the Company still could not comply with as the following information.

1. The Board of Directors comprise of at least 5 members and no more than 12 members.

**Explanation:** Currently, the Company has 16 directors of which suitable for the size of the Company's business. Since the Company has many types of business which are operated by the Company's subsidiaries, the Company needs to have more than 12 directors in order to direct and supervise the management of each Company's subsidiaries.

2. The Board of Directors shall composed of a majority of Independent Directors (more than 50%)

**Explanation:** Currently, the Company has Independent Directors in the ratio of one third of the total number of all directors, provided that all directors are professional and independently perform his duties in his roles and responsibilities. Board of Directors is of the opinion that the element of the Board of Directors is suitable and all directors are independent to take their roles, of which no different from the element that the Board of Directors composed of a majority of Independent Directors (more than 50%).

3. The Board of Directors has a term limit of nine years or less for Independent Directors.

**Explanation:** Since the Company's type of business is unique and complex, the Company requires Independent Directors who have knowledge, expertise, specific experience, and truly understanding in the Company's business, of which shall take time to study and understand. However, even Independent Directors take a position of Independent Directors more than 9 years; but with their professional and dignity, they shall still perform their roles independently.

4. The Chairman of the Board of Directors shall be Independent Director.

**Explanation:** Since the Company's type of business is unique and complex, the Company requires leader who have ability, experience, and truly understanding in business management. However, even the Chairman of the Board of Directors is not Independent Directors, but the Company has already set the sufficient internal control system and mechanism to balance power and transparency appropriately. In addition, the advantage of having the Chairman of the Board of Directors from major shareholders is that the Chairman will strongly responsible for his role and will not abandon the Company in crisis situation, and also will build credibility to the finance institutions.

5. The Compensation Committee shall composed of a majority of Independent Directors (more than 50%)

6. The Nominating Committee shall composed of a majority of Independent Directors (more than 50%)

**Explanation:** (Point 5. and 6.) The Compensation and Nominating Committee of the Company consists of 4 members of which 2 are the Independent Director. From the past performance of such 4 members, all of them keep one's principle to perform their duties and responsibilities with their free discretion following the Charters of Compensation and Nominating Committee. The Committee also can independently share their

approval and objection without intervention from management, the Company has already considered that the element of the Compensation and Nominating Committee is suitable for the Company.

## 8. OTHER CORPORATE GOVERNANCE PRACTICES

In 2019, the Company complied with good corporate governance principles which could be summarized as follows.

### SECTION 1 RIGHTS OF SHAREHOLDERS

#### 1. Shareholder meetings

- 1.1 The Board of Directors realizes and places importance on rights of shareholders as well as equitable and fair treatment to shareholders, and, therefore, prescribes a policy relating to shareholders as a part of the Policy on Corporate Governance of the Company, taking into consideration rights of shareholders of all groups as much as possible, not limited only to the rights prescribed by law.
- 1.2 In 2019, the Company organized 1 shareholder meetings, i.e. the 2019 Annual General Meeting of the Shareholders (the “AGM”) on 30 April 2019. All shareholder meetings of the Company were organized on such dates, at such time and venue by taking into account convenience of shareholders attending the meetings, by having organized the meetings on working days and hours, i.e. 14.00 hours at the Head Office of the Company, located in Bangkok where access thereto is convenient. Moreover, map and information on travel thereto were prepared as a document attached to the letters of invitation to the meetings and sent to all shareholders eligible to attend the meetings.
- 1.3 In all shareholder meetings, including the 2019 AGM, the Company informed shareholders, in the letters of invitation to the meetings and relevant documents, of the dates, times, venues, meeting agendas, all information relating to the matters to be decided in the meetings, as well as causes and backgrounds of the matters to be decided, by clearly specifying facts, reasons and objectives including comments of the Board of Directors in each agenda, emphasizing on details for those who have not been aware thereof to comprehend the matter easily. In addition, the Company also provided information on votes of shareholders in resolving to grant approval in each agenda proposed in the letters of invitation to the meetings, rules adopted in the meetings, classes of shares and voting rights as well as voting procedures by sending letters of invitation to the meetings to all shareholders entitled to attend the meetings in advance of the meeting dates to enable shareholders to have sufficient time to consider the information and refrain from committing any act which may limit their opportunity to study information of the Company. The Company has no policy to hinder or create obstacles to prevent shareholders from communicating among them.
- 1.4 The Chairman of Audit Committee and representative of all other Sub Committee including the Chairman of the Executive Committee and President (Co) participated in the 2019 AGM.
- 1.5 In all previous shareholder meetings, including the 2019 AGM, the shareholder meetings have considered the matters in accordance with the agendas prescribed in the letters of invitation to the meetings delivered

by the Company to shareholders in advance, without changing the sequence of the meeting agendas and without adding other agendas not specified in the letters of invitation to the meetings.

- 1.6 Remunerations of directors of the Company are in one format only, i.e. regular monthly remuneration determined on individual positions basis. The Company pays no other form of remuneration, such as meeting allowance and bonus or gratuity, to directors. The Company proposed the agenda on remunerations of directors to the AGM regularly on annual basis. As for 2019, the Compensation and Nominating Committee reviewed the appropriateness of the remunerations of directors, taking into consideration the performance standards of the same industry, as well as the experience, duties and responsibilities of directors, and recommended to the Board of Directors meeting that the same rate of remunerations as that previously approved by resolution of the 2018 AGM, which has never been changed since 2002, should be presented to the 2019 AGM for approval.
- 1.7 The Board of Directors concurred with the Audit Committee's recommendation to propose the appointment of the Company's auditor and the determination of the audit fee for the Year 2019 to the AGM for approval as the Company has done annually. To provide auditor information for shareholders prior to the AGM Day, the Company disclosed the following auditor information in the AGM invitation letter: name of the auditor, age, company name, educational background, working experience, experience in conducting the audit and expressing an opinion on the financial statements, family relationship with the Company's management, any relationship or conflicts of interests, which could affect the independence of their performing as well as the audit fee proposed for the year 2019 and its remuneration in the previous year.
- 1.8 The Company disclosed the dividend distribution policy of the Company and subsidiaries companies in the annual report and Report 56-1 and also presented it to the AGM for consideration regularly on annual basis, with clear information and supporting reasons for the 2019 AGM. The Company proposed to the shareholders' meeting to distribute dividends and to appropriate to the reserve fund from the 2018 operation result.
- 1.9 Regarding the agenda to consider the election of the directors, the Company nominated candidates for shareholders to elect as directors individually and provided details of the nominees proposed in the AGM invitation letter. The details of each nominee proposed for the election of the directors consisted of director's name and surname, current position, type of director to be elected, nomination criteria and procedure, family relationship (to the Company's management or major shareholders), date appointed as director, period of directorship, number of board or committee meetings attended during the year (if applicable), age, nationality, educational background, director training programs attended, working experience, and number of companies in which they hold director or executive office in other organizations categorized as companies listed and non-listed in the Stock Exchange of Thailand, and companies which may have any conflicts of interests to the Company and number of the Company's shares holding by the director.
- 1.10 The Company clearly determined shareholder meeting agendas on individual matters, e.g. in the agenda relating to directors, the Company divided the matter on director election and that on consideration for approval of remunerations of directors into separate agendas.



- 1.11 In case several matters were proposed for consideration to the shareholder meeting in the same agenda, which had no related legal effect, the Company would require resolution made on each matter, for example, in respect of the director election agenda, the Company gave shareholders opportunity to vote for election of directors on individual basis by nominating one individual at a time for election as director by shareholders to give shareholders opportunity to elect directors of their real choices.
  - 1.12 The Company facilitated all groups of shareholders, both natural persons and institutions, to exercise their rights to participate and cast their votes in meetings at no cost and without complicated procedures, and refrained from committing any act which limited shareholders' meeting attendance, provided spots where list of shareholders and number of shares held by them could be examined by their categories, which helped facilitating and expediting the registration on the meeting date.
  - 1.13 In all shareholder meetings, including the 2019 AGM, the Company provided a channel for shareholders to send questions to the Company 7 days in advance of the meeting date through the e-mail address: [ir\\_office@truecorp.co.th](mailto:ir_office@truecorp.co.th) or via registered mail to the Investor Relations Department, True Corporation Public Company Limited, 18<sup>th</sup> Floor, True Tower, No.18, Ratchadaphisek Road, Huai Khwang, Bangkok 10310, 15 days in advance of the shareholder meeting. The Company publicized the matter for information of shareholders through the Company's website and in the letter of invitation to the meeting delivered to all shareholders eligible to attend the shareholder meeting.
2. Procedures on the shareholder meeting date
    - 2.1 The chairman of the meeting ensures there is appropriate time set aside for discussion and encourages shareholders to express their opinions and ask questions related to the Company's operations.
    - 2.2 Technology has been used during the shareholders meeting registration, vote counting and vote result announcement so the meeting is done promptly and accurately.
    - 2.3 For the sake of transparency and historical records, the Company encourages the use of voting cards for every agenda that need to be voted. The Company also arranges an independent law office to verify the vote counting where the name of the independent law office and its representatives are introduced to shareholders before starting the agenda session. The voting cards will be kept as evidence if there is any dispute over the results after the meeting.
  3. Preparation of minutes of the meeting and disclosure of shareholder meeting resolutions
    - 3.1 The Company notified the Stock Exchange of Thailand of the 2019 AGM's resolutions specifying the number of approving, objecting and abstaining votes in each agenda item on the date the meetings were organized and posted on the Company's website on the next business day to provide shareholders and investors a chance to review the AGM's resolutions in a timely manner.
    - 3.2 The Company also recorded details the following matters in the minutes of the shareholder meetings: (1) Voting and vote counting method, which was explained by the Secretary of the Meeting prior to convening the meeting in accordance with the agendas, (2) votes of shareholders, by clearly specifying either voting for, against or abstaining, and the number and proportion of votes in each agenda, (3) names and positions of directors, senior executives, auditors, legal advisor and vote counting supervisor

participated in the meeting, (4) summarized essence of inquiries, comments and recommendations of shareholders including explanations of directors and executives in response to inquiries of shareholders in each agenda for information of shareholders who did not participate in the meetings.

4. There was no cross holding in the Company Group.
5. The Company distributed shareholding of minor shareholders in accordance with requirements of SET, i.e. as at 15 March 2019, which was the shareholder register closing date to determine the rights to attend the 2019 AGM, the Company had minor shareholders' shareholding proportion (free float) of 31.85%, institution investors' shareholding proportion of 31.45% and the shareholding proportion of the Board of Directors including related parties of 0.15%.

## SECTION 2 EQUITABLE TREATMENT OF SHAREHOLDERS

1. The Company has only one class of shares, i.e. ordinary shares, with equitable voting right, i.e. one share per one vote.
2. Provision of information prior to shareholder meetings
  - 2.1 When the meeting of the Board of Directors resolved to approve the organization of the 2019 AGM, the Company notified the Stock Exchange of Thailand of significant resolutions of the Board regarding the meeting schedule together with the meeting agendas as well as comments of the Board within the same day as the Board of Directors meeting date, and publicized the information on the Company's website on the next working day. Such disclosure was made 61 days in advance of the shareholder meeting date.
  - 2.2 The Company prepares letter of invitation to the meeting together with relevant documents in the Thai language for Thai shareholders and in the English language for foreign shareholders and delivered to all shareholders at the same time in advance of every meeting date. As for the 2019 AGM, the Company delivered the letters of invitation to the meetings together with relevant documents to shareholders 25 days in advance of the meeting.
  - 2.3 The Company publicized the letters of invitation to the meetings and relevant documents, both in the Thai and the English languages, on the Company's website at the same time in advance of all meeting dates. As for the 2019 AGM, the Company publicized the letter of invitation to the meeting and relevant documents on the Company's website 34 days in advance of the meeting date to provide shareholders with sufficient time to study the meeting supporting information before receiving the information in hard copy format from the Company, and also publicized the information via electronic means of SET for information of shareholders.
  - 2.4 Prior to the AGM's agenda session, the secretary of the meeting will notify shareholders regarding meeting rules, type of shares, voting rights, voting method, vote counting and vote result announcement. This process has regularly been done in the past years.

### 3. Protection of rights of minor shareholders

- 3.1 The Company allows shareholders who cannot attend meetings to cast a proxy vote, without any conditions that will make it difficult for shareholders to appoint their proxy. Moreover, the Company allows shareholders to submit their proxy form to the Company Secretary and Securities Department in advance of the meeting date for verification to save the shareholders' time on the meeting date.
- 3.2 The Company encourages the use of proxy forms on which shareholders can specify their voting preferences. The proxy forms are attached together with the invitation letter to the shareholder meeting. The Company provides options for shareholders to appoint 2 independent directors as their proxy (with their background information provided).
- 3.3 Under the agenda on election of directors in shareholder meeting, the Company would nominate candidates one by one for shareholders to consider and allow shareholders to exercise the right to elect directors individually.
- 3.4 The Company placed much emphasis on protection of the rights of minor shareholders. One of the practices the Company always adhered to was to request shareholders who were executives of the Company to refrain from adding meeting agenda not proposed in advance in all cases. Should there be any necessary additional agenda, it would be requested that a new shareholder meeting be held for such agenda to enable other shareholders to have sufficient time to study the information before making decision.
- 3.5 The Company provided opportunities and clearly prescribed rules to enable minor shareholders to propose matters to be included as meeting agendas and to nominate individuals for election as directors at least 3 months in advance of an AGM. Such practice has been adopted regularly every year up to present, and shareholders could submit information in accordance with such rules and in such format as prescribed and publicized by the Company on its website.

At the 2019 AGM, proposed issues were sent via registered mail to the Company from 1 October 2018 to 31 December 2018. The Company posted the above proposals on its website and through the SET's electronic system. Nevertheless, shareholders did not propose any issues or nominations for directors.

### 4. Prevention of the use of inside information

The Company monitored the use of inside information by including it in the good corporate governance policy and code of conducts, as well as the use of applicable laws to monitor and prevent the personal use of confidential Company information by management and related persons. Material information which has not yet been disclosed is kept confidential, apart from disclosure to the relevant senior management of the Company. Directors and senior management must report purchases, sales, transfers and assignments of securities issued by the Company to the Securities and Exchange Commission (SEC) within three working days of the transaction's execution, and provide a copy of this report to the Company for its records and incorporation in its regular report to the Board of Directors. In 2019, there was no case where Board members or executives take advantages of using inside information for trading securities issued by the Company and violating this practice.

For the Company's supervision concerning the use of inside information regarding the prohibition of insider trading before public disclosure of the Company's financial results, the Company has policy to the directors, executives and officers, who may access into information relating to financial statements including their spouse and minors, not to trade the Company's securities in the period of 1 month prior to the public disclosure of financial statements and 1 business day after such disclosure.

Other than Blackout Period, Directors and senior management including their spouses and minor children who wish to buy or sell the securities issued by the Company, shall notify the Company Secretary at least one business day in advance of the date of entering into such transaction.

The Company disclosed information on the number of shares of the Company held by each director and executive, separating into number of shares held personally and those held by their spouses. The number brought forward as at the end of 2018, the number acquired and disposed of during 2019 and the balance as at the end of 2019 were presented in the Report 56-1 and the 2019 Annual Report as well.

5. Conflicts of interests by directors

The Board of Directors formally prescribed "The Criteria and Procedures for Reporting the Interests of Directors and Executives", with which all directors and executives properly complied.

In addition, in a Board of Directors meeting, any director with material interest which could prevent the director from commenting freely would refrain from participating in the consideration of that agenda and that would be recorded in the minutes of the Board of Directors meeting.

6. Throughout the past and including 2019, the Company has never conducted transactions which provided financial assistance to companies which were not subsidiaries of the Company.
7. The Company adopted measures and steps for granting approvals of related party transactions as prescribed by law and in accordance with standards prescribed in the requirements of the Capital Market Supervisory Board and SET by implementing the "Rules of Entering into Related Party Transactions", which were approved by the Board of Directors. For related party transactions which required approval from shareholder meeting prior thereto, the Company would disclose information on such transactions in the letter of invitation to the meeting, e.g. names and relationships of related parties, nature of the transactions, the transaction pricing and valuation policy, reasons for making such transactions including opinions of the Board of Directors and the independent financial advisor on such transactions, etc., and deliver the letter of invitation to the meeting within such time as fixed, and properly and completely fulfilled all relevant obligations in accordance with requirements of the Capital Market Supervisory Board and SET. Throughout the past up to present, the Company has always been strictly complying with laws, requirements as well as regulations on related party transactions and has never done any related party transaction by violating or not complying with laws and rules for related party transactions as well as relevant requirements.

In 2019, the Company had entered into related party transaction which required prior approval from the Board of Directors' meeting of which the Company has correctly disclosed the information in accordance with the regulations of the Stock Exchange of Thailand before entering into the transaction. The Company had no related party transaction which required prior approval from the shareholder meeting,

As for other types of related transactions, the Company did them fairly with prices and conditions in accordance with the normal course of trade (fair and at arms' length).

No related person of the Company in the shareholding structure of the Company Group held shares in any subsidiary and associated company exceeding 10 percent of the issued and paid-up shares thereof.

The Company disclosed the details of related transactions of all types made during 2019 in the annual report and Report 56-1 under the heading "Connected Transactions".

8. The Company strictly complied with laws and requirements of the Capital Market Supervisory Board and SET relating to transactions on acquisition or disposal of assets. In case of transactions on acquisition or disposal of assets approved by shareholder meeting, the Company would disclose details thereof in the annual report and the 56-1 Form of that year. Up to present the Company has never entered into any transaction on acquisition or disposal of assets by violating or failing to comply with relevant laws and requirements.

Until now, the Company had no transaction on acquisition and disposal of assets which required compliance with notification of the Capital Market Supervisory Board and the Stock Exchange of Thailand.

### SECTION 3 ROLE OF STAKEHOLDERS

1. Prescription of policy on treatment of stakeholders and compliance with the policy

- 1.1 The Board of Directors recognizes the importance of acknowledging the rights of all stakeholders and their ability to positively influence the Company's conduct and activities, and vice versa. Accordingly, "Code of Conduct" covering employees and stakeholders which includes:

#### Employees

- The right to privacy and the right to be protected from any violation of that privacy
- The right to receive fair and equal treatment
- The right to fair and equal employment such as the right to take leave and to receive fringe benefits, and the opportunity to be promoted, to transfer to other work units, and to receive performance assessments

#### Customers

- The right to receive fair and equal treatment
- The right to receive full and efficient service with politeness from the Company's employees including the right to receive accurate and complete information
- The right to receive quality goods and highly efficient service
- The right to protection of privacy and confidential information

#### Suppliers and dealers (business partners)

- The right to receive fair and equal treatment
- The right to protection of confidential information
- The right to be treated honestly and reliably

- The right to information about the duty to operate in line with the Company's cultures and business ethics as well as relevant laws, regulations and policies
- The right to fair competition
- The right to be treated under procedure and practice in selecting suppliers as well as anti-corruption measures. The Company also encourages all employees to follow such rules and regulations.

#### Competitors

- The right to receive fair and accurate comparisons of products and services without defaming competitors or their products and services
- Not to engage in industrial espionage, sabotage or bribery with regard to competitors or potential competitors
- The right to receive fair and equal treatment, to not give preference to any competitor over another in terms of quality and testing as well as installing and maintaining the regulated common carrier services.

#### Creditors

- The right to be treated in accordance with terms and conditions of all agreements under relevant law and regulations
- The right to receive correct and complete financial information in an equally timely basis
- The right to receive payments owing, as well as safeguarding all guaranteed assets given as security

#### Investors

- The right to receive fair and equal treatment
- The right to be treated with the best intentions of the management to operate the business with their best knowledge, skills, and honesty
- The right to be protected from the use of insider information for pursuing private interests
- The right to be informed in an equally timely basis of all accurate, complete and transparent financial and non-financial data as required by the Stock Exchange of Thailand

#### Government agencies

- The right to regulate, monitor and punish according to laws and regulations and the government agency's standard practice.

1.2 The Company has focused on safety and occupational health at work by putting in place its "Safety, Occupational Health and Work Environment Policy" and also announced its "True Employee's Health Promotion Policy" providing management of safety, occupational health and the work environment as well as promoting employee's health follow the standard of Safety, Occupation Health and Environment Management Standards Guideline for CP Group as follows:

- 1) Providing management structure of Safety, Occupational Health and Environment working team consist of a) Committee of Safety, Occupational Health and Work Environment, b) Safety, Occupational Health and Work Environment Department, c) Safety officer for all levels consist of Executive Safety Authorities, Chief Technical Staff, Chief High Technical Staff, and Professional Safety Staff which are responsible for safety compliance follow the laws including company's policies and standards.

- 2) Providing procedures and operational instructions relating to safety, occupational health and the work environment in the Company's Procedure Manual System (PMS). For example, the procedure for safety assessment, safety in working at heights, electrical safety, safe working in confined space and underground cable manhole and emergency evacuation drills, etc.
- 3) Providing safety instructions (in an e-Book format) for office workers and technicians so they can easily access, study, understand the instructions and put them into practice.
- 4) Establishing safety rules and regulations for the Company's employees and contractors.
- 5) Establishing preventive plans and evacuation plans in case of an emergency at each of the Company's offices and also providing employees with the relevant instructions videos and manuals.
- 6) Providing safety training courses, e.g. working at heights, working in underground cable manholes and basic first-aid rescue, for employees and contractors of the Company. Employees and/or staffs who pass the safety training courses shall receive individual Safety Passport as confirmation evidence for the passing of safety training courses. Employees and/or staffs can show such Safety Passport with the controller of the Company for the random investigation. The Company also sends employees and/or staffs to the training course related to climbing and working on the electric poles arranged by Metropolitan Electricity Authority and Provincial Electricity Authority.
- 7) The Company has initiated the Safety Control Management System to use with contractor and subcontractor through purchasing contracts (Contractor & Subcontractor Risk Control) provided that the Contractor shall inform its own information of number, name, and division together with such information of Subcontractor. The Contractor shall also specify its safety training, working equipment, and individual safety control equipment involved with construction, installation, servicing, and editing of works such as telephone network and automatic fire protection system work. The Safety Control Management System shall be use to control the safety management for the contractor in order to make sure that the contractor had follow the rules & regulations and the internal conditions stated by the Company. The Company shall be able to make the safety control of the contractor more systematic.
- 8) Launching various health promotion campaigns for employees, both in Bangkok and other provinces, to promote and urge sports groups of the Company to organize activities for employees to participate in more exercises, including mental care, by allowing employees to study and have mental care for 5 days per year without treating it as a leave. Besides the exercise activities promoted to our employees, the company provides a new fitness facility at the 7<sup>th</sup> Floor, TRUE Tower II.
- 9) Monitoring and measuring, in random, air quality in offices where plenty of employees are working, i.e. the Head Office, office buildings where telephone operators are performing, main telephone exchange office buildings and TRUE Shops (parameters measured include carbon dioxide, carbon monoxide, fungus, yeast, mold, bacteria formaldehyde, dust particles affected respiratory, temperature, moisture etc.).

- 10) During the outbreak of the Respiratory Tract Infection, the Company arranged to have its establishments fumigated to prevent them from being contagious places, not only provided vaccination against influenza at special price for employees but also hepatitis A-B vaccine, Invasive Pneumococcal Disease vaccine (IPD), Human Papillomavirus vaccine (HPV16-18) by quarterly.
- 11) Doing the random inspection for True shops and regional offices in Bangkok and upcountry to ensure that the workplace be safe, good hygiene and good working environment.
- 12) Arranging the media relations to communicate with all employees via company internal communication for surveillance campaign when epidemic disease occurrence or the situation of disease outbreak which occur during climate change to alert and to introduce the way of prevention.
- 13) Doing the risk assessment to consider the opportunity and severity of the hazard from working activities which lead to risk control program to make sure that the existing control measures are adequate in addition to do the health examinations when it is suspected that the employee's work involves a health risk.
- 14) Evaluating the efficiency and specific of personnel protective equipment (PPE) for high risk activities i.e. working at height and working with electricity to make sure that PPE appropriate to the job including inspection to make sure that supplied PPE are used correctly and appropriate for the tasks.

However, despite the Company's having safety, occupational health and the work environment management, in some cases accidents occurred from work performance. Statistics of work-related accidents during 2017, 2018 and 2019 were as follows.

Year	Accident Statistics	Leave Statistics	Loss Working Day Statistic	IFR	ISR
2017	2	-	30	0.23	3.46
2018	5	-	224	0.57	25.50
2019	3	-	24	0.40	2.93

Remarks: IFR : Injury Frequency Rate =  $\frac{\text{number of employees suffered from accidents} \times 1,000,000 \text{ hours}}{\text{total number of employees} \times \text{number of working hours (whole year)}}$

ISR : Injury Severity Rate =  $\frac{\text{number of days of treatment} \times 1,000,000 \text{ hours}}{\text{total number of employees} \times \text{number of working hours (whole year)}}$

Total number of employees in 2017, 2018 and 2019 were employees 4,170, 4,310 and 3,862 respectively.

- 1.3 The Company provides employee remuneration in various items which in compliance with legal requirements, equity and competitive with labor market in order to attract retain and motivate talents employees to bring a sustainable success to the company.

Beside, employee remuneration in both short-term and long-term is considered in accordance with the Company's business operation results. Balanced Scorecard (BSC) is a management tool to drive the Company's strategy into action while key performance indicators (KPI) are used as a guideline to evaluate employees' performance.



- 1.4 The Company disclosed procedures on remuneration and welfare of employees in details under the heading “Personnel” in the annual report and Report 56-1.
- 1.5 The Company has established a provident fund for employees.
- 1.6 According to the higher level of competitions and the dramatic changes in the industry, the Company is aware of the importance to up-skill and re-skill our employees to make sure that they stay in the level of competitive capability to leverage their performance in current jobs or be agile to move to any positions strategically needed in the Company. In order to serve this purpose, the learning and development approach must be transformed from ‘traditional training’ in classroom to be ‘learning ecosystem’ with learner centric. The ecosystem is designed as learning journey including learning process for learners to transfer knowledge into their jobs, knowledge management system with platform that learners can access and review knowledge anywhere and anytime, and learning measurement mechanism to monitor and measure the learner’s competency growth. The ultimate goal is to make sure that our employees are not just equipped with knowledge but also with skills needed to sustainably grow and contribute to the Company’s success.

To serve this learning approach transformation, the department taking care of people development has also been transformed from ‘Learning & Development Center’ to ‘**Center of People Growth & Care**’ with the missions to grow our people (People Growth) and to take care of their well-being (People Care). This department includes functions with specific purposes; **Leadership & Corporate Academy** for core competency and leadership competency development, **Technology Academy** for digital skills and thinking skills development, **Network Academy** for network functional skills development, Learning Platform & Analytics for learning management system and e-learning platform development, and Plook Rak for employee’s happiness, engagement, and well-being management.

In 2019, the Company has operated over 2,477 training programs with 18,277 employees attending, 72,168 training mandays, and 93 million baht as people development expenses. The training programs includes 1) functional skills development programs, 2) core competency development programs such as problem solving, process improvement, creative thinking, effective communication, and professional presentation, 3) leadership competency development such as leading at the speed of trust, situational leadership, strategic thinking, strategic decision making, and coaching skill.

In addition to the above programs, there were strategic people development initiatives to specifically serve the Company’s strategic moves during the year:

- 1) **Strategic Project & Leadership Development 2020 with modular organization and O2O ecosystem mission.** Over 800 talents from various business units were selected to join the program and sent to areas all over Thailand. The mission was to develop and execute area business plan to leverage market share, built True ecosystem, and develop their leadership in the same times. This is the real up-skilling and re-skilling program for employees to get out from comfort zone and learn the Company’s business. At the end of the program, over 190 employees received career opportunities to be promoted and grow in other career paths.

- 2) **Digital skill development.** With the mission to equip digital capability in the Company, the Data Analytics Capability Development Program has been initiated with the collaboration with True Digital Academy to build data analytics awareness for over 100 Directors and Chiefs and develop over 200 selected Data Champions to exercise data analytics practice for strategic decision making in their business units. In addition, the program is expanded to roll out to develop over 300 employees in regions over the country.
- 3) **People Manager Development Program.** This program was initiated with the purpose to develop all line managers to be people manager with the right mindset and skill to put the right man on the right job, develop capability, measure performance, and build performance through team. It was designed with gamification approach to make it easy and fun before successfully rolling out for over 900 managers throughout the country.
- 4) **Strategic Functional Skill Development Integration.** During the year, the Company has initiated a strategic product group which a number of newly recruited special forces must be developed to successfully support this execution. Functional skill training program series for both sales and network were redesigned and integrated to ensure that new sales workforces are equipped with product knowledge and selling skills and network technicians can install the new products professionally.
- 5) **5G Technology Knowledge for Employees.** A training program on 5G technology was initiated for employees to be aware of impacts to the Company's new business and the new way of working. The training was conducted for over 1,100 employees using hologram technology as the first time in the Company.

These continuous improvements and initiatives on people development have contributed to the Company to be announced the winning award of Top Employer Thailand 2020 from Top Employers Institute Netherland in two consecutive years, in which the Company is the only Thai company in telecommunication industry to receive this award. In addition, the Company also achieved number 1 score for Dow Jones Sustainable Indices in two consecutive years with 100% score in Human Capital Development segment.

- 1.7 The Company has a clear policy and procedure for always treating vendors equitably and strengthening our relation with vendors. The Company, therefore, has deployed Procurement Code of Conduct as standard practices and guidelines which both Company and vendors must follow and comply accordingly. This Code of Conduct covers Sustainable Procurement, Procurement Ethics, Vendor Code of Conduct, Procurement Best Practice, Anti-Corruption, Risk Management, Internal-External Communication, and Monitoring.

To be transparent and fair in vendor selection, the Company has applied E-Procurement System throughout the entire processes of vendors sourcing, selecting, evaluating, and awarding so as to show good governance, transparency and traceability. Moreover, the Company fully realizes the importance of holistic approach in sustainable procurement by integrating the criteria of economic, social and environmental responsibilities into the process for vendor selection. Vendors who meet the commercial and specification qualifications are then required to complete our online self assessment that evaluates their corporate governance. The Company properly conducts the business ethics with our vendors by adhering to honesty, integrity, mutual respect, and fair treatment as well as bearing social and environmental responsibilities.

- 1.8 The Company has declared its intention to be a part of the “Private Sector Collective Action Coalition Against Corruption Council” (CAC) with determination to strictly comply with the laws of Thailand in relation to countering corruption. The **“Anti-Corruption Policy and Measure”** is therefore implemented and prepared in writing to be a clear code for business conduct, leading to sustainable development of the organization and the country.

The Anti-Corruption Policy and Measure was approved by the Board of Directors of the Company and declared by CEO to effect throughout the organization and all subsidiaries (“True Group Company”) including all directors, executives, and employees.

The Company has been certified as member of the Private Sector Collective Action Coalition Against Corruption on 10 November 2017.

- 1.9 The Company has set procedure to assess risk in all areas, including related to corruption and has disclosed on the Company’s website. Details are as follows:

- (1) The Company has performed risk assessment on business activities that may have steps and processes, of which may lead to corruption risk. The Strategic Development & Risk Management Committee has reviewed and approved the Company’s risk assessment twice a year.
- (2) The Company has implemented risk management policy in order to mitigate the corruption risk by identifying activities and highlights situations that are susceptible to corruption risk that may occur from business operations. The Company has assessed the corruption risks that may occur and have potential impacts as well as regularly monitor and review the risk management measures to prevent the corruption risk. The risk management policy is continually reviewed the corruption risks to be in accordance with the Company’s policy.

- 1.10 The Company has set guideline regarding supervision and control to prevent and monitor corruption risk and disclosed on the Company’s website, details are as follows:

- (1) The Company has established assessment procedures and an internal control system to prevent the corruption risk, to ensure that the risk management policy has achieved its goals, in mitigating the corruption risk, and to monitor the Company operations are in compliance with applicable rules and regulations. The assessment procedures and internal control system shall cover all business units, including sales and retail, marketing, procurement, human resources management, finance, accounting, data collection, operation, and others to be in compliance with the Anti-Corruption Policy and Measure.
- (2) The Company has ensured that the assessment by the internal audit team be conducted regularly and annually.
- (3) The Finance Department of the Company is responsible for reviewing the accounting items and receiving/disbursement transactions (cash or non-cash), by appointing authorized persons to approve the authorized amounts. Disbursement must be supported by clear evidences to prevent irregularities.
- (4) In case any accounting transactions do not have clear supporting evidences, or there is any doubt that the Anti-Corruption Policy and Measure may be violated, the Finance Department of the Company shall report to the Audit Committee.

1.11 The Company has set the guideline for monitoring the implementation of Anti-Corruption Policy and Measure, details are as follows:

- (1) The Company has reviewed the Anti-Corruption Policy and Measure annually to ensure its compliance.
- (2) The Company has ensured that the internal control system and procedures are reviewed regularly, and report issues found immediately to ensure that the internal control system effectively mitigate corruption risk. The result of the examination shall be discussed among relevant parties in order to find appropriate solutions to solve the issues and shall be reported to senior executives and the Audit Committee for information.

1.12 The Company has set the guideline for training the Anti-Corruption Policy and Measure for employees. The training Center and Development is assigned to design and develop the appropriate training course for staff in each level to educate knowledge on the policy and practice. In the Year 2019, there were 4,279 employees participated in such training course.

1.13 The Company has provided channel for reporting suspicious behavior or making complaints of any illegal acts or any act that may indicate corruption or misconduct of the personals of the Company, including employees and other stakeholders, which was posted on the Company's website, [www.truecorp.co.th](http://www.truecorp.co.th).

Any report of suspicious behavior or complaint about corruption or misconduct may be reported through the following channels:

- (1) Audit Committee

E-mail address: [auditcommittee@truecorp.co.th](mailto:auditcommittee@truecorp.co.th) or a sealed letter addressed to the Chairman of the Audit Committee or to the Audit Committee directly at the address below:

The Chairman of the Audit Committee  
18 True Tower Building, Ratchadaphisek Road  
Huai Khwang, Bangkok 10310  
or

- (2) Chairman of the Executive Committee or President (Co)

By sending a sealed letter addressed to Chairman of the Executive Committee or President (Co) directly at the following address:

Chairman of the Executive Committee  
TRUE Corporation Public Company Limited  
18 True Tower Building, Ratchadaphisek Road  
Huai Khwang, Bangkok 10310  
or  
President (Co)  
TRUE Corporation Public Company Limited  
18 True Tower Building, Ratchadaphisek Road  
Huai Khwang, Bangkok 10310  
or

## (3) Human Resources Department

By sending a sealed letter addressed to Chief Human Resources Officer directly at the following address:

Chief Human Resources Officer  
TRUE Corporation Public Company Limited  
18 True Tower Building, Ratchadaphisek Road  
Huai Khwang, Bangkok 10310

By the channels of Human Resources Compliance & Assurance

Tel: 02-858-2023 FAX: 02-858-4906 or

E-mail address: CodeofConduct@truecorp.co.th

or

## (4) Fraud &amp; Cyber-Crime Department

E-mail address: Nopadol\_Som@truecorp.co.th

- 1.14 The Company provides channels for any stakeholder to make complaints or provide information concerning fraud, wrongdoing or violations of the Company's Code of Conduct to the Board of Directors via the Audit Committee. The information about the said channels are on the Company's website [www.truecorp.co.th](http://www.truecorp.co.th), the details are as follows;

Stakeholders can, in confidentiality, make complaints or provide information concerning fraud, wrongdoing or violations of the Company's Codes of Conduct to the Company's Board of Directors via the Audit Committee through the following channels;

- Email: [auditcommittee@truecorp.co.th](mailto:auditcommittee@truecorp.co.th)
- Mail address  
Audit Committee  
True Corporation Public Company Limited  
18 True Tower, 15<sup>th</sup> floor  
Ratchadaphisek road, Huai Khwang,  
Bangkok 10310

The Company Secretary, in the capacity of Secretary of the Audit Committee, will be responsible for gathering the issues and forwarding them to the Audit Committee for its consideration and further action. The Audit Committee will summarize results of any investigation and report to the Board of Directors every quarter.

Conditions for processing complaints and information:

- Anonymous letters are not accepted
- Stakeholders who submit complaints or information must provide their full names. The Company will keep their personal information confidential. Only officers or persons authorized by the Audit Committee can access the information.
- Irrelevant issues such as the following shall not be processed by the Audit Committee:
  - Job inquires
  - Surveys and other requests for information about the Company
  - Offers or advertisements of goods and services
  - Requests for donation and sponsorship

- 1.15 The Company highlights its commitment to environmental conservation with the implementation of measures and activities to manage environmental impacts from its operations, as well as promote awareness of environmental protection among employees, the general public, and other relevant stakeholders.

Environmental awareness is a key part of the Company's training on Sustainable Development which is an online training course where employees are required to complete. The online training course comprises a video tutorial and an end-session exercise/questionnaire to evaluate their understanding. The Company also organizes numerous internal activities to cultivate sustainable lifestyles among employees, including campaigns to promote reusable bags and utensils to replace single-use plastic items.

This year the Company expanded the scope of coverage of its environmental management system (EMS), which has been certified according to the international standard ISO14001:2015. In previous years, the EMS covers only the Company's main office at True Tower Ratchadaphisek Road. This year the Company implemented the EMS at two additional sites: True Tower 2 (Pattanakarn) and the Khon Kaen Regional Office. This expansion is aimed at enhancing the Company's capability to manage its environmental impacts and ensure consistent practice throughout the organization. The EMS also helps to reduce operating expenses such as electricity and water bills.

The Company utilizes its expertise in telecommunications technology to develop innovative solutions for environmental problems. One key project is the advanced warning system for wild elephants at Kuiburi National Park, Prachuab Kiri Khan Province, and Kao Chamao – Kao Wong National Park, Rayong Province. The Company, in collaboration with the Department of National Parks, Wildlife and Plant Conservation and WWF Thailand, has developed the system, with camera traps equipped with SIM cards and SD memory cards to record movement of wild elephants and transmit the images to park rangers. This initiative helped reduce conflict and confrontation between the wild elephants and residences of nearby farming communities.

In addition, the Company, in collaboration with the Department of National Parks, Wildlife and Plant Conservation, has for over 20 years organized a national photography competition annually, focusing on the natural environment which is open to both its employees and the public to participate by submitting their photographs based on this theme. As part of this campaign, the Company organizes nature photography training sessions for employees and the general public to cultivate their interest in nature and to communicate its wonders through beautiful photography so that everyone will become more aware of the country's rich natural heritage and the importance of its conservation. The photography training sessions are conducted by experts, not only on photography but also on various areas of environmental conservation to provide knowledge and know-how on ways to help with preserving Thailand's wildlife and forests. Established in 1995, this national photography contest has become widely popular among the public and the number of submissions has increased continuously each year.

- 1.16 With the rapidly evolving landscape of digital technologies and innovations, people's lifestyle and their consumption behavior move closer to a digital society. This digital evolution has the potential to raise the quality of life for people and create new business opportunities. True Group, as a Thai telecommunication service provider, recognizes that we all must develop our capabilities in preparation for the fast-approaching digital transformation. We must become an organization of innovation, capable of utilizing its expertise in digital technologies to create new products and services and expand through new business

opportunities. In addition, while we apply our digital expertise towards achieving economic performance, we must also use it to address social and environmental needs.

### **Creating culture of innovation with 5I's strategy**

The Company defines Innovation as creating new ideas with sustainable values with the fundamental of imagination and determination then turns ideas into practical working process that give benefits to economy, society and environment.

Creating new idea means to invent or enhance ideas that already exist to be better in different level such as business unit level, corporate level, group level or national level.

Value added means economic values, generating profits, reducing cost, increasing customers satisfactions, decreasing company risk, time-saving, including creating social value to community and environment.

Process means systematic steps to execute innovative idea with 9'C

Economy, Society and Environment is the utmost sustainable goal of the Company.

An efficiency innovation management is a key factor that helps increasing competency level. In order to be a leader, the Company focus on improving innovative ideas in many aspects, such as processing innovations, society innovations and environment innovations, and use it as developing tools for the Company, also to response to customer needs according to convergence strategy of the Company which combines products and networks together to deliver the best service to the customers.

The Company follows the principle of 5I's as the core strategy to develop new products and services for improving customer satisfactions, emphasizing on having responsible to society and environment, promoting cost reduction, increasing profits and dealing with potential risks.

5I's strategies are as follows;

- Strategy 1: Intelligence & Strategy: To understand the needs of the organization and consumer through research and exploration.
- Strategy 2: Impact & Assessment: To analyze benefits and impacts of operation in the economy, society and environment.
- Strategy 3: Integration & Open Innovation: To create internal and external cooperation.
- Strategy 4: Innovation Culture: To encourage creative thinking for innovative culture.
- Strategy 5: Innovation Development Process: To formulate the innovation process.

To success with 5I's strategy, the Company must unify with business units both internal and external of the Company, including institution, both public and private sectors such as school and college, business units and business partners and also have an innovation center as a facilitator who drives the strategy according to New Product Development process (NPD) and Innovation Process and Management of the Company.

### **True Innovation Awards**

True Group aims to apply innovations to increase its operational capabilities, starting at the employee level, with the integration of innovation as a part of the Company's culture. The Company has organized True Innovation Awards, an activity that encourages employees to develop innovative products, services, or processes, and submit to the competition. This contest has been organized for 9 consecutive years. In 2019, the Company organized two types of contests; "Inno Tree" for innovations that have already been implemented successfully, and "Idea Seed" for innovations that were still at conceptual design stages. For the two categories, there were 481 and 1,002 submissions, respectively. The Company estimated that these innovations have generated 5,837 million baht in additional revenues and cost savings. This year was the first time that "i-Score" was used to evaluate the work submitted to the True Innovation Awards contest. The "i-Score" is based on 10 criteria such as potential to create new businesses, enhanced safety, time saving, and energy saving, and providing more convenience.

### **True Lab: Collaboration to improve innovation with education institution.**

The Company has continue True Lab project, established since 2013 with top 10 institutions across the country, by providing a co-working space to all participants for innovative propose. To inspire and support to all projects with fundamental communication technology provided such as computer, research equipment to the institutes in order to improve the highest impact innovation as well as the innovation that respond to business and society issues.

### **Cloud Managed Hospital Beds**

True Lab, in association with faculty of engineering of Chulalongkorn University and Chulalongkorn hospital, has develop hospital beds management system that can predict the possibility of patients falling and design appropriate treatment plans individually together with creating a safety environment, for example setting up a bed rail, setting up a helping alarm, and being cautious of things on the floor. The system is really crucial for its impact directly to safeness of patient, therefore, high-technology such as 5G and IoTs are required to perform analytical testing and send the result to medical staffs, so they can respond more efficiently.

### **True Robotics**

As a technology leader, the Company constantly focuses on improving service and technology, to fulfill lifestyle of the young generation by developing robots that can respond to the changing lifestyle which could add more value to the Company as well. Therefore, the Company has established True Robotics to specialize in both hardware and software aspects of robotic technologies. True Robotics' role is to conduct research and development for solutions that can be used in various business operations of the Company. There were 22 researches and development projects in 2019, for example a humanoid robot with embedded artificial intelligence (AI) and face recognition feature. Furthermore, True robotic develops True Robotics Platform that elevate user experience of customer for example, a cafe' can use True Robotics Platform as a robotic waiter to take order and perform services to the customer, advertising business can apply True Robotics Platform as a display of products or services or retail business can utilize True Robotics Platform in a way of a shopping basket. In the field of robotics business, the



Company has launched Relay to the market since last year and the team has planned to expand into 4 more series within 2020 as well.

True robotic has submitted projects to many world class contests and which True Robotics Platform has won a bronze medal from Class Mechanics, Engines, Machines of 47<sup>th</sup> International Exhibition of Inventions, Geneva (10-12 April 2019). There are 1,200 submitted projects from over 60 countries around the world. The team has registered 4 patents of the robots as well.

### **Society Innovation : Improving Thai Youth Education**

#### **- True Plookpanya Educational Application**

An application for pre-college students which include news and educational programs that user can use on demand. The application also has notification feature when new content is updated, for example GAT/PAT O-NET, 9 main subjects and online testing. This application helps saving money (approximately 10,000 – 15,000 THB per person per year) and time from study in special classes in private institution, it also reducing educational gap of Thai student across Thailand, by helping them to access to education easier. The application has been used by more than 18,000 users.

#### **- CONNEXT ED : Leadership Program for Sustainable Education**

Cooperating with Power of Learning Foundation to improve educational fundamental and leadership, established by 12 private corporates, with the same propose of creating a networks of new generation of leaders through a program which developing and elevating Thai education.

#### **The role of cooperation among 12 companies**

- Setup strategy, policy and framework to drive CONNEXT ED.
- Selecting potential personnel to join “School Partner” (SP) to execute the strategy with Action Learning model. To study and design a developing plan with school principle.
- Executive from each company join as “School Counselor” to advice and support developing plan in order to improve the school sustainably.

### **Innovation for Environment**

#### **- Support and encourage young entrepreneur with “True Incube”**

True Incube is a regional startup environment with determination to be leader incubator of ASEAN by closely guiding from our team to all startups across Thailand and oversea, helping them to grow. Therefore, True Incube has established “True Incube Incubation & ScaleUp Program Batch 6 – ‘Rising Startup’ ” to search for potential startup in variety aspects of business. Participants will get the opportunity to join as partner with the Company and CP group to expand knowledge and experience and will also get a chance to join our Boot Camp that provide with great consult from top mentors from well know company, successful startups and investors. Helping to improve products and services with intensive 10 weeks program that improve collaboration skill in big corporate and also get a chance to join “Web Summit”, a summit for technology leader in Portugal and more.

For this year, True Incube collaboration with RISE, an incubation institution, aims to expand business in more fast-paced by focusing on business matching between startup and business unit within the Company and CP group. Supporting and developing through 10 weeks course which improve products and services in short period and most importantly improve collaboration skill of working with big company which is one of important skill that can be apply to develop startup business sustainably.

- 1.17 The Company places emphasis on intellectual properties by preparing publications for posting through website [www.trueinnovationcenter.com](http://www.trueinnovationcenter.com) to educate employees to comprehend the meaning of intellectual property, encourage employees to recognize and respect the value thereof, and not to infringe any intellectual property against the owner thereof, both in term of copyright and industrial property, whether being patent, trademark, trade secret, trade name etc. In respect of intellectual properties owned by the Company, the Company clearly prescribed guidelines, in writing, for employees to follow in “Ethics and work performance guidelines”, whereby employees are required to protect the Company’s intellectual properties, refrain from disclosing them without permission, and not to misuse them or use them illegally. Moreover, the Company trained and assisted innovators for registering their rights on Intellectual Property.

## 2. Sustainability Report

The Board of Directors has approved the Sustainability Framework and the Company has prepared the Sustainability Report which follows the Global Reporting Initiatives (GRI) at the “Core” option and includes standard disclosure of material topics with relevance to the Company’s operations and consistent with the United Nations Sustainable Development Goals (SDGs). The Sustainability Report, which is separate from the Annual Report, is available on the Company’s website in both English and Thai.

The Company operates its business with transparency under the principles of good corporate governance, as well as social and environmental responsibility. The Company applies its strength in communication technologies and innovations to support and develop Thai’s quality of life with equal opportunity both in educational and basic public health services, with the aim to help alleviate the impacts of socio-economic inequalities.

The Company discloses the information as well as activities in connection with corporate social responsibility in the annual report and Report 56-1 under the heading “Sustainability and Corporate Social Responsibility”.

## SECTION 4 DISCLOSURE AND TRANSPARENCY

### 1. Information disclosure

- 1.1 The Company was able to submit both the quarterly and annual financial reports for 2019 within the schedule determined by the SEC and SET. The Company emphasized on preparing financial statement properly in accordance with generally accepted accounting standards, using appropriate accounting policies applied on a consistent basis. The Company was very rigorous in submitting financial statements and financial report within the schedule prescribed by law. The Company’s financial statements were

certified with unqualified opinions by the auditor and have never been ordered by the SEC to make any correction thereto and have never been submitted late.

- 1.2 The Company prepared Management's Discussion and Analysis by giving analytical explanations on financial position and operation results of the Company and forwarded them to the SEC and SET together with all quarterly financial statements and publicized them on the Company's website as information supporting disclosure of all quarterly financial statements to enable investors to be aware of and comprehend the changes to the financial position and operation results of the Company in each quarter better.
- 1.3 The Company provides summaries of the Corporate Governance Policy and the Sustainability Report approved by its Board and reports on both practices through various channels such as its annual report and website.
- 1.4 The Company provides a statement of the Board's responsibilities concerning the Company's financial report. This statement is presented in the Company's annual report.
- 1.5 Auditors of the Company were those approved by the SEC and appointed by AGM. The Company disclosed information on payment of audit fee to auditors for 2019 in the annual report and Report 56-1, by clearly separating the remuneration into audit fee and non-audit fee.
- 1.6 The Company discloses the roles and responsibilities of the Board of Directors and its committees, the total number of meetings and the number of meetings each member attends, the results of tasks performed as well as any ongoing training courses and occupation knowledge development programs each member attends during the year in the annual report, according to the SET and the SEC regulations.
- 1.7 The Company disclosed the backgrounds of all directors in the annual report, Report 56-1 and on the Company's website by specifying their names-surnames, ages, positions, educational backgrounds, training, working experiences, number of shares in the Company and proportion of shareholding, holding of director office in any other company, clearly separating into the heading of listed company and other companies, date appointed as director, as well as family relationships among executives.
- 1.8 Remunerations of directors of the Company reflected the obligations and responsibilities of each director. The Company paid directors their remunerations in 2019 at such rates as approved by the 2019 AGM, which were the same rates as approved by the 2018 AGM, which have remained unchanged since 2002. Details are as follows.

Directors receive remuneration on a monthly basis as follows:

Chairman	Baht 300,000	per month
Honorary Chairman	Baht 200,000	per month
Vice Chairman	Baht 150,000	per month
Director (Independent or not Independent)	Baht 100,000	per month

Independent Directors who are also member of one or more Committee	Baht 200,000 per month
Independent Directors who are also the Chairman of one or more Committee	Baht 300,000 per month

In this connection, any director being the Company's employee shall receive the Director's remuneration in addition to his salary as an employee.

In this regard, the Company disclosed the amount and type of remuneration received by each director from the Company and subsidiaries individually in the annual report and Report 56-1 under the "Management Structure" and publicized them on the Company's website.

1.9 In 2019, the Company paid high-level executives their remunerations in accordance with the Company's policy to pay remuneration by reflecting the obligations and responsibilities of each high-level executive and at suitable rates by comparing with the same type of business, and disclosed the details of remuneration payment in respects of format, nature and amount of remunerations in the annual report and Report 56-1 Topic Management Structure.

1.10 The Company established a policy requiring directors and senior executives to submit copy of report on holding of securities of the Company in case of changes to the holding of securities (Form 59) to the Company within the same period when the directors and senior executives delivered it to the SEC Office for retention by the Company as evidence and report to the Board of Directors meetings on a regular basis. Directors and senior management who wish to buy or sell the securities issued by the Company, shall notify the Company Secretary at least one business day in advance of the date of entering into such transaction.

Moreover, the Company disclosed changes to the holding of securities of the Company by directors and high-level executives by illustrating in the annual report the number of shares held at the beginning of the year, changes during the year and the number of shares held at the end of the year.

1.11 The Company has an Investor Relations Department to communicate with outsiders on an equitable and fair basis. Investors may contact the Investor Relations Department via telephone number 0-2858-2515 or e-mail address: [ir\\_office@truecorp.co.th](mailto:ir_office@truecorp.co.th). The Company advised general investors of the contact channel via the Company's website, annual report and Report 56-1 for all individual investors. For the year 2019, the Investor Relations Department prepared press release on the Company's operational and financial performance as well as held analyst and investor meetings following the release of the Company's quarterly results at the Company's headquarters. For analysts and investors who cannot attend the meeting in person, a Webcast is provided. The Company also provided information related to the Company while organizing meetings with analysts as well as local and international investors, including roadshows and conferences, and provided equal opportunities for investors, both institutional and retail, to call the Company for additional information/discussion on the Company's outlook and strategies.

## 2. Information disclosed on the Company's website

The Company publicized financial and non-financial information as required by SET accurately, completely, timely and transparently, both in the Thai and the English versions, via various channels, i.e. SET's channel, annual report, Report 56-1 and on the Company's website. The Company also publicized on the Company's website significant documents and prepared other details which were anticipated to be of interest to investors and analyzers, e.g. long term objective and target, visions and obligations, business operation nature, Company Group structure, top 10 shareholders, list and authorities of the Board of Directors and subcommittees, organizational structure, financial statements and financial information at least 3 years retroactively for

comparison purpose, annual report, Report 56-1, letter of invitation to meeting together with documents relating to shareholder meetings, Articles of Association and Memorandum of Association, Corporate Governance Policy, the Company's newsletters etc., periodically updated. Documents and information of all types were publicized on the website both in the Thai and the English versions to enable investors and analyzers to access thereto conveniently and equitably and to download information of their interest. The Company also gave on its website telephone number, facsimile number and e-mail address for contact with the Investor Relations Department.

## SECTION 5 RESPONSIBILITIES OF THE BOARD

### 1. Structure of the Board of Directors

- 1.1 As at 31 December 2019, the Board of Directors comprised 16 qualified and knowledgeable members with wide experiences and specialties beneficial to the Company. The number of directors was appropriate and adequate to the size and type of the Company's business with non-executive directors having experiences in major business being operated by the Company. The structure of the Board of Directors comprised: (1) 3 Executive Directors and (2) 13 Non-Executive Directors, of which 6 directors were independent directors or 37.5 percent shareholding of the total number of directors, which was in accordance with requirements of the Capital Market Supervisory Board, and 7 qualified directors not involved in routine work administration including representatives of major shareholders, in accordance with fair proportions of investments of each group of shareholders.

The Company disclosed the structure of the Board of Directors, authorities, nomination rules, significant information of each director, e.g. name-surname, position, date appointed to the director's office, as well as background of each director in the annual report, Report 56-1 as well as on the Company's website at [www.truecorp.co.th](http://www.truecorp.co.th).

- 1.2 The Company clearly fixed the term of office of directors by specifying in the Corporate Governance Policy and Articles of Association in accordance with law.

The same rules in respect of the term of office of directors apply to the term of office of independent directors.

- 1.3 The Company has specified the details of Independent Directors' qualifications in its annual report and Report 56-1. Mr. Joti Bhokavanij who serves as the Independent Director and Chairman of the Audit Committee has an accounting and finance background. The Company revised the qualifications of Independent Directors by using a more rigorous definition than that defined by the Capital Market Supervisory Board in area of shareholding percentage i.e. an Independent Director of the Company must have no more than 0.75 percent share ownership in the Company, its parent company, subsidiary, affiliate, principal shareholder or controlling person of the Company, including the shares held by related persons of the Independent Director.

- 1.4 The Company has one woman Independent Director.

- 1.5 The Company's Chairman of the Compensation and Nominating Committee is Independent Director.

- 1.6 The Company details the background and position of each member of the Board in its Annual Report and Report 56-1. Shareholders can download this information from the SET website at [www.set.or.th](http://www.set.or.th) or from the Company website at [www.truecorp.co.th](http://www.truecorp.co.th).
- 1.7 None of the Company's directors or executives is or was an employee or partner of the external auditing company providing services to True Group for the past two years.
- 1.8 The Company established policy regarding the number of companies each director, including independent directors and the President, could hold office therein, by specifying it in the Corporate Governance Policy of the Company disclosed on the Company's website, i.e. directors could hold office in other companies, but such directorship must not be obstructive against their performance as directors of the Company. As regards the number of companies in which each director could hold office of director, the Board of Directors encouraged directors to consider limiting to not exceeding 4 listed companies. There has been no independent director holding office of director in more than 4 other companies.
- 1.9 The Chairman of the Board and the President (Co) is not the same person. The roles and responsibilities of the Chairman are in accordance with the law. The roles and responsibilities of the President (Co) are determined by the Board of Directors and the authority and responsibilities of the Chairman and the President (Co) are disclosed under "Management structure" in the annual report and Report 56-1 which is also posted on the Company's website.
- 1.10 The Company's Internal Audit Department reports directly to, and is accountable to, the Audit Committee.

The Company has disclosed the name and profile of the head of Internal Audit Department in the annual report and Report 56-1 which is also posted on the Company's website.

- 1.11 The function of Company Secretary is in place to serve the Board of Directors in area of providing advice on laws and regulations related to the Board, helping organize the Board's activities, and monitoring compliance with the Board's resolutions. The Company Secretary is knowledgeable and experienced in accounting and continuously attends training courses as well as participating in any company secretary-related training courses.

The Company has disclosed company secretary's job description, working experience and related training courses attended in the annual report and Report 56-1 which is also posted on the Company's website.

## 2. Committees

- 2.1 The Board of Directors has established the following committees to reflect good corporate governance:

### **The Audit Committee**

is responsible for reviewing the Company's financial reporting process, reviewing the Company's internal control system and internal audit system, reviewing the Company's compliance with the law and regulation on securities and exchange, the laws relating to the Company's business and reviewing the Company's internal control procedure relating to the compliance with the anti-corruption measure, determining an internal audit unit's independence, considering and proposing appointment of the Company's

external auditor and reviewing the transactions that may lead to conflicts of interest. Details of the Audit Committee's duty and responsibilities have been disclosed in "Management Structure".

#### **The Compensation and Nominating Committee**

is responsible for making recommendations to the Board of Directors regarding the compensation of directors, nomination of directors, members of the Board's Committees and the President (Co) and making evaluation performance of Chairman of the Executive Committee and President (Co) and making determination for compensation of Chairman of the Executive Committee.

#### **The Finance Committee**

is responsible for assisting the Board of Directors to review and monitor the Company's financial management. To perform this role, the Finance Committee shall provide opinions and advices to the Board of Directors regarding financial strategies, annual budget, substantial borrowing or indebtedness, securities issuance, acquisitions or disposals of material assets and material investment proposal.

#### **The Corporate Governance Committee**

is responsible for assisting the Board of Directors to establish and review the Company's corporate governance policy and Anti-Corruption Policy and Measure as well as ensuring that the Company has a sound and appropriate corporate governance practice.

#### **The Executive Committee**

is responsible for assisting the Board of Directors to formulate business direction, mission, strategies, business plan and financial goals as approved by the Board of Directors.

The Company has also specified the details of Committees which are name lists, scope of duties and numbers of meetings attendance in its annual report and Report 56-1 in "Management Structure". Shareholders and investors can download the information regarding each committee from the Company's website at [www.truecorp.co.th](http://www.truecorp.co.th).

- 2.2 In order for the committees can perform their duties transparently, independently, and at the same time effectively, their membership comprises independent directors, and non-executive directors.

### **3. Roles and Responsibilities of the Board**

- 3.1 The Board of Directors considered and granted approvals on significant matters related to the Company's business operation, e.g. visions and obligations, strategies, financial targets, risks, work programs and budgets (which will be reviewed on yearly basis) including monitored the implementation thereof. Moreover, the Board also oversaw the Management to execute the works in accordance with the policies and scheduled programs efficiently and effectively clinging to self-sufficiency economic philosophy, i.e. moderation (awareness of the Company's actual capabilities), reasonability and good self-immunity, based firmly on honesty and circumspection to ensure continuation of business operation in the long term. The Company disclosed the power and duties of the Board of Directors in the annual report and Report 56-1 publicized on the Company's website.

Throughout the past up to and including 2019, the Company has never committed any act violating or breaching rules and regulations of the SEC and SET.

- 3.2 The Board sets, initiates and is involved in consideration and approval of a written corporate governance policy for the Company. In addition, the Company reviews the policy and its compliance annually.
- 3.3 The Board of Directors ensures that a written code of business conduct so called “Code of Conduct” is in place so that all directors, executives and employees understand and comply with the Company’s ethical standards for doing business by earnestly monitoring compliance with the code. The details of the Code of Conduct comply with the guidelines of Corporate Governance, Corporate Social Responsibility Policy, and Anti-Corruption Policy and Measure and disclosed on its website.
- 3.4 The Board of Directors considers transactions involving conflicts of interest thoroughly. It follows clear guidelines on approving such transactions so that they are conducted in the best interests of the Company and all shareholders. The person who has an interest in the transaction does not participate in the decision-making process. The Board also monitors compliance with the regulations regarding criteria, procedures and disclosure of transactions involving conflicts of interest.

During 2019, similar to every previous year, no director and executive of the Company as well as individual related to such parties were in breach of requirements pertaining to the conflict of interest in the Company’s transactions.

- 3.5 The Board of Directors ensures that internal control systems are in place, including financial, compliance and policy controls, and assigns the Audit Committee to monitor and review the major system on annual basis. The Audit Committee’s opinion has disclosed in the Company’s annual report under “Report from the Audit Committee” topic.
- 3.6 The Company has established the “Strategy Development and Risk Management Committee” and also officially announced “Risk Management Policy and Framework”, in order to integrate risk management with its business strategy and operations. The Management complied with the policy and reported to the Audit Committee on a regular basis. The Internal Audit Department is responsible for reviewing the Company’s operational systems by using a Risk-based Audit Approach and presents its Internal Audit Report to the Audit Committee on a regular basis. The report was disclosed in the Company’s annual report under “Report from the Audit Committee” topic.
- 3.7 In 2017, the Company signed the Declaration on “Private Sector Collective Action Coalition Against Corruption” (CAC), with the Thai Institute of Directors (IOD) acting as Secretary of the project and anti-corruption policy and measure (the “Anti-Corruption Policy and Measure”) is therefore implemented and prepared in writing to be a clear code for business conduct, leading to sustainable development of the organization and the country.

This Anti-Corruption Policy and Measure was approved by the resolution of the board of directors’ meeting of the Company and declared by CEO that it came into effect throughout the organization and all subsidiaries (“True Group Company”) including all directors, executives, and employees. The Audit Committee has duty to review the Company’s internal control procedure relating to the compliance with the Anti-Corruption Policy and Measure.



The Corporate Governance Committee have duties and responsibilities to annually review the Anti-Corruption Policy and Measure, in order to make it comply with the business change, regulations, laws, rules and related enforcement and propose to the company's board of directors for consideration and approval.

Additionally, the Company had measure and guideline for implementing, monitoring, following up and training employees, including channel for reporting suspicious behavior or making complaints of any illegal acts or any act that may indicate corruption or misconduct of the personals of the Company, including employees and other stakeholders.

- 3.8 The Board of Directors had a mechanism to supervise subsidiaries to safeguard interests in the investments of the Company. The Company disclosed such information under the Heading "Supervision of business operation of subsidiaries and associated companies".

#### 4. Board Meetings

- 4.1 The Company sets its Board of Directors meeting schedule throughout the year beforehand and notifies the Directors early in the year including set main agendas in advance. However, in an emergency the Company can also call for an additional Board meeting.
- 4.2 The Company has stated in its Corporate Governance policy that the Company allows non-executive directors to hold meetings amongst themselves without participation from executive directors and management, if they would like to have a discussion on the management issues or any issues they are interested in. In 2019, non-executive directors had held such meetings, in an unofficial form, after finishing the Board Meetings.
- 4.3 The Company organized 6 Board of Directors meetings during 2019 , which were appropriate to the obligations and responsibilities of the Board of Directors and the Company's business operation. Participation of all directors in such meetings represented 85.89 % of the total number of meetings of the year.
- 4.4 The Company has set the policy regarding the minimum quorum number at the time of voting in the Board of Directors meeting provided that at least two third of the total members of the Board of Directors must be present.
- 4.5 The Chairman and/or Vice Chairman of the Board and President (Co) jointly set the agenda for each Board meeting. Moreover, each Board member is free to suggest agenda items.
- 4.6 Meeting documents are sent to each director at least five days prior to the meeting day. These documents are concise but contain all relevant information. Any confidential issues are discussed during the meeting.
- 4.7 The Chairman of the Board allocates enough time for the meeting to receive full presentations from management and host comprehensive discussions by directors, and encourages thorough discretion by concentrating on all issues brought in the meeting, including the issue on corporate governance.
- 4.8 The Board is able to access additional information, under a prearranged agreement, via the President (Co) or the Company Secretary or the executive designated as a contact person. If necessary, the Board

and each committee can also acquire any independent opinions from external consultants or experts under the Company's expenses.

- 4.9 The Board of Directors encourages the President (Co) to invite the top executives to attend Board meetings in order to present details on the issues that they are directly responsible for.

5. Board and Committees self-assessment and board member self-assessment

- 5.1 The Board of Directors conducts Board of Directors assessment annually. The criteria and procedures are as follows:

**Assessment Criteria**

Criteria on Board of Directors self-assessment were based on 3 levels of opinions, as follows:

- Low level (need improvements)
- Moderate level (acceptable, but can be improved)
- Very good level (should be maintained)

The details of assessment criteria shall cover the following subjects.

- Comprehension of the Company's Board of Directors on role of the Board, the Company's business and the Company's strategies
- Relationships between the Board and the Management
- Roles and the process for assessing the President (Co)
- Performance result of the Board's committees
- Adequate and Suitable time to consider various matters in each meeting agenda in the Board of Directors meeting
- Directors express their opinion related to the considered issues
- Provision of opportunities and encouragement for each Director to express his opinion independently

**Procedures**

The Chairman of the Corporate Governance Committee shall sign a letter sending assessment forms to all directors, requesting each director to return the assessment form to the Company's Secretary for compilation of information. The Company's Secretary shall then process the information and present the summary thereof to the Corporate Governance Committee for analysis of the assessment. Subsequently, the Corporate Governance Committee shall report to the Board of Directors on the assessment result and make recommendations for improvements as appropriate.

- 5.2 In 2019, the Board of Directors did individual performance assessment and conducts such assessment annually. The criteria and procedures are as follows:

### Assessment Criteria

Criteria on individual performance assessment were based on 3 levels of opinions as mentioned in item 5.1 as follows:

- Low level (need improvements)
- Moderate level (acceptable, but can be improved)
- Very good level (should be maintained)

The details of assessment criteria shall cover the following subjects.

- Satisfaction of the performance of the Board, the performance of the Company, the performance of the Company's subsidiaries and the problem solving by Management
- Comprehension of the Company's Board of Directors on role of directors, the Company's business and the Company's strategies
- Relationships among each Board's member and the Management
- Roles and the process for assessing the President (Co)
- Performance result of the Board's committees
- Adequate and Suitable time to consider various matters in each meeting agenda in the Board of Directors meeting
- Directors' preparations before each meeting
- Directors' potential to express individual's opinion independently and impartially
- Provision of opportunities and encouragement for each Director to express his opinion independently

### Procedures

The Chairman of the Corporate Governance Committee shall sign a letter sending assessment forms to all directors, requesting each director to return the assessment form to the Company's Secretary for compilation of information. The Company's Secretary shall then process the information and present the summary thereof to the Corporate Governance Committee for analysis of the assessment. Subsequently, the Corporate Governance Committee shall report to the Board of Directors on the assessment result and make recommendations for improvements as appropriate.

- 5.3 Moreover, each committee also conducts performance assessment annually. The criteria and procedures are as follows:

### Assessment Criteria

Criteria on committees' performance assessment were based on 3 levels of opinions as mentioned in item 5.1. The details of assessment are as following:

- Satisfaction of the performance of the committee which the directors belong to, the performance of the Company, the performance of the Company's subsidiaries and the problem solving by Management
- Comprehension of the directors on role of directors in the committees
- Relationships among each director in the committees and the Management

- Directors' preparations before each meeting
- Directors' potential to express individual's opinion independently and impartially
- Provision of opportunities and encouragement for each Director to express his opinion independently

## Procedures

The Company Secretary shall send assessment forms to each committee member in every committee, requesting each member to return the assessment form to the Company Secretary for compilation of information. The Company Secretary shall then process the information and present the summary thereof to each committee for analysis of the assessment. Subsequently, the Chairman of each committee shall report to the Board of Directors.

## 6. Remuneration

- 6.1 Board members' remuneration is comparable of other directors in the Company's industry, and reflects the experience, obligations, range of work, accountability, responsibilities and contributions of each director. Members of the Board with greater responsibilities, such as independent directors who also hold committee memberships, are paid more.

In 2019, the Company disclosed the remuneration of each director in its annual report and Report 56-1 which also posted on the Company's website.

- 6.2 Remuneration of the Chairman of the Executive Committee and President (Co) and top executives is set in accordance with Board policy, within the limits approved by shareholders (for the types of remuneration that require such approval). Executives' salaries, performance pay, and other long-term compensation reflect the Company's performance and that of each executive.

- 6.3 The Compensation and Nominating Committee evaluates the performance of the Chairman of the Executive Committee and President (Co) annually to set his compensation. The basis of the appraisal is agreed upon by the Chairman of the Executive Committee and President (Co) ahead of the evaluation. The criteria are objective, including financial performance, long-term strategic performance, career development planning, etc. The Chairman of the Board or a senior director communicates the evaluation results to the Chairman of the Executive Committee and President (Co).

## 7. Board and Management Training

- 7.1 The Company encourages and facilitates training for all internal parties who have a role in corporate governance, including directors, members of the Audit Committee, executives, the Company Secretary, etc. Training - either internal or external - enables them to continuously update their knowledge for performing their duties.

- 7.2 The Board encourages directors to enhance their knowledge for performing their duties by regularly attending training courses and joining seminars. In 2019, there are directors attending training courses as follows:

LIST OF DIRECTORS	Details of the Training Program
Dr. Kosol Petchsuwan	<ul style="list-style-type: none"> <li>- National Director Conference 2019, Board of the Future arranged by IOD</li> <li>- Audit Committee Forum 2019, “Strategic Audit Committee: Beyond Figure and Compliance” arranged by IOD</li> <li>- Digital Business for Organizational Development</li> <li>- Introduction to Internet of Things Products</li> </ul>
Mr. Joti Bhokavanij	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development</li> <li>- Introduction to Internet of Things Products</li> </ul>
Dr. Harald Link	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development</li> </ul>
Prof. Rawat Chamchalerm	<ul style="list-style-type: none"> <li>- Introduction to Internet of Things Products</li> </ul>
Mr. Xu Genluo	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development</li> <li>- Introduction to Internet of Things Products</li> </ul>
Mrs. Preeprame Seriwongse	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development</li> <li>- Introduction to Internet of Things Products</li> <li>- Boards that makes a difference 2019</li> <li>- Defining Board Room Culture/and Imperative of A High Performing Leadership</li> </ul>
Mr. Suphachai Chearavanont	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development</li> <li>- Introduction to Internet of Things Products</li> </ul>
Dr. Ajva Taulananda	<ul style="list-style-type: none"> <li>- Introduction to Internet of Things Products</li> </ul>
Prof.Dr. Warapatr Todhanakasem	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development</li> <li>- Introduction to Internet of Things Products</li> </ul>
Mr. Umroong Sanphasitvong	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development</li> <li>- Introduction to Internet of Things Products</li> </ul>
Mr. Vichaow Rakphongphairoj	<ul style="list-style-type: none"> <li>- Introduction to Internet of Things Products</li> </ul>
Mr. Chatchaval Jiaravanon	<ul style="list-style-type: none"> <li>- Introduction to Internet of Things Products</li> </ul>
Mr. Narong Chearavanont	<ul style="list-style-type: none"> <li>- Introduction to Internet of Things Products</li> </ul>
Mr. Adhiruth Thothaveesansuk	<ul style="list-style-type: none"> <li>- Digital Business for Organizational Development</li> <li>- Introduction to Internet of Things Products</li> </ul>

7.3 Every time that the Company appointed new directors or replaced them, the Management prepared and provided new directors with material and information beneficial for fulfilling their duties including introduction to the Company's various businesses and business direction for new directors.

7.4 The Company has established an official executive "Succession Plan" because the Company is aware that succession planning is a key component of sustainable business success. In light of this, the Company has established processes and procedures to appropriately identify and select candidates for succession at all levels of significant management position. The succession process is consisting of:

(1) Establish the list of candidates to enter the succession process:

where top executives and management select the candidates and conduct the evaluation of these candidates by descending order. The candidates have to undergo the followings performance evaluations:

- Employee and its performance evaluation which are consisting of:
  - Past performance and the anticipation of their performance in the future
  - The decision-making ability, strength, what to improve or what to provide for further development and career path
  - Employee's capability assessment
- 360 Degree Feedback Surveys in relation to the Company's corporate value
- 9-Cell Charts evaluation which is a review of the performance and behavior of candidates in relation to the Company's corporate values

(2) Establish candidate slate:

where the person who is currently in the post has to make his or her candidate slate by specifying three (which can be more or less) potential successors and listed those candidates in the order of their readiness.

(3) Review the candidate slate and establish the Company's Succession Plan:

where the President (Co), top executives and Human Resources executive have to work together in order to review the candidate slate and establish the Company's overall succession plan which will be based on the following key elements; business unit overview, organization chart, candidate slate, 9-cell charts evaluation, employee evaluation and 360 degree feedback surveys

(4) Establish the personal development plan for each of the candidates, execute the development plan and follow up

(5) Perform an evaluation and a review of the Succession Plan on an annual basis

Candidates who have been selected to enter the succession program will have to undergo personal development activities assigned to them by the Company. The development consists of on-the-job training, being set challenging assignments and undergoing job rotation to develop leadership skills and business knowledge in all areas of the Company's operations to ensure continuity in the effective preparation of candidates for executive positions whenever a vacancy in a relevant position arises or where a new position is created to support business expansion.

# SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITIES

## 1. OVERVIEW

True Group is Thailand's fully-integrated telecommunications and digital services leader. It is committed to operating its businesses to deliver products and services that respond to consumer demand, while being responsible for any social and environmental impact as well as listening to each of its stakeholder groups. True Group plays a major role in developing the digital infrastructure system in Thailand covering the whole country, serving Thais and enabling them access to digital knowledge and information fairly and thoroughly. The Company is also helping in strengthening Thailand's economy in the digital era.

To put the philosophy of sustainable development into practice, True Group believes that all levels of its workforce from executives to employees must understand the various sustainability issues facing the Company, and take part in it. The Corporate Governance Committee (board level) is responsible for determining sustainability policies and framework as well as monitoring and reviewing performance whereas the Innovation and Sustainability Committee oversees corporate-wide sustainability activities. All employees are engaged and take part in sustainability through the Company's corporate culture of 4C's which consists of Caring, Credible, Creative, and Courageous. These 4 characteristics encourage employees to contribute their values to colleagues and society, to work with integrity, to be creative, and to be a part of innovation development.

The Company has developed a framework for corporate sustainability performance according to the Three-Benefit Principle: to generate benefits for 1) the country in which it operates 2) the people and communities; and finally 3) the Company itself. This is in accordance with the three-pronged approach to sustainable development, incorporating economic, social and environmental dimensions. True Group is committed in working towards its True Sustainability Goals 2020 under the "3H's" or "HEART, HEALTH, HOME" framework: operating Business with a sustainability-oriented mindset, building a sustainable society, and building a sustainable environment. This 3H's framework is used as the three-pillar guideline for the Company to concretely drive sustainability in order to create long-term and sustainable value for all stakeholder groups as well as to be in line with the "Eight Principles" of the Stock Exchange of Thailand as follows:

### (1) Ethical Business

In addition to compliance with relevant legal and regulatory requirements as well as business ethics and good governance principles, True Group conducts its businesses with respect for the rights of its stakeholders and taking into account their interests to ensure those stakeholders are treated equitably and fairly and their rights are protected. The Company ensures that dealings with all stakeholders are conducted with transparency and without unethical transfers of benefits. The Board of Directors has enacted the Corporate Governance Policy as a framework for the Company's overall business operations, and the Code of Conduct serves as a practical guideline for Directors, management and every True Group employee.

## **(2) Fraud Prevention and Anti-Corruption**

True Group emphasizes its position on anti-corruption practice as well as intolerance of all forms of bribery as indicated in the Company's "Ethical Principles and Code of Conduct" which strictly prohibits employees from demanding or receiving bribes or any other form of benefits from business partners for themselves or other parties. The Company set up training sessions related to the Code of Conduct and the Anti-Corruption Policy and Measures for its employees and suppliers, all of which are publicly disclosed on its website. True Group has also continuously supported government agencies and the public sector's united front in countering corruption with concrete measures and programs. Moreover, the Company announced its commitment to take part in Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), and reaffirmed its strong intention to strictly comply with Thailand's anti-corruption legislations. The Company provides channels for all stakeholder groups to submit complaints: via the Company's website; open letter to executives at the head office; email to the Audit Committee at [auditcommittee@truecorp.co.th](mailto:auditcommittee@truecorp.co.th), or contact the Human Resources Department: e-mail to [codeofconduct@truecorp.co.th](mailto:codeofconduct@truecorp.co.th), call 02-858-2023, or fax to 02-858-4906.

## **(3) Respect for Human Rights**

True Group places great importance on being a part of the global community and on being a good corporate citizenship to create a better quality of life for all. On October 1, 2015, True Group became a member of the UN Global Compact and is committed to its 10 principles that cover 4 major areas of responsibilities: human rights, labor, environment and anti-corruption. True is one of the founding members of the Global Compact Network Thailand (GCNT) to support sustainable development in the global arena. To ensure comprehensive management of human rights issues throughout the value chain, the Company conducted human rights risk assessments within the company every two years to keep updated with human rights issues as well as to review and brainstorm proactive measures to prevent and remedy any potential human rights violations.

## **(4) Fair Treatment of the Work Force**

The Company cares for the well-being of its employees as it believes employee retention is a major factor driving the business towards sustainable growth. It provides appropriate compensation and benefits such as life and health insurances covering disabilities to all employees both permanent and temporary. In addition, the Company provides various welfare activities as well as benefits for employees through the True Plook Rak Campaign to cultivate good health, Dharma and wealth with Plook Rak activities.

## **(5) Responsibility towards Consumers**

As part of its focus on consumers, True Group implemented Total Quality Management (TQM) in its business operations across all departments in the organization in order to improve work processes, leading to better product and service quality for customers. All electronic devices (mobile phones and tablets covering leading & house brands) sold at True Shops are certified for their quality and safety according to standards set by the National Broadcasting & Telecommunication Commission (NBTC). The Company has data security systems and data privacy guidelines and measures to ensure that customer personal information is always securely stored and managed.



## **(6) Environmental Conservation**

True Group is aware of global environmental problems and continuously looks for ways to engage in environmental conservation. It organizes various ongoing activities, both internal and external, to support this effort under the “Cultivating Love of Nature and the Environment” concept. The Company’s 2020 sustainability goals include achieving 10% reduction in both greenhouse gas intensity (emissions per revenue) and water intensity (water consumption per revenue), when compared to 2015 as the base year, to encourage employees to contribute towards these efficiency goals. In addition, the Company received ISO14001: 2015 certification at the True Tower Headquarters, True Tower 2 and Khon Kaen Regional Office. Moreover, True Group in collaboration with the Department of National Parks, Wildlife and Plant Conservation, organize a National Nature Photography Contest every year. Other environmental projects include the Rak Pong Prai Youth Nature Camp with the objective of raising awareness of the importance of biodiversity among youths, and training students to use the We Grow mobile application that is a tool to promote learning about the diverse species of trees and plants, as well as the DooNok mobile application that was created to promote bird and environmental conservation.

## **(7) Participation in the Development of the Community and Society**

True Group’s ongoing commitment is to improve learning capabilities and life skills development, as well as create a better quality life for vulnerable groups under the theme “Creating a Better Life for Vulnerable Groups”. These initiatives are related to the United Nations Sustainability Goals or UN SDGs where the Company has focused on two sustainability goals as follows:

- (7.1) Supporting access to digital content and knowledge for four million Thai people by 2020 (compared to the base year 2015) which is in line with the UN SDGs No. 4 -Quality Education, through the Government’s Pracharat Project “CONNEXT ED” and the “Broadening the Learning Experience with True Plookpanya” program.
- (7.2) Enhancing the quality of life for 10,000 people in vulnerable groups to develop positive social impacts which is in line with the UN SDGs No. 10 - Reduces Inequality through the following projects: Creating a better quality of life and career prospects for people with autism by developing applications for them to improve functional skills, providing vocational training for them to earn sustainable income as well as supporting the establishment of a social enterprise which produces the “Art Story by Autistic Thai” product line, and a vocational training center for the people with autism; collaborating with the Mirror Foundation the Hai Mai Huang Project to locate missing people through QR-coded wristbands and support the development of Braille Note Taker (My Eyes Memory: MEM) plus training for visually-impaired students to learn to take notes and connect to other devices.

## **(8) Development and Sharing of Innovation as Corporate Responsibility for Society, the Environment, and Stakeholders**

Focused on creating a Company of innovation, True has continuously been cultivating a work environment conducive to learning from experimentation, encouraging employees to explore their creativity and present new ideas to fulfill customer’s diverse needs. As part of True’s effort to deliver sustainability values through social and environmental innovations, it has engaged in the following internal and external activities and projects.

- (8.1) True develops innovations to connect people with another without limitations through True IoT (Internet of Things) and True Robotics.
- (8.2) True Group promotes the development of innovations to increase efficiency and optimize the use of resources by organizing the Annual True Innovation Awards, which encourage employees at all levels to take part in developing innovations that benefit the organization as well as society.
- (8.3) True Lab is a collaborative research and development project between True Corporation Public Company Limited (True Innovation Center) and 10 educational institutions.
- (8.4) True Incube is an incubation program for Thai technology startups with an aim to create opportunities for entrepreneurs who aspire to have a successful business of their own.
- (8.5) True Group has developed the True Digital Park Project located at the Whizdom 101 real estate development site as Thailand's Digital Hub, with the aim to build an ecosystem for creativity and research on digital innovations under the "Open Innovation" concept. It is one of True Group's proud masterpieces which will help drive Thailand to become the region's digital hub.

## 2. TRUE GROUP'S SUSTAINABILITY REPORT

### (1) Sustainability Report Process

True Group is committed to sustainable development and disclosure of sustainability performance and corporate social responsibility information according to its annual materiality analysis. This Sustainability Report is based on the internationally recognized Global Reporting Initiative (GRI) Standards at the "Core" option, and includes standard disclosure of material topics with relevance to the Company's operations and consistent with the United Nations Sustainable Development Goals (SDGs). The information can be referenced from the Company's website: [www.truecorp.co.th](http://www.truecorp.co.th).

The Company conducts a materiality assessment every year to identify and prioritize sustainability issues of interest to stakeholders and the factors that impact business operations in the economic, environmental and social dimensions, as well as to communicate with internal and external stakeholders. In 2019, the Company has categorized its stakeholder into six groups as follows: customers, employees, business partners & suppliers, government, shareholders & creditors, and community & society.

True Group applied GRI Standards reporting guidelines based on four key principles Step 1: Topic Identification 2: Prioritization 3: Verification 4: Review and Verify the Report by an independent auditor. The analysis of the significance level of issues affecting sustainable development of True Group in 2019 has identified the following significant topics: data privacy, cyber security, customer relationship management, network reliability, and business performance & growth capability. The results of these topics were incorporated into the development the Company's sustainable development strategic plan and goals, as well as performance disclosure in the sustainability report according to the mentioned GRI standards.

## (2) Operations in Accordance with Sustainability Policies

The Company is committed to driving sustainability policies in three dimensions - economic, social and environmental. True's 2020 Sustainability Goals have been set up under the 3H's framework covering all sustainability material issues while at the same time responding to the needs and expectations of all stakeholder groups. The sustainability management structure is divided into three levels: board of director level, middle to senior management level, and operations level in order to drive company-wide sustainable business, monitor and assess the performance against the targets. For more information, please refer to the 2019 corporate sustainability performance in the True Sustainability Report 2019.

## 3. CORPORATE SOCIAL RESPONSIBILITY IMPACT ON SOCIETY

In 2019, the Company and its subsidiaries were not audited by external authorities for any actions against the Stock Exchange of Thailand (SET)'s Eight Rules mentioned above, nor was the Company, including its subsidiaries, accused of creating negative impacts on society and the environment, especially from the media that may have a damaging effect on the organizations' reputations.

## 4. AFTER PROCESS CORPORATE SOCIAL RESPONSIBILITY

True is aware of the importance of social and environmental development and is committed to the following activities to create: 1) digital and social inclusion, 2) social impact, 3) good corporate citizenship, and 4) social & environmental innovation.

### 4.1 Digital and Social Inclusion Activities

#### 1. The Government's Pracharat Project "CONNEXT ED"

True Group collaborated with three partners – the government, the business sector, and civil society to bring the management of the nation's basic education up to international standards, to develop leaders, and to create opportunities for students with better access to ICT equipment and multimedia contents, linking knowledge from all over the world with high speed internet and digital educational media, and promoting child-centric education. Currently, there are 33 organizations participating in the project. Volunteer employees who joined the program as a School Partner could improve their own skills & knowledge and were able to drive the partnership with the government-run schools under the Office of the Basic Education Commission (OBEC) across the nation. The project was aimed at meeting 15 per cent coverage, or 4,781 schools of the total 30,000 OBEC schools. A total of 283 True staff volunteers joined the project as a School Partner whereas another 190 joined as ICT talent in the role of ICT consultant to the schools.

#### 2. True Plookpanya Project

True Group has continuously supported education-related activities by utilizing True's integrated telecommunications technology and innovations to help improve learning capabilities at underprivileged schools lacking adequate teaching materials and equipment. Moreover, the Company has provided educational tools to cultivate "knowledge and virtue" through various educational platforms such as

True Plookpanya educational content channels via cable TV and satellite TV which are viewed by more than 40 million people, the [www.trueplookpanya.com](http://www.trueplookpanya.com) website - a database of educational and general knowledge with more than 123 million page views, and True Plookpanya application - a free application with access to the database of the True Plookpanya website that has over 380,000 downloads.

## 4.2 Activities to Create Social Impact

### 1. Improving the Quality of Life for people in Vulnerable Groups

- Improving the Quality of Life through the Autism Program: The Company supported in setting up the True Autistic Thai Center to provide vocational training for more than 5,000 people with autism, enabling them to work and earn an income to support themselves and their families. Moreover, with the True Autistic mobile applications, people with autism can improve functional skills and become less reliant on their parents and caretakers. In addition, True Group assisted in setting up a social enterprise by providing assistance for the marketing and selling of products made by children with autism. These unique or one-of-a-kind products comprise mugs, bags, t-shirts and notebooks under the product line “ArtStory By Autistic Thai”. The center helps to sell these products online at one of Thailand’s leading online shopping websites as well as at True Group offices, generating revenue of about 4.5 million Baht.
- Hai Mai Huang Project: (Elderly and Children) via Thai Missing App: True Group in collaboration with the Mirror Foundation, and other organizations from the government and the private sector developed an innovative initiative to reunite missing people, particularly young children, the elderly, and people with dementia and other disabilities, with their families. This innovation deploys communications technology with QR-coded wristbands for faster identification of these people whose information was securely registered in the project’s database. If the individuals were lost or missing, volunteers and officers would be able to assist. Currently, 806 people received the QR-coded wristbands from the project.
- Braille Note Taker (My Eyes Memory “MEM”): True Group collaborated with Mahidol University in the development of the Braille note-taker called “My Eyes Memory” or “MEM” for visually-impaired students so that they can conveniently take notes and connect to other devices such as mobile phones, tablets, and computers. True Group also arranged training courses for both teachers and visually-impaired students on how to take notes, allowing these students to attend classes with regular students.
- TrueMove H Deaf SIM and Blind SIM: True Group provided TrueMove H Deaf SIM cards for persons with hearing-impairments so that they can access news and information easier and more effectively. The True Care Live for Deaf application was developed to enable people with hearing impairments to contact the TrueMove H Call Center for service assistance via video chat using sign language, all free of charge. On the other hand, TrueMove H Prepaid Blind SIM cards are available for visually-impaired persons enabling them to use unlimited data services at a special price. Through this they can contact the 1414 Call Center dedicated for persons with visual impairments for free.

## 2. “Novice Monks Cultivate Dharma Wisdom” Project:

The 8<sup>th</sup> annual reality Dhamma documentary program was held at Suan Mok or Wat Than Nam Lai Temple in Surat Thani under the theme “Love the Universe: Love-Learn-Persevere-Give”. It allows children to be creative in their presentation of Dhamma as well as cultivates knowledge and virtues among children so that they will grow up to be both capable and good people in accordance with Buddhist principles, leading to further development of virtues within society. The 31-day program showed the novices learning and practicing Dhamma in their daily lives. It was broadcast live on True Visions TV channels and online via the TrueID application and on its Facebook fan page with more than 800,000 followers, and more than 34 million people viewers.

## 3. Project to Develop Knowledge Learning Capabilities and Life Skills for Youths

The Company has organized a number of projects annually to enrich and enhance the learning experience for youths. These projects include: True Young Scientist Competition, True Future Journalist Award Contest, the Annual Pirab Noi and Saifa Noi student projects, and promotion of sports.

### 4.3 Corporate Citizenship Activities

The Company donates money to various charitable causes and supports rescue and recovery efforts in times of natural disasters and humanitarian crises. The Company maintains and expands its high-quality network to ensure reliable communications during times of emergencies. Examples of True Group’s contributions to emergency relief operations include providing Tourist SIM Cards to the Tourism Police, and 24-hour free call services to both local and overseas numbers and data roaming SIM cards with unlimited packages.

### 4.4 Social and Environmental Innovation

True Group focuses on Social and Environmental Innovation that is in line with the SD Goals No. 9 - Industry, Innovation and Infrastructure.

#### 1. The Elephant Smart Early Warning System

This project was initiated to resolve the confrontation problem between villagers and elephants that entered and damaged farming areas of people in Kui Buri in Prachuap Khiri Khan province. True Group collaborated with the Department of National Parks, Wildlife and Plant Conservation, and WWF Thailand to alleviate this issue by developing the Elephant Smart Early Warning System which comprises cameras, equipped with TrueMoveH SIM cards, positioned at passageways where elephants frequently pass, along the boundary of 25 national parks making use of TrueMoveH’s high-speed wireless network. Once a camera detects an elephant walking by, it would send the image and location information of the elephant to the surveillance center via a cloud system. In 2019, more than 120 authorities and people were trained to operate the system and more than 300 farming areas benefitted from this initiative.

## **2. The Annual National Nature Photography Contest**

The Company, in collaboration with the Department of National Parks, Wildlife and Plant Conservation, organized the 2<sup>5th</sup> Annual Nature National Photography Contest 2019 to create awareness of environmental conservation among the public by using photography as a medium under the theme “Nature and Wildlife Photography”. The contest was open students and the general public to compete for the HRH Princess Maha Chakri Sirindhorn Royal Trophy, the Princess Debaratanarajasuda Royal Trophy and HRH Princess Galayani Vadhana Krommaluang Naradiwas Royal Trophy. In 2019, more than 796 people submitted photos to the contest. The award-winning photographs are available for viewing via the “True Photo Contest” application, which showcases all the winning entries since 1995.

## **3. The Rak Pong Prai Youth Nature Camp**

This project was organized by True Group in collaboration with Charoen Pokphand Group and 13 other organizations and has been in operation five consecutive years, with the objective of raising awareness of the importance of biodiversity among youths. The program utilizes True’s We Grow mobile application as a tool to promote learning about diverse species of trees and plants, making environmental conservation an enjoyable activity for users. The Company provided training sessions on the We Grow application for teachers and staff at Nature Study Centers nationwide. More than 10,900 youths were trained in using the We Grow application. Moreover, the Company helped in installing a total of 600 tree information signage and labels at six BMA’s parks.

# INTERNAL CONTROLS AND RISK MANAGEMENT

## THE BOARD OF DIRECTORS' OPINION ON THE COMPANY'S INTERNAL CONTROL SYSTEM

True Corporation Public Company Limited places great importance on the Internal Control System which is a mechanism to protect and manage risks or other exposures that may occur. The Company develops the Internal Control System in accordance with the International Standard of COSO Internal Control Framework (The Committee of Sponsoring Organizations of the Treadway Commission) and adapts as practice guidelines to achieve the objectives of effectiveness and efficiency of operations, the reliability and integrity of reporting and the compliance with laws, regulations and policy of the Company's operations.

After an assessment of the Company's internal control system with the Audit Committee in the Board of Director Meeting No.2/2020 held on 28<sup>th</sup> February 2020 with the presence of all three members of the Audit Committee, the Board of Directors has an opinion that the Company's internal control system is adequate and suitable. The Company has sufficient personnels to operate in accordance with the mentioned internal control system since all personnels are held accountable for the internal control. Moreover, the external auditor has not identified any findings in respect to the Company's internal control system which would be considered to be material weaknesses that could have a material impact on the financial statements. The Board also emphasizes the development of the Company's Corporate Governance in order to help improve the internal control system within the Company on a continuing basis.

The Company's internal control system can be summarized in 5 components of the COSO Internal Control framework as follows:

### 1. Control Environment

The Board of Directors strives to promote the organization culture by focusing on operating the business with integrity and ethical values, and overseeing the conduct of the Company's business to ensure the compliance with laws and the organization's objectives and goals, including adequate and suitable control environment as follows:

- The Board of Directors has established in writing the Corporate Governance Policy, the Code of Conduct and Anti-Corruption Policy and Measure as guideline practices for the Board, management and employees to carry out duties and responsibilities with integrity and ethical values. The Board of Directors delegates to management to regularly communicate the mentioned policies and code to management and all employees through internal training and various activities.
- The Board of Directors is independent from management and is responsible to oversee the overall business performance, and there are clear and measurable business goals and strategies as direction for the business plan executions and operations, and regularly follow up the Company's performance.

- The Company has established the organization structure in business lines and functions to efficiently support the business operations in order to align with True Group's direction. Efficient internal controls have been established such as segregations of duties for check and balance, all employees are held accountable for internal control. The Company has established clear line of reporting for the organization structure, accountabilities are clearly assigned and levels of authorities are appropriately delegated in line with the organization structure.
- The Company defines personnel qualifications for each job position as guidelines to recruit, select personnel from internal and external sources. The Company also has plan for individual personnel development through the Company's Learning and Development Center and also external training. There are succession plan and process to select successors for critical job positions. The performance evaluation system and process are standardized to consider fair reward and recognition, and offer incentives to employees in an efficient manner. Every year, the Company selects the top qualified employees to participate in True Star program.

## 2. Risk Assessment

Risk assessment is part of risk management which is essential to a sustainable business operation. The Company takes into consideration not only business risks, but also social and environmental risks, how to reduce risk impacts, and business opportunities all under the topic of risk management. The Company continuously develops an efficient risk management system in order to provide long term value to stakeholders.

- The Company follows the Enterprise Risk Management (ERM) policy in accordance with international standards of the Committee of Sponsoring Organizations of Treadway Commission (COSO 2017), and annually assesses a variety of risks like current risks, past risks, and long-term risks. The Risk Management Policy & Framework is reviewed and approved annually by the President (Co).
- There is joint working between Risk Management Committee, the Management, Internal Audit and the business units (Risk Owners). In this regard, the Company sets the Risk Monitoring Department to coordinate and facilitate the discussion with the business units (Risk Owners), the Risk Management Committee and relevant units to assess and prioritize risk and find measures to address them including to report the Enterprise Risks to the Executive Committee for acknowledgement and approval and report to Audit Committee for acknowledgement and advisory.
- Additionally, the Company operates risk-based audits and develops the quality of internal audits in both personnel and work operation systems, in order to manage risks effectively. This helps to increase business opportunity and competitiveness for the Company by managing risks under the current rapidly changing circumstances. This meets the goal of multidimensional risk identification and assessment, which includes operational, financial, marketing, regulatory, legal, Technology & IT, people and sustainability.

## 3. Control Activities

The Company has established the control activities that help mitigate risks which may prevent the achievement of objectives to acceptable levels:



- The Company has designed appropriate types of control activities to address risks and entity-specific factors. The segregation of duties has been clearly established such as authorizing and approving transactions, recording financial transactions and data information, and handling the assets. The Company has appropriately established the written policies, procedures and work instructions covering finance, purchasing and other processes, and periodically reviews to determine their continued relevance. The Company has clearly defined the approval authorization for each management level. The information of major shareholders, directors and management has been regularly updated. The Rules of Entering into Related Party Transactions have been established to prevent conflict of interest and consider the Company's best interest.
- The Company has implemented the automated controls of key operating systems and established Corporate Information Security Policies to ensure the appropriateness of controls over information and technology in accordance with the ISO/IEC 27001.
- The Company has periodically monitored the operations of its subsidiaries or associates to ensure their operations aligned with the Company's policy.

#### 4. Information and Communication

The Company recognizes the importance of the quality of information and communication which is a significant part in supporting effective Internal Control System and has implemented and managed the information and communication as detailed below:

- The Company has set up the Corporate Planning, Intelligence & Command Center and Launch Office to collect information, considering the relevant factors such as the sources, accuracy, reliability, cost, as well as the appropriate level of information and communicate the information to management to ensure they receive accurate and quality information.
- The Company prepares the significant information and regularly reports to the Board of Directors every quarter. The Board of Directors can access necessary information or request the additional information from the Company Secretary, who acts as a contact center to help coordinate the Board's request for information, organizes the meetings, or meetings between the Board and management. The Board of Directors meeting information and documents will be provided in advance to all Board members prior the meeting date.
- The Company has established process and efficient internal communication and information channels through Intra-net communication technology that can communicate necessary information to all employees throughout the organization at the same time. The Company can also specify the position level of employees for communicating classified or sensitive information.
- The Company provides a separate communication channel to report any clues or complaints, offenses or suspicious behavior that may imply fraud or corruption or misconduct of any persons in the organization for employees and other stakeholders to the Board of Directors through the Audit Committee channel, the Chairman of the Executive Committee, the President (Co), the Human Resources Department, Fraud

& Cyber Crime Department (information reported to be kept confidential). This channel is publicized on the Company's website [www.truecorp.co.th](http://www.truecorp.co.th). In addition, the Company also has appropriate and efficient communication channels with external stakeholders such as Call Center for customers' inquiries or complaints about products and services of the Company, and Investor Relations channel for shareholders and investors.

- The Company recognizes great importance of Internal Control System which is established as one of 9C policy and communicates to employees at all levels. The Internal Audit Department is assigned to provide training courses every quarter on Internal Control for the Company's employees. Moreover, the Internal Audit Department also provides internal control advisory service to the various business units of the Company upon request.

## 5. Monitoring Activities

The Company establishes process to monitor and evaluate the adequacy of its internal control system to ensure the efficiency and effectiveness of the internal control.

- The Company establishes process to oversee the business operations to comply with the business code of conduct and the conflict of interest code. The Control Self-Assessment (CSA) has been implemented to evaluate the internal control at the organization and the process levels on a regular basis. Moreover, the Company establishes the channel to communicate or report to the Audit Committee in case there are suspicious or fraudulent activities, including reporting the progress of the resolution of significant deficiencies to the Audit Committee.
- The Internal Audit Department, which is an independent function and a direct report to the Audit Committee, is responsible to evaluate the efficiency and effectiveness of the internal control in conformity with the International Standard for the Professional Practice of Internal Auditing (IIA). The internal audit plan is a risk-based audit and prepared on a yearly basis to align with the True Group's strategies and the enterprise risks which may have impact on the business operations and objectives. The recommendations to improve the business process, the efficiency and effectiveness of the internal control are provided to management to implement corrective action plans. The deficiencies and recommendation are reported to the Audit Committee including the follow-up of the implementation of the corrective action plans.

## OPINION OF THE AUDIT COMMITTEE WHICH IS DIFFERENT FROM THE OPINION OF THE BOARD OF DIRECTORS

- None -

## THE HEAD OF INTERNAL AUDIT

The Head of Internal Audit of the Company is Mrs. Daopakay Luksanakulbutr, who was appointed as the Head of Internal Audit since 1<sup>st</sup> December 2000.

The Audit Committee approves the appointment, transfer and dismissal of the Head of Internal Audit and oversees the person who serves as the Head of Internal Audit to have adequate and suitable educational background, experiences and trainings to fill the role. Details of the Head of Internal Audit including educational background and working experiences are as appeared in the next page.

## INFORMATION OF THE HEAD OF INTERNAL AUDIT (AS OF 31<sup>ST</sup> DECEMBER 2019)

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MRS. DAOPAKAY LUKSANAKULBUTR

HEAD OF GROUP INTERNAL AUDIT

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AGE 62 YEARS

### EDUCATION

Master of Science in Taxation, Golden Gate University, USA

Bachelor of Business Administration (Accounting), George Washington University, USA

Certified Public Accountant (USA)

Certified Internal Auditor

### OUTSIDE TRAINING PROGRAMS

- IIA Seminar : Undispensable, Insightful, Agile Internal Audit
- Sustainability Evaluation and Data Management
- Updated COSO Enterprise Risk Management : Integrating with Strategy & Performance
- Preliminary to Corporate Sustainability
- Data Privacy
- Sustainability Evaluation & Data Management
- Value Creation and Enhancement for Listed Companies with the new COSO 2017 ERM
- Transforming IA for the Digital Age
- Anti-Corruption: Synergy to Success IA Day
- Working Paper for Anti-corruption
- Internal Control-Thailand 4.0
- IA Forum: Staying the course towards True North-Navigating disruption
- Sustainability Strategy: Key Blueprint for Business Growth
- Career Counseling & Mentoring to unleash Talent
- 2016 IA Day-Leading Your Professional Way
- 2016 IIA Annual Seminar: The Professional of Sustainable Development
- Challenging role of Audit Committee in the review of financial and non-financial information
- Risk management and Internal Control
- 2015 State of Internal Audit Profession Study
- 2014 State of Internal Audit Profession Study
- IIAT Annual Seminar 2014
- Brand Training
- BS 25999 Transition to ISO 22301
- ISO 19011-2011 Auditing Management System
- BS 25999: Business Continuity Management
- Presentation Skills
- Power Trainer
- Tools & Techniques for Enterprise Risk Management (ERM)

## IN-HOUSE TRAINING PROGRAMS

- Chairman's Vision 2019
- Assertive Communication and Performance Feedback
- Personal Data Protection
- Disruptive Marketing : shortcut to be market leader
- Cybersecurity and the Dynamics of Thai Telecom Industry
- Chairman Vision 2018
- Cyber Security in today's Global Business Ecosystem
- Chairman Vision 2017
- Supply Chain Sustainability workshop
- Internal Control for Procurement
- True Sustainability Development Workshop
- IFRS Update
- Technology Trend 4 Digital Inclusion
- Chairman Vision 2016
- CEO Vision and True LDL Workshop
- Boost Human Productivity
- True Copper & Fiber Network
- Data Network Fundamental
- Broadband Access Technology
- The 4 disciplines of execution
- Seminar : Sustainability and Alignment - CP Group
- The Leader's Daily Role in Engaging People & Talents
- Chairman Vision 2015
- Director Freshen up
- Grow Together With A Winning Culture
- CEO Vision and True LDL workshop
- TFRS
- True Leadership and Innovation Forum #54
- Telecom Policy Workshop
- Situational Leadership
- LDL Follow up Workshop 2015
- Chairman Vision 2015 Follow up
- Transfer Pricing
- Continuous improvement
- True Leaders Develop Leaders (LDL) 2014 : Chairman Vision Cascade Workshop
- IDEA Application training
- IT Audit training
- Chairman Vision 2014 to Practice
- LDL (Leaders Develop Leaders Program)
- LDL Cascade Program
- Telecommunications Regulations
- 3G Network-BFKT
- True Leadership
- Business Continuity Management (BCM)

## MAJOR EXPERIENCE

- |                |   |
|----------------|---|
| 2013 - Present | Head of Group Internal Audit, True Corporation Public Company Limited           |
| 2005 - 2013    | Deputy Director - Group Internal Audit, True Corporation Public Company Limited |

## CONNECTED TRANSACTIONS

- i) For the year ended 31 December 2019, the Group carried out the transaction with subsidiaries, associate, joint ventures and related companies as disclosed in note to the Financial statements for the year ended 31 December 2019 (Note 40). The significant connected transactions of the Company and subsidiaries that carried out with associate and related companies are as follows:

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
<b>1. The Company</b>				
1.1 Charoen Pokphand Group of companies (CPG)*	CPG is a major shareholder of the Company.	Sale :		
		• Collection agent fee	15,171	• The transactions arose in ordinary course of business that the Company proposed to the third party.
		Purchase :		
		• Office rental and related services	211,271	• The transactions arose in ordinary course of business at the rate of Baht 200 – 220 per square metre per month for rental and Baht 220 – 520 per square metre per month for service. The maturity are normally in the year and are allowed to be renewed.
		• Management fee	47,579	• The transactions arose in ordinary course of business.
		• Vehicle rental and related services	138,464	• The transactions arose in ordinary course of business at the rate of Baht 15,000 per unit per month. The maturity is normally 3 years.
		• Repair and maintenance	5,216	• The transactions arose in ordinary course of business.
		• Training	18,200	• The transactions arose in ordinary course of business.
		• Other services	61,934	• The transactions arose in ordinary course of business.

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
1.2 True Voice Co., Ltd. (TV)	The Company directly holds 55.00% in TV's equity interest.	Sale : • Other services	982	• The transactions arose in ordinary course of business that the Company proposed to the third party.
		Purchase : • Other services	322	• The transactions arose in ordinary course of business.

## 2. Bangkok Inter Teletech Group of companies (BITCO) (The Company indirectly holds 99.74%)

2.1 China Mobile Group of companies (CMG)	CMG is a major shareholder of the Company. The Company indirectly holds 99.74% in BITCO's equity interest.	Sale : • Mobile services	(879)	• The transactions arose in ordinary course of business that BITCO's subsidiary proposed to the third party.
		• Sales of mobile handset and accessories	1,792	• The transactions arose in ordinary course of business that BITCO's subsidiary proposed to the third party.
2.2 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 99.74% in BITCO's equity interest.	Sale : • Sales of mobile handset and accessories	1,290,038	• The transactions arose in ordinary course of business that BITCO's subsidiary proposed to the third party.
		• Commission and other services	384,516	• The transactions arose in ordinary course of business that BITCO's subsidiary proposed to the third party.
		Purchase : • Office rental and related services	274,266	• The transactions arose in ordinary course of business at the rate of Baht 816,988 per month. The maturity is normally 3 years and allowed to be renewed.
		• Commission from refill card and other service	395,149	• The transactions arose in ordinary course of business.
		• Vehicle rental and related services	108,464	• The transactions arose in ordinary course of business at the rate of Baht 15,000 per unit per month. The maturity is normally 3 years.
		• Repair and maintenance network	1,653	• The transactions arose in ordinary course of business.

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
		<ul style="list-style-type: none"> <li>Advertising and other services</li> </ul>	74,451	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
		<ul style="list-style-type: none"> <li>Handset and refill card</li> </ul>	1,223,689	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
2.3 True Axion Interactive Ltd. (TAG)	The Company indirectly holds 99.74% in BITCO's equity interest and indirectly holds 40.00% in TAG's equity interest.	Sale : <ul style="list-style-type: none"> <li>Sales of mobile handset and accessories</li> <li>Other services</li> </ul>	174 30	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business that BITCO's subsidiary proposed to the third party.</li> <li>The transactions arose in ordinary course of business that BITCO's subsidiary proposed to the third party.</li> </ul>
<b>3. True Multimedia Co., Ltd. (TM) (The Company indirectly holds 91.08%)</b>				
Charoen Pokphand Group of companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 91.08% in TM's equity interest.	Purchase : <ul style="list-style-type: none"> <li>Other services</li> </ul>	9	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
<b>4. True Life Plus Co., Ltd. (TLP) (The Company indirectly holds 100.00%)</b>				
Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TLP's equity interest.	Purchase : <ul style="list-style-type: none"> <li>Collection agent fee</li> </ul>	1,354	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
<b>5. Asia Wireless Communication Co., Ltd. (AWC) (The Company indirectly holds 100.00%)</b>				
5.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in AWC's equity interest.	Purchase : <ul style="list-style-type: none"> <li>Office rental and other services</li> </ul>	279	<ul style="list-style-type: none"> <li>The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed.</li> </ul>

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
5.2 Digital Telecommunications Infrastructure Fund (DIF)	The Company indirectly holds 100.00% in AWC's equity interest and directly holds 29.00% in DIF's equity interest.	Sale : • Network rental  Purchase : • Tower rental	431,684   1,229,238	• The transactions arose in ordinary course of business that AWC proposed to the third party.  • The transactions arose in ordinary course of business.

#### 6. True Visions Group of companies (TVG) (The Company indirectly holds 100.00%)

6.1 True GS Co., Ltd. (TGS)	The Company indirectly holds 100.00% in TVG's equity interest and indirectly holds 46.80% in TGS's equity interest. These companies are related through directorships, i.e. Mr. Ongard Prapakamol, Mr. Anat Mekpaiboonvatana and Ms. Yupa Leewongcharoen.	Sale : • Sale of equipment  • Advertising  Purchase : • Purchase of goods	241  76,245  186	• The transactions arose in ordinary course of business that TVG proposed to the third party.  • The transactions arose in ordinary course of business that TVG proposed to the third party.  • The transactions arose in ordinary course of business.
6.2 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TVG's equity interest.	Sale : • Activities sponsorship  Purchase : • Office rental and related services  • Vehicle rental  • Collection agent fee  • IVR server rental  • System development	213,707  60,293  45,985  51,788  5,478  1,384	• The transactions arose in ordinary course of business that TVG proposed to the third party.  • The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed.  • The transactions arose in ordinary course of business at the rate of Baht 15,000 per unit per month. The maturity is normally 3 years.  • The transactions arose in ordinary course of business.  • The transactions arose in ordinary course of business.  • The transactions arose in ordinary course of business.

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders



<b>COMPANY NAME</b>	<b>RELATIONSHIP</b>	<b>DETAILS OF TRANSACTIONS</b>	<b>2019 (BAHT'000)</b>	<b>RATIONALE AND NECESSITY</b>
		<ul style="list-style-type: none"> <li>• Advertising and Marketing expenses</li> </ul>	42,962	<ul style="list-style-type: none"> <li>• The transactions arose in ordinary course of business.</li> </ul>
		<ul style="list-style-type: none"> <li>• Other services</li> </ul>	33,420	<ul style="list-style-type: none"> <li>• The transactions arose in ordinary course of business.</li> </ul>
6.3 True CJ Creation Co., Ltd. (TCJ)	The Company indirectly holds 100.00% in TVG's equity interest and indirectly holds 51.00% in TCJ's equity interest. These companies are related through directorships, i.e. Mr. Narong Chearavanont and Ms. Yupa Leewongcharoen.	Sale : <ul style="list-style-type: none"> <li>• advertising</li> </ul> Purchase : <ul style="list-style-type: none"> <li>• Other services</li> </ul>	4,475   130	<ul style="list-style-type: none"> <li>• The transactions arose in ordinary course of business that TVG proposed to the third party.</li> <li>• The transactions arose in ordinary course of business.</li> </ul>
6.4 Transformation Film Co., Ltd. (TFF)	The Company indirectly holds 100.00% in TVG's equity interest and indirectly holds 34.69% in TFF's equity interest.	Sale : <ul style="list-style-type: none"> <li>• advertising</li> </ul>	3,000	<ul style="list-style-type: none"> <li>• The transactions arose in ordinary course of business that TVG proposed to the third party.</li> </ul>
<b>7. True Touch Co., Ltd. (TT) (The Company indirectly holds 50.00%)</b>				
7.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 50.00% in TT's equity interest.	Sale : <ul style="list-style-type: none"> <li>• call center</li> </ul> Purchase : <ul style="list-style-type: none"> <li>• Office rental and related services</li> </ul>	12,515  12,889	<ul style="list-style-type: none"> <li>• The transactions arose in ordinary course of business that TT proposed to the third party.</li> <li>• The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed.</li> </ul>
7.2 True GS Co., Ltd. (TGS)	The Company indirectly holds 50.00% in TT's equity interest and indirectly holds 46.80% in TGS's equity interest.	Sale : <ul style="list-style-type: none"> <li>• call center</li> </ul>	9,736	<ul style="list-style-type: none"> <li>• The transactions arose in ordinary course of business that TT proposed to the third party.</li> </ul>

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
7.3 True Voice Co., Ltd. (TV)	The Company indirectly holds 50.00% in TT's equity interest and directly holds 55.00% in TV's equity interest. These companies are related through directorships, i.e. Ms. Yupa Leewongcharoen and Mrs. Suphavadee Trakulboon.	Sale : • Call center  Purchase : • Other services	2,812   800	• The transactions arose in ordinary course of business that TT proposed to the third party.  • The transactions arose in ordinary course of business.
<b>8. Real Move Co., Ltd. (RMV) (The Company indirectly holds 99.74%)</b>				
8.1 True GS Co., Ltd. (TGS)	The Company indirectly holds 99.74% in RMV's equity interest and indirectly holds 46.80% in TGS's equity interest. These companies are related through directorships, i.e. Ms. Yupa Leewongcharoen.	Sale : • Mobile services	100	• The transactions arose in ordinary course of business that RMV proposed to the third party.
8.2 True Voice Co., Ltd. (TV)	The Company indirectly holds 99.74% in RMV's equity interest and directly holds 55.00% in TV's equity interest. These companies are related through directorships, i.e. Ms. Yupa Leewongcharoen.	Sale : • Mobile services  Purchase : • Other services	23  107	• The transactions arose in ordinary course of business that RMV proposed to the third party.  • The transactions arose in ordinary course of business.
8.3 Digital Telecommunications Infrastructure Fund (DIF)	The Company indirectly holds 99.74% in RMV's equity interest and directly holds 29.00% in DIF's equity interest.	Sale : • Fiber optic cables	2,486,676	• The transactions arose in ordinary course of business that RMV proposed to the third party.

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
8.4 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 99.74% in RMV's equity interest.	Sale : • Mobile services  Purchase : • Purchase of goods  • Office rental and related services  • Content  • Commission and marketing  • Collection agent fee and cost of card  • Other service	18,557   4,731  31,847  117,818  1,140,976  1,127,249  66,515	• The transactions arose in ordinary course of business that RMV proposed to the third party.  • The transactions arose in ordinary course of business.  • The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed.  • The transactions arose in ordinary course of business.  • The transactions arose in ordinary course of business.  • The transactions arose in ordinary course of business.  • The transactions arose in ordinary course of business.
8.5 Transformation Film Co., Ltd. (TFF)	The Company indirectly holds 99.74% in RMV's equity interest and indirectly holds 34.69% in TFF's equity interest.	Purchase : • Content	133	• The transactions arose in ordinary course of business.
<b>9. True Internet Corporation Co., Ltd. (TICC) (The Company directly and indirectly holds 100.00%)</b>				
9.1 True GS Co., Ltd. (TGS)	The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest and indirectly holds 46.80% in TGS's equity interest. These companies are related through directorships, i.e. Ms. Yupa Leewongcharoen.	Sale : • Digital Data Network services	2,622	• The transactions arose in ordinary course of business that TICC proposed to the third party.

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
9.2 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest.	<p>Sale :</p> <ul style="list-style-type: none"> <li>Digital Data Network services</li> <li>Network equipment</li> </ul> <p>Purchase :</p> <ul style="list-style-type: none"> <li>Office rental and related services</li> <li>Vehicle rental and related services</li> <li>Repair and maintenance network</li> <li>Internet server rental</li> <li>Collection agent fee</li> <li>Other services</li> </ul>	<p>559,258</p> <p>14,843</p> <p>141,471</p> <p>245,211</p> <p>1,044,528</p> <p>375,316</p> <p>194,342</p> <p>27,197</p>	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business that TICC proposed to the third party.</li> <li>The transactions arose in ordinary course of business that TICC proposed to the third party.</li> <li>The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed.</li> <li>The transactions arose in ordinary course of business at the rate of Baht 15,000 per unit per month. The maturity is normally 3 years.</li> <li>The transactions arose in ordinary course of business.</li> <li>The transactions arose in ordinary course of business.</li> <li>The transactions arose in ordinary course of business.</li> <li>The transactions arose in ordinary course of business.</li> </ul>
9.3 Digital Telecommunications Infrastructure Fund (DIF)	The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest and directly holds 29.00% in DIF's equity interest respectively.	<p>Sale :</p> <ul style="list-style-type: none"> <li>Digital Data Network services</li> </ul> <p>Purchase :</p> <ul style="list-style-type: none"> <li>Rental of fiber link</li> </ul>	<p>177</p> <p>4,838,432</p>	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business that TICC proposed to the third party.</li> <li>The transactions arose in ordinary course of business.</li> </ul>
9.4 China Mobile Group of companies (CMG)	CMG is a major shareholder of the Company. The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest.	<p>Sale :</p> <ul style="list-style-type: none"> <li>Digital Data Network services</li> </ul>	<p>9,442</p>	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business that TICC proposed to the third party.</li> </ul>

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic : Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
9.5 True Axion Interactive Ltd. (TAG)	The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest and indirectly holds 40.00% in TAG's equity interest.	Sale : • Digital Data Network services	1,274	• The transactions arose in ordinary course of business that TICC proposed to the third party.
9.6 True Voice Co., Ltd. (TV)	The Company directly holds 0.01% and indirectly holds 99.99% in TICC's equity interest and directly holds 55.00% in TV's equity interest. These companies are related through directorships, i.e. Ms. Yupa Leewongcharoen.	Sale : • Digital Data Network services	5	• The transactions arose in ordinary course of business that TICC proposed to the third party.
<b>10. KSC Commercial Internet Co., Ltd. (KSC) (The Company indirectly holds 56.84%)</b>				
Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 56.84% in KSC's equity interest.	Purchase : • Internet services and other services	22,960	• The transactions arose in ordinary course of business.
<b>11. BFKT (Thailand) Co., Ltd. (BFKT) (The Company indirectly holds 100.00%)</b>				
11.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in BFKT's equity interest.	Purchase : • Office rental and related services	3,333	• The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed.
		• Vehicle rental and related services	5,328	• The transactions arose in ordinary course of business at the rate of Baht 15,000 per unit per month. The maturity is normally 3 years.
		• Internet server rental	14,575	• The transactions arose in ordinary course of business.

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
		<ul style="list-style-type: none"> <li>Other service</li> </ul>	2,409	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
		<ul style="list-style-type: none"> <li>Purchase of network equipment</li> </ul>	5,691	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
11.2 Digital Telecommunications Infrastructure Fund (DIF)	The Company indirectly holds 100.00% in BFKT's equity interest and directly holds 29.00% in DIF's equity interest.	Purchase : <ul style="list-style-type: none"> <li>Telecommunication infrastructure rental</li> </ul>	637,799	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
<b>12. True Move H Universal Communication Co., Ltd. (TUC) (The Company directly holds 100.00%)</b>				
12.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company directly holds 100.00% in TUC's equity interest.	Sale : <ul style="list-style-type: none"> <li>Mobile services</li> <li>Product sale</li> </ul>	100,046  543	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business that TUC proposed to the third party.</li> <li>The transactions arose in ordinary course of business that TUC proposed to the third party.</li> </ul>
		Purchase : <ul style="list-style-type: none"> <li>Office rental and related services</li> </ul>	83,481	<ul style="list-style-type: none"> <li>The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed.</li> </ul>
		<ul style="list-style-type: none"> <li>Commission</li> </ul>	865,082	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
		<ul style="list-style-type: none"> <li>Collection agent fee</li> </ul>	316,106	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
		<ul style="list-style-type: none"> <li>Network service</li> </ul>	151,694	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
		<ul style="list-style-type: none"> <li>Advertising and Marketing expenses</li> </ul>	185,000	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
		<ul style="list-style-type: none"> <li>Cash back</li> </ul>	551,364	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>
		<ul style="list-style-type: none"> <li>Other service</li> </ul>	64,970	<ul style="list-style-type: none"> <li>The transactions arose in ordinary course of business.</li> </ul>

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
12.2 China Mobile Group of companies (CMG)	CMG is a major shareholder of the Company. The Company directly holds 100.00% in TUC's equity interest.	Sale : • Mobile services  Purchase : • Roaming  • Other service	448,724  241,455  5,736	• The transactions arose in ordinary course of business that TUC proposed to the third party.  • The transactions arose in ordinary course of business.  • The transactions arose in ordinary course of business.
12.3 True GS Co., Ltd. (TGS)	The Company directly holds 100.00% in TUC's equity interest and indirectly holds 46.80% in TGS's equity interest. These companies are related through directorships, i.e. Ms. Yupa Leewongcharoen.	Sale : • Mobile services	1,360	• The transactions arose in ordinary course of business that TUC proposed to the third party.
12.4 Digital Telecommunications Infrastructure Fund (DIF)	The Company directly holds 100.00% in TUC's equity interest and directly holds 29.00% in DIF's equity interest respectively.	Sale : • Other services  Purchase : • Network rental	79,588  3,645,312	• The transactions arose in ordinary course of business that TUC proposed to the third party.  • The transactions arose in ordinary course of business.
12.5 True Voice Co., Ltd. (TV)	The Company directly holds 100.00% in TUC's equity interest and directly holds 55.00% in TV's equity interest. These companies are related through directorships, i.e. Ms. Yupa Leewongcharoen.	Sale : • Mobile services	12	• The transactions arose in ordinary course of business that TUC proposed to the third party.
12.6 Transformation Film Co., Ltd. (TFF)	The Company indirectly holds 100.00% in TUC's equity interest and indirectly holds 34.69% in TFF's equity interest.	Purchase : • Other services	550	• The transactions arose in ordinary course of business.

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
<b>13. Telecom Asset Management Co., Ltd. (TAM) (The Company indirectly holds 100.00%)</b>				
13.1 Digital Telecommunications Infrastructure Fund (DIF)	The Company indirectly holds 100.00% in TAM's equity interest and directly holds 29.00% in DIF's equity interest respectively.	Sale : • Management and marketing services	63,417	• The transactions arose in ordinary course of business that TAM proposed to the third party.
13.2 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TAM's equity interest.	Purchase : • Other services	3	• The transactions arose in ordinary course of business.
<b>14. True Digital Group Co., Ltd. (TDG) (formerly "True Digital &amp; Media Platform Co., Ltd.") (The Company indirectly holds 100.00%)</b>				
14.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TDG's equity interest.	Sale : • Other services  Purchase : • Royalty program  • Purchase of goods	8,908  587,436  82,650	• The transactions arose in ordinary course of business that TDG proposed to the third party.  • The transactions arose in ordinary course of business.  • The transactions arose in ordinary course of business.
14.2 True CJ Creation Co., Ltd. (TCJ)	The Company indirectly holds 100.00% in TDG's equity interest and indirectly holds 51.00% in TCJ's equity interest. These companies are related through directorships, i.e. Ms. Yupa Leewongcharoen.	Purchase : • Other services	50	• The transactions arose in ordinary course of business that TDG proposed to the third party.

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders



COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
14.3 True Voice Co., Ltd. (TV)	The Company directly holds 100.00% in TDG's equity interest and directly holds 55.00% in TV's equity interest. These companies are related through directorships, i.e. Ms. Yupa Leewongcharoen.	Purchase : • Other services	550	• The transactions arose in ordinary course of business.
14.4 True GS Co., Ltd. (TGS)	The Company indirectly holds 100.00% in TDG's equity interest and indirectly holds 46.80% in TGS's equity interest. These companies are related through directorships, i.e. Ms. Yupa Leewongcharoen.	Purchase : • Royalty program	310	• The transactions arose in ordinary course of business.
<b>15. True Digital Park Co., Ltd. (TDPK) (The Company indirectly holds 100.00%)</b>				
Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TDPK's equity interest.	Sale : • Rental and related services  Purchase : • Office rental and related services	103,109  354,308	• The transactions arose in ordinary course of business that TDPK proposed to the third party.  • The transaction arose in ordinary course of business at the rate of Baht 455 per square metre. The maturity is normally 3 years and allowed to be renewed.
<b>16. True E-Logistic Co., Ltd. (TEL) (The Company indirectly holds 100.00%)</b>				
16.1 Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TEL's equity interest.	Sale : • Other services  Purchase : • Management services related to logistics and other services	41,515  87,616	• The transactions arose in ordinary course of business that TEL proposed to the third party.  • The transactions arose in ordinary course of business.

\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders

COMPANY NAME	RELATIONSHIP	DETAILS OF TRANSACTIONS	2019 (BAHT'000)	RATIONALE AND NECESSITY
16.2 True GS Co., Ltd. (TGS)	The Company indirectly holds 100.00% in TEL's equity interest and indirectly holds 46.80% in TGS's equity interest. These companies are related through directorships, i.e. Ms. Yupa Leewongcharoen.	Sale : • Other services	3,238	• The transactions arose in ordinary course of business that TEL proposed to the third party.

#### 17. True Incube Co., Ltd. (TINC) (The Company indirectly holds 100.00%)

Charoen Pokphand Group of Companies (CPG)*	CPG is a major shareholder of the Company. The Company indirectly holds 100.00% in TINC's equity interest.	Purchase : • Other services	150	• The transactions arose in ordinary course of business.
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\*Remark: Charoen Pokphand Group of companies where the Chearavanont Family is a major shareholder. Please see detail in Topic Shareholders

## ii) Outstanding balances arising from sales of goods and services:

Change in outstanding balances arising from sales of goods and services are as follows:

UNIT : THOUSAND BAHT

JOINT VENTURES, ASSOCIATES AND RELATED COMPANIES	31 DECEMBER 2018	INCREASE (DECREASE)	31 DECEMBER 2019
True Voice Co., Ltd.	634	1,008	1,642
True CJ Creation Co., Ltd.	20,805	14	20,819
True GS Co., Ltd.	108,117	(27,570)	80,547
True Axion Interactive Ltd.	572	(413)	159
True Touch Co., Ltd.	-	70,707	70,707
Transformation Films Co., Ltd.	-	2,000	2,000
Digital Telecommunications Infrastructure Fund	92,150	34,788	126,938
China Mobile Group of companies	29,879	3,596	33,475
CP Group of companies	13,562,097	(912,896)	12,649,201
Total	13,814,254	(828,766)	12,985,488

## iii) Outstanding balances arising from purchases of goods and services:

Change in outstanding balances arising from purchases of goods and services are as follows:

UNIT : THOUSAND BAHT

JOINT VENTURES, ASSOCIATES AND RELATED COMPANIES	31 DECEMBER 2018	INCREASE (DECREASE)	31 DECEMBER 2019
Digital Telecommunications Infrastructure Fund	355,192	(31,423)	323,769
True Voice Co., Ltd.	1,254	(1,208)	46
True CJ Creations Co., Ltd.	17,799	21,277	39,076
True GS Co., Ltd.	242	(53)	189
True Touch Co., Ltd.	-	13,593	13,593
China Mobile Group of companies	-	21,980	21,980
CP Group of companies	6,432,620	1,105,526	7,538,146
Total	6,807,107	1,129,692	7,936,799

iv) Outstanding balances arising from loans to related parties

Change in outstanding balances arising from loans to related parties are as follows:

UNIT : THOUSAND BAHT

JOINT VENTURES, ASSOCIATES AND RELATED COMPANIES	31 DECEMBER 2018	INCREASE (DECREASE)	31 DECEMBER 2019
True Touch Co., Ltd.	-	1,110	1,110
Total	-	1,110	1,110

## MEASURES AND PROCEDURES FOR APPROVING THE ENTERING INTO OF CONNECTED TRANSACTIONS

The Company has measures and procedures for approving the entering into connected transactions in compliance with legal obligations including the Rules and Regulations of the Capital Market Supervisory Board and the Stock Exchange of Thailand ("SET"). Based on, the said relevant laws and regulations the Company has clearly set up "Rules of Entering into Related Party Transactions", to be adhered and properly followed by the Board and employees. Under the Rules of Entering into Related Party Transaction, the measures and procedures for approving the entering into related party transactions are set forth as follows:

1. The following Related Party Transaction can be approved by Management without any approval from the Company's Board of Directors and the Shareholders' Meeting under the purpose of Clause 89/12 of the Securities and Exchange Act B.E. 2535 and its amendment:

1.1 A transaction under general trading condition

"general trading conditions" mean a trading conditions under which the price and the condition are fair and do not constitute a misappropriation of benefits and is a condition which a person of ordinary prudence would agree with any unrelated counterparty under the similar circumstances, on the basis of commercial negotiation and without any dependent interest resulted from the status of the Director, Executive or Related Person, (as the case maybe), including the commercial terms with the prices and the conditions or the gross margin as follows:

- (a) prices and conditions that the Company, or its subsidiaries receives from or offers to general persons.
- (b) prices and conditions that a Director, an Executive or Related Person offers to general persons.
- (c) prices and conditions that the Company, or its subsidiaries can prove that it is same as operators in similar business offer to general persons.
- (d) in case the comparison of price of goods or services cannot be made because of the distinctiveness or specifically made to order, however, the Company or its subsidiaries can prove that
  - the gross margin that the Company or its subsidiaries receive from the Related Party Transaction is similar to the gross margin they receive from transactions with other parties; or
  - the gross margin that the Director, Executive or Related Person receive from the Related Party Transaction is similar to the gross margin they receive from transactions with other parties; and there is no difference of condition and terms between them.

- 1.2 A loan in accordance with the regulations on the welfare of the staff members and employees;
  - 1.3 A transaction in which the counterparty to the Company or both parties are;
    - (a) a subsidiary or subsidiaries whose shares are held by the Company in the amount not less than ninety percent of its total number of shares sold; or
    - (b) a subsidiary or subsidiaries whose shares are held by a Director, an Executive or a Related Person or which such person has interest, whether directly or indirectly, not more than the amount, rate or characteristic as specified in the notification of the Capital Market Supervisory Board;
  - 1.4 A transaction in particular category or with value of not more than the amount or rate as specified in the notification of the Capital Market Supervisory Board.
2. The following Related Party Transaction require approval from the Company's Board of Directors but do not require approval from the Shareholders' Meeting
- 2.1 A transaction under Clause 1. which requires an approval from the Company's Board of Directors under other internal procedures of the Company such as Procedure for Budget.
  - 2.2 A transaction under Clause 1.3 (b) or 1.4 that may be prescribed by the Capital Market Supervisory Board to require an approval from the Board of Directors, relevant notification shall be prescribed later.
  - 2.3 Any transaction other than those under Clause 3.1 shall comply with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions

For any complex Related Party Transaction which requires the Board of Directors' approval, the Company will arrange for an independent financial advisor to give their opinion on the reasonableness and benefits to the Company as a whole, as well as the fairness of the price and conditions of the Related Party Transaction to the Company's Board of Directors for their consideration and approval.

A complex Related Party Transaction is a transaction which has one or more of the following characteristics;

- A transaction which is comprised of several sub-transactions or related transactions
- A transaction which needs specific knowledge and expertise
- A transaction which the Audit Committee or the Board of Directors, as the case may be, deemed appropriate to arrange for an independent financial advisor.

3. Any Related Party Transaction other than those under Clauses 1. and 2. require approvals from the Company's Board of Directors and the Shareholders' Meeting prior to the Company's entering into the said transactions and must comply with the Notification of the Capital Market Supervisory Board No. TorChor.21/2551 Re: Rules on Connected Transactions.

## POLICY FOR FUTURE CONNECTED TRANSACTIONS

With regard to future connected transactions, the Company anticipates that there will be connected transactions in the ordinary course of business of the Company with its affiliates and that the Company shall proceed with such transactions in a transparent manner pursuant to the good corporate governance policy of the Company as well as all relevant regulations. Any connected transaction need to be approved by the Board of Directors will be proposed to the Audit Committee for consideration and review before being proposed to the Board of Directors for approval.

# SIGNIFICANT FINANCIAL INFORMATION

## SUMMARY OF FINANCIAL STATEMENTS

### True Corporation Public Company Limited

#### Consolidated Statement of Financial Position

As at 31 December 2019, 2018, 2017 and 2016

(Unit: Thousand Baht)

	31 December 2019	Common Size (%)	31 December 2018	Common Size (%)	(Restated) 31 December 2017	Common Size (%)	(Restated) 31 December 2016	Common Size (%)
<b>Assets</b>								
<b>Current assets</b>								
Cash and cash equivalents	49,405,101	9.43	20,671,759	4.17	18,226,744	3.97	50,183,813	11.29
Restricted cash at bank	43,675	0.01	43,666	0.01	69,316	0.02	42,360	0.01
Short-term investments	1,129	0.00	2,950	0.00	2,910	0.00	502,312	0.11
Trade and other receivables	47,612,577	9.09	64,476,817	13.01	47,703,703	10.39	32,533,589	7.33
Short-term loans to related parties	1,110	0.00	-	-	197,000	0.04	147,000	0.03
Inventories	7,273,555	1.38	7,448,856	1.50	16,849,082	3.67	11,251,975	2.53
Income tax deducted at source	13,561,474	2.59	12,377,160	2.50	9,638,664	2.10	8,141,389	1.83
Claimable value added tax	10,653,448	2.03	8,953,278	1.81	8,653,539	1.88	5,509,182	1.24
Other current assets	5,897,326	1.13	10,718,013	2.16	10,342,092	2.25	10,089,763	2.27
<b>Total current assets</b>	<b>134,449,395</b>	<b>25.66</b>	<b>124,692,499</b>	<b>25.16</b>	<b>111,683,050</b>	<b>24.32</b>	<b>118,401,383</b>	<b>26.64</b>
<b>Non-current assets</b>								
Restricted cash at bank	23,756	0.01	30,692	0.01	26,763	0.01	27,696	0.01
Investment in available for sale securities	141,252	0.03	424,015	0.09	411,992	0.09	-	-
Investments in associates and interests in joint ventures	26,159,393	4.99	21,947,955	4.43	16,539,115	3.60	18,174,762	4.09
General investments	1,071,670	0.20	617,214	0.12	543,848	0.12	325,211	0.07
Investment property	1,319,613	0.25	103,095	0.02	5,528	0.00	5,528	0.00
Property, plant and equipment	228,962,448	43.69	205,811,952	41.53	176,190,412	38.36	144,443,297	32.48
Goodwill	9,993,769	1.91	11,403,094	2.30	11,403,094	2.48	11,403,094	2.56
Intangible assets	114,622,024	21.87	121,079,628	24.43	129,377,058	28.18	139,745,965	31.42
Deferred income tax assets	3,275,159	0.63	2,570,858	0.52	5,396,614	1.18	5,375,822	1.21
Other non-current assets	3,974,265	0.76	6,887,690	1.39	7,604,976	1.66	6,780,769	1.52
<b>Total non-current assets</b>	<b>389,543,349</b>	<b>74.34</b>	<b>370,876,193</b>	<b>74.84</b>	<b>347,499,400</b>	<b>75.68</b>	<b>326,282,144</b>	<b>73.36</b>
<b>Total assets</b>	<b>523,992,744</b>	<b>100.00</b>	<b>495,568,692</b>	<b>100.00</b>	<b>459,182,450</b>	<b>100.00</b>	<b>444,683,527</b>	<b>100.00</b>
<b>Liabilities and equity</b>								
<b>Current liabilities</b>								
Short-term borrowings	16,662,572	3.18	84,908,793	17.13	46,752,379	10.18	37,571,675	8.45
Trade and other payables	109,365,088	20.88	111,754,897	22.55	115,494,627	25.15	98,514,397	22.15
Current portion of long-term borrowings	18,037,019	3.44	2,361,277	0.48	30,777,810	6.70	20,653,960	4.64
Income tax payable	175,401	0.03	141,965	0.03	5,338	0.00	5,629	0.00
Other current liabilities	6,910,153	1.32	5,093,441	1.03	4,772,957	1.04	4,068,381	0.91
<b>Total current liabilities</b>	<b>151,150,233</b>	<b>28.85</b>	<b>204,260,373</b>	<b>41.22</b>	<b>197,803,111</b>	<b>43.07</b>	<b>160,814,042</b>	<b>36.15</b>
<b>Non-current liabilities</b>								
Long-term borrowings	178,029,703	33.96	68,054,307	13.73	49,924,210	10.87	60,490,046	13.60
Deferred income tax liabilities	6,270,865	1.20	6,084,575	1.23	3,196,865	0.70	1,995,052	0.45
Unrealised discount on acquisition cost of telecom licence	3,031,400	0.58	-	-	-	-	-	-
Liabilities under agreements and licences for operation	38,598,011	7.37	64,059,399	12.92	64,633,973	14.08	77,652,487	17.46
Employee benefits obligations	3,750,069	0.72	2,375,222	0.48	2,154,845	0.47	1,982,115	0.45
Provisions	3,507,124	0.67	3,367,696	0.68	-	-	-	-
Other non-current liabilities	13,636,198	2.60	13,483,605	2.72	13,285,093	2.89	14,269,013	3.21
<b>Total non-current liabilities</b>	<b>246,823,370</b>	<b>47.10</b>	<b>157,424,804</b>	<b>31.76</b>	<b>133,194,986</b>	<b>29.01</b>	<b>156,388,713</b>	<b>35.17</b>
<b>Total liabilities</b>	<b>397,973,603</b>	<b>75.95</b>	<b>361,685,177</b>	<b>72.98</b>	<b>330,998,097</b>	<b>72.08</b>	<b>317,202,755</b>	<b>71.32</b>
<b>Equity</b>								
Share capital								
Authorised share capital								
Common shares	133,474,622		133,474,622		133,474,622		133,474,622	
Issued and fully paid-up share capital								
Common shares	133,472,781	25.47	133,472,781	26.94	133,472,781	29.07	133,472,781	30.03
Premium on share capital	26,384,073	5.04	26,384,073	5.32	26,384,073	5.75	26,384,073	5.94
Retained earnings								
Appropriated - legal reserve	1,040,174	0.20	731,162	0.15	389,994	0.08	282,498	0.06
Retained earnings (deficits)	(33,630,887)	(6.42)	(25,651,268)	(5.18)	(31,090,925)	(6.77)	(31,534,720)	(7.10)
Other components of equity	(1,898,200)	(0.36)	(1,645,903)	(0.33)	(1,641,124)	(0.36)	(1,799,588)	(0.40)
<b>Equity attributable to owners of the parent</b>	<b>125,367,941</b>	<b>23.93</b>	<b>133,290,845</b>	<b>26.90</b>	<b>127,514,799</b>	<b>27.77</b>	<b>126,805,044</b>	<b>28.53</b>
Non-controlling interests	651,200	0.12	592,670	0.12	669,554	0.15	675,728	0.15
<b>Total Equity</b>	<b>126,019,141</b>	<b>24.05</b>	<b>133,883,515</b>	<b>27.02</b>	<b>128,184,353</b>	<b>27.92</b>	<b>127,480,772</b>	<b>28.68</b>
<b>Total liabilities and equity</b>	<b>523,992,744</b>	<b>100.00</b>	<b>495,568,692</b>	<b>100.00</b>	<b>459,182,450</b>	<b>100.00</b>	<b>444,683,527</b>	<b>100.00</b>

**True Corporation Public Company Limited**  
**Consolidated Statement of Comprehensive Income**  
For the year ended 31 December 2019, 2018, 2017 and 2016

(Unit: Thousand Baht)

	31 December 2019	Common Size (%)	31 December 2018	Common Size (%)	(Restated) 31 December 2017	Common Size (%)	31 December 2016	Common Size (%)
<b>Revenues</b>								
Revenues from telephone and other services	120,926,274	85.80	118,185,448	73.03	115,853,018	83.04	107,892,009	86.51
Revenues from product sales	20,017,215	14.20	43,634,866	26.97	23,666,212	16.96	16,827,189	13.49
<b>Total revenues</b>	<b>140,943,489</b>	<b>100.00</b>	<b>161,820,314</b>	<b>100.00</b>	<b>139,519,230</b>	<b>100.00</b>	<b>124,719,198</b>	<b>100.00</b>
<b>Costs</b>								
Cost of providing services	87,868,061	62.34	85,383,125	52.76	84,287,978	60.41	78,276,315	62.76
Cost of sales	19,542,668	13.87	20,396,402	12.60	17,808,045	12.76	17,323,335	13.89
<b>Total costs</b>	<b>107,410,729</b>	<b>76.21</b>	<b>105,779,527</b>	<b>65.36</b>	<b>102,096,023</b>	<b>73.17</b>	<b>95,599,650</b>	<b>76.65</b>
<b>Gross profit</b>	<b>33,532,760</b>	<b>23.79</b>	<b>56,040,787</b>	<b>34.64</b>	<b>37,423,207</b>	<b>26.83</b>	<b>29,119,548</b>	<b>23.35</b>
Other income	9,703,627	6.88	13,188,458	8.15	5,468,563	3.92	1,830,084	1.47
Selling expenses	(12,978,053)	(9.21)	(20,993,807)	(12.97)	(19,372,507)	(13.89)	(17,213,181)	(13.80)
Administrative expenses	(15,253,830)	(10.82)	(14,641,085)	(9.05)	(13,933,160)	(9.99)	(12,397,980)	(9.94)
Other expenses	(4,607,611)	(3.27)	(16,939,112)	(10.47)	(2,585,287)	(1.85)	(2,098,095)	(1.68)
Share of results	6,887,407	4.89	3,789,256	2.34	3,153,802	2.26	4,608,618	3.70
Finance costs	(9,539,106)	(6.77)	(7,477,057)	(4.62)	(8,293,982)	(5.94)	(6,166,384)	(4.94)
<b>Profit (loss) before income tax</b>	<b>7,745,194</b>	<b>5.49</b>	<b>12,967,440</b>	<b>8.02</b>	<b>1,860,636</b>	<b>1.34</b>	<b>(2,317,390)</b>	<b>(1.84)</b>
Income tax	(2,172,179)	(1.54)	(6,009,574)	(3.71)	(1,315,519)	(0.94)	(489,639)	(0.39)
<b>Profit (loss) for the year</b>	<b>5,573,015</b>	<b>3.95</b>	<b>6,957,866</b>	<b>4.31</b>	<b>545,117</b>	<b>0.40</b>	<b>(2,807,029)</b>	<b>(2.23)</b>
<b>Other comprehensive income:</b>								
Item that will not be reclassified subsequently to profit or loss:								
Remeasurements of post-employment benefit obligations, net of tax	(584,002)	(0.41)	(233,247)	(0.14)	-	-	(463,317)	(0.37)
Item that will be reclassified subsequently to profit or loss:								
Unrealised (loss) gain on changes in fair value of available-for-sale securities, net of tax	(240,564)	(0.17)	9,618	0.01	159,180	0.11	-	-
Exchange differences on translation	(11,723)	(0.01)	(330)	0.00	(706)	0.00	660	0.00
<b>Total comprehensive income (expense) for the year</b>	<b>4,736,726</b>	<b>3.36</b>	<b>6,733,907</b>	<b>4.18</b>	<b>703,591</b>	<b>0.51</b>	<b>(3,269,686)</b>	<b>(2.60)</b>
<b>Profit (loss) for the year attributable to:</b>								
Owners of the parent	5,636,733	101.14	7,034,590	101.10	551,291	101.13	(2,814,348)	100.26
Non-controlling interests	(63,718)	(1.14)	(76,724)	(1.10)	(6,174)	(1.13)	7,319	(0.26)
<b>Profit (loss) for the year</b>	<b>5,573,015</b>	<b>100.00</b>	<b>6,957,866</b>	<b>100.00</b>	<b>545,117</b>	<b>100.00</b>	<b>(2,807,029)</b>	<b>100.00</b>
<b>Total comprehensive income (expense) for the year attributable to:</b>								
Owners of the parent	4,800,617	101.35	6,810,425	101.14	709,765	100.88	(3,276,901)	100.22
Non-controlling interests	(63,891)	(1.35)	(76,518)	(1.14)	(6,174)	(0.88)	7,215	(0.22)
<b>Total comprehensive income (expense) for the year</b>	<b>4,736,726</b>	<b>100.00</b>	<b>6,733,907</b>	<b>100.00</b>	<b>703,591</b>	<b>100.00</b>	<b>(3,269,686)</b>	<b>100.00</b>
<b>Basic earnings per share</b>								
<b>attributable to owners of the parent</b>								
-Basic (Baht per share)	0.17		0.21		0.02		(0.09)	

**True Corporation Public Company Limited**  
**Consolidated Statement of Cash Flows**  
For the year ended 31 December 2019, 2018, 2017 and 2016

(Unit: Thousand Baht)

	31 December 2019	31 December 2018	(Restated) 31 December 2017	31 December 2016
<b>Cash flows from operating activities</b>				
Profit (loss) before income tax	7,745,194	12,967,440	1,860,636	(2,317,390)
Adjustments for:				
Depreciation and amortisation	29,344,406	36,672,538	36,266,561	28,079,759
Interest income	(320,071)	(313,046)	(532,984)	(442,214)
Interest expense	7,489,298	5,325,468	5,916,685	4,671,533
Finance costs related to licences	1,932,602	2,098,786	2,392,920	1,422,346
Dividends received	(1,784)	-	-	-
(Gain) loss on disposals of property, plant and equipment	(4,650)	645,290	119,853	233,665
Provision for relocation expenses	-	2,049,023	-	-
Doubtful accounts	2,015,361	2,142,917	1,830,629	1,795,453
Write off network equipment	-	-	-	14
Impairment charge of investment in joint venture and associate	-	-	-	946
Gain from disposal of infrastructure assets	(7,241,458)	(8,802,238)	(2,429,887)	-
Loss on obsolete inventories	212,375	23,529	-	-
Gain from sale of investment in subsidiaries	(121,578)	-	-	-
Gain from sales of investment in associate	(797,635)	-	-	-
(Gain) loss from liquidation of subsidiaries	(7,299)	-	(5,279)	24,881
Gain from fair value revaluation of investment	(123,397)	-	-	-
Reversal of provision for CAT's call option	-	-	(2,285,897)	(1,186,705)
Increase in retirement benefits obligations	1,094,088	234,729	221,116	196,041
Impairment charge of general investment	-	25,000	-	-
Gain from sales of investment in general investment	(213,143)	-	-	-
Loss on impairment assets	3,777,112	11,168,503	-	-
Gain from modification of payment term of the licenses for television broadcasting services	-	(97,823)	-	-
Unrealised gain on product sold to DIF	1,025,389	10,055,961	-	-
Unrealised (gain) loss on foreign exchange	(571,295)	10,845	(416,744)	388,807
Realised (gain) loss on foreign exchange related to repayment of borrowings	-	-	(3,306)	17,853
Share of results	(6,932,594)	(3,831,785)	(3,192,590)	(4,645,726)
Employee benefit obligation-benefit paid	(306,370)	(262,074)	(48,390)	-
Changes in working capital				
- Trade and other receivables	14,744,506	(18,795,807)	(17,122,168)	36,155
- Short-term investments - trading securities	-	(19)	(22)	(23)
- Inventories	(1,112,505)	4,730,122	(5,607,118)	(2,957,396)
- Other current assets	(5,611,777)	(8,317,301)	(12,393,558)	(10,994,902)
- Film and program rights	(3,755,806)	(3,227,294)	(1,930,185)	(2,081,748)
- Other non-current assets	(245,354)	(731,253)	(899,925)	(256,476)
- Trade and other payables	(20,168,541)	1,147,243	8,620,181	642,065
- Other current liabilities	(1,613,230)	373,004	106,393	726,524
- Other non-current liabilities	2,452,101	(211,255)	(268,939)	(230,120)
Cash generated from operations	22,683,945	45,080,503	10,197,982	13,123,342
Add : Interest received	317,243	363,127	546,631	406,116
Income tax received	941,347	1,667,463	1,820,073	1,750,800
Less: Interest paid	(6,876,538)	(4,628,796)	(4,079,412)	(4,026,291)
Income tax paid	(2,642,237)	(4,553,389)	(3,491,932)	(3,157,837)
Net cash received from (used in) operating activities	14,423,760	37,928,908	4,993,342	8,096,130
<b>Cash flows from investing activities</b>				
Withdrawal (deposit) in restricted cash	6,927	21,720	(26,021)	536,878
Disposal (acquisition) of short-term investments	-	-	500,000	(499,452)
Loans made to related parties	-	(20,000)	(50,000)	(300)
Acquisition of subsidiary, net of cash acquired	(425,720)	-	-	-
Transaction costs paid for the acquisition of subsidiary	(31,039)	-	-	-
Acquisition of investment in associates and joint ventures	(4,985,849)	(17,547,102)	(35,600)	(92,345)
Acquisition of general investments	(693,754)	(98,366)	(218,637)	-
Proceeds from disposal of general investment	453,881	-	-	-
Proceeds from disposal of short-term investments	1,825	-	-	-
Proceeds from disposal of subsidiary	231,086	-	-	-
Proceeds from disposal of associate	1,602,095	-	-	-
Acquisition of property, plant and equipment	(37,564,771)	(52,362,721)	(34,083,088)	(33,259,990)
Acquisition of intangible assets	(8,847,211)	(17,442,697)	(13,497,899)	(13,725,453)
Repayment received from loan to related parties	-	217,000	-	300
Acquisition of investment property	(940,321)	(85,559)	-	-
Proceeds from liquidation of joint venture	-	2,596	-	-
Acquisition of available for sale securities	-	-	(213,010)	-
Proceeds from disposals of property, plant and equipment and intangible assets	12,287,897	23,986,087	3,990,679	71,519
Dividends received	3,036,504	2,159,699	1,583,807	1,556,866
Net cash used in investing activities	(35,868,450)	(61,169,343)	(42,049,769)	(45,411,977)
<b>Cash flows from financing activities</b>				
Issues of common shares	-	-	-	59,948,800
Investment in subsidiary by purchasing shares from non-controlling interests	(12)	(36)	(10)	6,483
Proceeds from short-term borrowings, net of cash paid for debt issuance cost	24,124,270	131,009,865	67,206,682	77,191,638
Proceeds from borrowings, net of cash paid for debt issuance cost	124,088,186	19,946,879	17,665,491	22,950,216
Repayments to short-term borrowings	(92,514,600)	(93,152,000)	(58,444,000)	(69,789,700)
Repayments to borrowings	(2,489,967)	(31,108,674)	(21,313,690)	(13,177,486)
Dividends paid	(3,003,031)	(1,034,353)	-	(164,190)
Net cash received from financing activities	50,204,846	25,661,681	5,114,473	76,965,761
<b>Net increase (decrease) in cash and cash equivalents</b>	28,760,156	2,421,246	(31,941,954)	39,649,914
Opening balance	20,671,759	18,226,744	50,183,813	10,590,382
Effects of exchange rate changes	(26,814)	23,769	(15,115)	(56,483)
Closing balance	49,405,101	20,671,759	18,226,744	50,183,813
<b>Non-cash transactions</b>				
Acquisition of property, plant and equipment using finance leases	4,498,430	513,550	2,939,610	2,879
Acquisition of property, plant and equipment and intangible assets, not yet paid	121,483,740	128,555,070	9,419,380	135,606
Acquisition of investment in associate	-	20,450	-	-
Acquisition of investment in subsidiary	6,650	-	-	-



## AUDITOR

The auditors appointed by the Board of Directors to be the Company's auditor in order to perform the audit of the Company and consolidated financial statements during the past three years were as follows:

FINANCIAL STATEMENT FOR THE YEAR ENDED	THE COMPANY'S AUDITORS	AUDITOR'S NAME	CERTIFIED PUBLIC ACCOUNT (THAILAND) ID.
31 December 2019	PricewaterhouseCoopers ABAS Limited	Mr. Pisit Thangtanagul	4095
31 December 2018	PricewaterhouseCoopers ABAS Limited	Mr. Prasit Yuengsrikul	4174
31 December 2017	PricewaterhouseCoopers ABAS Limited	Mr. Prasit Yuengsrikul	4174

According to the three (3) years' Reports of Certified Public Accountant (2017-2019), the Company's auditors had expressed his/her unqualified opinions on the financial statement.

PricewaterhouseCoopers ABAS Limited and auditors have no any relationship or interests with the Company, subsidiaries, management, major shareholders including their related persons, which would affect to the independence of their performing.

# FINANCIAL HIGHLIGHTS AND RATIOS

		2019	2018	2017
<b>Consolidated Financial Results</b>				
Service revenues <sup>1/</sup>	Million Baht	105,807	101,788	97,025
Total revenues	Million Baht	140,943	162,773	141,290
Total revenues excl. revenue from asset sale to DIF	Million Baht	138,457	136,009	135,020
EBITDA	Million Baht	33,850	56,001	39,912
EBITDA excl. gain from asset sale to DIF	Million Baht	31,457	32,537	33,953
Operating profit	Million Baht	7,104	22,408	6,440
Operating profit excl. gain from asset sale to DIF	Million Baht	4,712	(1,056)	481
Net profit (loss) to equity holders of the Company	Million Baht	5,637	7,035	551
<b>Consolidated Balance Sheets</b>				
Total assets	Million Baht	523,993	495,569	459,182
Total liabilities	Million Baht	397,974	361,685	330,998
Total shareholders' equity	Million Baht	126,019	133,884	128,184
<b>Key Financial Ratios</b>				
<b>Liquidity Ratios</b>				
Current Ratio	Times	0.9	0.6	0.6
Quick Ratio-Accrual Basis	Times	0.6	0.4	0.3
<b>Activity Ratios</b>				
Receivable Turnover Ratio	Times	3.8	3.9	4.0
Average Collection Period	Days	94	93	91
Inventory Turnover Ratio	Times	2.8	2.3	2.4
Average Inventory Turnover Period	Days	128	157	149
Payable Turnover Ratio	Times	1.6	1.6	1.6
Average Payment Period	Days	222	231	230
Cash Cycle <sup>2/</sup>	Days	1	19	10
<b>Leverage Ratios</b>				
Net Debt to EBITDA <sup>3/</sup>	Times	4.6	2.3	2.5
Net Debt to Equity <sup>3/</sup>	Times	1.2	1.0	0.8
Total Liabilities to Total Equity Ratio	Times	3.2	2.7	2.6
Interest coverage ratio <sup>4/</sup>	Times	4.4	10.3	6.6
<b>Profitability Ratios</b>				
Gross Profit Margin	%	24.2%	35.3%	27.9%
Net Profit Margin	%	4.0%	4.3%	0.4%
ROE	%	4.4%	5.4%	0.4%
<b>Per Share Data and Others</b>				
Profit (loss) per share	Baht	0.17	0.21	0.02
Book value per share	Baht	3.78	4.01	3.84
Share price at the end of period	Baht	4.60	5.20	6.20
No. of outstanding shares at year end	Million Shares	33,368	33,368	33,368
Market capitalization	Million Baht	153,494	173,515	206,883

Note :

<sup>1/</sup> Service revenues excluding interconnection (IC) revenue and network rental revenue

<sup>2/</sup> Cash cycle related ratios in prior years were restated to reflect impact from TFRS15 adoption for a meaningful performance comparison

<sup>3/</sup> Debt comprises short-term and long-term borrowings exclude liabilities under finance leases

<sup>4/</sup> Interest coverage ratio is derived from EBITDA/ (interest expenses and other financial fee) during the period

By calculating Interest coverage ratio using information from cash flows statement (Net cash flows generated from operating activities + interest paid + income tax paid/ interest paid), this ratio was 3.5 times in 2019, 10.2 times in 2018 and 3.1 times in 2017

# MANAGEMENT'S DISCUSSION AND ANALYSIS

## OVERVIEW

True Group reported significant core performance improvement in 2019 driving full year net profit to Baht 5.6 billion. Its operating profit excluding the gain from asset sale to the Digital Telecommunications Infrastructure Fund (“DIF”) surged to Baht 4.7 billion, compared to approximately Baht 1 billion loss in a year earlier, as service revenue continued to increase to a record high of Baht 105.8 billion led by TrueMove H’s above-industry growth particularly in the fourth quarter. On 28 February 2020, True’s board of directors approved a dividend payment from True’s full-year 2019 financial performance totaling approximately Baht 3 billion (Baht 0.09 per share), subject to approval by shareholders at the AGM in April.

TrueMove H continued to take the lead both in terms of revenue and subscriber growth. Its service revenue increased 11.3% YoY in the fourth quarter and 6.7% for the full year in 2019 to Baht 77.7 billion mainly due to double-digit revenue growth in the postpaid segment, the continued success of its device-bundling and exclusive campaigns, and its expanding distribution channels leveraging the strong footprint of partners. TrueMove H was the only player reporting positive prepaid net adds pushing prepaid revenue up during the year thanks to its market segmentation and localized strategies despite competitive intensity with the industry-wide fixed-speed unlimited data plans. The postpaid market remained healthy focusing on device-bundling propositions and pre-to-post migration while the overall mobile market improved compared to last year. TrueMove H gained 1.4 million net adds in 2019 and expanded its total subscriber base to 30.6 million, of which 8.3 million were postpaid and 22.3 million were prepaid users. TrueMove H’s commitment to be the first mover and to bring technological advancement to consumers, integrated with True Group’s digital and fulfillment platform, analytics, and effective sales and service channels will amplify its sustainable growth in the coming 5G era.

TrueOnline strengthened its broadband leadership uplifting customer’s experience with 1 Gbps internet speed through the innovative Gigatex Fiber Router and Premium Mesh WiFi Solution as well as the bundled proposition with TrueID TV box offering premium content and interactive services to match consumer’s diverse lifestyles. As a result, the business posted above-industry net adds of 320k in 2019 growing its broadband subscriber base to 3.8 million and revenue to Baht 25.9 billion, driven by higher YoY revenue growth of 5.2% in the fourth quarter despite competitive intensity with industry-wide discounts and higher speeds at the same price. TrueOnline’s speed and technological leadership as well as its customer segmentation strategy will be key growth drivers to further penetrate into untapped segments and expand cross selling potential going forward.

TrueVisions’ comprehensive range of quality and exclusive content particularly the broadcasting rights of the English Premier League (EPL) continued to add value to True Group’s multiple platforms and matched the continuing trend of consumers toward on-demand, online and digital consumption while creating the opportunity to up-sell and cross-sell other products of True Group. Despite a challenging business, TrueVisions sees growth potential from content monetization particularly through the Group’s digital platform “TrueID”. At the same time, Online Station, an online game and influencer network, under True Visions Group continued to expand fueling growth through additional revenue streams while bolstering the Group’s customer acquisition by marketing to the right targets. TrueVisions ended 2019 with a total customer base of approximately 4 million and service revenue of Baht 12 billion.

True Digital Group continues to scale its ecosystem of platforms and services, further differentiating True Group from other operators. TrueID, its digital media platform, has been receiving overwhelming market responses. Since last year, TrueID more than doubled its user base to 24.6 million monthly active users, with significantly improved daily engagement from the added live chat and voice calling functions. TrueID also expanded its offering of premium digital content and lifestyle offers, yielding a 56% QoQ increase of transactions. Its OTT platform TrueID TV also continues to scale rapidly. Since commercial launch in Q2, more than 500,000 TrueID TV boxes were sold. Meanwhile, its privilege and loyalty platform TrueYou and its TruePoints greatly enhanced customer retention and quality subscriber growth. In the enterprise segment, True Digital Solutions (TDS) has scaled up its solutions offering aimed at enabling digital transformation. TDS is focused on strategic industry verticals in the Thai economy such as agriculture, retail, manufacturing, supply chain, logistics, and healthcare. The total number of endpoints and devices supported by TDS has increased by 50% YoY to 237,000.

### **Looking forward to 2020**

True Group is determined to bring advanced technology and comprehensive digital and fulfillment platforms to enhance Thai consumers' experience. The addition of the 2600 MHz and 26 GHz spectrum will solidify the Group's network strength through the comprehensive spectrum portfolio covering 7 frequency bands with the optimal mix of industry's largest inventory of low band frequencies (700 MHz, 850 MHz and 900 MHz) as well as medium frequency ranges of 1800 MHz, 2100 MHz and 2600 MHz, and high frequency range of 26 GHz. These will amplify growth potential for mobile, digital and IoT business solutions matching an ever-growing data usage in both consumer and enterprise segments. At the same time, synergy with China Mobile, the world's largest mobile operator by subscriber base, for know-how, device, network design and procurement continues to give True Group a significant competitive edge. Meanwhile, the 1 Gbps with innovative device as well as the Group's expanded FTTx network will strengthen its broadband internet leadership further. More importantly, the Group's strategic moves in digital businesses have gained traction and will be key growth drivers this year leveraging approximately 25 million monthly active users of TrueID with fast-growing paid content transactions, digital content subscription and advertising. This combined with True Group's comprehensive digital ecosystem, strengthening distribution channels and partners, analytics and market segmentation with effective marketing channels will bolster True Group's growth prospects while meeting the needs of consumers. At the same time, a wide range of cost and productivity initiatives are under way to further strengthen profitability in 2020.

## CONSOLIDATED RESULTS OF OPERATIONS - NORMALIZED BASIS

(Baht in millions unless otherwise indicated)	4Q19	3Q19	4Q18	% Change		2019	2018	% Change
				Q-o-Q	Y-o-Y			Y-o-Y
Revenues from providing services	30,787	30,378	28,914	1.3	6.5	120,926	119,138	1.5
Interconnection revenue	515	723	911	(28.7)	(43.5)	2,902	3,906	(25.7)
Network rental revenue	3,061	3,058	3,158	0.1	(3.1)	12,217	13,444	(9.1)
Service revenue	27,210	26,598	24,845	2.3	9.5	105,807	101,788	3.9
Revenues from product sales	6,894	6,357	5,035	8.5	36.9	20,017	43,635	(54.1)
<b>Total revenues</b>	<b>37,681</b>	<b>36,735</b>	<b>33,949</b>	<b>2.6</b>	<b>11.0</b>	<b>140,943</b>	<b>162,773</b>	<b>(13.4)</b>
<b>Total revenues excl. revenue from asset sale to DIF</b>	<b>37,681</b>	<b>34,248</b>	<b>33,949</b>	<b>10.0</b>	<b>11.0</b>	<b>138,457</b>	<b>136,009</b>	<b>1.8</b>
Total cost of providing services	22,442	22,063	22,444	1.7	(0.0)	87,242	85,335	2.2
Regulatory costs	634	703	697	(9.8)	(9.0)	2,781	2,666	4.3
Interconnection cost	733	860	1,013	(14.8)	(27.7)	3,432	4,248	(19.2)
Cost of providing services exclude IC	14,878	14,628	14,938	1.7	(0.4)	57,954	56,799	2.0
Depreciation and amortization	6,198	5,872	5,796	5.5	6.9	23,075	21,622	6.7
Cost of sales	7,306	4,569	4,920	59.9	48.5	19,543	19,945	(2.0)
Selling and administrative expenses	7,221	6,670	9,550	8.3	(24.4)	27,054	35,084	(22.9)
Depreciation and amortization	1,148	998	3,321	15.1	(65.4)	3,670	11,970	(69.3)
Others	6,072	5,672	6,228	7.1	(2.5)	23,384	23,114	1.2
<b>EBITDA</b>	<b>8,058</b>	<b>10,303</b>	<b>6,152</b>	<b>(21.8)</b>	<b>31.0</b>	<b>33,850</b>	<b>56,001</b>	<b>(39.6)</b>
<b>EBITDA excl. gain from asset sale to DIF</b>	<b>8,058</b>	<b>7,910</b>	<b>6,152</b>	<b>1.9</b>	<b>31.0</b>	<b>31,457</b>	<b>32,537</b>	<b>(3.3)</b>
Depreciation and amortization	(7,346)	(6,869)	(9,117)	6.9	(19.4)	(26,745)	(33,593)	(20.4)
<b>Operating profit</b>	<b>712</b>	<b>3,433</b>	<b>(2,965)</b>	<b>(79.3)</b>	<b>NM</b>	<b>7,104</b>	<b>22,408</b>	<b>(68.3)</b>
<b>Operating profit excl gain from asset sale to DIF</b>	<b>712</b>	<b>1,040</b>	<b>(2,965)</b>	<b>(31.6)</b>	<b>NM</b>	<b>4,712</b>	<b>(1,056)</b>	<b>NM</b>
Interest expense (net)	(1,938)	(1,929)	(1,304)	0.4	48.5	(7,169)	(5,012)	43.0
Interest income	90	78	92	14.9	(2.0)	320	313	2.2
Interest expense	(2,028)	(2,008)	(1,396)	1.0	45.2	(7,489)	(5,325)	40.6
Other financial fees	(83)	(77)	(30)	8.4	177.6	(260)	(115)	127.1
Financial cost related to license	(475)	(478)	(520)	(0.5)	(8.5)	(1,933)	(2,099)	(7.9)
Income tax (expense) revenue	26	(3,044)	482	NM	(94.7)	(2,172)	(6,010)	63.9
Current tax	(5)	(279)	(187)	(98.0)	(97.1)	(550)	(284)	93.6
Deferred income tax	31	(2,765)	670	NM	(95.3)	(1,622)	(5,726)	71.7
Share of results in subsidiaries and associates	1,060	1,002	952	5.9	11.4	5,134	3,789	35.5
(Income) loss attributable to non-controlling interests	39	(23)	52	NM	(23.9)	64	77	(17.0)
Foreign exchange gain (loss)	(55)	(67)	218	17.3	NM	449	42	NM
Other (expense) income	925	4,040	973	(77.1)	(4.9)	4,420	(6,046)	NM
<b>Net profit (loss) to equity holders of the Company</b>	<b>210</b>	<b>2,857</b>	<b>(2,143)</b>	<b>(92.6)</b>	<b>NM</b>	<b>5,637</b>	<b>7,035</b>	<b>(19.9)</b>
Non-controlling interests	(39)	23	(52)	NM	23.9	(64)	(77)	17.0
<b>Net profit (loss) for the year</b>	<b>171</b>	<b>2,880</b>	<b>(2,195)</b>	<b>(94.1)</b>	<b>NM</b>	<b>5,573</b>	<b>6,958</b>	<b>(19.9)</b>

Remark: Non-recurring items in 2019 include impact from asset sale to DIF (see more detail in the note to financial statements section 39) and other non-recurring expenses such as asset impairments and employee benefits following an amendment bill to the Labour Protection Law (see more detail in the note to financial statements section 29).

## CONSOLIDATED RESULTS OF OPERATIONS

- True Group's **consolidated service revenue** was Baht 105.8 billion in 2019, increasing 3.9% or 5% YoY excluding impact from the 2018 FIFA World Cup broadcasting for a meaningful performance comparison, in line with the 3 to 5 percent growth guidance. This was driven by above-industry revenue and subscriber growth of the cellular business whose postpaid revenue rose in double-digit rate from the previous year.

**TrueMove H's** service revenue outpaced the industry with 6.7% YoY growth to Baht 77.7 billion in 2019, led by 11.3% YoY and 3.0% QoQ growth in the fourth quarter driving value market share up to 29.5%, as **combined voice and non-voice revenue** grew to Baht 73.0 billion while **revenue from international roaming and other services** grew to Baht 4.8 billion. Its postpaid revenue maintained solid double-digit growth while prepaid revenue increased despite intense competition. This strong performance was driven by the continued success of its data and device-bundling campaigns along with consumers' confidence in its network quality as well as strengthening channels through synergy with business partners.

- TrueMove H gained 1.4 million net adds in 2019 and increased its total subscriber base to 30.6 million, of which 8.3 million were postpaid and 22.3 million were prepaid users, with blended ARPU of Baht 209 compared to Baht 208 in a year earlier. Postpaid exhibited significant growth in the fourth quarter with net adds representing 59% of the industry's and postpaid APRU increasing to Baht 468, up from Baht 462 in 3Q19 and Baht 463 in 4Q18.

**TrueOnline's service revenue** reached Baht 36.7 billion driven by **revenues from Broadband, Internet and Business Data Service** of Baht 25.9 billion. Broadband internet revenue continued to grow for the third consecutive quarter with higher YoY revenue growth of 5.2% in 4Q19 as the 1 Gbps fiber broadband through Gigatex Fiber Router, value convergence proposition with TrueID TV box and improving retention measures gained traction despite industry-wide discounts. Its broadband subscriber base grew 9.2% YoY to 3.8 million, adding 320k net subscribers during the year led by 108K net adds in the fourth quarter with ARPU of Baht 567.

**TrueVisions' service revenue** was Baht 12.0 billion, declining mainly from **other service revenues** (comprising entertainment, sponsorship, advertising and other revenues) to Baht 4.4 billion given previous year's high base with the 2018 FIFA World Cup broadcast.

- **Subscription and installation revenue** softened 4.7% YoY to Baht 7.6 billion, representing 62% of TrueVisions' service revenue. At the same time, TrueVisions' top quality and exclusive content continued to add value across True Group's multiple platforms particularly the digital platform TrueID and TrueID TV box with rising revenues from digital content subscription and digital advertising. TrueVisions ended the year with approximately 4 million customers.

- **Product sales** were Baht 20.0 billion, softening YoY on contribution from asset sale to DIF. Excluding this, product sales increased 4% YoY in 2019 with strong response to the device campaigns particularly the new iPhone model.
- **Regulatory costs** increased 4.3% YoY to Baht 2.8 billion as service revenues continued to grow.
- **Net IC expense** increased to Baht 531 million on lower interconnection revenue.
- **Core operating expense** (comprising cost of providing services excluding IC and other S&A) was Baht 81.3 billion, increasing 1.8% YoY mainly due to network-related expenses including rental payable to DIF.
- **EBITDA** was Baht 33.9 billion in 2019, softening YoY on higher gain from asset sale to DIF in the previous year and loss from product sales following TFRS15 adoption. EBITDA grew 2% QoQ to Baht 8.1 billion in 4Q19 excluding the gain from asset sale to DIF.
- **Depreciation and amortization expenses** dropped 20.4% YoY to Baht 26.7 billion mainly due to the absence of accumulated subsidy amortization resulting from TFRS15 adoption.
- These drove **operating profit** to Baht 4.7 billion compared to a loss in a year earlier excluding the gain from asset sale to DIF.
- **Interest expense** (net) increased to Baht 7.2 billion on higher long-term borrowings to support business expansion and working capital requirements.
- **Income tax expense** was Baht 2.2 billion compared to Baht 6.0 billion in 2018 mainly driven by deferred tax expenses related to asset sale transactions with DIF.
- True Group's core earnings continued to improve driving **consolidated net profit to shareholders of the parent company** to Baht 5.6 billion in 2019.

## NORMALIZED REVENUE PROFILE

(Baht in millions unless otherwise indicated)	Consolidated Revenues (Before Intersegment Eliminations)				
	2019		2018		% Change
	Revenue	% of revenue after eliminations	Revenue	% of revenue after eliminations	YoY
<b>TrueMove H</b>	<b>113,575</b>		<b>119,851</b>		<b>(5.2)</b>
Service revenue	77,740		72,829		6.7
- Voice and Non-Voice	72,989		68,649		6.3
- IR and others	4,751		4,179		13.7
Interconnection revenue	2,904		3,908		(25.7)
Network rental revenue	11,787		13,009		(9.4)
Product sales	21,145		30,105		(29.8)
Intersegment elimination	(5,960)		(8,223)		(27.5)
TrueMove H after elimination	107,615	76.4%	111,628	68.6%	(3.6)
<b>TrueOnline</b>	<b>37,352</b>		<b>62,767</b>		<b>(40.5)</b>
Service revenue	36,668		36,632		0.1
- Broadband, Internet and Business Data Service	25,904		25,728		0.7
- Others	10,764		10,904		(1.3)
Network rental revenue (FOC)	431		434		(0.8)
Product sales	253		25,701		(99.0)
Intersegment elimination	(13,679)		(22,112)		(38.1)
TrueOnline after elimination	23,673	16.8%	40,655	25.0%	(41.8)
<b>TrueVisions</b>	<b>12,096</b>		<b>13,255</b>		<b>(8.7)</b>
Service revenue	12,014		13,263		(9.4)
- Subscription and installation	7,640		8,021		(4.7)
- Others	4,374		5,242		(16.6)
Product sales	82		(7)		NM
Intersegment elimination	(2,441)		(2,765)		(11.7)
TrueVisions after elimination	9,655	6.9%	10,490	6.4%	(8.0)
<b>Consolidated revenues</b>	<b>163,023</b>		<b>195,873</b>		<b>(16.8)</b>
Intersegment elimination	(22,079)		(33,101)		(33.3)
<b>Consolidated revenues - net</b>	<b>140,943</b>	<b>100%</b>	<b>162,773</b>	<b>100%</b>	<b>(13.4)</b>
<b>Consolidated revenues - net (excl. revenue from asset sale to DIF)</b>	<b>138,457</b>		<b>136,009</b>		<b>1.8</b>

(Baht in millions unless otherwise indicated)	4Q19	3Q19	4Q18	% Change	
				YoY	QoQ
<b>TrueMove H : Service revenue</b>	<b>19,850</b>	<b>19,269</b>	<b>17,839</b>	<b>11.3</b>	<b>3.0</b>
- Voice and Non-Voice	18,719	18,212	16,824	11.3	2.8
- IR and others	1,131	1,058	1,015	11.4	6.9
<b>TrueOnline : Service revenue</b>	<b>9,477</b>	<b>9,406</b>	<b>8,941</b>	<b>6.0</b>	<b>0.8</b>
- Broadband, Internet and Business Data Service	6,697	6,652	6,363	5.2	0.7
- Others	2,780	2,754	2,578	7.9	1.0
<b>TrueVisions : Service revenue</b>	<b>3,043</b>	<b>3,074</b>	<b>3,140</b>	<b>(3.1)</b>	<b>(1.0)</b>
- Subscription and installation	1,881	1,870	1,980	(5.0)	0.6
- Others	1,162	1,204	1,160	0.2	(3.4)

Remark: TrueOnline's other revenues include revenues related to digital and privilege platforms, outsourcing call center and network O&M.



## CONSOLIDATED BALANCE SHEET AND CASH FLOWS

	31 Dec 19	31 Dec 18	% Change
(Baht in millions unless otherwise indicated)			
<b>Balance Sheet</b>			
Cash and cash equivalents	49,405	20,672	139.0
Trade accounts receivable, net	37,396	55,188	(32.2)
Other receivables	10,217	9,288	10.0
Other current assets	37,432	39,544	(5.3)
<i>Total current assets</i>	<i>134,449</i>	<i>124,692</i>	<i>7.8</i>
Property, plant and equipment, net	228,962	205,812	11.2
Goodwill, net	9,994	11,403	(12.4)
Intangible assets, net	114,622	121,080	(5.3)
Deferred income tax assets	3,275	2,571	27.4
Other non-current assets	32,690	30,011	8.9
<i>Total non-current assets</i>	<i>389,543</i>	<i>370,876</i>	<i>5.0</i>
<b>Total assets</b>	<b>523,993</b>	<b>495,569</b>	<b>5.7</b>
Short-term borrowings	16,663	84,909	(80.4)
Trade accounts payable	65,935	66,315	(0.6)
Other payables	43,430	45,440	(4.4)
Current portion of long-term borrowings	18,037	2,361	NM
Other current liabilities	7,086	5,235	35.3
<i>Total current liabilities</i>	<i>151,150</i>	<i>204,260</i>	<i>(26.0)</i>
Long-term borrowings	178,030	68,054	161.6
Deferred income tax liabilities	6,271	6,085	3.1
Liabilities under agreements and licenses for operations	38,598	64,059	(39.7)
Employee benefit obligations	3,750	2,375	57.9
Other non-current liabilities	20,175	16,851	19.7
<i>Total non-current liabilities</i>	<i>246,823</i>	<i>157,425</i>	<i>56.8</i>
<b>Total liabilities</b>	<b>397,974</b>	<b>361,685</b>	<b>10.0</b>
<b>Total shareholder's equity</b>	<b>126,019</b>	<b>133,884</b>	<b>(5.9)</b>
<b>Total liabilities and shareholder's equity</b>	<b>523,993</b>	<b>495,569</b>	<b>5.7</b>

	31 Dec 19	31 Dec 18	% Change
<b>Cash Flows</b>			
Cash flows from operating activities before interest and tax	22,684	45,081	(49.7)
Net interest and tax paid	(8,260)	(7,152)	15.5
Cash flows from operating activities (net)	14,424	37,929	(62.0)
Cash flows (used in) from investing activities	(35,868)	(61,169)	(41.4)
Cash flows (used in) from financing activities	50,205	25,662	95.6
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>28,760</b>	<b>2,421</b>	<b>NM</b>
Beginning cash balance and effects of exchange rate changes	20,645	18,251	13.1
<b>Ending cash balance</b>	<b>49,405</b>	<b>20,672</b>	<b>139.0</b>

## FINANCIAL POSITION

True Group reported net profit of Baht 5.6 billion in 2019 with net profit margin of 4.0% and ROE of 4.4%. The Group's current ratio improved to 0.9 times compared to 0.6 times in the previous year on lower short-term obligations and higher cash. Its cash cycle improved from the previous year following lower inventory turnover days.

True Group is in compliance with and meets all of its debt obligations. At the end of 2019, the net debt to equity ratio increased YoY to 1.2 times while the net debt to EBITDA ratio increased to 4.6 times driven by higher debt level to support continued business expansion.

Financial Ratios		2019	2018
Current Ratio	Times	0.9	0.6
Average Payment Period	Days	222	231
Average Collection Period	Days	94	93
Average Inventory Turnover Period	Days	128	157
Interest Coverage Ratio	Times	4.4	10.3
Net Debt to EBITDA	Times	4.6	2.3
Net Debt to Equity	Times	1.2	1.0
Net Profit Margin	%	4.0	4.3
Return on Equity	%	4.4	5.4

Remark: Non-recurring items in 2019 include impact from asset sale to DIF (see more detail in the note to financial statements section 39) and other non-recurring expenses such as asset impairments and employee benefits following an amendment bill to the Labour Protection Law (see more detail in the note to financial statements section 29). Non-recurring items in 2018 include net benefit from asset sale to DIF and other non-recurring expenses, primarily asset impairments. Excluding these items for a meaningful performance comparison, net profit margin was 2% in 2019 compared to negative 2% in 2018 while ROE was 2% in 2019 compared to negative 3% in the previous year as operating profit excluding the gain from asset sale to DIF improved.

## ASSETS

- **True Group's assets** grew 5.7% from the end of 2018 to Baht 524.0 billion mainly due to higher cash and cash equivalents.
- **Property, plant and equipment (net)** increased 11.2% from the end of 2018 to Baht 229.0 billion driven by the Group's continued business expansion.
- **Intangible assets (net)** decreased 5.3% from the end of 2018 to Baht 114.6 billion due mainly to the amortization of the mobile spectrum licenses as well as asset impairments during the year.
- **Investment in associates and interests in joint ventures** grew to Baht 26.2 billion compared to 21.9 billion at the end of 2018 driven by the Group's investment in DIF (see more detail in the note to financial statements section 19).
- **Goodwill (net)** decreased 12.4% from the end of 2018 to Baht 10.0 billion as the Group recognized loss on impairment of the Pay TV business due to high competition from trending of internet TV business and change in consumers' behavior (see more detail in the note to financial statements section 21).
- **Trade account receivables (net)** dropped 32.2% from the end of 2018 to Baht 37.4 billion due to lower trade accounts receivable and the removal of domestic roaming receivable as a result of business transfer from RMV to TUC. Its related domestic roaming payable also decreased by the same amount. Average collection period slightly increased YoY to 94 days in 2019.

AT 31 DECEMBER	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2019 BAHT MILLION	2018 BAHT MILLION	2019 BAHT MILLION	2018 BAHT MILLION
Receivable from TOT	343.35	348.19	343.35	348.19
Billed customers	20,610.57	20,844.04	860.59	1,067.00
Receivables and accrued income from related parties (Note 40)	12,985.49	13,814.25	10,824.74	7,677.39
Trade accounts receivable	33,939.41	35,006.48	12,028.68	9,092.58
Accrued income (Note 34.1)	10,420.15	7,159.92	2,268.96	2,270.22
Domestic roaming receivable	-	20,288.19	-	-
Total trade accounts receivable	44,359.56	62,454.59	14,297.64	11,362.80
Less Allowance for doubtful accounts	(6,964.03)	(7,266.22)	(2,990.01)	(3,067.90)
Trade accounts receivable, net	37,395.53	55,188.37	11,307.63	8,294.90

Outstanding trade accounts receivable as at 31 December can be analyzed as follows:

AT 31 DECEMBER	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2019 BAHT MILLION	2018 BAHT MILLION	2019 BAHT MILLION	2018 BAHT MILLION
Current	10,586.64	13,898.58	2,369.28	1,573.18
Less than 3 months	9,547.15	8,359.78	4,071.14	4,215.05
3 - 6 months	3,312.06	3,173.65	428.18	657.08
6 - 12 months	2,517.01	2,795.69	1,547.56	1,019.27
More than 12 months	7,976.55	6,778.78	3,612.52	1,628.00
Trade accounts receivable	33,939.41	35,006.48	12,028.68	9,092.58
Accrued income	10,420.15	7,159.92	2,268.96	2,270.22
Domestic roaming receivable	-	20,288.19	-	-
Total trade accounts receivable	44,359.56	62,454.59	14,297.64	11,362.80
<u>Less</u> Allowance for doubtful accounts	(6,964.03)	(7,266.22)	(2,990.01)	(3,067.90)
Trade accounts receivable, net	37,395.53	55,188.37	11,307.63	8,294.90

Trade accounts receivable are carried at the original invoice amount and subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year-end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognized in profit or loss under administrative expenses.

The allowance for doubtful accounts is determined through a combination of percentage of revenues, analysis of debt aging, collection experience, and taking into account of change in the current economic environment. Management is confident that the allowance for doubtful accounts (Baht 6,964 million) is sufficient given the Company's experience in collecting accounts receivables using various mechanisms.

Concentrations of credit risk with respect to trade accounts receivable are limited as the Group has a large number of customers, who are end users covering business and individuals. The Group's experience in the collection of accounts indicates that the allowance provided will be sufficient. Due to these factors, management believes that no additional credit risk beyond amounts provided for collection losses is inherent in the Group's trade accounts receivable.

## LIABILITIES

- **True Group's total liabilities** increased 10.0% from the end of 2018 to Baht 398.0 billion following higher **interest bearing debt** (short-term and long-term borrowings excluding financial leases) which reached Baht 205.1 billion mainly due to higher long-term borrowings to support the Group's continued business expansion including working capital requirements and license fee payment.
- **Trade accounts payable** decreased 0.6% from the end of 2018 to Baht 65.9 billion driven by vendor payments during the period.

## SHAREHOLDERS' EQUITY

- **Shareholders' equity** was Baht 126.0 billion decreasing YoY due to TFRS15 adoption mainly as accumulated subscriber acquisition costs were deducted from retained earnings on 1 January 2019. The Company paid dividends totaling Baht 3.0 billion in May 2019.

## CASH FLOW

- True Group's primary capital resources for the year 2019 were **cash flows from financing activities** totaling Baht 50.2 billion driven by additional long-term borrowings to support ongoing business expansion and spectrum license payment.
- **Cash flows from financing activities** in 2019 were Baht 22.7 billion and Baht 14.4 billion before and after interest and tax payments respectively, declining YoY due to higher proceeds from asset sale to DIF in May 2018 compared to August 2019; excluding this, cash flows from operating activities significantly improved with lower working capital requirements.
- **Cash flows used in investing activities** decreased from the previous year to Baht 35.9 billion (Baht 32 billion excluding the mobile license fee payment) on lower cash CAPEX.
- True Group's ended 2019 with cash and cash equivalents of Baht 49.4 billion.

## CHANGE IN ACCOUNTING POLICIES

### TFRS 15, Revenue from contracts with customers

The Group has adopted the new Thai Financial Reporting Standards (TFRS) no. 15, Revenue from contracts with customers from 1 January 2019 under the modified retrospective approach and the comparative figures have not been restated. The Group did apply practical expedient relates to completed contracts and contract modifications allowed by TFRS 15.

The adoption of TFRS 15 mainly effects the Group's accounting treatment on the following topics.

- a) Prior to the adoption of TFRS 15, the Group recorded subscriber acquisition cost as an asset. The subscriber acquisition cost is the cost of essential equipment necessary for customers to use the Group's services, including the difference of the allocated fair value of selling price and the cost of telephone handsets distributed to subscribers. Subscriber acquisition cost is amortised over the future economic benefit. Upon the adoption of TFRS 15, the Group does not capitalise subscriber acquisition cost in the consolidated statement of financial position.
- b) Upon the adoption of TFRS 15, the Group recognises contract costs for incremental commission expenses paid to the agents or the distributors in conjunction with obtaining customer contracts (which were previously expensed as incurred) as an asset. The contract cost is amortised using the straight-line method over the expected life of the customer contract.

The impact of adoption of TFRS 15 as of 1 January 2019 by each financial statements line item are as follows:

STATEMENT OF FINANCIAL POSITION	CONSOLIDATED FINANCIAL STATEMENTS		
	AT 31 DECEMBER 2018 AS REPORTED BAHT MILLION	CHANGES IN ACCOUNTING POLICY - TFRS 15 BAHT MILLION	AT 1 JANUARY 2019 AS MODIFIED RETROSPECTIVE BAHT MILLION
Inventories	7,448.86	(633.79)	6,815.07
Other current assets	10,718.01	(7,326.94)	3,391.07
Property, plant and equipment	205,811.95	(575.10)	205,236.85
Deferred tax assets	2,570.86	2,071.24	4,642.10
Other non-current assets	6,887.69	(3,069.76)	3,817.93
Trade and other payable	111,754.90	184.68	111,939.58
Deferred tax liabilities	6,084.58	1.45	6,086.03
Deficits	(25,651.27)	(9,720.48)	(35,371.75)

The following tables show the amounts by each financial information line item in the current year from the adoption of the new revenue standard compared to the previous revenue standards.

CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2019			
STATEMENT OF FINANCIAL POSITION	BALANCE AS REPORTED BAHT MILLION	IMPACTS FROM TFRS 15 BAHT MILLION	BALANCE UNDER THE PREVIOUS REVENUE STANDARDS BAHT MILLION
Other current assets	5,897.33	2,044.80	7,942.13
Property, plant and equipment	228,962.45	127.37	229,089.82
Deferred income tax assets	3,275.16	(590.36)	2,684.80
Other non-current assets	3,974.27	828.09	4,802.36
Deferred income tax liabilities	6,270.87	(1.45)	6,269.42

CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019			
STATEMENT OF COMPREHENSIVE INCOME	BALANCE AS REPORTED BAHT MILLION	IMPACTS FROM TFRS 15 BAHT MILLION	BALANCE UNDER THE PREVIOUS REVENUE STANDARDS BAHT MILLION
Cost of goods sold	19,542.67	(1,897.20)	17,645.47
Selling expenses	12,978.05	9,868.74	22,846.79
Income tax expense	2,172.18	(1,480.88)	691.30

## REPORT OF THE AUDIT COMMITTEE FOR THE YEAR 2019

The Audit Committee comprising three Independent Directors, Mr. Joti Bhokavanij, Dr. Kosol Petchsuwan and Mrs. Preeprame Seriwongse, was re-appointed by the Board of Directors Meeting No. 3/2561 on 22<sup>nd</sup> June 2018 to perform duties and discharge responsibilities under the Charter for the Audit Committee. During the Year 2019, the Audit Committee proceeded as follows:

1. Held eight meetings in 2019 in order to discharge its functions as assigned by the Board of Directors. The Audit Committee reported its activities to the Board of Directors on a quarterly basis;

Name		Position	Attendance of the Audit Committee Meetings In the Year 2019 *
1. Mr. Joti	Bhokavanij	Chairman of the Audit Committee	8/8
2. Dr. Kosol	Petchsuwan	Member of the Audit Committee	8/8
3. Mrs. Preeprame	Seriwongse	Member of the Audit Committee	8/8

Remark \* In the Year 2019, the Audit Committee held two meeting with the auditor without the presence of Management.

2. Reviewed the independence and performance of the auditor including the audit fee. The Audit Committee deemed that the auditor performed independently and provided useful opinions and recommendations regarding financial reporting and internal controls. Therefore, the Audit Committee recommended the appointment of auditors from PricewaterhouseCoopers ABAS Limited as the Company's auditor and the audit fee for the Year 2019 to the Board of Directors for approval by the Annual General Meeting of the Shareholders;
3. Discussed with the auditor the scope of their audits before they commenced and followed up their audits;
4. Acknowledged the audit plan and findings of the auditor and provided recommendations;
5. Reviewed the yearly and quarterly financial reports of the Company which included performance of its subsidiaries. The Audit Committee agreed with the auditor that the Company's financial statements represented the Company's financial position and financial performance fairly, in all material respects, in accordance with Thai Financial Reporting Standard;



6. Reviewed the Company's and its subsidiaries' practices relating to related party transactions to ensure compliance with the Rules of Entering into Related Party Transactions of the Company which is in line with the law and regulation of the Stock Exchange of Thailand and Capital Market Supervisory Board. The Audit Committee deemed that the entering into related party transactions of the Company and its subsidiaries had complied with the law and the Stock Exchange of Thailand and the Capital Market Supervisory Board's regulation and were reasonable and beneficial to the Company and its subsidiaries. As for related party transaction for Type of Normal Business and related party transaction for Type of Supporting Normal Business, they were entered into at reasonable prices and under general business terms that were also applied with the third party. Moreover, the Company and its subsidiaries, as a buyer, could rely on quality of products and services received from related persons, meanwhile, the Company and its subsidiaries, as a seller, could also increase revenue and market share from selling products and services to the related persons who are major consumers as well;

Moreover, in the Year 2019, there was a special related party transaction, namely, a lease transaction for space in ICON Siam Shopping Complex; this connected transaction is in the type that has to be approved by the Board of Directors and disclosed to the Stock Exchange of Thailand. The Audit Committee prudently considered and opined that this related party transaction was reasonable and beneficial to the Company since the Company could utilize this leased space to support business operation in this landmark and trendy shopping mall with considerable purchasing power. Moreover, this transaction was conducted on an arms-length basis because the rate of transaction price was comparable to the rates offered by other major shopping malls of the same class. Therefore, the Audit Committee concurred with the entering into this related party transaction and proposed to the Board of Directors for approval.

7. Reviewed the compliance with the Securities and Exchange laws, regulations of the Stock Exchange of Thailand and the Capital Market Supervisory Board, and other laws related to the Company's business. Based on the reports of the auditor, internal audit and Management, the Audit Committee deemed that the Company had complied with all related laws and regulations;
8. Reviewed the Internal Control System to evaluate the adequacy and effectiveness to reasonably ensure the Company's performance in achieving its goals. Based on the internal audit report for the Year 2019 which covered key business processes, the Audit Committee deemed that the Company's Internal Control System was adequate and appropriate. Moreover, with the dynamic environment of telecommunication business, the Audit Committee supported continual development of the Internal Control System to suit the constantly changing environment within the Company;
9. Followed up risk management activities under "Risk Management Policy and Framework" of the Company which was an integral part of business strategies and operations to ensure continuous and effective risk management of the Company; Moreover, since the Company adopted the risk-based approach, the Audit Committee recognized the significance of linkage between Risk Management Function and Internal Audit Function. A representative of Strategic Development and Risk Management Committee was therefore invited to report to the Audit Committee on the risk identification, risk assessment, and risk management of the Company and the Internal Audit Department was instructed to ensure that the Internal Audit Plan be in line with such results of risk assessment;

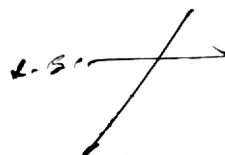
10. Monitored results of providing a channel for any stakeholder to make complaints or provide clues concerning fraud, wrongdoing or violations of the Company's Code of Conduct to the Board of Directors via the Audit Committee;

In the Year 2019, the Audit Committee received 11 complaints, 4 of 11 were complaints about actions that might suggest fraud. The Audit Committee passed on such complaints to the relevant business units for investigation and it was found out that 3 out of 4 complaints were not fraud cases since they were mistaken by subscribers and one case might be a fraud case but it did not cause material damage. The relevant department had resolved the case and improved on work process and system to become stricter. In addition, there were 7 complaints about Company's service which the Audit Committee passed on those complaints for appropriate actions and such business units resolved the issues completely; and

11. Oversaw the Internal Audit function including approving the Internal Audit Plan based on the risk management guideline (risk-based audit), acknowledging the quarterly and yearly Internal Audit results, providing comments to the Internal Audit Department and submitting corrective measures to be taken by Management including continual follow-up on their progress. In this regard, the Audit Committee reviewed the independence and performance of the Internal Audit Department and deemed that the Internal Audit Function was performed independently, adequately, and effectively. Moreover, internal audit quality has been continuously improved both in terms of human resources and operation to meet international professional standards.

The Audit Committee maintains its independence in performing the duties as assigned. In this regard, the Audit Committee has received good cooperation from Management and the auditor.

In summary, the Audit Committee is of the opinion that the Board of Directors and Management of the Company have operated business with ethics and professionally perform duties to achieve the Company's goals, emphasizing on operating business with effective Internal Control and Internal Audit Systems, good corporate governance and continual development of operation systems.



**Mr. Joti Bhokavanij**  
Chairman of the Audit Committee

## REPORT OF THE COMPENSATION AND NOMINATING COMMITTEE FOR THE YEAR 2019

By virtue of the resolution of the Board of Directors of the Company passed at its meeting No. 8/2544 held on 16<sup>th</sup> November 2001, the Compensation and Nominating Committee (the “Committee”) was appointed to perform and discharge certain responsibilities under the Charter for the Compensation and Nominating Committee. During the Year 2019, the Committee held four meetings in order to discharge its functions as assigned by the Board of Directors which can be summarized as follows:

1. Considered and proposed recommendation to the Board of Directors regarding the election of Directors to replace the Directors retiring by rotation;
2. Considered and proposed recommendation to the Board of Directors regarding the Directors’ remuneration;
3. Considered and proposed recommendation to the Board of Directors regarding the appointment of a new Director and member of the Finance Committee to replace the resigned Director;
4. Considered nomination of new Presidents (Co) and proposed to the Board of Directors for appointment;
5. Considered the proposal of revising the name list and positions of the Executive Committee and proposed to the Board of Directors for approval;
6. Considered and approved the variable payout to the Chairman of the Executive Committee for the Year 2018 (payout in 2019);
7. Considered and approved the variable pay plan for Chairman of the Executive Committee and Presidents (Co) for the Year 2019 (payout in 2020); and
8. Considered the Employee Joint Investment Program (“EJIP”) in Phase 3 for the Years 2020-2022 and proposed to the Board of Directors Meeting for consideration and approval.



**Dr. Harald Link**

Chairman of the Compensation and Nominating Committee

# REPORT OF THE CORPORATE GOVERNANCE COMMITTEE FOR THE YEAR 2019

By virtue of a resolution of the Board of Directors of the Company passed at its meeting No. 3/2549 held on 24<sup>th</sup> March 2006, the Corporate Governance Committee was appointed to perform and discharge responsibilities under the Charter for the Corporate Governance Committee. During the Year 2019, the Corporate Governance Committee proceeded as follows:

1. Held 4 meetings in order to discharge its functions as assigned by the Board of Directors;
2. Considered the Corporate Governance Report of the Company for disclosure in the Annual Report for the Year 2019 and proposed to the Board of Directors for approval;
3. Followed up on result of providing an opportunity to shareholders to propose agenda items and nominees for election as directors of the Company in advance of the 2019 Annual General Meeting of the Shareholders and reported to the Board of Directors for acknowledgement;
4. Reviewed the Thai Institute of Directors Association's Corporate Governance Assessment Report for the Year 2018 and proposed to the Board of Directors together with certain suggestions for consideration;
5. Acknowledged the report on sustainability assessment by DJSI for the Year 2019 and reported to the Board of Directors together with certain suggestions for consideration;
6. Reviewed the Company's Policy on Corporate Governance and proposed some revisions to the Board of Directors for approval;
7. Reviewed the Anti-corruption Policy and Measure and reported to the Board of Directors for acknowledgement;
8. Considered the results of self-assessment of the Board of Directors for the previous year and proposed to the Board of Directors for acknowledgement;
9. Reviewed the appropriateness of the applying of Corporate Governance Code for Listed Companies 2017 ("CG Code 2017") issued by the Securities and Exchange Commission to suit the Company's business context and proposed recommendations to the Board of Directors for consideration;
10. Considered the Company's activities in relation to corporate governance, sustainability, and corporate social responsibility to ensure that they were properly in practice and in compliance with the Company's policies; and
11. Acknowledged report on the employees engagement and practice of the Company's Code of Conduct.



**Dr. Kosol Petchsuwan**

Chairman of the Corporate Governance Committee

## REPORT OF THE FINANCE COMMITTEE FOR THE YEAR 2019

By virtue of a resolution of the Board of Directors of True Corporation Public Company Limited (the “Company”) passed at its meeting No. 8/2544 held on 16<sup>th</sup> November 2001, the Finance Committee was appointed to perform and discharge certain responsibilities under the Charter for the Finance Committee. During the Year 2019, the Finance Committee has carried out the following tasks:

1. Held 4 meetings in order to discharge its functions as assigned by the Board of Directors;
2. Considered financial targets, provided recommendations to Management and proposed to the Board of Directors for approval;
3. Considered the Annual Financial Hedging Plan together with the Policy on the Use of Derivative Securities in Financial Transactions and proposed some revisions to the Board of Directors for approval;
4. Considered the quarterly and annual financial results of the Company and its subsidiaries as well as provided recommendations to Management;
5. Considered the appropriation of the Company’s net profit for the Year 2018 as a legal reserve according to the law and dividend payments for the Year 2018; the matters were proposed to the Board of Directors and further proposed to the Annual General Meeting for the Shareholders for the Year 2019 for approval;
6. Considered the issuance and offering of Debentures for the Company and proposed to the Board of Directors for consideration and further proposed to the Annual General Meeting of the Shareholders for the Year 2019 for approval; and
7. Considered the entering into the transactions with Digital Telecommunications Infrastructure Fund (“DIF”) and proposed to the Board of Directors for approval.



**Dr. Ajva Taulananda**  
Chairman of the Finance Committee

# REPORT OF THE BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS FOR THE YEAR 2019

The Board of Directors is responsible for the consolidated financial statements of the Company and its subsidiaries. The aforementioned financial statements have been prepared in accordance with Generally Accepted Accounting Principles, using appropriate accounting policy consistently employed by the Company as well as applying careful judgment and best estimation. Important information is adequately disclosed in notes to the financial statements.

The Board of Directors has provided and maintained an effective internal controls system to reasonably ensure that accounting records are accurate, complete and adequate to protect the Company's assets.

To accomplish this task, the Board of Directors has appointed an Audit Committee, which consists of Independent Directors responsible for the quality of financial statements and internal controls system, whose comments on these issues are readily included in the Audit Committee Report in this Annual Report.

The Board of Directors is of the opinion that the Company's overall internal controls system is adequate and suitable and has reasonable confidence that the consolidated financial statements of the Company and its subsidiaries for the year ended 31<sup>st</sup> December 2019 are true and fair.



**Mr. Suphachai Chearavanont**  
Chairman of the Board

## FINANCIAL STATEMENTS

**TRUE CORPORATION PUBLIC COMPANY LIMITED**

**CONSOLIDATED AND SEPARATE  
FINANCIAL STATEMENTS**

**31 DECEMBER 2019**





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**List of abbreviations****Subsidiaries****Abbreviation**

AP&J Production Co., Ltd.	AP&J
Asia Wireless Communication Co., Ltd.	AWC
Bangkok Inter Teletech Public Company Limited	BITCO
BFKT (Thailand) Limited	BFKT
Cineplex Co., Ltd.	CNP
Hutchison CAT Wireless MultiMedia Limited	HCAT
Hutchison MultiMedia Services (Thailand) Limited	HMSTL
Hutchison Telecommunications (Thailand) Company Limited	HTTCL
Hutchison Wireless MultiMedia Holdings Limited	HWMH
Internet Knowledge Service Center Co., Ltd.	IKSC
KSC Commercial Internet Co., Ltd.	KSC
K.I.N. (Thailand) Co., Ltd.	KIN
MKSC World Dot Com Co., Ltd.	MKSC
Panther Entertainment Co., Ltd.	PTE
Real Move Co., Ltd.	RMV
Samut Pakan Media Corporation Co., Ltd.	SPM
Satellite Service Co., Ltd.	SSV
SM True Co., Ltd.	SM True
Song Dao Co., Ltd.	SD
Tele Engineering and Services Co., Ltd.	TE
Telecom Asset Management Co., Ltd.	TAM
Telecom Holding Co., Ltd.	TH
Telecom KSC Co., Ltd.	TKSC
Thai News Network (TNN) Co., Ltd.	TNN
True Digital Group Co., Ltd.	TDG
(formerly "True Digital Media & Platform Co., Ltd.")	
True Digital Park Co., Ltd.	TDPK
True Distribution and Sales Co., Ltd.	TDS
True4U Station Co., Ltd.	True4U
True E-Logistic Co., Ltd.	TEL
True Icontent Co., Ltd.	TICT
True Incube Co., Ltd.	True Incube
True International Communication Co., Ltd.	TIC
True International Gateway Co., Ltd.	TIG
True Internet Corporation Co., Ltd.	TICC
True Life Plus Co., Ltd.	TLP
True Media Solutions Co., Ltd.	TSC
True Move Co., Ltd.	TMV
True Move H Universal Communication Co., Ltd.	TUC
True Multimedia Co., Ltd.	TM
True Music Co., Ltd.	TMS
True Music Radio Co., Ltd.	TMR
True Public Communication Co., Ltd.	TPC
True United Football Club Co., Ltd.	TUFC
True Visions Cable Public Company Limited	True Cable
True Visions Group Co., Ltd.	TVG
True Visions Public Company Limited	True Visions
True Vistas Co., Ltd.	TVT
K.I.N. (Thailand) Co., Ltd.	KINBVI



## List of abbreviations(Cont'd)

### Subsidiaries (Cont'd)

Crave Interactive Limited  
Gold Palace Investments Limited  
Golden Light Co., Ltd.  
Golsky Co., Ltd.  
Golden Pearl Global Limited  
Rosy Legend Limited  
Prospect Gain Limited  
PT True Digital Indonesia  
True Digital Philippines Inc.  
True Internet Technology (Shanghai) Company Limited  
True Trademark Holdings Company Limited

### Abbreviation

CRAVE  
GPI  
GDL  
GSK  
GDP  
RL  
PG  
PTTD  
TDPI  
TIS  
TTH

### Associates

Digital Telecommunications Infrastructure Fund  
Genxas Whiz Co., Ltd.  
Queue Q (Thailand) Co., Ltd.  
True Axion Interactive Ltd.  
True GS Co., Ltd.

DIF  
Genxas  
Queue Q  
TrueAxion  
TGS

### Joint ventures

Asia Infonet Co., Ltd.  
Transformation Films Co., Ltd.  
True CJ Creation Co., Ltd.  
True Touch Co., Ltd.  
True Voice Co., Ltd.  
True - Kona Cayman GP  
LINE Games - True - Kona Global Limited Partnership

AI  
TFF  
TCJ  
TT  
TV  
True-Kona  
LINE games-TRUE

### Other organisations

Telephone Organisation of Thailand (currently TOT Public Company Limited)  
The National Telecommunication Commission  
The National Telecommunication Commission of NBTC  
The National Broadcasting and Telecommunication Commission  
CAT Telecom Public Company Limited  
Mass Communication Organization of Thailand (currently MCOT Public Company Limited)  
Securities and Exchange Commission of Thailand  
Thailand Federation of Accounting Professions

TOT  
NTC  
NTC of NBTC  
NBTC  
CAT  
MCOT  
SEC  
TFAC





## Independent Auditor's Report

To the shareholders and the Board of directors of True Corporation Public Company Limited

### My opinion

In my opinion, the consolidated financial statements of True Corporation Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial statements of the Company present fairly, in all material respects, the consolidated and separate financial position of the Group and of the Company as at 31 December 2019, and the consolidated and separate financial performance and the consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

### What I have audited

The consolidated and separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2019;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include a summary of significant accounting policies.

### Basis for opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Federation of Accounting Professions under the Royal Patronage of his Majesty the King's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### Emphasis of matter

I draw attention to Note 37 to the financial statements, which describes the uncertainty in respect of the outcome of the lawsuits against the Group. My opinion is not modified in respect of this matter.



#### Key audit matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Key audit matter	How my audit addressed the key audit matter
<p><b><i>Revenue recognition - Accuracy and cut-off of recorded revenue and the initial adoption of TFRS 15 "Revenue from Contracts with Customers" ("TFRS 15")</i></b></p> <p>Recording revenue is an inherent risk for the telecommunications industry because of the complexity of the billing systems, multiple performance obligation arrangements, such as product and service bundled package and the impact on revenue recognition of changing price plans (tariff, structures, and discount) throughout the year. These complexities may give rise to the risk that revenue of each performance obligation may not be accurately recognised.</p> <p>Revenue cut-off is considered an area of focus due to complex multiple monthly billing cycles for which closing billing periods may not necessarily close concurrently with the month-end close. This triggers a concern about whether revenue is recorded in the correct period.</p> <p>In addition, the Group has adopt TFRS 15, Revenue from contracts with customers from 1 January 2019 using the modified retrospective approach, which require management's judgements and estimates. The impact of adoption of TFRS 15 are disclosed in Note 4.</p> <p>I focus on revenue recognition because the balance and transaction volume of revenue are materially high, and there is involvement of management estimations in unbilled revenue for closing billing period.</p>	<p>My audit procedures included the following:</p> <ul style="list-style-type: none"><li>• evaluating and testing IT general controls in which billing and other relevant support systems reside, including the change control procedures in place around systems,</li><li>• evaluating and testing the internal controls in place over the authorisation of price rate changes, the implementation of new sales campaigns and input of the information into billing systems,</li><li>• testing allocation of fair value for each performance obligation in products and services bundled package in sales campaigns launched during the year in accordance with transaction price allocation method under TFRS 15,</li><li>• testing end-to-end reconciliations from the billing systems to the general ledger. This includes validating material journals processed between the billing system and general ledger,</li><li>• testing samples of individual and corporate customer bills and checking them against cash receipts,</li><li>• testing revenue estimations for month-end close by subsequently checking actual revenue based on customers' usage data against estimated revenue for incomplete billing cycles recorded in the accounts,</li><li>• performing a revenue trend analysis by estimating expected revenue based on usage data and number of subscribers and enquiring with management members to corroborate the key revenue movements and trends during the year,</li><li>• assessing whether the accounting treatments for revenue recognition conform with TFRS 15, and</li><li>• evaluating the accuracy of the cumulative effect of initially applying TFRS 15 adjusted to the opening retained earnings identifying by management.</li></ul> <p>Based on my works performed, I noted no significant issues.</p>





Key audit matter	How my audit addressed the key audit matter
<p><b><i>Sale of assets to the Digital Telecommunication Infrastructure Fund (DIF) - Accuracy and classification</i></b></p> <p>Refer to Note 39, to the consolidated and separate financial statements, in 2019 the Group and DIF executed and completed the transactions of agreements to sell certain telecommunication assets and leased back from DIF some of these assets.</p> <p>The Group recognised profit of Baht 9,634.36 million relating to the transactions and applied lease accounting for the leaseback transactions.</p> <p>I focused on these transactions because the amount involved was materially high and the transactions required interpretation of the terms of the agreements and significant management judgement in determining the appropriate accounting treatment. The accounting treatment has a significant impact on the Group's financial position and its financial performance.</p>	<p>My audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• understanding the transactions and key terms and conditions of the related agreements,</li> <li>• evaluating the accounting treatment decided by management whether it conformed with the accounting standards,</li> <li>• evaluating management judgment in their interpretation of agreement and examining the accuracy of the amount recorded including challenging key assumptions such as discount rates and the related expenses, and performing the computation of certain significant amounts.</li> <li>• examining the sales transactions and cash receipt with the bank statement and sales agreement, and</li> <li>• examining the accuracy and classification of the accounting entries in accordance with Thai financial reporting standards.</li> </ul> <p>Based on my procedures, I noted no significant issues.</p>



Key audit matter	How my audit addressed the key audit matter
<p><b><i>Impairment assessment of goodwill</i></b></p> <p>Refer to Notes 6.1 and 21 to the consolidated and separate financial statements regarding critical accounting estimates and judgements, and goodwill.</p> <p>The Group's goodwill is attributable to pay TV cash generating unit (CGU) totalling Baht 9,167.47 million. The Group is required to test goodwill for impairment at least annually in accordance with the requirement of Thai financial reporting standards.</p> <p>I focused on this area because the goodwill balance is material to the financial statements. Goodwill recoverable amounts are based on management judgements of variables such as revenue, revenue growth, profit margin, capital expenditure and discount rates. In addition, the recent trend of TV business has been facing an increasing challenge from internet-based businesses such as over-the-top (OTT) providers and the change in consumers' behaviour.</p> <p>For the year ended 31 December 2019, management performed an impairment assessment over the goodwill by performing the following:</p> <ol style="list-style-type: none"> <li>1. Engaging an independent appraisal to determine the recoverable amount of goodwill from the values in use CGU using the discounted cash flow (DCF) model. The forecasted cash flows (revenue, expenses and capital expenditure) generated from CGU for the next five years, were based on budget, and a terminal zero growth rate was applied after the fifth year cash flows. These cash flows were then discounted to the net present value using the weighted average cost of capital (WACC), and</li> <li>2. Comparing the resulting values in use book values and determining whether to record an impairment provision if the DCF values in use are less than the book values.</li> </ol> <p>Based on the annual impairment test for goodwill, management recognised loss on goodwill impairment of Baht 1,875 million under "Other expense" in the consolidated statement of comprehensive income. Management assessed that the provision for goodwill impairment was adequate and appropriate.</p>	<p>My audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• obtaining, understanding and evaluating management's cash flow forecasts and the process by which the forecasts were developed, and reviewed by independent external financial appraisal,</li> <li>• agreeing the cash flow forecasts with the approved budgets set by the Group Chief Financial Officer,</li> <li>• challenging management's key assumptions provided to independent appraisal, such as sources of revenue, revenue growth, profit margin, capital expenditure and discount rates, by comparing them against the economic and industry outlook and against the assumptions made in the prior year, taking into account the sensitivity of the goodwill balance changes in the respective assumptions,</li> <li>• assessing the independent appraisal's competence, capabilities, and objectivity, and</li> <li>• engaging my firm's valuation experts to assess the reasonableness of the discount rate applied in the DCF model, including testing the accuracy of the calculation.</li> </ul> <p>Based on my procedures, I noted the key assumptions used by management were supportable and appropriate in light of the current environment and circumstance.</p>





Key audit matter	How my audit addressed the key audit matter
<p><b><i>Impairment assessment of digital TV licences and related intangible assets</i></b></p> <p>Refer to Notes 22 to the consolidated and separate financial statements regarding intangible asset.</p> <p>Two subsidiaries were granted the licence for the spectrum of television broadcasting service using digital system awarded by NBTC ("Digital TV licences") for 15 years until 2029. As of 31 December 2019, carrying value of digital TV licences and related intangible assets are Baht 1,066.17 million and Baht 413.68 million, respectively.</p> <p>As the recent trend of digital TV industry is downturn as a result from a change in consumer behaviour. This increase the risk of impairment. In accordance with TAS 36 Impairment of assets, management is required to conduct impairment tests where there is an indication of impairment of an asset.</p> <p>I focused on this area because the carrying value of digital TV licences and related intangible assets balance is material to the financial statements. The valuation of recoverable amounts are based on management judgements of variables such as revenue, revenue growth, profit margin, capital expenditure and discount rates.</p> <p>Based on the impairment test for digital TV licences and related intangible assets, management concluded that no impairment provision was required.</p>	<p>My audit procedures included the following:</p> <ul style="list-style-type: none"> <li>obtaining, understanding and evaluating management's cash flow forecasts and the process by which the forecasts were developed,</li> <li>agreeing the cash flow forecasts with the approved budgets set by the Group Chief Financial Officer,</li> <li>challenging management's key assumptions, such as sources of revenue, revenue growth, profit margin, capital expenditure and discount rates, with reference to their performance historically, particular in recent period and comparison with available market analysis of digital TV industry, and</li> <li>engaging my firm's valuation experts to assess the reasonableness of the discount rate applied in the DCF model, including testing the accuracy of the calculation.</li> </ul> <p>Based on my procedures, I noted the key assumptions used by management were supportable and appropriate in light of the current environment and circumstance.</p>





#### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.

#### Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities for overseeing the Group and the Company's financial reporting process.

#### Auditor's responsibilities for the audit of the consolidated and separate financial statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.



- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide the audit committee with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers ABAS Ltd.

**Pisit Thangtanagul**  
 Certified Public Accountant (Thailand) No. 4095  
 Bangkok  
 28 February 2020





True Corporation Public Company Limited  
**Statements of Financial Position**  
**As at 31 December 2019**

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2019	31 December 2018	31 December 2019	31 December 2018
		Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	14	49,405,101	20,671,759	1,299,392	10,245,448
Restricted cash at bank	15	43,675	43,666	43,606	43,666
Short-term investments		1,129	2,950	-	1,835
Trade and other receivables	16	47,612,577	64,476,817	11,448,128	8,401,561
Short-term loans to related parties	40	1,110	-	29,811,677	10,082,680
Inventories	17	7,273,555	7,448,856	115,960	98,580
Income tax deducted at source		13,561,474	12,377,160	646,602	728,945
Claimable value added tax		10,653,448	8,953,278	-	7,210
Other current assets	18	5,897,326	10,718,013	105,878	107,454
<b>Total current assets</b>		<b>134,449,395</b>	<b>124,692,499</b>	<b>43,471,243</b>	<b>29,717,379</b>
<b>Non-current assets</b>					
Restricted cash at bank	15	23,756	30,692	-	-
Investment in available for sale securities		141,252	424,015	-	-
Investment in subsidiaries	19	-	-	181,028,382	181,028,382
Investment in associates and interests in joint ventures	19	26,159,393	21,947,955	37,967,948	28,181,426
General investments		1,071,670	617,214	1,000	241,741
Investment property		1,319,613	103,095	-	-
Property, plant and equipment	20	228,962,448	205,811,952	450,321	365,349
Intangible assets	22	114,622,024	121,079,628	257,780	142,816
Goodwill	21	9,993,769	11,403,094	-	-
Deferred income tax assets	23	3,275,159	2,570,858	84,402	140,518
Other non-current assets	24	3,974,265	6,887,690	413,094	219,265
<b>Total non-current assets</b>		<b>389,543,349</b>	<b>370,876,193</b>	<b>220,202,927</b>	<b>210,319,497</b>
<b>Total assets</b>		<b>523,992,744</b>	<b>495,568,692</b>	<b>263,674,170</b>	<b>240,036,876</b>

The accompanying notes on pages 15 to 85 are an integral part of these financial statements.

**True Corporation Public Company Limited**  
**Statements of Financial Position (Cont'd)**  
**As at 31 December 2019**

		Consolidated financial statements		Separate financial statements	
		31 December 2019	31 December 2018	31 December 2019	31 December 2018
Notes		Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
<b>Liabilities and equity</b>					
<b>Current liabilities</b>					
Short-term borrowings	25	16,662,572	84,908,793	5,088,408	54,467,994
Trade and other payables	26	109,365,088	111,754,897	3,279,059	3,510,020
Current portion of long-term borrowings	25	18,037,019	2,361,277	7,115,199	-
Short-term loans from related parties	40	-	-	995,761	982,467
Income tax payable		175,401	141,965	-	-
Other current liabilities	27	6,910,153	5,093,441	1,020,186	355,493
<b>Total current liabilities</b>		<b>151,150,233</b>	<b>204,260,373</b>	<b>17,498,613</b>	<b>59,315,974</b>
<b>Non-current liabilities</b>					
Long-term borrowings	25	178,029,703	68,054,307	70,200,431	8,219,198
Deferred income tax liabilities	23	6,270,865	6,084,575	-	-
Unrealised discount on acquisition cost of telecom licence	28	3,031,400	-	-	-
Liabilities under agreements and licences for operation	28	38,598,011	64,059,399	-	-
Employee benefits obligations	29	3,750,069	2,375,222	1,533,248	1,052,218
Provisions	30	3,507,124	3,367,696	-	-
Other non-current liabilities	31	13,636,198	13,483,605	-	-
<b>Total non-current liabilities</b>		<b>246,823,370</b>	<b>157,424,804</b>	<b>71,733,679</b>	<b>9,271,416</b>
<b>Total liabilities</b>		<b>397,973,603</b>	<b>361,685,177</b>	<b>89,232,292</b>	<b>68,587,390</b>
<b>Equity</b>					
Share capital	32				
Authorised share capital					
Common shares, 33,368,655,464 shares of par Baht 4 each		133,474,622	133,474,622	133,474,622	133,474,622
Issued and fully paid-up share capital					
Common shares, 33,368,195,301 shares of paid-up Baht 4 each		133,472,781	133,472,781	133,472,781	133,472,781
Premium on share capital		26,384,073	26,384,073	26,384,073	26,384,073
Retained earnings					
Appropriated - legal reserve	33	1,040,174	731,162	1,040,174	731,162
Retained earnings (deficits)		(33,630,887)	(25,651,268)	13,544,850	10,861,470
Other components of equity		(1,898,200)	(1,645,903)	-	-
<b>Equity attributable to owners of the parent</b>		<b>125,367,941</b>	<b>133,290,845</b>	<b>174,441,878</b>	<b>171,449,486</b>
Non-controlling interests		651,200	592,670	-	-
<b>Total equity</b>		<b>126,019,141</b>	<b>133,883,515</b>	<b>174,441,878</b>	<b>171,449,486</b>
<b>Total liabilities and equity</b>		<b>523,992,744</b>	<b>495,568,692</b>	<b>263,674,170</b>	<b>240,036,876</b>

The accompanying notes on pages 15 to 85 are an integral part of these financial statements.

True Corporation Public Company Limited  
Statements of Comprehensive Income  
For the year ended 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2019	31 December 2018	31 December 2019	31 December 2018
		Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
<b>Revenues</b>					
Revenues from telephone and other services		120,926,274	118,185,448	12,308,261	13,914,854
Revenues from product sales		20,017,215	43,634,866	6,763	1,020
<b>Total revenues</b>		<b>140,943,489</b>	<b>161,820,314</b>	<b>12,315,024</b>	<b>13,915,874</b>
<b>Costs</b>					
Cost of providing services		87,868,061	85,383,125	1,563,256	1,546,921
Cost of sales	4	19,542,668	20,396,402	4,102	841
<b>Total costs</b>		<b>107,410,729</b>	<b>105,779,527</b>	<b>1,567,358</b>	<b>1,547,762</b>
<b>Gross profit</b>		<b>33,532,760</b>	<b>56,040,787</b>	<b>10,747,666</b>	<b>12,368,112</b>
Other income	39	9,703,627	13,188,458	5,647,118	3,852,499
Selling expenses	4	(12,978,053)	(20,993,807)	(1,745,333)	(1,697,321)
Administrative expenses		(15,253,830)	(14,641,085)	(5,177,301)	(4,172,789)
Other expenses	20,21	(4,607,611)	(16,939,112)	(221,106)	(2,230,976)
Share of results	19	6,887,407	3,789,256	-	-
Finance costs	11	(9,539,106)	(7,477,057)	(2,857,360)	(1,644,266)
<b>Profit before income tax</b>		<b>7,745,194</b>	<b>12,967,440</b>	<b>6,393,684</b>	<b>6,475,259</b>
Income tax	12	(2,172,179)	(6,009,574)	(213,444)	348,095
<b>Profit for the year</b>		<b>5,573,015</b>	<b>6,957,866</b>	<b>6,180,240</b>	<b>6,823,354</b>
<b>Other comprehensive income:</b>					
Item that will not be reclassified subsequently to profit or loss:					
Remeasurements of post-employment benefit obligations, net of tax		(584,002)	(233,247)	(184,817)	(148,320)
Item that will be reclassified subsequently to profit or loss:					
Unrealised (loss) gain on changes in fair value of available-for-sale securities, net of tax		(240,564)	9,618	-	-
Exchange differences on translation		(11,723)	(330)	-	-
<b>Total comprehensive income for the year</b>		<b>4,736,726</b>	<b>6,733,907</b>	<b>5,995,423</b>	<b>6,675,034</b>
<b>Profit for the year attributable to:</b>					
Owners of the parent		5,636,733	7,034,590	6,180,240	6,823,354
Non-controlling interests		(63,718)	(76,724)	-	-
<b>Profit for the year</b>		<b>5,573,015</b>	<b>6,957,866</b>	<b>6,180,240</b>	<b>6,823,354</b>
<b>Total comprehensive income for the year attributable to:</b>					
Owners of the parent		4,800,617	6,810,425	5,995,423	6,675,034
Non-controlling interests		(63,891)	(76,518)	-	-
<b>Total comprehensive income for the year</b>		<b>4,736,726</b>	<b>6,733,907</b>	<b>5,995,423</b>	<b>6,675,034</b>
<b>Basic earnings per share attributable to owners of the parent</b>	13				
- Basic (Baht per share)		0.17	0.21	0.19	0.20

The accompanying notes on pages 15 to 85 are an integral part of these financial statements.

True Corporation Public Company Limited  
Statements of Changes in Equity  
For the year ended 31 December 2019

Consolidated financial statements											Baht Thousand			
Attributable to owners of the parent														
Notes	Issued and fully paid-up common shares	Premium on shares	Legal reserve	Deficits	Other components of equity									
					Other comprehensive income					Changes in non-controlling interest	Total other components of equity	Total owners of the parent	Non-controlling interests	Total
					Unrealised gain (loss) on revaluation of securities available for sale	Translating financial statements								
<b>Opening balance at 1 January 2018</b>														
	133,472,781	26,384,073	389,994	(31,090,925)	159,180	9,195	(1,809,499)	(1,641,124)	127,514,799	669,554	128,184,353			
	-	-	-	-	-	-	-	-	-	(36)	(36)			
	-	-	-	-	-	-	(26)	(26)	(26)	26	-			
	-	-	-	14,041	-	-	(14,041)	(14,041)	-	(356)	(356)			
33	-	-	341,168	(341,168)	-	-	-	-	-	-	-			
	-	-	-	(1,034,353)	-	-	-	-	(1,034,353)	-	(1,034,353)			
	-	-	-	6,801,137	9,618	(330)	-	9,288	6,810,425	(76,518)	6,733,907			
<b>Closing balance at 31 December 2018</b>														
	133,472,781	26,384,073	731,162	(25,651,268)	168,798	8,865	(1,823,566)	(1,645,903)	133,290,845	592,670	133,883,515			
<b>Opening balance at 1 January 2019</b>														
	133,472,781	26,384,073	731,162	(25,651,268)	168,798	8,865	(1,823,566)	(1,645,903)	133,290,845	592,670	133,883,515			
4	-	-	-	(9,720,480)	-	-	-	-	(9,720,480)	-	(9,720,480)			
<b>As modified retrospective</b>														
19	133,472,781	26,384,073	731,162	(35,371,748)	168,798	8,865	(1,823,566)	(1,645,903)	123,570,365	592,670	124,163,035			
	-	-	-	-	-	-	-	-	-	122,423	122,423			
<b>Addition investment in subsidiary by purchasing shares from non-controlling interests</b>														
	-	-	-	-	-	-	-	-	-	(12)	(12)			
	-	-	-	-	-	-	(10)	(10)	(10)	10	-			
33	-	-	309,012	(309,012)	-	-	-	-	-	-	-			
41	-	-	-	(3,003,031)	-	-	-	-	(3,003,031)	-	(3,003,031)			
	-	-	-	5,052,904	(240,564)	(11,723)	-	(252,287)	4,800,617	(63,891)	4,736,726			
<b>Closing balance at 31 December 2019</b>														
	133,472,781	26,384,073	1,040,174	(33,630,887)	(71,766)	(2,858)	(1,823,576)	(1,898,200)	125,367,941	651,200	126,019,141			

The accompanying notes on pages 15 to 85 are an integral part of these financial statements.

True Corporation Public Company Limited  
Statements of Changes in Equity (Cont'd)  
For the year ended 31 December 2019

	Notes	Separate financial statements				Baht Thousand
		Issued and fully paid-up common shares	Premium on shares	Legal reserve	Retained earnings	Total
<b>Opening balance at 1 January 2018</b>		133,472,781	26,384,073	389,994	5,561,957	165,808,805
Appropriation of legal reserve	33	-	-	341,168	(341,168)	-
Dividends paid		-	-	-	(1,034,353)	(1,034,353)
Total comprehensive income for the year		-	-	-	6,675,034	6,675,034
<b>Closing balance at 31 December 2018</b>		<u>133,472,781</u>	<u>26,384,073</u>	<u>731,162</u>	<u>10,861,470</u>	<u>171,449,486</u>
<b>Opening balance at 1 January 2019</b>		133,472,781	26,384,073	731,162	10,861,470	171,449,486
Appropriation of legal reserve	33	-	-	309,012	(309,012)	-
Dividends paid	41	-	-	-	(3,003,031)	(3,003,031)
Total comprehensive income for the year		-	-	-	5,995,423	5,995,423
<b>Closing balance at 31 December 2019</b>		<u>133,472,781</u>	<u>26,384,073</u>	<u>1,040,174</u>	<u>13,544,850</u>	<u>174,441,878</u>

The accompanying notes on pages 15 to 85 are an integral part of these financial statements.



## True Corporation Public Company Limited

## Statements of Cash Flows

For the year ended 31 December 2019

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2019	31 December 2018	31 December 2019	31 December 2018
		Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
<b>Cash flow from operating activities</b>					
<b>Profit before income tax</b>		7,745,194	12,967,440	6,393,684	6,475,259
Adjustments for:					
Depreciation and amortisation		29,344,406	36,672,538	245,858	174,592
Interest income		(320,071)	(313,046)	(526,672)	(287,862)
Interest expense	11	7,489,298	5,325,468	2,710,713	1,576,002
Finance costs related to licences	11	1,932,602	2,098,786	-	-
Dividends received	40	(1,784)	-	(4,868,069)	(3,507,554)
(Gain) loss on disposals of property, plant and equipment		(4,650)	645,290	(297)	13,267
Loss on obsolete inventories	17	212,375	23,529	-	-
Gain from disposal of infrastructure assets	39	(7,241,458)	(8,802,238)	-	-
Provision for relocation expenses		-	2,049,023	-	-
Doubtful accounts (reversal)	10	2,015,361	2,142,917	(52,853)	261,304
Impairment charge of general investment		-	25,000	-	-
Loss on impairment assets	20, 21	3,777,112	11,168,503	-	1,327,685
Increase in retirement benefits obligations	29	1,094,088	234,729	455,773	81,638
Unrealised (gain) loss on foreign exchange		(571,295)	10,845	111	(337)
Gain from liquidation of subsidiaries	19.1	(7,299)	-	(16,231)	-
Gain from fair value revaluation of investment	19.1	(123,397)	-	-	-
Gain from sales of investment in general investment		(213,143)	-	(213,140)	-
Gain from sales of investment in subsidiaries	19.1	(121,578)	-	-	-
Gain from sales of investment in associate	19.2	(797,635)	-	-	-
Gain from modification of payment term of the licenses for television broadcasting services		-	(97,823)	-	-
Unrealised gain on product sold to DIF		1,025,389	10,055,961	-	-
Share of results	19.2	(6,932,594)	(3,831,785)	-	-
Employee benefit obligation-benefit paid	29	(306,370)	(262,074)	(159,560)	(110,099)
Changes in working capital					
- Trade and other receivables		14,744,506	(18,795,807)	(2,966,018)	991,696
- Short-term investments - trading securities		-	(19)	(3)	(18)
- Inventories		(1,112,505)	4,730,122	(17,380)	(87,319)
- Other current assets		(5,611,777)	(8,317,301)	8,787	(54,120)
- Film and program rights		(3,755,806)	(3,227,294)	-	-
- Other non-current assets		(245,354)	(731,253)	(193,830)	8,985
- Trade and other payables		(20,168,541)	1,147,243	(6,159)	388,988
- Other current liabilities		(1,613,230)	373,004	668,390	(366,239)
- Other non-current liabilities		2,452,101	(211,255)	-	-
Cash generated from operations		22,683,945	45,080,503	1,463,104	6,885,868
<u>Add</u> Interest received		317,243	363,127	495,275	294,423
Income tax received		941,347	1,667,463	292,711	169,232
<u>Less</u> Interest paid		(6,876,538)	(4,628,796)	(2,896,727)	(1,509,011)
Income tax paid		(2,642,237)	(4,553,389)	(367,697)	(436,233)
Net cash received from (used in) operating activities		14,423,760	37,928,908	(1,013,334)	5,404,279

The accompanying notes on pages 15 to 85 are an integral part of these financial statements.

**True Corporation Public Company Limited**  
**Statements of Cash Flows**  
**For the year ended 31 December 2019**

	Notes	Consolidated financial statements		Separate financial statements	
		31 December 2019	31 December 2018	31 December 2019	31 December 2018
		Baht Thousand	Baht Thousand	Baht Thousand	Baht Thousand
<b>Cash flows from investing activities</b>					
Withdrawal of restricted cash		6,927	21,720	60	326
Loans made to related parties	40	-	(20,000)	(43,808,443)	(24,707,610)
Repayment received from loan to related parties	40	-	217,000	24,079,447	24,198,369
Acquisition of property, plant and equipment		(37,564,771)	(52,362,721)	(154,751)	(309,281)
Acquisition of intangible assets		(8,847,211)	(17,442,697)	(144,398)	(91,145)
Acquisition of investment property		(940,321)	(85,559)	-	-
Acquisition of subsidiaries, net of cash acquired	19.1	(425,720)	-	-	-
Transaction costs paid for the acquisition of subsidiary	19.1	(31,039)	-	-	-
Acquisition of investment in associates and joint ventures	19	(4,985,849)	(17,547,102)	(9,786,522)	(11,853,518)
Acquisition of general investments		(693,754)	(98,366)	-	-
Proceeds from disposal of general investment		453,881	-	453,881	-
Proceeds from disposal of short-term investments		1,825	-	1,838	-
Proceeds from disposal of subsidiary	19.1	231,086	-	-	-
Proceeds from disposal of associate	19.2	1,602,095	-	-	-
Proceeds from liquidation of subsidiary	19.1	-	-	16,231	-
Proceeds from liquidation of joint venture	19.3	-	2,596	-	-
Proceeds from disposals of property, plant and equipment and intangible assets		12,287,897	23,986,087	298	215
Dividends received	40	3,036,504	2,159,699	4,868,069	3,507,554
Net cash used in investing activities		(35,868,450)	(61,169,343)	(24,474,290)	(9,255,090)
<b>Cash flows from financing activities</b>					
Investment in subsidiary by purchasing shares from non-controlling interests		(12)	(36)	-	-
Proceeds from loans from subsidiaries	40	-	-	23,082	21,383,247
Proceeds from short-term borrowings, net of cash paid for debt issuance cost		24,124,270	131,009,865	12,573,081	78,930,485
Proceeds from borrowings, net of cash paid for debt issuance cost	25	124,088,186	19,946,879	68,979,324	-
Repayments to short-term borrowings		(92,514,600)	(93,152,000)	(62,021,100)	(63,852,000)
Repayments to loans from subsidiaries	40	-	-	(9,788)	(20,405,801)
Repayments to borrowings	25	(2,489,967)	(31,108,674)	-	(3,962,700)
Dividends paid	41	(3,003,031)	(1,034,353)	(3,003,031)	(1,034,353)
Net cash received from financing activities		50,204,846	25,661,681	16,541,568	11,058,878
<b>Net increase (decrease) in cash and cash equivalents</b>					
Opening balance		28,760,156	2,421,246	(8,946,056)	7,208,067
Effects of exchange rate changes		20,671,759	18,226,744	10,245,448	3,037,381
		(26,814)	23,769	-	-
Closing balance		49,405,101	20,671,759	1,299,392	10,245,448

**Non-cash transactions**

Significant non-cash transactions are as follows:

	Consolidated financial statements	
	31 December 2019	31 December 2018
	Baht Million	Baht Million
Acquisition of property, plant and equipment using finance leases	4,498.43	513.55
Acquisition of property, plant and equipment and intangible assets, not yet paid	121,483.74	128,555.07
Acquisition of investment in associate	-	20.45
Acquisition of investment in subsidiary	6.65	-

The accompanying notes on pages 15 to 85 are an integral part of these financial statements.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

**1 General information**

True Corporation Public Company Limited (“the Company”) is a public limited company which is incorporated and resident in Thailand. The address of its registered office is 18 True Tower, Ratchadaphisek Road, Huai Khwang, Bangkok, Thailand. The Company is listed on the Stock Exchange of Thailand.

The Company and its subsidiaries (together “True Group”, or “the Group”) are principally engaged in the telecommunications and diversified communications industries. The Group’s core business is providing telecommunications services and various value-added services, which include, among others, mobile services, broadband internet, WIFI, television and digital platforms.

The Group’s activities include those carried out agreements and licences for operation as set out in Note 2.

The consolidated and separate financial statements were authorised for issue by the Board of Directors on 28 February 2020.

**2 Agreements and licences for operation**

Telephone services

On 8 December 2006, a subsidiary, TICC was granted a Type III licence by NTC for fixed line services. TICC is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licence. The licence will be expired on 7 December 2026.

Internet services

On 19 May 2016, a subsidiary, TIG was granted a Type II, renewal license by NBTC for international internet gateway provision. TIG is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licence. The licence will be expired on 18 May 2021.

On 4 January 2018, a subsidiary, TICC was granted a Type I by NBTC for internet provision. TICC is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licence. The licence will be expired on 3 Jan 2023.

On 23 June 2019, a subsidiary, KSC was granted a Type I, renewal licence by NBTC for internet provision. KSC is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licence. The licence will be expired on 22 June 2024.

Mobile Phone services

On 27 January 2011, a subsidiary, BFKT entered into an agreement with CAT to lease telecommunication equipment under HSPA technologies for the term of 14.5 years. Under the terms and conditions of HSPA agreement, BFKT has certain commitments including acquiring, installing, managing and maintaining all equipment necessary to provide mobile phone service using HSPA technology according to the capacity stipulated in the agreement and amended agreement executed on 3 December 2013 for the period of 14.5 years. As consideration of providing such services, BFKT entitles to receive a revenue as stipulated in the agreement.

On 27 January 2011, a subsidiary, RMV entered into a re-sales and wholesales agreement with CAT (“the Agreement”). Under the terms and conditions of the Agreement, RMV provides mobile phone services using HSPA technology wholesale from CAT for the period of 14.5 years. On 16 December 2015, RMV was granted renewal Type I licences by NBTC for resale mobile services and internet services. RMV is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licences. The licences will be expired on 15 December 2020. On 1 September 2019, RMV has entered into the business transfer agreement to transfer entire business to TUC. As a result, the agreement with CAT was transferred to TUC. TUC must comply with the terms and conditions as stipulated in the agreement.

The Group have placed letters of guarantee issued by certain local banks in favour of CAT totalling Baht 200.00 million to guarantee the Group’s compliance with the terms of the agreements.

On 7 December 2012, a subsidiary, TUC was granted the 2.1 IMT GHz Bandwidth licence by NBTC. The licence awarded three spectrums bandwidth licence and authorized TUC to provide mobile service under those spectrums bandwidth for 15 years. The expiry date of licence is on 6 December 2027. TUC must comply with the terms and conditions stipulated in the licence.

**True Corporation Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2019**

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On 4 December 2015, a subsidiary, TUC was granted the 1800 MHz Bandwidth licence by NBTC. The licence covered with two spectrums bandwidth licence and authorised TUC to provide mobile service under those spectrums bandwidth for 18 years. The expiry date of licence is on 15 September 2033. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.

On 14 March 2016, a subsidiary, TUC was granted with the 900 MHz Bandwidth licence by NBTC. The licence authorised TUC to provide mobile service for 15 years. The expiry date of licence is on 30 June 2031. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence. TUC has placed letter of guarantee issued by local banks in favour of NBTC totaling Baht 64,433.26 million (including value added tax) for the unpaid licence fee.

#### Pay-TV services

The Group has invested in True Cable. True Cable is engaged in the operation of pay television networks (Cable Television) under the agreement granted by MCOT on 6 June 1994 an amendment thereto on 9 November 1994 which was expired on 31 December 2019. As a result of termination of agreement on 31 December 2019, there is no further obligation for the Group to MCOT. The expiry of the agreement does not have material impact affecting to the Group.

True Cable has placed letters of guarantee issued by certain local banks in favour of MCOT totalling Baht 36.20 million to guarantee the Group's compliance with the terms of the agreement.

A subsidiary, TVG was granted with broadcasting network license for non - frequency business at national level over the period of 15 years which will expire on 20 January 2028. TVG and its subsidiaries, CNP and PTE were granted with several licences for the operation of television broadcasting service, which were awarded by the NBTC. Under the terms and conditions of the service licence the subsidiaries are committed to pay annual fee to NBTC and revenue contribution at a certain percentage stipulated in the licence.

On 25 April 2014, NBTC granted the licence for the spectrum of television broadcasting service via digital system to True4U and TNN, subsidiaries of the Group. The licence awarded the right to utilise spectrum bandwidth to operate Standard Variety channel for True4U and to operate News Channel for TNN over the period of 15 years. The subsidiaries must comply with the terms and conditions and pay the licence fee as stipulated in the licence. The expiry date of licences for True4U and TNN are on 24 April 2029.

### **3 Accounting policies**

The principal accounting policies adopted in the preparation of these consolidated and separate financial statements are set out below.

#### **3.1 Basis of preparation**

The consolidated and separate financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai financial reporting standards issued under the Accounting Profession Act B.E.2547, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act B.E. 2535.

The consolidated and separate financial statements have been prepared under the historical cost convention except trading, available-for-sale securities and financial instrument which using fair value.

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 6.

An English version of the consolidated and separate financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

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**3.2 New and amended financial reporting standards that are relevant and have significant impacts to the Group**

**3.2.1 The Group has applied the following standard and amendments for the first time for their annual reporting commencing 1 January 2019**

**Thai Financial Reporting Standard no.15 (TFRS 15), Revenue from contracts with customers**

The standard provides principle and approach of revenue recognition under five-step process. The underlying principle is that the Group will recognise revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. It replaces the principles of transferring the significant risks and rewards of ownership of the goods or services to the buyer in accordance with TAS 11, Construction contracts, TAS 18, Revenue and related interpretations.

The details of the Group's new adoption of Thai Financial Reporting Standard no.15 (TFRS15) are described in Note 4.

**3.2.2 New and amended financial reporting standards that are effective for accounting period beginning or after 1 January 2020**

Certain new and amended financial reporting standards have been issued that are not mandatory for current period end 31 December 2019 reporting period and have not been early adopted by the Group.

**a) Financial instruments**

The new financial standards relate to financial instruments are:

TAS 32	Financial instruments: Presentation
TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments
TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These new standards address the classification, measurement, derecognition of financial assets and financial liabilities, impairment of financial assets, hedge accounting, and presentation and disclosure of financial instruments.

The Thai Accounting Standard No. 106 ("TAS 106") "Accounting for investment companies", has been superseded by these new standards that are effective for accounting period beginning or after 1 January 2020. The change in application of Thai Accounting Standard have material impacts to investment in associates.

The Group's management is currently assessing the impact of initial adoption of these standards.

**b) TFRS 16, Leases**

Where the Group is a lessee, TFRS 16, Leases will result in almost all leases being recognised on the balance sheet as the distinction between operating and finance leases is removed. A right-of-use asset and a lease liability will be recognised, with exception on short-term and low-value leases.

On 1 January 2020, the Group will apply TFRS 16, Leases and adjust cumulative impact to opening retained earnings (modified retrospective approach). From the preliminary impact assessment, the management expect that the Group will be affected by recognition on right of use assets and lease liabilities, which was previously classified as 'operating lease' under TAS 17, Lease.

The Group's management is currently assessing the impact of initial adoption of this standard.



c) Other new/amended standards

The new and amended financial reporting standards that will have significant impact on the Group are:

TAS 12	Income tax
TAS 19	Employee benefits
TAS 23	Borrowing cost
TAS 28	Investments in associates and joint ventures
TFRS 3	Business combinations
TFRS 9	Financial instruments
TFRS 11	Joint arrangements
TFRIC 23	Uncertainty over income tax treatments

Amendment to TAS 12, Income tax - clarified that the income tax consequences of dividends of financial instruments classified as equity should be recognised according to where the past transactions or events that generated distributable profits were recognised.

Amendment to TAS 19, Employee benefits (plan amendment, curtailment or settlement) - clarified accounting for defined benefit plan amendments, curtailments and settlements that the updated assumptions on the date of change are applied to determine current service cost and net interest for the remainder of the reporting period after the plan amendment, curtailment or settlement.

Amendment to TAS 23, Borrowing costs - clarified that if a specific borrowing remains outstanding after the related qualifying asset is ready for its intended use or sale, it becomes part of general borrowings.

Amendment to TAS 28, Investments in associates and joint ventures (long-term interests in associates and joint ventures) - clarified the accounting for long-term interests in an associate or joint venture, which is in substance form part of the net investment in the associate or joint venture, but to which equity accounting is not applied. Entities must account for such interests under TFRS 9, Financial instruments before applying the loss allocation and impairment requirements in TAS 28, Investments in associates and joint ventures.

Amendment to TFRS 9, Financial instruments (prepayment features with negative compensation) - enabling entities to measure certain prepayable financial assets with negative compensation at amortised cost instead of fair value through profit or loss. These assets include some loan and debt securities. To qualify for amortised cost measurement, the negative compensation must be 'reasonable compensation for early termination of the contract' and the asset must be held within a 'held to collect' business model.

Amendment to TFRS 3, Business combinations - clarified that obtaining control of a business that is a joint operation is a business combination achieved in stages. The previously held interest is therefore re-measured.

Amendment to TFRS 11, Joint arrangements - clarified that the party obtaining joint control of a business that is a joint operation should not remeasure its previously held interest in the joint operation.

TFRIC 23, Uncertainty over income tax treatments - explained how to recognise and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment. In particular, it discusses:

- that the Group should assume a tax authority will examine the uncertain tax treatments and have full knowledge of all related information, ie that detection risk should be ignored.
- that the Group should reflect the effect of the uncertainty in its income tax accounting when it is not probable that the tax authorities will accept the treatment.
- that the judgements and estimates made must be reassessed whenever circumstances have changed or there is new information that affects the judgements.

The Group's management is currently assessing the impact of initial adoption of these standards.

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### 3.3 Foreign currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Thai Baht, which is the company's functional and the Group's presentation currency.

#### (b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gain and loss resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognised in profit and loss, any exchange component of that gain or loss is recognised in profit and loss.

#### (c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each statement of comprehensive income are translated at average exchange rates; and
- All resulting exchange differences are recognised in other comprehensive income.

### 3.4 Cash and cash equivalents

In the consolidated and separate statements of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the consolidated and separate statements of financial position, bank overdrafts are shown within borrowings in current liabilities.

### 3.5 Investments

Investments other than investments in subsidiaries, associates and interests in joint ventures initially recognised at fair value of consideration paid plus direct transaction cost.

Trading investments and available-for-sale investments are subsequently measured at fair value. The unrealised gain and loss of trading investments are recognised in profit or loss. The unrealised gain and loss of available-for-sale investments are recognised in other comprehensive income and subsequently reclassified to profit and loss when the investment is disposed.

Held-to-maturity investments are carried at amortised cost using the effective yield method less impairment loss.

General investments are carried at cost less impairment loss.

A test for impairment is carried out when there is a factor indicating that an investment might be impaired. If the carrying value of the investment is higher than its recoverable amount, impairment loss is charged to profit or loss.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit or loss. When disposing of part of the Group's holding of a particular investment in debt or equity securities, the carrying amount of the disposed part is determined by the weighted average carrying amount of the total holding of the investment.



### **3.6 Trade accounts receivables**

Trade receivables are amounts due from customers for goods sold or service performed in the ordinary course of business.

Trade receivables are recognised initially at the amount of consideration that is unconditionally unless they contain significant financing components, when they are recognised at its present value. The Group presented trade receivables at cost less allowance for doubtful accounts.

### **3.7 Inventories**

Inventories are stated at the lower of cost or net realisable value. Cost is determined by the moving average cost method. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charges, less all attributable discounts, allowances or rebates. The cost of finished goods and work in progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimation of the selling price in the ordinary course of business, less applicable variable selling expenses. Allowance is made, where necessary, for obsolete, slow-moving and defective inventories.

### **3.8 Investments in subsidiaries, associates and interests in joint ventures**

#### **(a) Subsidiaries**

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method of accounting to account for business combinations, except business combination under common control. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

A list of the Group's principal subsidiaries are set out in Note 19.



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**(b) Transactions and non-controlling interests**

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gain or loss on disposals to non-controlling interests are also recorded in equity.

**(c) Disposal of subsidiaries**

When the Group ceases to have control it shall cease to consolidate its subsidiaries. Any retained interest in the entity is re-measured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture of financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

**(d) Business combination under common control**

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquiree in the proportion of interests under common control at the carrying values of the acquiree presented in the highest level of the consolidation prior to the business combination under common control at the acquisition date. The Group retrospectively adjusted the business combination under common control transactions as if the combination occurred from the beginning of period of which the financial statements in the previous period are comparatively presented in accordance with the guidance of business combination under common control as issued by the Federation of Accounting Professions.

Costs of business combination under common control are the aggregated amount of fair value of assets transferred, liabilities incurred and equity instruments issued by the acquirer at the date of which the exchange in control occurs. Other costs directly attribute to business combination under common control, such as professional fees of legal advisors and other advisors, registration fees, and costs relating to preparation of information for shareholders, are capitalised as an investment in the separate financial statements while immediately recognised as expenses in the consolidated financial statements in the period of which the business combination occurs.

The difference between costs of business combination under common control and the acquirer's interests in the carrying value of the acquiree is presented as "Surplus arising from business combination under common control" in equity and is derecognised when the investment is disposed.

**(e) Associates**

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting.

A list of the Group's principal associates are set out in Note 19.

**(f) Joint arrangements**

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor, rather than the legal structure of the joint arrangements.

Joint operations

A joint operation is a joint arrangement whereby the Group has rights to the assets, and obligations for the liabilities relating to the arrangement. The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings.

Joint venture

A joint venture is a joint arrangement whereby the Group has rights to the net assets of the arrangement. Interests in joint ventures are accounted for using the equity method.

The details of the Group's principal joint ventures are set out in Note 19.



**(g) Accounting under equity method**

Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in associates and joint ventures is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate. Profit or loss from reduction of the ownership interest in an associate and joint ventures is recognised in profit or loss.

The Group's share of its associates and joint ventures' post-acquisition profits or losses is recognised in the profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in associates and joint ventures equals or exceeds its interest in the associates and joint ventures, together with any long-term interests that, in substance, form part of the entity's net investment in the associates or joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates and joint ventures.

The Group determines at each reporting date whether there is any objective evidence that the investments in the associates and joint ventures are impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the investments and its carrying value and recognises the amount adjacent to share of profit (loss) of associates and joint ventures in profit or loss.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associates and joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates and joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

**(h) Separate financial statement**

In the separate financial statements, investments in subsidiaries, associates and joint ventures are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

**3.9 Investment property**

Investment property comprises land and property for rent.

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Investment property is measured initially at its cost, including directly attributable.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

After initial recognition, investment property is carried at cost less any accumulated depreciation and impairment loss.

Land is not depreciated.

Depreciation on investment property is calculated using the straight line method to allocate their cost to their residual values over their estimated useful lives, as follows.

Buildings	10 Years
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### 3.10 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Details of useful lives are as follows:

	<u>Years</u>
Land improvement	20
Buildings and improvements	10 - 40
Telephone network equipment	
- Switching equipment	15
- Transmission	15 - 35
- Outside plant	15 - 35
- Mobile phone network equipment	5 - 30
- Wifi equipment	5 - 25
Power supply and computer	5 - 15
Network management systems	15
Pay TV	3 - 20
Multimedia network equipment	5 - 35
Vehicle	5 - 7
Leasehold building improvements	Lease period
Furniture, fixtures, tools and office equipment	5 - 10
Right to use assets	30

The assets' residual values and useful lives are annually reviewed, and adjusted if appropriate, at the end of each reporting period.

The asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gain or loss on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

### 3.11 Leases - where the Group is the lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

Leases of property, plant or equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to profit or loss over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant or equipment acquired under finance leases is depreciated over the shorter period of the useful life of the asset and the lease term.

For the sale and leaseback transaction that results in a finance lease, any excess of proceeds over the carrying amount is deferred and amortised over the lease term.

For the sale and leaseback transaction that results in an operating lease and the consideration paid under the agreement and the selling price is clearly carried out at fair value, the Group can recognise gain or loss immediately.

#### **Leases - where the Group is the lessor**

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return. Initial direct costs are included in initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Assets leased out under operating leases are included in property, plant and equipment in the statement of financial position. They are depreciated over their expected useful lives on a basis consistent with other similar property, plant and equipment owned by the Group. Rental income (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term.

#### **3.12 Goodwill**

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary undertaking at the date of acquisition. Goodwill on acquisitions of subsidiaries is separately reported in the consolidated statement of financial position.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment loss. Impairment loss on goodwill are not reversed. Gain and loss on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

#### **3.13 Intangible assets**

##### **(a) Computer software development costs**

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use or sell it;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product including the software development employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs recognised as assets are amortised over their estimated useful lives, which does not exceed ten years.

##### **(b) Copyright**

Copyright arisen from contractual right agreement between a subsidiary and its related party to grant that related party the right to provide song and/or video clip downloading through the subsidiary's website. Copyright is carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the contractual right not exceeding a period of five years.

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(c) Film rights and program rights

Film rights and program rights are stated at acquisition cost less accumulated amortisation. Film rights and program rights are recorded as assets and liabilities for rights acquired and obligations incurred under licence agreements when the licence period begins, the cost of each program is known or reasonably determinable, the program material is accepted and it is available for the first showing. Sports rights are written off upon showing the event and general entertainment and films are amortised on a straight-line basis over the period of the licence or on the ratio planned broadcast but not exceeding five years. Amortisation of film and program rights is included in "Cost of providing services".

(d) Rights to operate

Under the subsidiaries' agreements for operation, the subsidiaries must pay annual fees to the grantors based on either fixed percentages of relevant revenues or at the minimum fee amounts stipulated in the agreements whichever is higher. The rights to operate represent the present value of the minimum fees payable over the agreement periods. The rights to operate are presented in the consolidated statement of financial position as an intangible asset and are amortised using the straight-line method over the agreement periods. Amortisation of rights to operate are included in "Cost of providing services". The rights to operate are not re-valued subsequent to initial recognition.

(e) Service contract

Under the subsidiary's service contract, the service contract represented the present value of the service revenue receivable over the agreement period. The service contract is presented in the consolidated statement of financial position as an intangible asset and are amortised using the straight-line method over the agreement period. The amortisation of service contract is included in "Cost of providing services". The service contract is not re-valued subsequent to initial recognition.

(f) Cost of spectrum licences

Cost of spectrum licences consisted of spectrum licences for mobile service, television broadcasting and other directly attributable cost of licence acquisition. The costs of licence were initial recognition by measuring at the cash equivalent price based on the present value of the consideration at the time of acquisition. The difference between present value of the payment and total payment will be recognised as finance cost over the payment period. Cost of licences at present value will be amortised over the licences period.

(g) Right to use transponder

Right to use transponder is initial recognised by measuring at cash equivalent price based on the present value of the consideration at the time of acquisition. The difference between present value of the payment and total payment will be recognised as finance cost over the payment period.

Right to use transponder is under long-term lease agreement and will be amortised over the lease agreement of thirteen years and six months.

### 3.14 Impairment of assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subjected to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

### **3.15 Current and deferred income tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the taxation authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax is provided on temporary differences arising from investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

### **3.16 Borrowings**

Borrowings are recognised initially at the fair value, net of directly attributable transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective yield method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent that there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of reporting date.

#### **Borrowing Costs**

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised as expense in the period in which they are incurred.

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### 3.17 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount as been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### 3.18 Employee benefits

#### Provident fund

The Group operates a provident fund, being a defined contribution plan. The assets of which are held in a separate trustee-administered fund. The provident fund is funded by payments from employees and by the relevant Group of companies. The Group's contributions to provident fund are charged to the profit or loss in the period to which the contributions relate.

#### Legal severance pay

Legal severance pay is defined as an amount of retirement benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service, and compensation.

The liability recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related retirement liability.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statements of changes in equity.

Past-service costs are recognised immediately in profit or loss.

### 3.19 Share capital

Ordinary shares is classified as equity.

External costs directly attributable to the issue of new shares, other than on a business combination, are shown as a deduction, net of tax, in equity from the proceeds. Share issue costs incurred directly in connection with a business combination are included in the cost of acquisition.

Dividends on ordinary shares are recognised in equity in the period in which they are declared.

### 3.20 Revenue recognition

Revenue include all revenues from ordinary business activities. All ancillary income in connection with the delivery of goods and rendering of services in the course of the Group's ordinary activities is also presented as revenue.

Revenue are recorded net of value added tax. They are recognised in accordance with the provision of goods or services, provided that collectibility of the consideration is probable.

Multiple element arrangements involving delivery or provision of multiple products or services are separated into distinct performance obligations. Total transaction price of the bundled contract is allocated to each performance obligation based on their relative standalone selling prices or estimated standalone selling prices. Each performance obligation is recognised as revenue on fulfillment of the obligation to the customer.

#### Contract assets and contract liabilities

A contract asset is recognised where the Group recorded revenue for fulfillment of a contractual performance obligation before the customer paid consideration or before the requirements for billing.

A contract liability is recognised when the customer paid consideration or a receivable from the customer that is due before the Group fulfilled a contractual performance obligation.

For each customer contract, contract liabilities is set off against contract assets.



#### Incremental costs of obtaining a contract

The Group capitalises incremental costs of obtaining a customer contract and amortised to selling expenses over the expected life of the customer contracts.

#### TrueOnline

Revenues from internet services are recognised when rendering the service to subscribers.

Revenue from DDN service is recognised rateably over the service period. Annual revenues from DDN service billed but unearned income are included in the statement of financial position in unearned income.

Revenue from construction contracts or construction-type service contracts or service contracts where a defined output is promised, is recognised using the percentage of completion method. The stage of completion is generally determined as the percentage of cost incurred up until the reporting date relative to total estimated cost, adjusted with uninstalled materials that the customer accepts and takes control but not yet installed. Where the stage of completion is not reliably measured, revenue is only recognised up to the amount of contract costs expensed, provided it is recoverable.

#### TrueMove H

Revenues from mobile phone services are recognised based on completed call time. Cash received from selling of scratch cards is recognised as unearned income until such time that the customers make calls.

Inbound and outbound international calls are connected through own network and CAT network. The Group bills the customers by the rate per minute and agreed CAT's rate per minute. The Group recognises international call revenue based on customer billing usage.

Revenue from equipment rental is recognised on an accrual basis with the straight-line method.

Revenue from providing services is recognised when services are rendered.

Sales of mobile phone are recognised upon delivery of equipment, handsets or customer acceptance.

#### TrueVisions

Revenues from monthly subscription fees are recognised in the month in which the service is provided, commencing from completion of installation. Monthly subscription fees include a rental charge to subscribers who rent rather than purchase set-top boxes.

Revenues from sponsorship agreements and commissions on media are recognised upon the showing of the program for which the sponsorship payments are made.

Revenue from maintenance services is recognised when the maintenance service is completed.

Revenue from the sale of music albums is the invoiced value of goods supplied net of output tax, goods returned and discounts.

Revenues from production of concerts represent the income from production of concerts and shows, which are recognised as income when the concerts and shows have taken place.

Subscription fees received in advance is recorded as deferred revenue and recognised as income when services are rendered according to the terms of subscribers' agreements.

Sales of set-top boxes are recognised on delivery of set-top boxes or customer acceptance.

In accordance with the agreements described in Note 2, MCOT are entitled to receive a share of certain revenues generated by the Group. The revenues sharing are calculated according to the percentage and methodology as stipulated in the agreements. The revenue sharing is included in cost of providing services.

#### Group

All revenues have been presented net of cash discounts and related cash-based promotions.



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Other revenues earned by the Group are recognised on the following basis:

- royalty and rental income - on an accrual basis;
- interest income - on an effective yield basis; and
- dividend income - when the Group's right to receive payment is established.

### 3.21 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as group management that makes strategic decisions.

## 4 Change in accounting policies

### TFRS 15, Revenue from contracts with customers

The Group has adopted the new Thai Financial Reporting Standards (TFRS) no. 15, Revenue from contracts with customers from 1 January 2019 under the modified retrospective approach and the comparative figures have not been restated. The Group did apply practical expedient relates to completed contracts and contract modifications allowed by TFRS 15.

The adoption of TFRS 15 mainly effects the Group's accounting treatment on the following topics.

- a) Prior to the adoption of TFRS 15, the Group recorded subscriber acquisition cost as an asset. The subscriber acquisition cost is the cost of essential equipment necessary for customers to use the Group's services, including the difference of the allocated fair value of selling price and the cost of telephone handsets distributed to subscribers. Subscriber acquisition cost is amortised over the future economic benefit. Upon the adoption of TFRS 15, the Group does not capitalise subscriber acquisition cost in the consolidated statement of financial position.
- b) Upon the adoption of TFRS 15, the Group recognises contract costs for incremental commission expenses paid to the agents or the distributors in conjunction with obtaining customer contracts (which were previously expensed as incurred) as an asset. The contract cost is amortised using the straight-line method over the expected life of the customer contract.

The impact of adoption of TFRS 15 as of 1 January 2019 by each financial statements line item are as follows:

	Consolidated financial statements		
	At 31 December 2018 As reported Baht Million	Changes in accounting policy - TFRS 15 Baht Million	At 1 January 2019 As modified retrospective Baht Million
<b>Statement of financial position</b>			
Inventories	7,448.86	(633.79)	6,815.07
Other current assets	10,718.01	(7,326.94)	3,391.07
Property, plant and equipment	205,811.95	(575.10)	205,236.85
Deferred tax assets	2,570.86	2,071.24	4,642.10
Other non-current assets	6,887.69	(3,069.76)	3,817.93
Trade and other payable	111,754.90	184.68	111,939.58
Deferred tax liabilities	6,084.58	1.45	6,086.03
Deficits	(25,651.27)	(9,720.48)	(35,371.75)

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The following tables show the amounts by each financial information line item in the current year from the adoption of the new revenue standard compared to the previous revenue standards.

<b>Consolidated financial statements</b>			
<b>At 31 December 2019</b>			
	<b>Balance as reported Baht Million</b>	<b>Impacts from TFRS 15 Baht Million</b>	<b>Balance under the previous revenue standards Baht Million</b>
<b>Statement of financial position</b>			
Other current assets	5,897.33	2,044.80	7,942.13
Property, plant and equipment	228,962.45	127.37	229,089.82
Deferred income tax assets	3,275.16	(590.36)	2,684.80
Other non-current assets	3,974.27	828.09	4,802.36
Deferred income tax liabilities	6,270.87	(1.45)	6,269.42
<b>Consolidated financial statements</b>			
<b>For the year ended 31 December 2019</b>			
	<b>Balance as reported Baht Million</b>	<b>Impacts from TFRS 15 Baht Million</b>	<b>Balance under the previous revenue standards Baht Million</b>
<b>Statement of comprehensive income</b>			
Cost of goods sold	19,542.67	(1,897.20)	17,645.47
Selling expenses	12,978.05	9,868.74	22,846.79
Income tax expense	2,172.18	(1,480.88)	691.30

## **5 Financial risk management**

### **5.1 Financial risk factors**

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain exposures.

#### **(a) Foreign exchange rate risk**

Purchases of network equipment are mainly made in foreign currencies. In order to manage the risk arising from fluctuations in currency exchange rates, the Group makes use of forward foreign exchange contracts. Trading of the forward foreign exchange contracts for speculative purpose is prohibited by the Group's policy.

External foreign exchange forward contracts are designated at Group level as hedges of foreign exchange rate risk on specific assets, liabilities and future transactions in Note 5.2.

#### **(b) Interest rate risk**

Interest rate risk occurred from the changes in market interest rates which it may impact to the Group's earnings and cash flows. However, the Group income and operating cash flow are not substantially dependent of changes in market interest rates. In addition, the Group has not entered into any financial instruments to protect the interest rate risk.

#### **(c) Credit risk**

The Group has no significant concentrations of credit risks. The Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history. Derivative counterparties and cash transactions are limited to high credit quality financial institutions.

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**(d) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group aims at maintaining flexibility in funding by keeping committed credit lines available.

**5.2 Accounting for derivative financial instruments and hedging activities**

The Group is party to derivative financial instruments comprising of foreign currency forward contracts. Foreign currency forward contracts protect the Group from movements in exchange rates by establishing the rate at which a foreign currency asset will be realised or a foreign currency liability settled.

The instruments are recognised at cost in the financial statements on inception date and at fair value using forward exchange market rates at the end of reporting period. The unrealised gains or losses on the derivative instruments will be recognised in profit or loss statements and as receivable or payable in the statement of financial position on each reporting date. On the settlement date, any increase or decrease in the amount required to realise the asset or settle the liability is offset by a corresponding movement in the value of the forward exchange contract.

Disclosures about derivative financial instruments to which the Group is a party are provided in Note 35.

**6 Critical accounting estimates and judgements**

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are outlined below.

**6.1 Critical accounting estimates and assumptions**

**(a) Estimation impairment of goodwill**

The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. The calculations use cash flow projections based on financial budget approved by management covering a five-year period.

Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated in note 21. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

**(b) Estimated impairment of assets**

The Group tests whether asset, which comprise investments in subsidiaries, associates and interests in joint ventures, property, plant, and equipment and intangible assets, has suffered any impairment, in accordance with the accounting policy stated in note 3.14. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations or fair value less cost to sell as appropriate. These calculations require the use of estimates.

**(c) Allowance for doubtful accounts**

Allowances for doubtful accounts are intended to adjust the value of receivables for probable credit loss. The management uses judgment to establish reserves for estimated loss for each outstanding debtor. The allowances for doubtful accounts are determined through a combination of percentage of revenues, analysis of debt aging, collection experience, and taking into account of change in the current economic environment. However, the use of different estimates and assumptions could affect the amounts of allowances for receivable loss and adjustments to the allowances may therefore be required in the future.

**(d) Allowance for obsolete and slow-moving inventories**

The Group has made allowance, where necessary, for obsolete and slow-moving inventories by estimating the net realisable value was calculated from the selling price in the ordinary course of business, less the cost of completion and selling expenses. Furthermore, the calculation of the net realisable estimation was based on historical experiences, management's knowledge of the industry and future market trends.

## **6.2 Critical judgements in applying the entity's accounting policies**

### **(a) Consolidation of the entity in which the Group holds less than 50%.**

Management consider that the Group has de facto control of TKSC even though it has less than 50% of the voting rights. The Group has control and power to govern the financial and operating policies of TKSC and there is no history of other shareholders forming a group to exercise their votes collectively. Consequently, this investment has been classified as a subsidiary and consolidated to the Group's consolidated financial statements.

### **(b) Investment in associates**

Management has assessed the level of influence that the Group has on DIF, TrueAxiom, TGS, Queue Q and Genxas and determined that it has significant influence even though the shareholding are 29.00%, 40.00%, 46.80%, 30.00% and 7.69% respectively. Consequently, these investments have been classified as associates.

### **(c) Joint arrangements**

The Group holds various percentages of the voting rights of its joint arrangements. The Group has joint control over these arrangements as under the contractual agreements, unanimous consent is required from all parties to the agreements for all relevant activities.

The Group's joint arrangements are structured as limited companies and provide the Group and the parties to the agreements with rights to the net assets of the limited company under the arrangements. Therefore, these arrangements are classified as joint venture.

## **7 Capital risk management**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to minimise the cost of capital.

In order to maintain or adjust the capital structure, the Group may issue new shares or issue new debentures to finance debts or sell assets to reduce debts.

## **8 Consolidated segment information**

The Group Management is the Group's Chief operating Decision-Maker ("CODM"). The Group Management has determined the operating segment based on the information internally reviewed on quarterly basis. The following are the Group's reportable segments.

1. TrueMove H,
2. TrueOnline, and
3. TrueVisions.

The Group Management considers that the Group operates in a single geographic area, namely in Thailand, and has, therefore, only one major geographic segment. The operating performances are measured based on profit before tax which is more relevant and comparable with other entities in the relevant industries.

No single customer represents a major customer because the Group has large number of customers, who are end users covering business and individuals.

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**Consolidated reportable segments:**

**External revenue:**

**For the years ended 31 December**

	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>
TrueMove H	107,615.38	110,675.31
TrueOnline	23,672.65	40,655.05
TrueVisions	9,655.46	10,489.95
<b>Total</b>	<b>140,943.49</b>	<b>161,820.31</b>

Revenue in 2019 are recognised at point in time and over time of Baht 20,017.22 million and Baht 120,926.27 million, respectively.

**Segment profit (loss) before tax:**

**For the years ended 31 December**

	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>
TrueMove H	2,857.46	6,748.23
TrueOnline	12,738.12	20,828.24
TrueVisions	(1,238.81)	(542.45)
<b>Total</b>	<b>14,356.77</b>	<b>27,034.02</b>
Intersegment	(6,611.58)	(14,066.58)
<b>Total</b>	<b>7,745.19</b>	<b>12,967.44</b>

**Segment assets:**

**At 31 December**

	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>
TrueMove H	377,089.81	361,683.99
TrueOnline	124,551.15	109,234.32
TrueVisions	22,351.78	24,650.38
<b>Total</b>	<b>523,992.74</b>	<b>495,568.69</b>

**Segment liabilities:**

**At 31 December**

	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>
TrueMove H	264,590.92	249,152.88
TrueOnline	125,998.87	105,252.64
TrueVisions	7,383.81	7,279.66
<b>Total</b>	<b>397,973.60</b>	<b>361,685.18</b>

**9 Fair value**

**9.1 Fair value estimation**

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

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The following table presents the group's financial assets and liabilities that are measured at fair value at 31 December 2019 and 2018.

	<b>Consolidated financial statements</b>			
	<b>31 December 2019</b>		<b>31 December 2018</b>	
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 1</b>	<b>Level 2</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
<b>Assets</b>				
Trading financial assets				
• Mutual fund	-	0.11	-	1.95
Available-for-sale financial assets				
• Equity securities	141.25	-	424.02	-
Derivative receivables	-	0.37	-	249.09
<b>Liabilities</b>				
Derivative payables	-	3,248.08	-	2,076.30
	<b>Separate financial statements</b>			
	<b>31 December 2019</b>		<b>31 December 2018</b>	
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 1</b>	<b>Level 2</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
<b>Asset</b>				
Trading financial assets				
• Mutual fund	-	-	-	1.83

**9.2 Valuation techniques used to derive Level 1 fair value**

The fair value of the investment is based on quoted market price at the statement of financial position date in TSX Venture Exchange of Canada. The fair value are within level 1 of the fair value hierarchy.

**9.3 Valuation techniques used to derive Level 2 fair values**

Level 2 Trading securities are fair valued using a Net Asset Valuation ("NAV") approach as at period end date. The data is publicly available on the Thai Bond Market Association, which is calculated by fund manager of the mutual fund.

Level 2 Derivatives instruments are measured based on input that are observable for the types of instruments such as foreign exchange rates observable at commonly quoted in publicly available sources on the statements of financial position date.

Level 2 Forward foreign exchange contracts are calculated using the net present value technique which is the estimated amount that a bank would receive or pay to terminate the forward contracts at the financial position date.

**10 Expenses by nature**

The following items have been included in arriving at operating results:

<b>For the years ended 31 December</b>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Direct costs related to revenues	39,716.87	41,142.55	0.01	0.13
Network operating and maintenance	17,167.04	14,251.43	185.52	202.03
Staff costs	15,011.55	13,806.14	5,714.67	4,802.27
Selling, advertising and publicity	5,422.71	6,136.20	812.61	929.25
Doubtful accounts	2,015.36	2,142.92	(52.85)	261.30
Depreciation				
- owned assets	13,398.96	10,267.44	69.78	93.40
- leased assets under finance leases	1,032.44	2,898.16	-	-
Amortisation				
- Intangible assets (Note 22)	13,261.59	13,981.63	29.43	12.93
- Others	1,391.30	9,413.26	-	-

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**11 Finance costs**

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Interest expense	7,489.30	5,325.47	2,710.71	1,576.00
Foreign exchange gain	(142.90)	(61.75)	-	-
Finance cost related to licences (Note 28)	1,932.60	2,098.79	-	-
Other financial fees	260.11	114.55	146.65	68.27
Total finance costs	9,539.11	7,477.06	2,857.36	1,644.27

**12 Income tax**

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Current tax	(550.02)	(284.04)	(157.33)	-
Deferred income tax:				
Origination and reversal of temporary differences (Note 23)	(1,622.16)	(5,725.53)	(56.11)	348.10
Income tax	(2,172.18)	(6,009.57)	(213.44)	348.10

The tax on the Group's profit before tax differs from the tax amount for filing purposes as follows:

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Profit before income tax	7,745.19	12,967.44	6,393.68	6,475.26
Tax calculated at the tax rate of 20%	(1,549.04)	(2,593.49)	(1,278.73)	(1,295.05)
Income not subject to tax	601.79	(23.36)	943.29	701.51
(Expenses not deductible) Expenses deductible at a greater amount for tax purposes	(2,546.50)	(6,064.92)	55.13	(153.00)
Current year tax loss for which no deferred tax asset was recognised	(1,724.56)	(937.75)	-	-
Deferred tax assets recognised from tax loss	(1,180.49)	(1,000.06)	-	52.58
Utilisation of previously unrecognised deferred tax asset from tax loss	2,849.14	3,852.16	66.87	1,042.06
Associates results reported, net of tax	1,377.48	757.85	-	-
Income tax	(2,172.18)	(6,009.57)	(213.44)	348.10

The weighted average applicable tax rate for the consolidated financial statements was 28.05% resulted from written off deferred income tax assets due to group restructuring. The weighted average applicable tax rate for the separate financial statements was 3.34% per annum resulted from income not subjected to tax. (2018: The weighted average applicable tax rate for the consolidated financial statements was 46.34% resulted from recognition of deferred tax liabilities regarding sales of assets transaction to DIF. The weighted average applicable tax rate for the separate financial statements was 3.34% per annum resulted from income not subjected to tax.)

Further information about deferred income tax is presented in Note 23.

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**13 Basic earnings per share**

Basic earnings per share is calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during 2019 and 2018. The calculation are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
Profit attributable to owners of the parent (Baht Million)	5,636.73	7,034.59	6,180.24	6,823.35
Weighted average number of common shares in issue (million shares)	33,368.20	33,368.20	33,368.20	33,368.20
Basic earnings per share (Baht)	0.17	0.21	0.19	0.20

**14 Cash and cash equivalents**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
<b>At 31 December</b>	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Cash on hand	1,032.49	740.18	1.42	3.82
Deposits held at call with banks	48,372.61	19,931.58	1,297.97	10,241.63
	49,405.10	20,671.76	1,299.39	10,245.45

The average interest rate on short term deposits was 1.08% per annum (2018: 1.28% per annum).

**15 Restricted cash at bank**

Restricted cash consist of:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
<b>At 31 December</b>	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Current	43.68	43.67	43.61	43.67
Non-current	23.76	30.69	-	-
	67.44	74.36	43.61	43.67

**Current:**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
<b>At 31 December</b>	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Saving deposits	43.68	43.67	43.61	43.67

**Non-current:**

	<b>Consolidated financial statements</b>	
<b>At 31 December</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>
Saving deposits	0.40	0.47
Time deposits	23.36	30.22
	23.76	30.69

Under the terms of loan, financing and supplier agreements, certain subsidiaries have deposited in the security accounts as collateral for the contracted parties.



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**16 Trade and other receivables**

At 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Receivable from TOT	343.35	348.19	343.35	348.19
Billed customers	20,610.57	20,844.04	860.59	1,067.00
Receivables and accrued income from related parties (Note 40)	12,985.49	13,814.25	10,824.74	7,677.39
Trade accounts receivable	33,939.41	35,006.48	12,028.68	9,092.58
Accrued income	10,420.15	7,159.92	2,268.96	2,270.22
Domestic roaming receivable	-	20,288.19	-	-
Total trade accounts receivable	44,359.56	62,454.59	14,297.64	11,362.80
<u>Less</u> Allowance for doubtful accounts	(6,964.03)	(7,266.22)	(2,990.01)	(3,067.90)
Trade accounts receivable, net	37,395.53	55,188.37	11,307.63	8,294.90
Prepaid expenses	3,179.94	3,004.90	86.17	81.94
Other receivable	7,030.60	6,279.88	2.43	4.21
Interest receivable	6.51	3.67	51.90	20.51
Trade account and other receivables	47,612.58	64,476.82	11,448.13	8,401.56

Outstanding trade accounts receivable as at 31 December can be analysed as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Current	10,586.64	13,898.58	2,369.28	1,573.18
Less than 3 months	9,547.15	8,359.78	4,071.14	4,215.05
3 - 6 months	3,312.06	3,173.65	428.18	657.08
6 - 12 months	2,517.01	2,795.69	1,547.56	1,019.27
More than 12 months	7,976.55	6,778.78	3,612.52	1,628.00
Trade accounts receivable	33,939.41	35,006.48	12,028.68	9,092.58
Accrued income	10,420.15	7,159.92	2,268.96	2,270.22
Domestic roaming receivable	-	20,288.19	-	-
Total trade accounts receivable	44,359.56	62,454.59	14,297.64	11,362.80
<u>Less</u> Allowance for doubtful accounts	(6,964.03)	(7,266.22)	(2,990.01)	(3,067.90)
Trade accounts receivable, net	37,395.53	55,188.37	11,307.63	8,294.90

RMV, who providing mobile phone service under the re-sales and wholesales agreement with CAT, roams the mobile service to TUC's network. TUC recognises domestic roaming receivable at the invoice balance and RMV recognises domestic roaming payable at the invoice balance at the same amount in the consolidated statement of financial position. The Group recognises revenue and expense as the net balance in the consolidated statement of comprehensive income. As at 31 December 2018, domestic roaming receivable amounting to Baht 20,288.19 million and domestic roaming payable amounting to Baht 20,288.19 million (Note 26) are presented separately in the consolidated statement financial position.

Later on 1 September 2019, RMV has entered into the business transfer agreement to transfer entire business to TUC. As a result, the remaining domestic roaming payable balance of RMV was recorded in the financial statement of TUC. Therefore, TUC present domestic roaming receivable and domestic roaming payable as net balance in the separate financial statement. The consolidated financial statements present as net balance by the same amount.

Concentrations of credit risk with respect to trade accounts receivable are limited due to the Group has large number of customers, who are end users covering business and individuals. The Group's experience in the collection of accounts indicates that the allowance provided will be sufficient. Due to these factors, management believes that no additional credit risk beyond amounts provided for collection losses is inherent in the Group's trade accounts receivable.

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As at 31 December 2019, trade accounts receivable, in the consolidated and separate statements of financial position included accrued income from TOT amount of Baht 256.98 million (2018: Baht 256.98 million) in respect of interconnection fee for TOT service because TOT has not provided sufficient and clarified information to enable the Company to agree with its fee calculation method. The Company has accounted for interconnection fee based on the Company's international call usage records. This matter is under negotiation with TOT. The Company's management believes that the amount is recoverable.

**17 Inventories**

At 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Inventories related to networks</b>				
Spareparts for networks (at cost)	272.92	275.95	239.23	233.36
<u>Less</u> Allowance for decline in value	(128.85)	(137.21)	(128.85)	(137.21)
Spareparts for networks, net	144.07	138.74	110.38	96.15
Work in process (at cost)	8.52	551.82	-	-
Total inventories related to networks, net	152.59	690.56	110.38	96.15
<b>Merchandise</b>				
Merchandise (at cost)	7,739.02	7,155.62	6.78	3.63
<u>Less</u> Allowance for decline in value	(618.05)	(397.32)	(1.20)	(1.20)
Total merchandise, net	7,120.97	6,758.30	5.58	2.43
Inventories, net	7,273.56	7,448.86	115.96	98.58

During 2019, the damage and obsolete inventories were charged to the consolidated profit or loss for Baht 212.37 million (2018: Baht 23.53 million).

**18 Other current assets**

At 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Value added tax pending receipt of tax invoices	3,379.59	2,814.57	105.88	107.45
Film and program right (Note 22)	508.80	415.22	-	-
Subscriber acquisition cost, net (Note 4)	-	7,327.13	-	-
Contract cost, net (Note 34.2)	1,305.37	-	-	-
Others	703.57	161.09	-	-
	5,897.33	10,718.01	105.88	107.45

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**19 Investments in subsidiaries, associates and interests in joint ventures**

**19.1 Investment in subsidiaries**

Movements of investments in subsidiaries are as follows:

	<b>Separate financial statements</b>	
	<b>2019</b>	<b>2018</b>
	<b>Baht million</b>	<b>Baht million</b>
<b>For the years ended 31 December</b>		
Opening net book value	181,028.38	181,028.38
Closing net book value	181,028.38	181,028.38



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**At 31 December 2019**

Separate financial statements						
Business	Country of incorporation	Paid-up capital Baht Million	% Ownership interest	Investment - at cost Baht Million	Allowance for impairment Baht Million	Net investment Baht Million
<b>Subsidiaries</b>						
Telecom Holding Co., Ltd.	Thailand	46,019.04	100.00	46,019.04	10,271.43	35,747.61
True Move H Universal Communication Co., Ltd.	Thailand	144,843.77	100.00	144,843.77	-	144,843.77
True International Gateway Co., Ltd.	Thailand	436.00	100.00	436.00	-	436.00
True Public Communication Co., Ltd.	Thailand	97.00	100.00	97.00	97.00	-
True Vistas Co., Ltd.	Thailand	46.63	100.00	46.63	46.63	-
True Internet Corporation Co., Ltd.	Thailand	10,000.00	0.01	1.00	-	1.00
<b>Total investment in subsidiaries</b>				191,443.44	10,415.06	181,028.38

**At 31 December 2018**

Separate financial statements						
Business	Country of incorporation	Paid-up capital Baht Million	% Ownership interest	Investment - at cost Baht Million	Allowance for impairment Baht Million	Net investment Baht Million
<b>Subsidiaries</b>						
Telecom Holding Co., Ltd.	Thailand	46,019.04	100.00	46,019.04	10,271.43	35,747.61
True Move H Universal Communication Co., Ltd.	Thailand	144,843.77	100.00	144,843.77	-	144,843.77
K.I.N. (Thailand) Co., Ltd.	Thailand	192.70	93.62	180.40	180.40	-
True International Gateway Co., Ltd.	Thailand	436.00	100.00	436.00	-	436.00
True Public Communication Co., Ltd.	Thailand	97.00	100.00	97.00	97.00	-
True Vistas Co., Ltd.	Thailand	46.63	100.00	46.63	46.63	-
True Internet Corporation Co., Ltd.	Thailand	10,000.00	0.01	1.00	-	1.00
<b>Total investment in subsidiaries</b>				191,623.84	10,595.46	181,028.38

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**Subsidiary undertakings**

<b>Name of subsidiaries</b>	<b>% Ownership</b>	<b>Business</b>	<b>Country of incorporation</b>
AP&J Production Co., Ltd.	70.00	Entertainment	Thailand
Asia Wireless Communication Co., Ltd.	100.00	Mobile equipment Lessor	Thailand
Bangkok Inter Teletech Public Company Limited	99.74	Holding company	Thailand
BFKT (Thailand) Limited	100.00	Mobile equipment Lessor	Thailand
Cineplex Co., Ltd.	100.00	Program production	Thailand
Hutchison CAT Wireless MultiMedia Limited	68.38	Dormant	Thailand
Hutchison MultiMedia Services (Thailand) Limited	100.00	Dormant	Thailand
Hutchison Telecommunications (Thailand) Company Limited	100.00	Dormant	Thailand
Hutchison Wireless MultiMedia Holdings Limited	92.50	Holding company	Thailand
Internet Knowledge Service Center Co., Ltd.	56.93	Non-government telecommunication	Thailand
KSC Commercial Internet Co., Ltd.	56.84	Internet services provider	Thailand
MKSC World Dot Com Co., Ltd.	91.08	Internet services and distributor	Thailand
Panther Entertainment Co., Ltd.	99.99	Artist management and related business	Thailand
Samut Pakan Media Corporation Co., Ltd.	99.69	Dormant	Thailand
Satellite Service Co., Ltd.	99.53	Dormant	Thailand
SM True Co., Ltd.	51.00	Artist management and related business	Thailand
Song Dao Co., Ltd.	99.72	Dormant	Thailand
Tele Engineering and Services Co., Ltd.	100.00	Dormant	Thailand
Telecom Asset Management Co., Ltd.	100.00	Marketing management	Thailand
Telecom Holding Co., Ltd.	100.00	Holding company	Thailand
Telecom KSC Co., Ltd.	34.39	Dormant	Thailand
Thai News Network (TNN) Co., Ltd.	100.00	News Channel	Thailand
True Digital Group Co., Ltd. (formerly "True Digital & Media Platform Co., Ltd.")	100.00	Trading and internet provider including online digital media services on website and telecommunication devices	Thailand
True Digital Park Co., Ltd.	100.00	Business solution provider	Thailand
True Distribution and Sales Co., Ltd.	99.70	Distribution Center Services	Thailand
True E-Logistics Co., Ltd.	100.00	Consultancy and management services related to logistics	Thailand
True4U Station Co., Ltd.	100.00	Television and related business	Thailand
True Icontent Co., Ltd.	100.00	Contents provider	Thailand
True Incube Co., Ltd.	100.00	Holding Company	Thailand
True International Communication Co., Ltd.	100.00	Dormant	Thailand
True International Gateway Co., Ltd.	100.00	Telecommunication and internet service	Thailand
True Internet Corporation Co., Ltd.	100.00	Telecommunication services and internet solution provider	Thailand
True Life Plus Co., Ltd.	100.00	Telecommunication services reseller	Thailand
True Media Solutions Co., Ltd.	100.00	Advertising sale and agency	Thailand
True Move Co., Ltd.	99.70	Telecommunication management service	Thailand
True Move H Universal Communication Co., Ltd.	100.00	Wireless Telecommunication services	Thailand
True Multimedia Co., Ltd.	91.08	Mobile equipment lessor	Thailand
True Music Co., Ltd.	99.68	Content provider	Thailand
True Public Communication Co., Ltd.	100.00	Dormant	Thailand
True United Football Club Co., Ltd.	70.00	Football Club and related activities management	Thailand
True Visions Cable Public Company Limited	99.10	Pay Television via cable system	Thailand
True Visions Group Co., Ltd.	100.00	Pay Television	Thailand
True Visions Public Company Limited	99.53	Dormant	Thailand
True Vistas Co., Ltd.	100.00	Production and distribution of movie films	Thailand

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Name of subsidiaries	% Ownership	Business	Country of incorporation
K.I.N. (Thailand) Co., Ltd.	100.00	Holding company	British Virgin Island
Gold Palace Investments Limited	100.00	Holding company	British Virgin Island
Golden Light Co., Ltd.	100.00	Holding company	Republic of Mauritius
Golsky Co., Ltd.	100.00	Holding company	Republic of Mauritius
Rosy Legend Limited	100.00	Dormant	British Virgin Island
Prospect Gain Limited	100.00	Dormant	British Virgin Island
True Internet Technology (Shanghai) Company Limited	100.00	Developing, designing, producing and sale of software products	China
True Trademark Holdings Company Limited	100.00	Holding company	British Virgin Island
Crave Interactive Limited	51.00	Hospitality technology business	United Kingdom
Crave Interactive B.V.	51.00	Hospitality technology business	Netherlands
Crave Interactive Inc.	51.00	Hospitality technology business	United States
PT True Digital Indonesia	99.96	Digital platform for commercial	Indonesia
True Digital Philippines Inc.	100.00	Business process outsource in technical service, marketing and customer relations	Philippines

Even though the Group has investment in TKSC only at 34.39%, the Group has control and power to govern the financial and operating policies of TKSC. Therefore, TKSC is classified as subsidiary of the Group.

**Transactions incurred during 2019:**

On 1 April 2019, a subsidiary invested in CRAVE with a total consideration of Baht 593.10 million, representing 51.00% of its equity interest. The Group has control and power to govern the financial and operating policies of CRAVE. Therefore, CRAVE is classified as subsidiary of the Group. CRAVE engages in global hospitality technology business and incorporated under the United Kingdom Law. The acquisition is considered as a business combination.

The Group is expected to receive the benefit from CRAVE's technology to enhance the Group's Internet of Thing ("IoT") business.

The consideration paid for CRAVE and the amounts of the net assets acquired on 1 April 2019 can be analysed as follows:

Considerations paid at 1 April 2019	Baht Million
Cash	593.10
Recognised amounts of identifiable assets acquired and liabilities assumed are as follows.	
	Baht Million
Cash and cash equivalents	167.38
Trade and other receivables	12.39
Inventories	13.95
Claimable value add tax	0.51
Other current assets	81.69
Property plant and equipment	1.36
Intangible assets	25.18
Other non-current assets	1.65
Trade and other payables	(27.50)
Other current liabilities	(26.77)
Total identifiable net asset	249.84
Non-controlling interests	(122.42)
Goodwill	465.68
Total	593.10
Net of cash paid for an acquisition	425.72

The Group has chosen to recognise the non controlling interest at its net identifiable assets of CRAVE for this acquisition according to proportion of ownership interest.

Transaction costs paid for the acquisition of subsidiary amounting to Baht 31.04 million are recognized as "Administrative expenses" in the consolidated statement of comprehensive income for the year ended 31 December 2019.

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On 25 July 2019, KIN, a subsidiary which the Company set fully impairment, completed the liquidation process. The Company received a return of capital of Baht 16.23 million and recognised gain from liquidation of subsidiary amounting to Baht 16.23 million in the separate financial statement for the year ended 31 December 2019.

On 1 September 2019, a subsidiary, RMV has entered into the business transfer agreement to transfer entire business to TUC, a subsidiary of the Group. Later, on 30 September 2019, RMV registered for liquidation with the Ministry of Commerce.

On 4 December 2019, TDG, a subsidiary, established a new subsidiary, PTTD, amounting to Baht 54.85 million, representing 99.96% of its equity interest. PTTD engages in digital platform for commercial business and incorporated under the Indonesia Law.

On 16 December 2019, TDG, a subsidiary, established a new subsidiary, TDPI, amounting to Baht 6.06 million, representing 100% of its equity interest. TDPI engages in business process outsourcing service and incorporated under the Philippines Law.

On 25 December 2019, the subsidiaries, TPC and TVT registered for liquidation with the Ministry of Commerce and is under the liquidation process. The Group recognised gain from liquidation amounting to Baht 7.30 million in the consolidated financial statements for the year ended 31 December 2019.

On 27 December 2019, a subsidiary, TH disposed 0.96 million shares of TT, and received proceeds amounting to Baht 231.09 million (net of cash and cash equivalent of TT from the result of deconsolidation of investment in subsidiary amounting to Baht 22.88 million) and receivable amounting to Baht 6.65 million. The Group recognised gain from disposal of investment amounting to Baht 121.58 million under "Other income" in the consolidated financial statements for the year ended 31 December 2019. The disposal resulted in a decrease of the Group's interest in TT from 100.00% to 50.00%. As a result, the investment was change from "Investment in subsidiary" to "Investment in joint venture" and the Group recognised gain from fair value revaluation of investment amounting to Baht 123.40 million under "Other income" in the consolidated financial statement.

**Transactions incurred during 2018:**

On 31 May 2018, a subsidiary additionally invested in the wholly owned subsidiary, TDPK amounting to Baht 99.75 million.

On 26 December 2018, Bboyd, a 84.67% owned subsidiary was liquidated and the Group reclassified gain from changes in ownership interests, which previously recognised in other component of equity, directly to retained earnings amounting to Baht 14.04 million.

**Non-controlling interests**

The total non-controlling interest as of 31 December 2019 is Baht 651.20 million (2018: Baht 592.67 million), of which Baht 460.26 million (2018: Baht 455.16 million) belongs to TM and Baht 89.37 million belongs to CRAVE. The remaining non-controlling interest is in IKSC, BITCO, TVG and HWMH. Total amount of non-controlling interest is considered immaterial to the Group's equity.

**Investments in associates and interests in joint ventures**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
<b>At 31 December</b>				
Associates	25,632.73	21,839.62	37,967.95	28,181.43
Joint ventures	526.66	108.34	-	-
	<b>26,159.39</b>	<b>21,947.96</b>	<b>37,967.95</b>	<b>28,181.43</b>

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The amounts recognised in the statement of comprehensive income are as follows:

For the years ended 31 December	Consolidated financial statements	
	2019 Baht Million	2018 Baht Million
Share of result		
- Associates	6,934.05	3,830.16
- Joint ventures	(1.46)	1.63
	6,932.59	3,831.79
Elimination	(45.18)	(42.53)
	6,887.41	3,789.26

**19.2 Investment in associates**

At 31 December 2019		Consolidated financial statements				
	Business	Country of incorporation	Paid-up capital Baht Million	% Ownership interest	Investment - at cost Baht Million	Investment - at equity Baht Million
<b>Associates</b>						
Digital Telecommunications Infrastructure Fund	Invest in telecommunication infrastructure	Thailand	127,116.21	29.00	38,129.56	25,545.36
True GS Co., Ltd.	Home shopping	Thailand	340.00	46.80	159.11	-
True Axion Interactive Ltd.	Game and application development	Thailand	177.00	40.00	56.05	18.59
Queue Q (Thailand) Co., Ltd.	Software consulting	Thailand	8.68	30.00	81.69	63.80
Genxas Whiz Co., Ltd.	Advertising and marketing services	Thailand	1.08	7.69	5.00	4.98
<b>Total investment in associates</b>					38,431.41	25,632.73

At 31 December 2018		Consolidated financial statements				
	Business	Country of incorporation	Paid-up capital Baht Million	% Ownership interest	Investment - at cost Baht Million	Investment - at equity Baht Million
<b>Associates</b>						
Digital Telecommunications Infrastructure Fund	Invest in telecommunication infrastructure	Thailand	93,379.43	29.99	33,821.42	21,799.33
True GS Co., Ltd.	Home shopping	Thailand	340.00	46.80	159.11	-
True Axion Interactive Ltd.	Game and application development	Thailand	177.00	40.00	56.05	40.29
<b>Total investment in associates</b>					34,036.58	21,839.62

As at 31 December 2019, the fair value of the Group's interest in DIF, a listed company in Stock Exchange of Thailand, is Baht 50,572.27 million (2018: Baht 41,635.91 million).

Movement of interest in associates are as follows:

	Consolidated financial statements Baht Million
<b>For the year ended 31 December 2019</b>	
Opening net book value	21,839.62
Additions	4,826.68
Unrealised gain from assets sale (Note 39)	(4,128.44)
Disposal of investments	(804.46)
Share of results	6,934.05
Dividends received	(3,034.72)
Closing net book value	25,632.73



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**Transaction incurred during 2019**

On 28 January 2019, a subsidiary invested in Queue Q amounting to Baht 81.69 million representing 30.00% of its equity. Queue Q was classified as investment in associate and engages in software consulting business.

On 23 August 2019, the Group additionally invested in new investment units of DIF amounting to Baht 4,740.00 million and the Company has acquired investment units of DIF from RMV amounting to Baht 5,046.52 million. As a result, the Group's shareholding interest in DIF increased from 29.99% to 30.00%. On 17 December 2019, a subsidiary disposed 105.82 million units of DIF, and received proceeds amounting to Baht 1,602.10 million. The Group recognised gain from disposal of investment amounting to Baht 797.64 million under "Other income" in the consolidated financial statements. The disposal resulted in a decrease of the Group's interest in DIF from 30.00% to 29.00%.

On 8 November 2019, a subsidiary invested in Genxas amounting to Baht 5.00 million representing 7.69% of its equity. Genxas was classified as investment in associate and engages in advertising and marketing services.

**Transaction incurred during 2018**

On 9 May 2018, a subsidiary additionally invested in TrueAxiom amounting to Baht 5.11 million. Subsequently, on 30 August 2018, a subsidiary additionally invested in TrueAxiom amounting to Baht 15.34 million. The Group's shareholding interest remains unchanged.

On 17 May 2018, the Group and the Company additionally invested in DIF amounting to Baht 17,494.43 million and Baht 11,853.52 million, respectively. The Group's shareholding interest in DIF increased from 28.11% to 29.99%.

Summarised statement of financial position:

At 31 December	DIF		Others		Total	
	2019 Baht Million	2018 Baht Million	2019 Baht Million	2018 Baht Million	2019 Baht Million	2018 Baht Million
<b>Current assets</b>						
Cash and cash equivalents	480.58	1,959.77	105.46	122.56	586.04	2,082.33
Other current assets	10,996.64	7,292.70	95.93	129.75	11,092.57	7,422.45
<b>Total current assets</b>	<b>11,477.22</b>	<b>9,252.47</b>	<b>201.39</b>	<b>252.31</b>	<b>11,678.61</b>	<b>9,504.78</b>
<b>Non-current assets</b>	<b>199,266.34</b>	<b>173,020.86</b>	<b>199.59</b>	<b>136.88</b>	<b>199,465.93</b>	<b>173,157.74</b>
<b>Total assets</b>	<b>210,743.56</b>	<b>182,273.33</b>	<b>400.98</b>	<b>389.19</b>	<b>211,144.54</b>	<b>182,662.52</b>
<b>Current liabilities</b>						
Financial liabilities	-	-	(3.47)	-	(3.47)	-
Other current liabilities	(10,116.94)	(8,399.95)	(370.82)	(348.76)	(10,487.76)	(8,748.71)
<b>Total current liabilities</b>	<b>(10,116.94)</b>	<b>(8,399.95)</b>	<b>(374.29)</b>	<b>(348.76)</b>	<b>(10,491.23)</b>	<b>(8,748.71)</b>
<b>Non-current liabilities</b>						
Financial liabilities	(27,880.23)	(27,803.79)	-	-	(27,880.23)	(27,803.79)
Other non-current liabilities	-	-	(16.39)	(9.79)	(16.39)	(9.79)
<b>Total non-current liabilities</b>	<b>(27,880.23)</b>	<b>(27,803.79)</b>	<b>(16.39)</b>	<b>(9.79)</b>	<b>(27,896.62)</b>	<b>(27,813.58)</b>
<b>Total Liabilities</b>	<b>(37,997.17)</b>	<b>(36,203.74)</b>	<b>(390.68)</b>	<b>(358.55)</b>	<b>(38,387.85)</b>	<b>(36,562.29)</b>
<b>Net assets</b>	<b>172,746.39</b>	<b>146,069.59</b>	<b>10.30</b>	<b>30.64</b>	<b>172,756.69</b>	<b>146,100.23</b>

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Summarised statement of comprehensive income:

For the years ended 31 December	DIF		Others		Total	
	2019 Baht Million	2018 Baht Million	2019 Baht Million	2018 Baht Million	2019 Baht Million	2018 Baht Million
Revenue	12,938.47	10,479.26	1,328.95	1,220.27	14,267.42	11,699.53
Depreciation and amortisation	-	-	(35.84)	(21.07)	(35.84)	(21.07)
Interest income	36.90	11.30	0.38	0.57	37.28	11.87
Interest expense	-	-	(0.17)	(1.33)	(0.17)	(1.33)
Profit (loss) from continuing operation	20,992.51	9,854.55	(86.83)	(37.81)	20,905.68	9,816.74
Post-tax profit (loss) from continuing operation	20,992.51	9,854.55	(86.83)	(37.81)	20,905.68	9,816.74
Total comprehensive income	20,992.51	9,854.55	(86.83)	(37.81)	20,905.68	9,816.74
Dividends received from associate	3,034.72	2,159.70	-	-	3,034.72	2,159.70

Reconciliation of the recognised financial statements presented to the carrying amount of its interest in associates:

For the years ended 31 December	DIF		Others		Total	
	2019 Baht Million	2018 Baht Million	2019 Baht Million	2018 Baht Million	2019 Baht Million	2018 Baht Million
Opening net assets 1 January	146,069.59	90,390.43	30.64	(19.55)	146,100.23	90,370.88
Common shares call up	15,800.00	53,236.20	66.49	88.00	15,866.49	53,324.20
Profit (loss) for the year	20,992.51	9,854.55	(86.83)	(37.81)	20,905.68	9,816.74
Dividends paid	(10,115.71)	(7,411.59)	-	-	(10,115.71)	(7,411.59)
Closing net assets	172,746.39	146,069.59	10.30	30.64	172,756.69	146,100.23
Interest in associates	29.00%	29.99%	-	-	-	-
Goodwill (Gain on bargain)	50,104.56	43,806.27	34.43	55.04	50,138.99	43,861.31
Unrealised gain from assets sold	-	-	52.94	(14.75)	52.94	(14.75)
	(24,559.20)	(22,006.94)	-	-	(24,559.20)	(22,006.94)
Carrying value	25,545.36	21,799.33	87.37	40.29	25,632.73	21,839.62

**19.3 Interests in joint ventures**

Name of joint ventures	% Ownership	Business	Country of incorporation
Asia Infonet Co., Ltd.	65.00	Dormant	Thailand
Transformation Films Co., Ltd.	34.69	Manufacturing and filmmaker	Thailand
True CJ Creations Co., Ltd.	51.00	Production house	Thailand
True Touch Co., Ltd.	50.00	Call centre services	Thailand
True Voice Co., Ltd.	55.00	Voice recognised service and related software and hardware	Thailand
True-Kona Cayman GP	50.00	Fund management	Cayman Island
LINE Games-True-Kona Global Fund Limited Partnership	27.00	Investment company	Cayman Island

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Movement of interests in joint ventures are as follows:

	<b>Consolidated financial statements Baht Million</b>
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Opening net book value	108.34
Additions	159.17
Deconsolidation of investment in subsidiary to investment in joint ventures	260.61
Share of result	(1.46)
Closing net book value	526.66

**Transaction incurred during 2019**

On 28 May 2019, a subsidiary jointly invested in Kona Venture Partners to set up True-Kona amounting to Baht 7.75 million representing 50.00% of its equity. True-Kona was classified as investment in joint venture. True-Kona is a fund manager of the fund that will be established in Cayman Island.

On 28 May 2019, a subsidiary jointly invested in LINE games-TRUE amounting to Baht 151.42 million representing 27.00% of its equity. LINE games-TRUE was classified as investment in joint venture and engages for seeking opportunities by investing in companies that has business in game and technology.

**Transaction incurred during 2018**

On 16 January 2018, BEC, a joint venture, completed the liquidation process. The Group received a return of capital amounting to Baht 2.59 million and recognised a gain amounting to Baht 0.14 million in the consolidated financial statements for the year ended 31 December 2018.

On 23 July 2018, a subsidiary additionally invested in TFF amounting to Baht 35.00 million. The Group's shareholding interest in TFF increased from 28.57% to 34.69%.

On 30 October 2018, two subsidiaries additionally invested in TCJ amounting to Baht 17.67 million. The Group's shareholding interest in TCJ remains unchanged.

The Group has interests in number of individually immaterial joint ventures. The total interest in joint ventures as of 31 December 2019 is Baht 403.26 million. (2018: Baht 108.34 million) which is considered immaterial to the Group's equity.

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**20 Property, plant and equipment**

At 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Network equipment</b>				
Opening net book value	200,666.50	170,146.49	-	1,321.68
Additions	38,007.59	56,127.17	-	-
Disposals, net	(1,297.64)	(8,350.76)	-	-
Adjustment/reclassifications	1,372.53	4,425.61	-	-
Impairments charge	(1,125.97)	(9,816.87)	-	(1,266.57)
Depreciation charge	(13,436.76)	(11,865.14)	-	(55.11)
Closing net book value	224,186.25	200,666.50	-	-
<b>Non-network equipment</b>				
Opening net book value				
As previously reported	5,145.45	6,043.92	365.35	166.64
Modified retrospective (Note 4)	(575.10)	-	-	-
As modified retrospective	4,570.35	6,043.92	365.35	166.64
Additions	2,190.65	2,921.38	154.75	309.28
Acquisition of subsidiaries	1.36	-	-	-
Disposals, net	(7.85)	(1,232.92)	-	(13.11)
Deconsolidation of subsidiary	(66.65)	-	-	-
Adjustment/reclassifications	(998.31)	(320.62)	-	-
Impairments charge	-	(965.85)	-	(59.16)
Depreciation charge	(913.35)	(1,300.46)	(69.78)	(38.30)
Closing net book value	4,776.20	5,145.45	450.32	365.35
Total	228,962.45	205,811.95	450.32	365.35

The Group invested in network equipment at a cost of Baht 38,007.59 million to support business expansion.

During 2019, the management has determine that services providing using certain assets will be terminated in near future. Accordingly, loss on impairment of these assets with the net book value of Baht 1,125.97 million (2018: Baht 10,782.72 million) and the related intangible assets with the net book value of Baht 776.14 million (2018: Baht 385.78 million) were recognised under "Other expense" in the consolidated statement of comprehensive income for the year ended 31 December 2019.

**20.1 Network equipment**

Borrowing costs of Baht 128.74 million (2018: Baht 173.05 million) were capitalised during the year and included in "addition".

An average capitalisation rate of 1.92% was used representing the actual borrowing cost of the loan used to finance the project.

Leased assets are finance leases of network assets, details are as follows:

At 31 December	Consolidated financial statements	
	2019	2018
	Baht Million	Baht Million
Cost - finance leases	11,688.35	12,060.00
<u>Less</u> Accumulated depreciation	(4,114.95)	(7,488.37)
Net book value	7,573.40	4,571.63

Additions in network equipment included Baht 4,479.08 million (2018: Baht 513.55 million) of assets leased under finance leases (where the Group is the lessee).

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**20.2 Non-network equipment**

Leased assets are finance leases of computers and equipments, details are as follows:

	<b>Consolidated financial statements</b>	
	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>
<b>At 31 December</b>		
Cost - finance leases	38.91	26.75
<u>Less</u> Accumulated depreciation	(9.58)	(6.66)
Net book value	29.33	20.09

Additions in non-network equipment included Baht 19.35 million (2018: Nil) of assets leased under finance leases (where the Group is the lessee).



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Network equipment	Consolidated financial statements										Total Baht Million
	Land and improvement Baht Million	Building and improvement Baht Million	Telephone network equipment Baht Million	Public phones Baht Million	Wireless network equipment Baht Million	Multimedia network equipment Baht Million	Power supply and computers Baht Million	Pay - TV Baht Million	Right to use assets Baht Million	Work in progress Baht Million	
At 1 January 2018											
Cost	533.37	1,486.53	5,488.87	1,450.22	95,897.16	64,508.68	453.96	15,901.60	-	60,531.36	246,251.75
Less Accumulated depreciation	-	(164.16)	(4,225.82)	(1,419.42)	(33,887.81)	(24,935.87)	(417.79)	(10,761.62)	-	-	(75,812.49)
Allowance for impairment	-	-	-	(28.04)	-	(147.13)	-	(117.60)	-	-	(292.77)
Net book value	533.37	1,322.37	1,263.05	2.76	62,009.35	39,425.68	36.17	5,022.38	-	60,531.36	170,146.49
Year ended 31 December 2018											
Opening net book value	533.37	1,322.37	1,263.05	2.76	62,009.35	39,425.68	36.17	5,022.38	-	60,531.36	170,146.49
Additions	6.46	35.77	-	-	642.06	9,510.39	-	911.62	15,121.53	29,899.34	56,127.17
Disposals, net	-	-	-	-	(8,086.04)	(115.33)	-	(14.90)	-	(134.49)	(8,350.76)
Adjustments/reclassifications	-	13.95	1.18	-	28,024.91	1,901.01	29.03	-	-	(25,544.47)	4,425.61
Impairment charge	-	(18.74)	(1,213.88)	(2.16)	(1,820.06)	(6,733.38)	(28.63)	(0.02)	-	-	(9,816.87)
Depreciation charge	-	(59.72)	(50.35)	(0.60)	(5,681.56)	(4,393.61)	(6.56)	(1,587.58)	(85.16)	-	(11,865.14)
Closing net book value	539.83	1,293.63	-	-	75,088.66	39,594.76	30.01	4,331.50	15,036.37	64,751.74	200,666.50
At 31 December 2018											
Cost	539.83	1,528.31	5,489.30	1,450.22	102,723.11	75,579.63	259.74	16,658.19	15,121.53	64,751.74	284,101.60
Less Accumulated depreciation	-	(215.94)	(4,275.42)	(1,420.02)	(25,883.14)	(29,121.25)	(201.10)	(12,210.86)	(85.16)	-	(73,412.89)
Allowance for impairment	-	(18.74)	(1,213.88)	(30.20)	(1,751.31)	(6,863.62)	(28.63)	(115.83)	-	-	(10,022.21)
Net book value	539.83	1,293.63	-	-	75,088.66	39,594.76	30.01	4,331.50	15,036.37	64,751.74	200,666.50
Year ended 31 December 2019											
Opening net book value	539.83	1,293.63	-	-	75,088.66	39,594.76	30.01	4,331.50	15,036.37	64,751.74	200,666.50
Additions	-	7.32	-	-	332.65	10,908.96	-	548.33	-	26,210.33	38,007.59
Disposals, net	-	-	-	-	(679.53)	(35.94)	-	(16.21)	-	(565.96)	(1,297.64)
Adjustments/reclassifications	-	(67.47)	-	-	11,592.61	3,778.31	-	-	-	(13,930.92)	1,372.53
Impairment charge	-	-	-	-	(436.04)	(631.76)	-	(58.17)	-	-	(1,125.97)
Depreciation charge	-	(54.49)	-	-	(6,426.76)	(5,107.45)	(2.35)	(1,343.83)	(503.13)	1.25	(13,436.76)
Closing net book value	539.83	1,178.99	-	-	79,471.59	48,506.88	27.66	3,461.62	14,533.24	76,466.44	224,186.25
At 31 December 2019											
Cost	539.83	1,456.03	5,451.03	252.09	114,618.72	88,908.47	259.74	16,216.46	15,121.53	76,466.37	319,290.27
Less Accumulated depreciation	-	(262.79)	(4,243.36)	(222.98)	(33,143.50)	(33,218.24)	(203.45)	(12,581.70)	(588.29)	1.25	(84,463.06)
Allowance for impairment	-	(14.25)	(1,207.67)	(29.11)	(2,003.63)	(7,183.35)	(28.63)	(173.14)	-	(1.18)	(10,640.96)
Net book value	539.83	1,178.99	-	-	79,471.59	48,506.88	27.66	3,461.62	14,533.24	76,466.44	224,186.25

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	Non - network equipment	Consolidated financial statements						
		Land and land improvement Baht Million	Building and improvement Baht Million	Furniture, fixtures and equipment Baht Million	Power supply and computers Baht Million	Vehicles Baht Million	Work in progress Baht Million	Total Baht Million
At 1 January 2018								
Cost		173.72	2,454.33	6,155.66	5,936.35	49.47	496.44	15,265.97
Less Accumulated depreciation		-	(1,639.73)	(3,190.77)	(4,275.80)	(33.88)	-	(9,140.18)
Allowance for impairment		-	(7.45)	(73.39)	-	(1.03)	-	(81.87)
Net book value		173.72	807.15	2,891.50	1,660.55	14.56	496.44	6,043.92
Year ended 31 December 2018								
Opening net book value		173.72	807.15	2,891.50	1,660.55	14.56	496.44	6,043.92
Additions		-	55.45	1,334.87	287.50	0.72	1,242.84	2,921.38
Disposals, net		-	(12.43)	(536.99)	(683.50)	-	-	(1,232.92)
Adjustments/reclassifications		23.90	458.23	(687.77)	947.20	-	(1,062.18)	(320.62)
Impairment charge		-	(167.92)	(521.38)	(276.55)	-	-	(965.85)
Depreciation charge		-	(245.61)	(742.30)	(308.32)	(4.23)	-	(1,300.46)
Closing net book value		197.62	894.87	1,737.93	1,626.88	11.05	677.10	5,145.45
At 31 December 2018								
Cost		197.62	2,830.06	5,741.04	6,649.49	50.19	677.10	16,145.50
Less Accumulated depreciation		-	(1,762.44)	(3,411.37)	(4,746.41)	(38.11)	-	(9,958.33)
Allowance for impairment		-	(172.75)	(591.74)	(276.20)	(1.03)	-	(1,041.72)
Net book value		197.62	894.87	1,737.93	1,626.88	11.05	677.10	5,145.45
Year ended 31 December 2019								
Opening net book value		197.62	894.87	1,737.93	1,626.88	11.05	677.10	5,145.45
As previously reported		-	-	(575.10)	-	-	-	(575.10)
Modified retrospective (Note 4)		-	-	-	-	-	-	-
As modified retrospective		197.62	894.87	1,162.83	1,626.88	11.05	677.10	4,570.35
Additions		-	18.85	531.11	227.77	0.59	1,412.33	2,190.65
Acquisition of subsidiaries		-	-	1.36	-	-	-	1.36
Disposals, net		-	(2.07)	(5.60)	(0.18)	-	-	(7.85)
Deconsolidation of subsidiary		-	(4.97)	(5.24)	(33.87)	-	(22.57)	(66.65)
Adjustments/reclassifications		-	431.39	170.55	(428.54)	-	(1,171.71)	(998.31)
Depreciation charge		-	(296.91)	(277.86)	(334.86)	(3.72)	-	(913.35)
Closing net book value		197.62	1,041.16	1,577.15	1,057.20	7.92	895.15	4,776.20
At 31 December 2019								
Cost		197.62	3,193.59	5,148.91	5,336.21	46.23	895.15	14,817.71
Less Accumulated depreciation		-	(1,983.88)	(3,004.58)	(4,026.43)	(37.28)	-	(9,052.17)
Allowance for impairment		-	(168.55)	(567.18)	(252.58)	(1.03)	-	(989.34)
Net book value		197.62	1,041.16	1,577.15	1,057.20	7.92	895.15	4,776.20

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Network equipment	Separate financial statements						
	Building and improvement Baht Million	Telephone network equipment Baht Million	Wireless network equipment Baht Million	Public phones Baht Million	Power supply and computers Baht Million	Work in progress Baht Million	Total Baht Million
<b>At 1 January 2018</b>							
Cost	49.47	5,488.87	340.02	1,450.22	224.59	1.18	7,554.35
Less Accumulated depreciation	(34.59)	(4,225.82)	(332.15)	(1,419.42)	(192.65)	-	(6,204.63)
Allowance for impairment	-	-	-	(28.04)	-	-	(28.04)
Net book value	14.88	1,263.05	7.87	2.76	31.94	1.18	1,321.68
<b>Year ended 31 December 2018</b>							
Opening net book value	14.88	1,263.05	7.87	2.76	31.94	1.18	1,321.68
Transfer in (out)	-	1.18	-	-	-	(1.18)	-
Impairment charge	(14.25)	(1,213.88)	(7.65)	(2.16)	(28.63)	-	(1,266.57)
Depreciation charge	(0.63)	(50.35)	(0.22)	(0.60)	(3.31)	-	(55.11)
Closing net book value	-	-	-	-	-	-	-
<b>At 31 December 2018</b>							
Cost	49.47	5,489.30	340.02	1,450.22	224.59	-	7,553.60
Less Accumulated depreciation	(35.22)	(4,275.42)	(332.37)	(1,420.02)	(195.96)	-	(6,258.99)
Allowance for impairment	(14.25)	(1,213.88)	(7.65)	(30.20)	(28.63)	-	(1,294.61)
Net book value	-	-	-	-	-	-	-
<b>At 31 December 2019</b>							
Cost	49.47	5,452.21	340.02	252.09	224.59	-	6,318.38
Less Accumulated depreciation	(35.22)	(4,243.37)	(332.37)	(222.98)	(195.96)	-	(5,029.90)
Allowance for impairment	(14.25)	(1,208.84)	(7.65)	(29.11)	(28.63)	-	(1,288.46)
Net book value	-	-	-	-	-	-	-



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	Non - network equipment	Separate financial statements					Total Baht Million
		Leasehold and improvement Baht Million	Furniture, fixtures and equipment Baht Million	Power supply and computers Baht Million	Vehicles Baht Million	Work in progress Baht Million	
At 1 January 2018							
Cost		437.84	542.44	1,008.68	3.21	0.90	1,993.07
Less Accumulated depreciation		(375.93)	(482.56)	(964.98)	(2.96)	-	(1,826.43)
Net book value		61.91	59.88	43.70	0.25	0.90	166.64
Year ended 31 December 2018							
Opening net book value		61.91	59.88	43.70	0.25	0.90	166.64
Additions		10.72	50.95	14.73	-	232.88	309.28
Disposals, net		(10.35)	(2.66)	(0.10)	-	-	(13.11)
Transfer in (out)		188.88	5.07	6.56	-	(200.51)	-
Impairment charge		(1.37)	(40.97)	(16.82)	-	-	(59.16)
Depreciation charge		(23.84)	(5.63)	(8.58)	(0.25)	-	(38.30)
Closing net book value		225.95	66.64	39.49	-	33.27	365.35
At 31 December 2018							
Cost		518.18	578.86	1,005.26	3.21	33.27	2,138.78
Less Accumulated depreciation		(291.41)	(472.02)	(948.95)	(3.21)	-	(1,715.59)
Allowance for impairment		(0.82)	(40.20)	(16.82)	-	-	(57.84)
Net book value		225.95	66.64	39.49	-	33.27	365.35
Year ended 31 December 2019							
Opening net book value		225.95	66.64	39.49	-	33.27	365.35
Additions		4.31	26.47	27.54	-	96.43	154.75
Disposals, net		-	-	-	-	-	-
Transfer in (out)		69.05	4.26	48.27	-	(121.58)	-
Depreciation charge		(45.19)	(10.36)	(14.23)	-	-	(69.78)
Closing net book value		254.12	87.01	101.07	-	8.12	450.32
At 31 December 2019							
Cost		590.56	593.85	1,062.77	1.36	8.12	2,256.66
Less Accumulated depreciation		(335.62)	(466.64)	(944.92)	(1.36)	-	(1,748.54)
Allowance for impairment		(0.82)	(40.20)	(16.78)	-	-	(57.80)
Net book value		254.12	87.01	101.07	-	8.12	450.32

## 21 Goodwill

Goodwill is allocated to the Group's cash-generating units (CGUs) identified according to business segment. A segment-level summary of the goodwill allocation is presented below.

	Baht Million		
	Consolidated financial statements		
	Online	Pay-TV	Total
<b>Goodwill allocation by segment</b>			
Opening net book value	360.62	11,042.47	11,403.09
Additions (Note 19)	465.68	-	465.68
Impairment	-	(1,875.00)	(1,875.00)
Closing net book value	826.30	9,167.47	9,993.77

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are conservatively extrapolated using the zero growth rates and does not exceed the long-term average growth rate for the business in which the CGU operates.

The key assumptions used for value-in-use calculations are as follows:

By segment	Online		Pay-TV
	Internet	Digital	
Gross margin <sup>1</sup>	28.87%	63.00%	52.81%
Growth rate <sup>2</sup>	10.72%	45.62%	3.51%
Discount rate <sup>3</sup>	10.16%	20.72%	9.07%

<sup>1</sup> Budgeted gross margin (excluding depreciation and amortisation expenses).

<sup>2</sup> Weighted average growth rate used to extrapolate cash flows during the budget period.

<sup>3</sup> Pre-tax discount rate applied to the cash flow projections.

These assumptions have been used for the analysis of each CGU within the business segment.

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

The recoverable amount for Internet and Digital were calculated based on value in use which exceeded carrying value by Baht 36.28 million and Baht 333.87 million, respectively. In case that the discount rate is changed to 10.92% for Internet and 30.11% for Digital, the value in use will be equal to carrying value.

During 2019, the management has determined to recognise loss on goodwill impairment from Pay-TV cash generated units of Baht 1,875.00 million because of the high competition from trending of internet TV business and change in consumers' behaviour. As a result, the recoverable amount for Pay-TV, which was calculated based on value in use, do not cover its carrying value. Accordingly, loss on impairment was recognised under "Other expense" in the consolidated financial statement of comprehensive income for the year ended 31 December 2019.

## 22 Intangible assets

At 31 December	Consolidated financial statement		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Current (included in "Other current assets" (Note 18))	508.80	415.22	-	-
Non-current	114,622.02	121,079.63	257.78	142.82
Total	115,130.82	121,494.85	257.78	142.82

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Trademark, right and licences	Computer software	Rights to operate	Film and Program right	Service contract	Leased transponder equipment	Work in progress	Total	
Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	
<b>At 1 January 2018</b>								
Cost	134,758.21	16,890.60	2,128.61	1,807.33	3,493.58	532.90	170,366.23	
Less Accumulated amortisation	(18,215.26)	(11,698.44)	(1,357.11)	(1,237.68)	(5,132.05)	-	(39,838.99)	
Allowance for impairment	-	(694.15)	-	-	-	(40.68)	(734.83)	
Net book value	116,542.95	4,498.01	771.50	569.65	1,295.13	492.22	129,792.41	
<b>Year ended 31 December 2018</b>								
Opening net book value	116,542.95	4,498.01	771.50	569.65	1,295.13	492.22	129,792.41	
Additions	276.82	602.53	-	3,227.30	-	1,549.73	5,656.38	
Disposals, net	(7.06)	(1.70)	-	-	-	-	(8.76)	
Adjustments/reclassifications	-	1,575.96	-	100.34	-	(1,254.07)	422.23	
Impairment charge	-	(350.18)	(35.60)	-	-	-	(385.78)	
Amortisation charge	(8,863.11)	(839.83)	(103.14)	(2,914.79)	(742.42)	(518.34)	(13,981.63)	
Closing net book value	107,949.60	5,484.79	632.76	982.50	4,880.53	787.88	121,494.85	
<b>At 31 December 2018</b>								
Cost	135,015.61	19,022.17	1,747.38	2,284.01	10,755.00	828.56	173,146.31	
Less Accumulated amortisation	(27,066.01)	(12,493.05)	(1,079.02)	(1,301.51)	(5,874.47)	-	(50,530.85)	
Allowance for impairment	-	(1,044.33)	(35.60)	-	-	(40.68)	(1,120.61)	
Net book value	107,949.60	5,484.79	632.76	982.50	4,880.53	787.88	121,494.85	
<b>Year ended 31 December 2019</b>								
Opening net book value	107,949.60	5,484.79	632.76	982.50	4,880.53	787.88	121,494.85	
Additions	62.25	1,097.37	-	3,755.81	-	2,542.07	8,907.40	
Acquisition of subsidiary (Note 19)	-	25.18	-	-	-	-	25.18	
Disposals, net	(10.99)	(0.02)	-	-	-	-	(11.01)	
Deconsolidation of subsidiary	-	(139.20)	-	-	-	-	(139.20)	
Adjustments/reclassifications	-	1,558.33	-	5.50	-	(1,544.73)	19.10	
Adjustment of cancellation of payment of the digital TV licences (Note 28)	(1,127.77)	-	-	-	-	-	(1,127.77)	
Impairment charge	-	-	-	(776.14)	-	-	(776.14)	
Amortisation charge	(8,814.49)	(1,077.30)	(100.90)	(2,344.42)	(742.42)	-	(13,261.59)	
Closing net book value	98,058.60	6,949.15	531.86	1,623.25	4,138.11	1,785.22	115,130.82	
<b>At 31 December 2019</b>								
Cost	133,898.33	21,385.47	1,747.39	4,969.46	10,755.00	1,825.90	176,808.24	
Less Accumulated amortisation	(35,839.73)	(13,393.94)	(1,179.93)	(2,570.07)	(6,616.89)	-	(59,782.62)	
Allowance for impairment	-	(1,042.38)	(35.60)	(776.14)	-	(40.68)	(1,894.80)	
Net book value	98,058.60	6,949.15	531.86	1,623.25	4,138.11	1,785.22	115,130.82	

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**Trademark, Right and Licence**

Consists the followings:

1. IMT 2.1 GHz bandwidth licence which was awarded by NBTC for a period of 15 years. Net carrying is amount to Baht 6,925.93 million (net of accumulated amortisation of Baht 6,170.46 million).
2. 1800 MHz bandwidth licence which was awarded by NBTC for a period of 18 years. Net carrying amount is Baht 29,754.00 million (net of accumulated amortisation of Baht 8,848.35 million).
3. 900 MHz bandwidth licence which was awarded by NBTC for a period of 15 years. Net carrying amount is Baht 53,774.23 million (net of accumulated amortisation of Baht 16,379.47 million). As at 31 December 2019, the unpaid balance of Baht 56,919.28 million (present value) will be due in five installments during 2020 to 2024. The unpaid amount was recognised under "Trade and other payables" (current portion) and "Liabilities under agreements and licences for operations" in the consolidated financial statements.
4. Licence for the spectrum of television broadcasting service using digital system awarded by NBTC for a period of 15 years. Net carrying amount is Baht 1,066.17 million (net of accumulated amortisation of Baht 1,218.18 million).

**Service contract**

Service contract represents the fair value of identifiable intangible asset derived from a business acquisition.

**Transactions incurred during 2019:**

In 2019, the Group invested in leased transponder, software licences and film and program rights at a cost of Baht 8,845.14 million to use in the Group's business.

The management conducted a review the value in use of film and program rights and concluded that certain assets should be impaired taking into consideration of decline in popularity of programs. Accordingly, loss on impairment of the film and program rights with the net book value of Baht 776.14 million (2018: Baht 385.78 million) were recognised under "Other expense" in the consolidated statement of comprehensive income for the year ended 31 December 2019.

Movement of the Company's intangible assets are as follows:

	<b>Separate financial statements Computer software Baht Million</b>
<b>At 1 January 2018</b>	
Cost	2,465.70
<u>Less</u> Accumulated amortisation	(2,318.49)
Net book value	147.21
<b>Year ended 31 December 2018</b>	
Opening net book value	147.21
Additions	91.14
Disposals, net	(0.37)
Adjustments/reclassifications	(80.28)
Impairment charge	(1.95)
Amortisation charge	(12.93)
Closing net book value	142.82
<b>At 31 December 2018</b>	
Cost	2,438.96
<u>Less</u> Accumulated amortisation	(2,294.19)
Allowance for impairment	(1.95)
Net book value	142.82
<b>Year ended 31 December 2019</b>	
Opening net book value	142.82
Additions	144.39
Amortisation charge	(29.43)
Closing net book value	257.78
<b>At 31 December 2019</b>	
Cost	2,521.72
<u>Less</u> Accumulated amortisation	(2,263.94)
Net book value	257.78

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**23 Deferred income taxes**

Deferred income taxes are calculated in full on temporary differences, using the liability method and applying a principal tax rate of 20%. The deferred taxation related to the temporary differences between the carrying amounts and the tax bases of assets and liabilities of the Group are summarised below:

As at 31 December	Consolidated financial statements					2019 Baht Million
	2018 Baht Million	Modified retrospective (Note 4) Baht Million	Deconsolidation of subsidiary Baht Million	Credited (charged) to profit or loss Baht Million	Credited (charged) to other comprehensive income Baht Million	
<b>Deferred income tax assets</b>						
Depreciation and amortisation	1,372.67	(1.45)	(1.43)	(94.81)	-	1,274.98
Allowances	1,845.95	-	-	(1,711.31)	-	134.64
Borrowings	24.74	-	-	(24.74)	-	-
Unearned income	172.43	-	-	30.07	-	202.50
Accrued expenses	0.57	-	-	688.19	-	688.76
Tax loss carried forward	3,843.52	-	-	(1,233.07)	-	2,610.45
Income recognition	-	-	-	1.28	-	1.28
Film and program right	23.89	-	-	2.92	-	26.81
Employee benefits obligations	123.48	-	(6.62)	11.35	36.23	164.44
Derivative payables	364.94	-	-	284.58	-	649.52
	7,772.19	(1.45)	(8.05)	(2,045.54)	36.23	5,753.38
<b>Deferred income tax liabilities</b>						
Accounts receivable						
- billed customers	(128.13)	-	-	26.78	-	(101.35)
Debt issuance cost	(49.69)	-	-	(92.26)	-	(141.95)
Leased assets	(14.53)	-	-	13.78	-	(0.75)
Depreciation and amortisation	(7,057.15)	-	-	450.87	-	(6,606.28)
Borrowings	(1,922.97)	-	-	264.20	-	(1,658.77)
Other current assets	(2,071.24)	2,071.24	-	-	-	-
Contract cost	-	-	-	(239.99)	-	(239.99)
Available for sale securities	(42.20)	-	-	-	42.20	-
	(11,285.91)	2,071.24	-	423.38	42.20	(8,749.09)
<b>Deferred income tax, net</b>	<b>(3,513.72)</b>	<b>2,069.79</b>	<b>(8.05)</b>	<b>(1,622.16)</b>	<b>78.43</b>	<b>(2,995.71)</b>
As at 31 December	Separate financial statements			2019 Baht Million	2019 Baht Million	2019 Baht Million
	2018 Baht Million	Credited (charged) to profit or loss Baht Million				
<b>Deferred income tax assets</b>						
Depreciation	227.81	(42.80)				185.01
Allowances	-	26.01				26.01
Borrowings	13.25	(13.25)				-
Tax loss carried forward	52.58	(52.58)				-
	293.64	(82.62)				211.02
<b>Deferred income tax liabilities</b>						
Accounts receivable - billed customers	(128.13)	73.62				(54.51)
Debt issuance cost	(25.00)	(47.11)				(72.11)
	(153.13)	26.51				(126.62)
<b>Deferred income tax, net</b>	<b>140.51</b>	<b>(56.11)</b>				<b>84.40</b>

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The analysis of deferred tax assets and deferred tax liabilities are as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Deferred tax assets:				
Deferred tax assets to be recovered within 12 months	353.51	2,275.67	35.93	111.34
Deferred tax assets to be recovered after 12 months	5,399.87	5,496.52	175.09	182.30
	5,753.38	7,772.19	211.02	293.64
Deferred tax liabilities:				
Deferred tax liabilities to be settled within 12 months	(797.89)	(1,039.83)	(63.29)	(47.01)
Deferred tax liabilities to be settled after 12 months	(7,951.20)	(10,246.08)	(63.33)	(106.12)
	(8,749.09)	(11,285.91)	(126.62)	(153.13)
Deferred income tax, net	(2,995.71)	(3,513.72)	84.40	140.51

Presentation in the statements of financial position are as follows:

At 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Deferred income tax assets	3,275.16	2,570.86	84.40	140.51
Deferred income tax liabilities	(6,270.87)	(6,084.58)	-	-
Deferred income tax, net	(2,995.71)	(3,513.72)	84.40	140.51

Deferred income tax assets and liabilities are offset when the income taxes related to the same fiscal authority. Deferred tax assets and deferred tax liabilities in the consolidated financial positions are presented at net amount of assets and liabilities incurred in each entity.

The movement on deferred income taxes are as follows:

For the year ended 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Opening net book amount				
As previously reported	(3,513.72)	2,199.75	140.51	(207.59)
Modified retrospective (Note 4)	2,069.79	-	-	-
As modified retrospective	(1,443.93)	2,199.75	140.51	(207.59)
Deconsolidation of subsidiary	(8.05)	-	-	-
Credited (charged) to profit or loss (Note 12)	(1,622.16)	(5,725.53)	(56.11)	348.10
Credited (charged) to other comprehensive income	78.43	12.06	-	-
Closing net book value	(2,995.71)	(3,513.72)	84.40	140.51

Deferred income tax assets are recognised for tax loss carried forward only to the extent that realisation of the related tax benefit through the future taxable profits is probable.

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The Group did not recognise deferred income tax assets of Baht 5,642.14 million in respect of tax loss carried forward approximately Baht 28,210.70 million. A summary of the tax loss carried forward and the expiry dates are set out below:

<b>Expiry year</b>	<b>Consolidated financial statements Baht Million</b>
2020	1,618.04
2021	5,354.69
2022	9,031.23
2023	3,576.26
2024	8,630.48
	<b>28,210.70</b>

#### 24 Other non-current assets

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
<b>At 31 December</b>				
Deposits	1,645.43	1,536.65	138.57	135.06
Prepaid rental and services	1,587.52	1,503.54	274.52	84.21
Subscriber acquisition cost, net	-	3,069.76	-	-
Others	741.32	777.74	-	-
<b>Total</b>	<b>3,974.27</b>	<b>6,887.69</b>	<b>413.09</b>	<b>219.27</b>

#### 25 Borrowings

##### Short-term borrowings

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
<b>At 31 December</b>				
Loans from banks	-	12,611.85	-	3,961.10
Debentures	16,662.57	72,296.94	5,088.41	50,506.89
<b>Total</b>	<b>16,662.57</b>	<b>84,908.79</b>	<b>5,088.41</b>	<b>54,467.99</b>

At 31 December 2019, debentures are bearing interest rate at 3.15% to 3.28% and will be redeemed in the next eight months.

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**Long-term borrowings**

Borrowings are denominated in Thai Baht and United States Dollars.

At 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Current</b>				
- Finance leases	1,934.64	2,361.28	-	-
- Debentures	16,102.38	-	7,115.20	-
Total Current	18,037.02	2,361.28	7,115.20	-
<b>Non-current</b>				
- Finance leases	5,740.54	3,937.57	-	-
- Debentures	172,289.16	64,116.74	70,200.43	8,219.20
Total Non-current	178,029.70	68,054.31	70,200.43	8,219.20
Total	196,066.72	70,415.59	77,315.63	8,219.20

Movement of borrowings can be analysed as follows:

	Consolidated financial statements Baht Million	Separate financial statements Baht Million
<b>For the year ended 31 December 2019</b>		
Opening net book value	70,415.59	8,219.20
Additional borrowings:		
- principal (net of debt issuance cost)	124,088.19	68,979.32
- non-cash finance leases	4,498.43	-
- interest	347.08	-
Repayment of borrowings		
- cash item	(2,489.97)	-
Amortisation of debt issuance costs	186.61	117.11
Finance lease modification	(844.58)	-
Currencies translations	(134.63)	-
Closing net book value	196,066.72	77,315.63

Borrowings are presented netting-off unamortised debt issuance costs of Baht 673.06 million and Baht 348.97 million for the consolidated and the separate financial statements, respectively. (2018: Baht 213.26 million for the consolidated and Baht 110.80 million for the separate financial statements.)

Maturity of non-current borrowings (excluding finance lease liabilities and unamortised debt issuance cost):

At 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Between 1 and 2 years	54,599.30	-	28,816.60	-
Between 2 and 5 years	88,357.40	50,133.55	41,716.70	8,330.00
Over 5 years	29,976.60	14,196.45	-	-
	172,933.30	64,330.00	70,533.30	8,330.00



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The carrying amounts and fair values of certain non-current borrowings (excluding finance lease liabilities) are as follows:

	<b>Consolidated financial statements</b>			
	<b>Carrying amounts</b>		<b>Fair values</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Debentures	172,289.16	64,116.74	170,156.22	63,185.53
	<b>Separate financial statements</b>			
	<b>Carrying amounts</b>		<b>Fair values</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Debentures	70,200.43	8,219.20	70,015.73	8,169.30

The fair value of current borrowings and lease obligation approximate to their carrying amount, as the impact of discounting is not significant. The fair values for the Group's and the Company's non-current borrowings are based on discounted cash flows using a discount at a market interest rate of 4.37% and 3.92%, respectively (2018: 4.36% and 4.05% for the Group's and the Company's, respectively) which is within level 2 of the fair value hierarchy.

**Interest rate**

The interest rates of debentures are fixed.

The weighted average effective interest rates are as follows:

<b>At 31 December</b>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>%</b>	<b>%</b>	<b>%</b>	<b>%</b>
Weighted average effective interest rates				
- finance lease	5.30	5.30	-	-
- debentures	4.37	4.36	3.92	4.05

**Finance lease liabilities**

Lease liabilities are effectively secured as the rights to the leased assets revert to the lessor in the event of default.

Gross finance lease liabilities - minimum lease payment:

<b>At 31 December</b>	<b>Consolidated financial statements</b>	
	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>
Not later than 1 year	2,247.54	2,587.26
Later than 1 year and not later than 5 years	5,175.10	4,188.11
Later than 5 years	1,634.85	-
	9,057.49	6,775.37
Future finance charges on finance leases	(1,382.31)	(476.52)
Present value of finance lease liabilities	7,675.18	6,298.85

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The present value of finance lease liabilities is due as follows:

<b>At 31 December</b>	<b>Consolidated financial statements</b>	
	<b>2019 Baht Million</b>	<b>2018 Baht Million</b>
Not later than 1 year	1,940.86	2,361.15
Later than 1 year and not later than 5 years	4,394.32	3,937.70
Later than 5 years	1,340.00	-
	<b>7,675.18</b>	<b>6,298.85</b>

**Debentures**

Debentures are unsecured and will be mature between 2020 and 2029. Debentures are denominated in Thai Baht and carry average interest of 4.37% per annum and paid on quarterly basis.

**Transactions in 2019**

The company issued the following debenture for its ongoing operation.

Maturities period (Years)	Issue Date	Units (Million Units)	Par value (Baht)	Proceed net with debt issuance cost (Billion Baht)	Interest rate per annum	Maturity Date
1-3	31 January 2019	12.25	1,000	12.17	4.10%	31 January 2022
	25 February 2019	3.12	1,000	3.11	3.40%	25 May 2020
	25 February 2019	5.34	1,000	5.31	3.80%	25 February 2021
	25 February 2019	0.10	1,000	0.10	3.80%	31 January 2022
	24 May 2019	1.84	1,000	1.82	3.30%	24 August 2020
	24 May 2019	5.22	1,000	5.19	3.70%	24 May 2021
	24 May 2019	0.30	1,000	0.30	3.80%	17 May 2022
	18 July 2019	2.18	1,000	2.17	3.30%	18 October 2020
	18 July 2019	1.63	1,000	1.62	3.70%	18 July 2021
	18 July 2019	0.95	1,000	0.94	3.80%	18 July 2022
	1 August 2019	0.83	1,000	0.83	3.80%	1 August 2022
	16 August 2019	9.00	1,000	8.96	3.69%	8 July 2021
	18 October 2019	2.64	1,000	2.63	3.00%	18 January 2021
	18 October 2019	3.36	1,000	3.34	3.40%	18 October 2021
	4 December 2019	1.63	1,000	1.62	2.90%	4 March 2021
Over 3	24 May 2019	5.80	1,000	5.77	4.00%	24 August 2022
	24 May 2019	11.84	1,000	11.77	5.00%	24 August 2024
	18 July 2019	1.33	1,000	1.32	5.00%	18 October 2024

TUC, a subsidiary, issued the following debentures for its ongoing operations:

Maturities period (Years)	Issue Date	Units (Million Units)	Par value (Baht)	Proceed net with debt issuance cost (Billion Baht)	Interest rate per annum	Maturity Date
1-3	24 January 2019	2.81	1,000	2.80	3.80%	24 January 2021
	28 March 2019	9.00	1,000	8.96	3.38%	28 May 2020
	16 August 2019	1.50	1,000	1.49	3.80%	16 August 2022
	19 December 2019	6.77	1,000	6.73	3.50%	19 December 2022
Over 3	24 January 2019	11.19	1,000	11.14	5.10%	24 January 2024
	28 March 2019	0.20	1,000	0.20	5.00%	28 June 2024
	16 August 2019	1.20	1,000	1.19	5.00%	16 November 2024
	19 December 2019	4.18	1,000	4.16	4.10%	19 March 2024
	19 December 2019	18.54	1,000	18.43	4.70%	19 June 2025

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**Transactions in 2018**

The Group and the Company redeemed Baht 28.66 billion and Baht 3.96 billion of debenture on maturity date, respectively.

TUC, a subsidiary, issued the following debentures and bills of exchange for its ongoing operations:

Maturities period (Years)	Issue Date	Units (Million Units)	Par value (Baht)	Proceed net with debt issuance cost (Billion Baht)	Interest rate per annum	Maturity Date
1-3	2 August 2018	12.00	1,000	11.97	3.70%	2 August 2021
Over 3	2 August 2018	8.00	1,000	7.98	4.05%	2 August 2023

**26 Trade and other payables**

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
<b>At 31 December</b>				
Trade accounts payable	65,935.24	66,315.36	1,994.78	2,106.75
Other payables	554.78	436.42	104.35	114.59
Unearned income	3,996.75	3,928.94	13.00	13.19
Domestic roaming payable	-	20,288.19	-	-
Accrued expenses	38,878.32	20,785.99	1,166.93	1,275.49
Trade and other payables	109,365.09	111,754.90	3,279.06	3,510.02

Accrued expenses can be analysed as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
<b>At 31 December</b>				
Regulatory cost	4,568.39	6,250.06	67.94	106.14
Current portion of liabilities under agreements and licences for operation (Note 28)	23,241.00	5,651.70	-	-
Network facility expenses	694.03	497.26	-	-
Performance pay	1,399.38	965.75	507.68	342.11
Interest expenses	1,000.64	1,076.40	451.03	676.85
Others	7,974.88	6,344.82	140.28	150.39
Total accrued expenses	38,878.32	20,785.99	1,166.93	1,275.49

**27 Other current liabilities**

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
<b>At 31 December</b>				
Output VAT pending tax invoice	3,616.96	2,877.97	655.61	272.08
Derivative payables	805.53	407.14	-	-
Others	2,487.66	1,808.33	364.58	83.41
Total other current liabilities	6,910.15	5,093.44	1,020.19	355.49

28 Liabilities under agreements and licences for operation

Detail of liabilities under agreements and licences for operation can be summarised as follows:

At 31 December	Consolidated financial statements	
	2019 Baht Million	2018 Baht Million
Current (included in "Accrued expenses") (Note 26)	23,241.00	5,651.70
Non-current	38,598.01	64,059.40
	61,839.01	69,711.10

Movement of liabilities under agreements for operation can be analysed as follow:

	Consolidated financial statements Baht Million
<b>For the year ended 31 December 2019</b>	
Opening net book value	69,711.10
Payments	(5,645.52)
Finance costs (Note 11)	1,932.60
Adjustment of modification of payment under 900 MHz spectrum licence	(3,031.40)
Adjustment of cancellation of payment of the digital TV licences	(1,127.77)
Closing net book value	61,839.01

Reference to Order No. 4/2019 on 11 April 2019 of the National Council for Peace and Order re: the solution for the television and telecommunication industries (the "NCPO Order No. 4/2019") issued by Head of the National Council for Peace and Order which specified that licencees of the 890-915 MHz/ 935-960 MHz frequency spectrum ("900 MHz frequency spectrum") can inform their intention for the payment restructuring for their respective 900 MHz frequency spectrum licence by submitting a letter of request to the Office of the National Broadcasting and Telecommunications Commission (the "Office of the NBTC") within 30 days from the effective date of this order. The Order said that the licencees required to participate in the 700 MHz spectrum allocation which shall be allocated by NBTC to meet the condition of the payment restructuring.

On 8 May 2019, the subsidiary, a licensee of the 900 MHz frequency spectrum had already submitted to the Office of the NBTC a request for the payment restructuring for the 900 MHz frequency spectrum licence fee into 10 equal installments, each to be paid annually over 10 years according to the NCPO Order No. 4/2019.

On 19 June 2019, the subsidiary notified NBTC to request for the allocation of the 700 MHz frequency spectrum. On 20 June 2019, the office of NBTC announced and confirmed the allocation of the 700 MHz frequency spectrum. Later, on 1 July 2019, the subsidiary received the acknowledged letter from the Office of NBTC to confirm that the subsidiary has complied with the conditions of NCPO Order No. 4/2019. The amount of Baht 3,031.40 million, the difference of the re-measurement of the modification of payment under 900 MHz frequency spectrum, was recognised as "Unrealised discount on acquisition cost of telecom licence". It will be recognised as a discount of acquisition cost of 700 MHz spectrum licence once the licence is granted which is expected to occur in quarter 4 of 2020.

In addition, NCPO Order No. 4/2019 also directed the Office of NBTC to revoke the 700 MHz spectrum from 694 - 790 MHz from the digital TV licences in order to waive the last two remaining instalments of the licence fee (the fifth and sixth payments) and subsidise the MUX broadcasting network rental fees for the remaining years of the licences. As a result, two subsidiaries recognised the waived instalments of liabilities under digital TV licences of Baht 1,127.77 million against the carrying value of the licences.

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**29 Employee benefits obligations**

**Retirement benefit obligations**

The Group operates an unfunded defined benefit plan for eligible employees in Thailand. Under the plan, the employees are entitled to Legal Severance Payment benefits ranging from 30 days to 400 days of final salary upon retirement. The present value of defined benefits obligations are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>31 December 2019</b>	<b>31 December 2018</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
Liabilities in the statement of financial position				
Retirement benefit obligations	3,750.07	2,375.22	1,533.25	1,052.22
Expense in the statements of comprehensive income				
Retirement benefits	1,094.09	234.72	455.77	81.64
Remeasurement loss recognised in other comprehensive income	620.24	247.72	184.82	148.32
	1,714.33	482.44	640.59	229.96

The movement in the defined benefit obligations during the year is as follows:

	<b>Consolidated financial statements</b>	<b>Separate financial statements</b>
	<b>Baht Million</b>	<b>Baht Million</b>
<b>For the year ended 31 December 2019</b>		
Opening net book value	2,375.22	1,052.22
Current service cost	253.85	95.80
Interest cost	91.76	38.08
Plan changes from an amendment bill to the Labour Protection Law	748.48	321.89
Remeasurement loss recognised in other comprehensive income	620.24	184.82
Deconsolidation of subsidiary	(33.11)	-
Benefit paid	(306.37)	(159.56)
Closing net book value	3,750.07	1,533.25

The amounts recognised in the profit or loss are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
<b>For the years ended 31 December</b>				
Current service cost	253.85	167.90	95.80	55.58
Interest cost	91.76	66.82	38.08	26.06
Plan changes from an amendment bill to the Labour Protection Law	748.48	-	321.89	-
Total (included in staff costs)	1,094.09	234.72	455.77	81.64
Classified as:				
Cost of providing services	381.08	79.77	104.72	21.40
Selling expenses	145.63	49.10	54.54	15.68
Administrative expenses	567.38	105.85	296.51	44.56
	1,094.09	234.72	455.77	81.64

On 5 April 2019, an amendment bill to the Labour Protection Law was published in the Government Gazette. The amended law will become effective 30 days after its publication. The main amendment is that the compensation for employees who have retired and have more than or equal to 20 years of service has changed from 300 day's pay to 400 day's pay. The effects of the amendment of Baht 748.48 million were recognised in the consolidated statement of comprehensive income for the year ended 31 December 2019.

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The principal actuarial assumptions used were as follows:

	<b>Consolidated and separate financial statements</b>	
	<b>2019</b>	<b>2018</b>
	<b>%</b>	<b>%</b>
Discount rate	1.90	3.10
Future salary increases	5.80	5.80
Turnover rate	6.00	6.00

Assumptions regarding future mortality experience are set based on actuarial advice in accordance with published statistics in Thailand. The Thailand TMO17 tables contain the results of the mortality investigation on policy holders of life insurance companies in Thailand. It is reasonable to assume that these rates are reflective of the mortality experience of the working population in Thailand.

Sensitivity of key assumptions:

	<b>Change in assumption %</b>	<b>Impact on defined benefit obligation</b>			
		<b>Increase in assumption %</b>		<b>Decrease in assumption %</b>	
		<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
Discount rate	1.00	Decrease by 10.80	Decrease by 10.22	Increase by 12.81	Increase by 12.05
Future salary increases	1.00	Increase by 13.40	Increase by 11.76	Decrease by 11.50	Decrease by 10.19

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

Through its retirement benefits obligations, the Group is exposed to a risk, the most significant of which is changes in bond yields, a decrease in Government bond yields will increase plan liabilities.

The weighted average duration of the defined benefit obligation is 19 years (2018: 19 years).

Expected maturity analysis of undiscounted retirement the year 2019 onward as follows:

	<b>Consolidated financial statements</b>			
	<b>Less than a year Baht Million</b>	<b>Between 1 - 2 years Baht Million</b>	<b>Over 3 years Baht Million</b>	<b>Total Baht Million</b>
<b>At 31 December 2019</b>				
Retirement benefits obligations	61.98	135.04	11,225.05	11,422.07
	<b>Separate financial statements</b>			
	<b>Less than a year Baht Million</b>	<b>Between 1 - 2 years Baht Million</b>	<b>Over 3 years Baht Million</b>	<b>Total Baht Million</b>
<b>At 31 December 2019</b>				
Retirement benefits obligations	34.93	97.83	3,736.75	3,869.51

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**30 Provisions**

Provisions represent relocating and decommissioning cost which are measured at the present value of expenditure expected to be required to settle the obligation using risk-free rate. The increase in the provisions due to the passage of time is recognised as interest expense.

Movement of provisions for the year ended 31 December 2019 are as follows:

	<b>Consolidated financial statements Baht Million</b>
Opening net book amount	3,367.70
Additions	144.38
Finance costs	76.74
Utilised during the year	(81.70)
Closing net book amount	3,507.12

**31 Other non-current liabilities**

	<b>Consolidated financial statements</b>	
<b>At 31 December</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>
Advance received for long-term operating lease	8,707.61	9,322.27
Deposit received from customers	869.63	907.58
Derivative payables	2,442.55	1,669.17
Others	1,616.41	1,584.59
<b>Total</b>	<b>13,636.20</b>	<b>13,483.61</b>

Refer to Long-Term lease Agreement with call option between AWC, a wholly owned subsidiary, and DIF dated on 5 March 2015, DIF made a prepayment amounting to Baht 12,293.12 million (VAT excluded) for rental of fiber optic cable with lease term of 20 years to AWC. As at 31 December, 2019, balances of current and non-current unearned income amounting to Baht 614.66 million and Baht 8,707.61 million were presented under "Trade and other payables" and "Other non-current liabilities", respectively. The Group recognised Baht 430.81 million of rental revenue for the year ended 31 December 2019.

**32 Share capital and premium on share capital**

The total authorised number of shares is 33,368.66 million shares (2018: 33,368.66 million shares) with a par value of Baht 4 per share (2018: Baht 4 per share).

	<b>Number of shares Million</b>	<b>Common shares Baht Million</b>	<b>Share premium Baht Million</b>	<b>Total Baht Million</b>
<b>Authorised share capital</b>				
At 1 January 2018	33,368.66	133,474.62	-	133,474.62
At 31 December 2018	33,368.66	133,474.62	-	133,474.62
At 31 December 2019	33,368.66	133,474.62	-	133,474.62
<b>Issued and fully paid share capital</b>				
At 1 January 2018	33,368.20	133,472.78	26,384.07	159,856.85
At 31 December 2018	33,368.20	133,472.78	26,384.07	159,856.85
At 31 December 2019	33,368.20	133,472.78	26,384.07	159,856.85

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**33 Legal reserve**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>	<b>Baht Million</b>
At 1 January	731.16	389.99	731.16	389.99
Appropriation during the year	309.01	341.17	309.01	341.17
At 31 December	1,040.17	731.16	1,040.17	731.16

Under the Public Companies Act., B.E. 2535, the Company is required to set aside as statutory reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital. This reserve is not available for dividend distribution.

**34 Assets and liabilities relating to contracts with customers**

**34.1 Contract assets**

The group has recognised the following assets related to contracts with customers:

	<b>Consolidated financial statements</b>	
	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>
Contract assets		
- Current	1,208.35	-
- Non-current	-	-
	1,208.35	-
Less: Allowance for impairment	-	-
<b>Total contract assets</b>	<b>1,208.35</b>	<b>-</b>

**34.2 Assets recognised from contract costs**

Incremental costs of obtaining a contract

Costs of obtaining a contract are sales commissions paid for engagement were presented as other assets in the statement of financial position.

	<b>Consolidate financial statement</b>	
	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>
<b>Statements of financial position:</b>		
Other current assets	1,305.37	-
Other non-current assets	9.80	-
<b>Statements of comprehensive income:</b>		
Amortisation charges	1,324.25	-

The Group recognised commission fee, which relate to an obtaining of a contract and are expected to be recovered, as an asset in the statement of financial position. It is amortised consistent with the pattern of recognition of the associated revenue.



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### 34.3 Contract liabilities

The Group has recognised the following liabilities related to contracts with customers:

	<b>Consolidated financial statements</b>	
	<b>2019</b>	<b>2018</b>
	<b>Baht Million</b>	<b>Baht Million</b>
Contract liabilities		
- Current	4,331.02	-
- Non-current	8,801.31	-
<b>Total contract liabilities</b>	<b>13,132.33</b>	<b>-</b>

## 35 Financial instruments

### Objective and significant terms and conditions

In order to manage the risks arising from fluctuations in currency exchange rates, the Group adopts the following foreign currency risk management practices:

- entering into forward foreign exchange contracts;
- negotiating payment terms for foreign currency settlements on an individual transaction basis; and
- negotiating with foreign suppliers to share foreign exchange exposure.

Transaction risk is calculated in each foreign currency transaction and is projected six months forward. Exchange rates are monitored and forecasted information supplied by recognised research and financial analysis is used to estimate future exchange rates. These are compared against premiums on forward exchange contracts, and after making adjustments for the related risk, a decision is taken on whether to cover foreign currency transactions.

Transactions, if hedged with forward exchange contracts, are not hedged on a net basis, but rather on a transaction by transaction basis.

At 31 December 2019 and 2018, the outstanding foreign currency assets and liabilities as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>Currency Million</b>	<b>Currency Million</b>	<b>Currency Million</b>	<b>Currency Million</b>
<b>Assets</b>				
US Dollar	23.96	28.13	-	-
Euro	0.30	0.83	-	-
Japanese Yen	0.10	0.10	-	-
HKD	0.01	0.03	-	-
<b>Liabilities</b>				
US Dollar	1,558.54	1,600.04	0.32	0.07
Japanese Yen	0.04	0.04	-	-
Great British Pound Sterling	0.03	0.04	-	-
Euro	0.81	0.63	-	-
HKD	1.04	0.29	-	-
SGD	0.01	0.01	-	-

Foreign currency assets represent cash and accounts receivable whilst the above foreign currency liabilities represent trade accounts payable, borrowings and other payables.

### 36 Contracts and commitments

- 36.1 A subsidiary has agreement with state enterprises, MCOT to provide Pay TV service.

Under the terms of the agreement, the subsidiary has certain commitments to acquire, install, manage and maintain all equipment. The subsidiary is also committed to transfer to MCOT all equipment pertaining to such systems as the installations are completed. During the term of the agreement, the subsidiary is entitled to collect deposits, membership fees and other service fees from customers as stipulated in the agreement. The agreement was expired on 31 December 2019 as disclosed in Note 2.

In addition, the subsidiary is contingently liable to certain local banks for letters of guarantee Baht 31.20 million issued by the said banks in favour of MCOT. The letters of guarantee cover the guarantee for the subsidiary in compliance with the provisions of the agreement referred to above.

- 36.2 On 27 January 2011, a subsidiary, BFKT entered into an agreement with CAT to lease telecommunication equipment under HSPA technologies for the periods of 14.5 years. Under the terms and conditions of HSPA agreement, BFKT has certain commitments including acquiring, installing, managing, and maintaining all equipment necessary to provide mobile phone service using HSPA technology according to the capacity stipulated in the agreement and amended agreement executed on 3 December 2013 for the period of 14.5 years. As consideration of providing such services, BFKT entitles to receive revenue as stipulated in the agreement.

On 27 January 2011, a subsidiary, RMV entered into a re-sales and wholesales agreement with CAT ("the Agreement"). Under the terms and conditions of the Agreement, RMV provides mobile phone services using HSPA technology wholesale from CAT for the period of 14.5 years. On 16 December 2015, RMV was granted renewal Type I licences by NBTC for resale mobile services and internet services. RMV is entitled to maintain rights and obligations according to The Telecommunication Act B.E. 2544 under the terms and conditions as stipulated in the licences. The licences will be expired on 15 December 2020. On 1 September 2019, RMV has entered into the business transfer agreement to transfer entire business to TUC. As a result, the agreement with CAT was transferred to TUC. TUC must comply with the terms and conditions as stipulated in the agreement.

There have been disagreements between the Group and CAT regarding the interpretation of the agreements and details of computations of related revenues and costs. However, since 2015, the Group and CAT reached the solution to settle certain portion of rental and services revenue in BFKT and accrued operating cost in RMV, and have agreed in several matters with an objective to extinguish the outstanding disputes between the two parties, including the unsettled balances.

There are still pending issues and outstanding balances required further discussion. The management believes that there will be no significant impact to the Group as a result of the conclusion.

To comply with the abovementioned agreements, the Group has provided letters of guarantee issued by certain local banks in favour of CAT totaling Baht 200.00 million.

- 36.3 On 7 December 2012, a subsidiary, TUC was granted with the 2.1 IMT GHz Bandwidth licence by NBTC. The licence awarded covers three spectrum bandwidth and authorises TUC to provide mobile service under those spectrum bandwidth for the period of 15 years. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.
- 36.4 On 4 December 2015, a subsidiary, TUC was granted with the 1800 MHz Bandwidth licence issued by NBTC. The licence covers two spectrum bandwidth and authorises TUC to provide mobile service under those spectrum bandwidth for the period of 18 years. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.
- 36.5 On 14 March 2016, a subsidiary, TUC was granted with the 900 MHz Bandwidth licence issued by NBTC. The licence authorised TUC to provide mobile service for 15 year. The maturity will be on 30 June 2031. TUC must comply with the terms and conditions and pay the licence fee as stipulated in the licence.
- 36.6 The Group and the Company contingently liable to certain local banks for letters of guarantee provided in favour of certain government agencies, certain state enterprises and other companies amounting to Baht 5,689.06 million (2018: Baht 6,235.11 million) and Baht 3,763.89 million (2018 : Baht 3,763.77 million), respectively.

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- 36.7 Under the terms of various agreements, the Group's assets have been pledged and/or mortgaged as collateral with the contracted parties, details of which are as follows:

	Carrying Value at 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
Fixed and saving deposits	67.43	74.36	43.61	43.67
Investments in shares of associate	575.37	523.65	694.55	694.55

- 36.8 The Group have entered into contracts with various contractors to supply and install additional network and expansion of network equipment capability and various agreements related to capital expenditure. The Group's and the Company's commitments as at 31 December 2019 were Baht 27,554.27 million and Baht 85.63 million, respectively (2018: Baht 28,731.58 million and Baht 169.99 million, respectively).

- 36.9 The Group leases various telecommunication infrastructures, office spaces, shops and others under non-cancellable operating lease agreements and the lease term is ranged between 5 years and 15 years.

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	Consolidated	
	financial statements	
	2019	2018
	Baht Million	Baht Million
Not later than 1 year	12,813.48	7,728.58
Later than 1 year but not later than 5 years	47,058.64	31,583.41
Later than 5 years	63,150.82	57,657.90
	123,022.93	96,969.89

### 37 Litigations and Arbitration disputes and contingent liabilities

#### 37.1 Litigations outstanding at the Administrative Court

##### 37.1.1 Dispute in relation to interconnection charges

On 4 February 2011, Total Access Communication Public Company Limited filed a lawsuit with the Central Administrative Court requesting the Company and TOT to jointly pay for interconnection charges (IC) according to the Plaintiff's RIO for the amount of Baht 3.94 billion. Later, on 26 December 2018, the Central Administrative Court has ruled the Company to pay Total Access Communication Public Company Limited Baht 1,832.29 million for IC charges. On 23 January 2019, the Company filed an appeal with the Supreme Administrative Court. Currently, the case is under the consideration of the Supreme Administrative Court.

##### 37.1.2 Dispute in relation to the use of True's name and logo on invoices, tax invoices and receipts

On 13 December 2004, TOT filed an arbitration claim against the Company, claiming for advertising compensation regarding the unauthorised publication of True's name and logo on TOT's invoices, related mailing expense and damages on marketing and image totalling Baht 1,848.95. On 20 September 2013, the Arbitral Tribunal ruled in favour of TOT and instructed the Company to pay in the total amount of Baht 98.59 million. Later, the Company filed a petition to revoke the award with the Central Administrative Court, while TOT filed an application to enforce the Arbitral Award. On 13 September 2019, the Central Administrative Court has ruled to enforce the arbitral award within 90 days from the date the case becomes final and dismissed the Company's petition to revoke the same award. In this regard, the Company totally disagrees with the said ruling. Later, on 11 October 2019, the Company has filed an appeal with the Supreme Administrative Court. Currently, the case is under the consideration of the Supreme Administrative Court.

**37.1.3 Disputes in relation to the Agreement Article 38 of the Joint Operation Agreement**

On 15 May 2006, the Company filed a non-monetary arbitration claim against TOT asking TOT to discontinue using its authority over the Agreement as well as to discontinue using its authority under the agreement from the date on which TOT status was changed and the regulator authority shall be transferred to the Ministry of Transporter or the Ministry of Information and Communication Technology. On 8 November 2006, the Company filed the other arbitration claim regarding the authorisation limits of TOT on the Agreement Article 38. The two disputes were arbitrated and ruled on 4 September 2014 that TOT rightfully used its power under the agreement. Later on 26 November 2014, the Company filed a request to cancel the award to the Central Administrative Court. On 2 May 2016, TOT filed a motion to enforce the arbitral award with the Central Administrative Court and the Court ordered to combine the cases. Later, on 13 September 2019, the Central Administrative Court has ruled to dismiss the Company's petition to revoke the arbitral awards but ruled to enforce the arbitral award. On 11 October 2019, the Company has filed appeals with the Supreme Administrative Court. Currently, these two cases are under the Supreme Administrative Court proceedings.

**37.1.4 Dispute in relation to revenue sharing under the Joint Operation Agreement**

On 22 January 2008, TOT filed an arbitration claim against the Company for overpayment of revenue sharing in the amount of Baht 1,479.62 million plus interest. The Company filed an objection on 18 April 2008. Later, on 26 June 2014, the Arbitral Tribunal, by majority, ruled that the Company is liable to pay Baht 1,217.50 million together with interest at 7.5% per annum from 22 January 2008 until full payment is made to TOT. However, on 7 October 2014, the Company filed a petition to revoke the Award. On 31 March 2016, TOT filed a petition with the Central Administrative Court to enforce the arbitration award. These two cases are combined by the Central Administrative Court. On 26 September 2018, the Central Administrative Court has ruled in favour of the Company and revoked the arbitral award. However, on 24 October 2018, TOT filed an appeal with the Supreme Administrative Court. Later, on 25 September 2019, the Company has filed an answer to the said appeal. Currently, the case is under the Supreme Administrative Court proceedings.

**37.1.5 Dispute in relation to Long-Distance Domestic Calls: TA1234 campaign**

On 30 June 2005, TOT filed an arbitration claim alleging that it suffered damage from the loss of revenue sharing from 16 November 2000 to 30 June 2005 for Baht 16,865.09 million plus interest as a result of the Company's invoices for domestic long distance call services at reduced tariff rates under the Company's "TA 1234" campaign. TOT also sought an order compelling the Company to collect domestic long distance call tariffs at the rates agreed in the Joint Operation and Joint Investment Agreement. On 23 September 2016, the Arbitral Tribunal decided that the Company is liable to pay TOT Baht 1,703.09 million with interest at the rate of 6.69 per annum from 29 May 2005 until full payment is made and to pay TOT a shortage of telephone service revenue of Baht 27.17 million per month with interest at the same rate from the date of filing until the "TA 1234" campaign is cancelled. On 6 January 2017, the Company filed a petition with the Central Administrative Court to revoke the Arbitral Award. Later, on 26 July 2017, TOT filed an application for enforcement of the award with the Central Administrative Court. On 30 September 2019, the Central Administrative Court has ruled to dismiss the Company's petition to revoke the award. On 28 October 2019, the Company has filed an appeal with the Supreme Administrative Court as it totally disagrees with the Central Administrative Court's decision.

**37.1.6 Dispute in relation to revenue sharing collected from international call services**

On 28 January 2005, the Company filed an arbitration claim against TOT regarding the calculation of revenue sharing from international calls under the Joint Operation and Joint Investment Agreement. The Company claimed damages including interest with the total amount of Baht 8,699.48 million. On 22 November 2017, The Tribunal have rendered the award by dismissing the Company's claim. Later, on 9 March 2018, the Company filed a petition with the Central Administrative Court for revocation of the Arbitral Award. Currently, the case is under consideration by the Central Administrative Court.

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37.1.7 Dispute in relation to high speed internet (ADSL) service

On 28 October 2005, TOT filed an arbitration claim against the Company, claiming that the Company was in breach of the Joint Operation and Joint Investment Agreement by allowing other parties to provide high speed internet service (ADSL). TOT claimed the compensation amount of Baht 2,010.21 million plus interest. In addition, TOT has claimed damages ongoing from July 2005 at the rate of Baht 180.00 million per month, plus interest. TOT also requested an order prohibiting the Company from providing ADSL service or allowing any other parties to provide ADSL service. Later, on 6 November 2015, TOT filed the amendment to the petition to increase claim amount of the damages for the lack of revenue from broadband ADSL services from September 2001 to August 2015 in the amount of Baht 63,457.92 million with interest of Baht 22,748.37 million, totalling Baht 86,206.29 million. On 29 January 2016, the Company filed objections to such amendment. On 4 September 2018, the Company has received a copy of arbitral award in which the Arbitral Tribunal by major vote orders the Company to pay damages for a breach of contract as follows:

- (1) an amount calculated from September 2001 to August 2015, totalling Baht 59,120.65 million and interest of Baht 16,978.65 million plus interest at the rate of 6.6875 percent per annum of the principle amount of Baht 59,120.65 million calculated from September 2015 until the payment is fully made, and
- (2) an amount calculated from October 2015 to December 2017 totalling Baht 17,076.92 million and interest of Baht 1,298.05 million plus interest at the rate of 6.6875 percent per annum of the principle amount of Baht 17,076.92 million calculated from January 2018 until the payment is fully made.

However, on 11 October 2018, the Company has filed a petition with the Court to revoke such award. On 14 February 2019, TOT filed an application to enforce the arbitral award which later the Company filed an objection to TOT's application. On 15 July 2019, the Central Administrative Court has ordered to combine the two cases. Currently, the case is under consideration by the Central Administrative Court.

37.1.8 Dispute in relation to the lease of telephone conduits

On 17 February 2014, TOT filed the arbitration claim against the Company claiming for rental fee of lease of wiring conduits at Muang Thong Thani for the period from May 2005 to December 2013 amounting to Baht 59.17 million plus interest. Later, on 29 June 2018, the Arbitral Tribunal has rendered the award instructing the Company to pay Baht 48.85 million with interest at the rate of MLR+1 of the principal amount of Baht 31.37 million from the date of filing for arbitration until a full payment is made. Later, on 2 October 2018, the Company has filed a petition with the Court to revoke the said award. Currently, the case is under consideration by the Central Administrative Court.

37.1.9 Dispute in relation to payphone service.

On 15 May 2017, TOT filed an arbitration claim against the Company for Baht 1,052.65 million for an unauthorised advertising on TOT's public telephone booths and allowing the Company's subsidiary to provide cash top-up service through TOT's public telephone booths. Later, on 24 April 2019, the Arbitral Tribunal has rendered the award that the Company is liable to partially pay TOT Baht 302.57 million plus interest at the rate of 7.5% per annum from the date of filing arbitration claim until full payment is made which the Company received a copy of the award on 30 April 2019. As a result, the Company totally disagrees with and on 26 July 2019, the Company filed a petition to revoke the award with the Central Administrative Court. Currently, the case is under consideration by the Central Administrative Court.

The ultimate outcomes of the aforementioned cases are presently unable to be determined, and accordingly, no recognition of provision for possible liabilities have been made in the financial statements unless otherwise stated.

## 37.2 Arbitration disputes outstanding at the Thai Arbitration Institute

### 37.2.1 Arbitration cases filed by the Company against TOT

Dispute in relation to revenue sharing collected from international call

On 25 December 2007, the Company filed an arbitration claim against TOT for damages of Baht 1,968.70 million in respect of revenue sharing collected from international calls whereby TOT failed to deliver to the Company on a tariff stipulated in the agreement. The following are requested of the arbitrator to adjudicate on:

1. Requesting TOT to comply with the Agreement in respect of revenue sharing collected from international call and make payment according to the conditions stipulated in the Agreement.
2. Requesting TOT to pay damages amount of Baht 1,968.70 million.
3. Requesting TOT to apply the rate in calculation of revenue sharing both in-coming and out-going call base on the rate of Baht 6 per minute as stipulated in the Agreement as from September 2007 and onwards.
4. Requesting TOT to pay related interest at the rate stipulated in the Agreement Article 21 (MLR+1) or 7.86% per annum calculated from the amount unpaid from the date of submitting the arbitration claim until full payment has been made.

On 29 April 2008, TOT submitted a statement of objection. However, on 11 July 2013, TOT made a payment of revenue sharing collected from international call for the period during 1 January 2004 to 30 June 2004 amount of Baht 133.16 million (excluding VAT). In response, the Company issued a letter notifying the acceptance of the payment without a further pursue of such claims of the revenue sharing collected from international call during that period. However, the letter also stated that the Company's acceptance of the payment from TOT did not in any way constitute the waiver of the defense or the dispute settlement.

Later, it is appeared that TOT has paid the Company the revenue sharing collected from international call during the period from July 2004 until October 2008. Therefore, on 8 March 2019, the Company has filed an amendment of statement of claim for claim amount of Baht 616.43 million according to the changed facts. On 28 November 2019, the Arbitral Tribunal has rendered the award to dismiss the case and as a result, the Company is considering on setting aside the award with the Administrative Court.

Dispute in relation to Free Phone 1800 service

On 26 November 2018, the Company filed an arbitration claim against TOT for revenue sharing on the Free Phone 1800 service under the Joint Operation and Investment Agreement. TOT and the Company agreed to operate the said service which a revenue is collected by TOT. However, TOT did not share such revenue with the Company. Therefore, the Company is entitled to claim damages in amount of Baht 142.18 million. The dispute is being considered by the Arbitration Institute.

Dispute in relation to Thai Mobile

On 26 November 2018, the Company filed an arbitration claim against TOT for revenue sharing due to using leased line and space rental service by the Thai Mobile Joint Venture under the Joint Operation and Investment Agreement which TOT held a meeting with the Company in 2014, and TOT committed to pay service fees to the Company. However, TOT failed to make any payment. Therefore, the Company is entitled to claim damages in the amount of Baht 96.23 million. The dispute is being considered by the Arbitration Institute.

Dispute in relation to revenue sharing on international calls TOT Gateway.

On 30 November 2018, the Company filed an arbitration claim against TOT for revenue sharing on an international incoming calls service under the Joint Operation and Investment Agreement as evidence is found from TOT's financial documents in 2016 that TOT operated and received service fees via using the Company's network but TOT did not share a revenue with the Company. The Company claimed as damages for not sharing revenue in the amount of Baht 1,045.49 million. The dispute is being considered by the Arbitration Institute.



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**37.2.2 Arbitration cases filed by TOT against the Company**

Dispute in relation to the lease of telephone conduits

On 31 May 2005, TOT filed an arbitration claim against the Company seeking a payment for a rental fee of the lease of wiring conduits at Muang Thong Thani from May 2004 to April 2005 in the amount of Baht 6.72 million plus interest and onwads. The Company submitted a statement of objection on 19 September 2005. The case is currently under the arbitration process.

On 31 January 2018, TOT filed an arbitration claim against the Company seeking an award ordering the Company to pay a rental fee for the lease of telephone conduits at Muang Thong Thani from January 2014 to October 2017 in the amount of Baht 26.13 million plus interest. The case is currently under the arbitration process.

Dispute in relation to the numbering fees

On 21 June 2013, TOT filed an arbitration claim against the Company, seeking for a numbering fee together with VAT of specific period of time in a total claim of Baht 539.02 million. On 20 December 2019, the Arbitral Tribunal has rendered the award to order the Company to pay TOT a numbering fee. Later on 4 February 2020, the Arbitral Tribunal has amended some of awards which the Company disagrees with the said award and considers on setting aside with the Administrative Court.

The ultimate outcomes of the aforementioned arbitration are presently unable to be determined, and accordingly, no recognition of revenue or provision for possible liabilities have been made in the financial statements unless otherwise stated.

**37.3 Litigations and arbitration disputes of subsidiaries**

37.3.1 On 13 October 2006, CAT filed an arbitration claim against a subsidiary to claim for a numbering fee amount of Baht 113.58 million. Subsequently, on 15 August 2008, the Arbitration ruled in favour of CAT by ordering the subsidiary to pay of Baht 99.60 million (excluded interest at 7.5% per annum). The subsidiary acknowledged on 24 August 2008. The subsidiary filed a motion to revoke the award with the Central Administrative Court. On 23 February 2011, the Central Administrative Court has decided that the Arbitral Award is not lawful. Thus, the Court ordered to repeal the said award. Later on 22 March 2011, CAT filed an appeal with the Supreme Administrative Court. On 10 January 2020, the Supreme Administrative Court has ruled to dismiss the Company's petition to revoke the award. These petition case becomes final. However, on 16 June 2011, CAT also filed an application to the Central Administrative Court to enforce the arbitral award and requested the subsidiary for payment. On 1 June 2017, the Central Administrative Court has ruled to dismiss CAT's application for enforcement. As a result, on 29 June 2017, CAT filed an appeal with the Supreme Administrative Court. Currently, the case is under the process of the Supreme Administrative Court.

37.3.2 On 9 January 2008, CAT filed for arbitration against the subsidiary claiming for incomplete revenue sharing from the subsidiary including penalties and interest at the total amount of Baht 8,969.08 million for paying excise tax. On 16 September 2011, the arbitrator decided to dismiss the claim. Consequently, the subsidiary is not required to pay for such claim. On 25 November 2011, CAT has filed a petition to revoke the arbitration award with the Central Administrative Court. On 22 July 2014, the Central Administrative Court has ruled to revoke CAT's appealing. Consequently, CAT has appealed further to the Supreme Administrative Court. Currently, the case is under the process of the Supreme Administrative Court.

37.3.3 Pertaining to the dispute between a subsidiary and CAT, where CAT claims for Baht 1,445.00 million (Baht 1,204.00 million and Baht 241.00 million) for unable to collect, licence fee, numbering fee, additional minimum payment, fines and excised tax, together with the value added tax under the Marketing Service Agreement for Cellular Digital AMPS 800 Band A system, and in the same dispute, the subsidiary filed a counter-claim for totaling Baht 2,544.72 million. Later, on 11 September 2015, the Arbitral Tribunal issued the decision to dismiss all the disputes for the claim amount of Baht 1,204.00 million together with the subsidiary's counter claim of Baht 2,544.72 million. On 25 December 2015, CAT filed a lawsuit to revoke the award with the Central Administrative Court.

On 13 August 2015, the Arbitrators ordered the subsidiary to pay Baht 91.83 million plus interest at 7.5% per annum for the claim amount of Baht 241.00 million being licence fee and the penalty for delay in monthly invoicing payment under the aforementioned agreement, and revoked all other claims within this category. The subsidiary has made full provision for Baht 91.83 million. On 25 November 2015, the subsidiary and CAT filed each petition with the Central Administrative Court to revoke the Arbitral award. The Court has ordered to combine the two cases in a single case. Later, on 24 September 2019, the Central Administrative Court has ruled to revoke the arbitral award partially and until 24 October 2019, the subsidiary has filed an appeal with the Supreme Administrative Court. The case is currently under the Supreme Administrative Court's process.

- 37.3.4 On 22 April 2009, CAT filed an arbitral dispute against the subsidiary claiming for reimbursement of numbering fee for four-digit special number "1331", which CAT paid to NTC, for the amount of Baht 3.96 million plus 7.5% per annum interest, value added tax, 1.25% per month stipulated penalty and fees and costs resulting from arbitral process. The claimed penalty would be in effect from the date that CAT had paid the numbering fee to NTC to the date that the subsidiary fully reimbursed to CAT. On 7 September 2016, the Arbitral Tribunal decided in favour of subsidiary by dismissing CAT's claims. On 29 December 2016, CAT filed a motion to revoke the award with the Central Administrative Court. Currently, the case is under the Central Administrative Court proceedings.
- 37.3.5 On 25 February 2011, CAT has filed an arbitration against a subsidiary claiming for the minimum bank guarantee amount of Baht 646.00 million and Baht 679.00 million, totalling of Baht 1,325.00 million for the 14th - 15th year of operation. On 7 October 2011, the subsidiary has made a counterclaim against CAT requesting for returning a minimum bank guarantee for 11th to 13th year and claim the amount of Baht 56.19 million. On 30 August 2013, CAT filed an arbitration request for bank guarantee for 16th - 17th year of operation. On 18 June 2013, a subsidiary made a statement of objection. The Arbitral Tribunal ordered to combine these two cases with the amounting Baht 1,460.00 million. On 25 September 2015, the majority of Arbitrators ruled to dismiss CAT's claims and ordered CAT to pay an amount of Baht 60.46 million plus interest at 7.50% per annum of the principal amount thereof from the date of filing a counterclaim until full payment is made, and ordered CAT to compensate the subsidiary for the bank guarantee fee during the year of operation 11th - 13th at 2.00% per annum of guarantee amount which is Baht 26.20 million per year plus interest at 7.50% per annum from the date that the subsidiary paid such amount until the bank guarantees are returned. In this regard, CAT filed a petition to revoke the award with the Central Administrative Court. On 1 November 2016, the subsidiary submitted the request with the same court to enforce the Arbitral award. Currently, these two cases are under the consideration of the Central Administrative Court.
- 37.3.6 On 1 September 2011, CAT filed an arbitration claim against the subsidiary regarding revenue sharing of 10th - 14th years of Baht 11,946.15 million. The case is currently in the arbitration process. On 24 May 2019, the Arbitral Tribunal has rendered the award in favor of the subsidiary and dismiss CAT's claim. As a result, the subsidiary is not liable on the payment as claimed by CAT. Later, on 16 August 2019, CAT has filed a petition to revoke the award with the Central Administrative Court. Currently, the case is under the Central Administrative Court proceedings.
- 37.3.7 On 14 September 2011, the dispute between a subsidiary and NBTC as its regulator, regarding the collection of information and detail of pre-paid mobile telephone customer and charge for administrative fine at Baht 80,000 per day within 30 days from the receiving of notification date. On 3 March 2014, the subsidiary paid Baht 34.96 million as the administrative fine of Baht 80,000 per day calculated from 6 July 2012 to 15 September 2013. However, the aforementioned payment should not be interpreted that the administrative order and fine are lawful. If the finalised judgement is in favour of the subsidiary, the subsidiary shall redeem the amount paid from NBTC. On 12 May 2016, the Central Administrative Court ruled in favour of subsidiary by decided to revoke such order and the NTC resolution. Later, on 6 January 2017, the subsidiary received a copy of NBTC's appeal and filed an answer to NBTC's appeal on 2 March 2017. Currently, the case is pending at the Supreme Administrative Court.
- 37.3.8 On 8 May 2012, a subsidiary has requested NBTC and the Secretary of the NBTC to revoke the order and the resolution that prohibit any prepaid mobile phone operators to offer promotion in any manner which forces the customers to use the service within the specified period (Validity) and sought for court order to determine measures and procedures for the temporary relief before the final judgment is delivered. Meanwhile, the Secretary of NBTC issued a letter requesting the subsidiary to revise conditions of service of prepaid mobile phone so that there is no provision in any manner which forces the customer to use the services within a specified period and shall not include conditions that force users to use the service within the period. On 25 September 2012, the Secretary of NBTC issued another letter dated 11 October 2012 to the subsidiary order a penalty for an administrative fine at the rate of Baht 100,000 per day since 30 May 2012 onwards. However, subsidiary submitted appealing to retain from the administrative fine of the Secretary of NBTC. The result was that the subsidiary still have to pay the penalty. The amount of penalty from 30 May 2012 to 18 January 2013 is totaling Bath 23.30 million. On 10 January 2013, the subsidiary filed a lawsuit against Secretary of the NBTC with Central Administrative Court to revoke the order of administrative fine and requested for the temporary relief before the judgement. Subsequently, NBTC agreed upon the term of providing mobile service to the prepaid customer proposed by the subsidiary and ceased an administrative fine commencing 18 January 2013. On 20 February 2014, the subsidiary paid Baht 23.30 million as administrative fine. However, the aforementioned payment should not be interpreted that the administrative order and fine are lawful. If the final judgement is in favour of the subsidiary, the subsidiary shall redeem the amount paid. On 27 October 2016, the Central Administrative Court decided to dismiss the lawsuit. Later on 24 November 2016, the subsidiary filed an appeal with the Supreme Administrative Court. Currently, the case is under the consideration of Supreme Administrative Court.



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- 37.3.9 On 28 February 2013, CAT filed for arbitration against the subsidiary claiming for additional revenue sharing for the 15th year of operation for the amount of Baht 1,571.60 million. On 1 September 2015, the majority of Arbitrators ruled in CAT's favour and ordered the subsidiary to pay for the amount of Baht 1,571.60 million with a penalty at the rate of 15.00% per annum such amount from 14 December 2011 until full payment is made to the CAT. However, the Arbitral Tribunal by minority vote has a dissenting opinion that the subsidiary has no legal obligation to pay the benefits and agreed to dismiss a claim of CAT. On 4 December 2015, the subsidiary filed a petition to revoke the Arbitrators' ruling with the Central Administrative Court. On 31 October 2016, CAT filed an application requesting for the enforcement of the arbitral award with the Central Administrative court. The said two cases are combined. Currently, the case is under the consideration of the Central Administrative Court.
- 37.3.10 On 30 August 2013, CAT filed for arbitration against the subsidiary claiming for additional revenue sharing for the 16th year of operation for the amount of Baht 2,441.69 million due to inappropriate calculation. On 8 August 2018, the Arbitral Tribunal has rendered the award in favor of the subsidiary and dismiss CAT's claim. Later, on 5 November 2018, CAT filed a petition to revoke the award with the Central Administrative Court. Currently, the case is under consideration by the Central Administrative Court.
- 37.3.11 The dispute between CAT and a subsidiary, where CAT claims under the Marketing Service Agreement for Cellular Digital AMPS 800 Band A system. On 20 February 2013, a subsidiary has requested through the Civil Court to issue an order not allowing CAT to force payment from bank guarantees given by the subsidiary and CAT shall pay the damages amounting of Baht 63.02 million to the subsidiary. The Civil Court ordered CAT not to claim against the guarantor bank until the case has been finalised. Later, The Civil Court ordered the transfer of the case to the Administrative Court. On 20 March 2014, CAT has filed against two subsidiaries with the Central Administrative Court requiring compensation amounting to Baht 1,576.19 million claiming for breach of various contracts. Later on, the Central Administrative Court ordered to combine both claims by CAT and the subsidiary. Currently, the case is under the consideration of Central Administrative Court.
- 37.3.12 On 20 May 2015 and 11 September 2015, CAT filed against a subsidiary claiming that the subsidiary uses the telecommunication equipment that was already transferred to CAT under the Build-Transfer-Operate Agreement of nationwide cellular 1800 MHz. network on 16 September 2013, the Agreement expiry date, without entering into any new arrangement with CAT. The claimed amount for using the telecommunication equipment is Baht 23,016.50 million from the Agreement expiry date to 17 July 2015, the period that NBTC required the subsidiary to act as a caretaker to continue providing mobile services under the 1800 MHz. spectrum and the two-year extension period announced by National Council for Peace and Order ("NCPO"). Later on 24 September 2019, CAT has revised its lawsuit by reducing claim amount to Baht 6,884.35 million. Currently, the case is under the consideration of Central Administrative Court.
- On 27 May 2016, CAT filed a lawsuit with the Central Administrative Court against a subsidiary and others claiming of Baht 2,206.04 million for ineligible uses of telecommunication equipment that were transferred to CAT after an expiration of concession. The claimed period from 18 July 2015 to 3 December 2015 was the period that NBTC required the subsidiary to act as a caretaker to continue providing mobile service and extended period announced by National Council for Peace and Order ("NCPO"). Later on 24 September 2019, CAT has revised its lawsuit by reducing claim amount to Baht 1,350.20 million. The case is currently under the Central Administrative Court.
- 37.3.13 On 17 November 2015, a subsidiary filed a case against the NBTC, NTC, Office of the NBTC and The Secretary General of the NBTC with the Central Administrative Court requested to revoke the NTC's resolution that ordered the subsidiary to pay Baht 1,069.98 million, an assumed revenue occurred during caretaker period from 16 September 2013 to 17 July 2014. In addition, the subsidiary requested to reimburse cost of providing service incurred during such period from those aforementioned parties amounting to Baht 16,074.10 million (calculated from the date of 16 September 2013 until 30 October 2015) and also claimed a numbering fee paid to NBTC by mislead after the expiring of the Agreement to operate the radio service cellular DIGITAL PCN 1800 amounting to Baht 190.97 million. On 13 May 2016, the NBTC filed a petition with the Central Administrative Court requested to temporarily dismiss the case for reviewing. On 15 June 2016, the subsidiary filed a statement of objection to such petition with the Central Administrative Court.
- On 2 November 2016, the subsidiary filed another lawsuit with the Central Administrative Court against NBTC, NTC, Office of the NBTC and The Secretary General of the NBTC. The subsidiary claimed for reimbursement of expenses incurred from providing mobile service during the caretaking period from 1 November 2015 to 3 December 2015 amounting to Baht 709.65 million.

On 6 December 2018, a subsidiary filed a lawsuit against NBTC with the Central Administrative Court regarding a revocation of NBTC resolution instructing the subsidiary to submit additional revenues obtained from service during the care taking period nearly Baht 2,311.97 million which the subsidiary disagree with.

Later on 6 September 2019, the Central Administrative Court has ordered to combine these three cases as they have the same parties, grounds and evidence. Currently, the case is under the consideration of Central Administrative Court.

- 37.3.14 On 18 January 2016, a subsidiary filed an arbitral dispute against CAT claiming of Baht 11,827.67 million for the 11th - 17th of operation year of the concession agreement, with interest at the rate 15% per annum from the date of submission of the dispute until the payment has been made. The charge was based on an over payment of revenue sharing due to the interconnection charge revenues (IC) were incorporated in revenue sharing calculation. The interconnection charge revenues are not subjected to be shared with CAT according to the relevant agreement. On 6 December 2019, the Arbitral Tribunal has ruled to dismiss subsidiary's claims. However, the subsidiary considers on setting aside the said award with the Administrative Court.
- 37.3.15 On 15 March 2016, CAT filed an arbitral dispute against a subsidiary claiming for Baht 2,596.51 million for additional revenue sharing for the 17th year of operation from an inappropriate calculation of revenue sharing. Later, on 18 October 2018, the Arbitral Tribunal rendered the award in favor of the subsidiary and dismiss CAT's claim. As a result, the subsidiary is not liable as claimed by CAT. Later on 18 January 2019, CAT has filed a petition to revoke the award with the Central Administrative Court. The case is pending on the Central Administrative Court.
- 37.3.16 On 31 March 2016, NBTC filed a lawsuit against a subsidiary claiming for Baht 878.38 million for mobile numbering fees and additional numbering fees for the service period from March 2014 to December 2015, the period in which a resolution of the NBTC regarding to i) protect the consumers in the event of termination of concession for contract cell phone provider in 2013, and ii) protect the consumer in the event of termination of concession for contract cell phone provider while the orders of the National Council for Peace and Order (NCPO) No. 94/2557 was in effect. Currently, the case is under the consideration of Central Administrative Court.
- 37.3.17 On 28 April 2016, CAT filed a lawsuit against a subsidiary claiming for Universal Service Obligation fees ("USO") that CAT had prepaid to the NBTC under the Universal Service Obligation regulation announced by NTC. The claimed amount of USO fee for the period from 3 August 2005 to 30 June 2013 is amounting to Baht 501.34 million (value added tax and interest at 7.5% per annum from the default date, 16 August 2014, to the filing date are included). In addition, CAT also claimed for CDMA service charges amounting to Baht 509.38 million (value added tax and interest at 7.5% per annum from the default date to the filing date are included) for the period from January 2012 to 26 April 2013, and the marketing fee amounting to Baht 2.66 million (value added tax and interest are included). Total claim amount is Baht 1,013.38 million. Currently, the case is under the consideration of Central Administrative Court.
- 37.3.18 On 5 August 2016, NBTC filed a lawsuit with the Central Administrative Court against a subsidiary claiming for Baht 1,150.66 million regarding the revenue earned from 1800 MHz. mobile service during the caretaking period from 16 September 2013 to 17 July 2014. Later on 7 September 2018, NBTC sent the resolution No.17/2561 to the subsidiary that the amount to be submitted should be Baht 3,381.95 million. Then, on 6 December 2018, a subsidiary filed a lawsuit against NBTC with the Central Administrative Court to revoke the resolution of NBTC. However, the subsidiary has disagreed with NBTC regarding the basis of revenue and details of deductible expenses related to the services. The subsidiary has already provided for an allowance of Baht 508.69 million. Currently, the case is under consideration of the Central Administrative Court.
- 37.3.19 On 17 August 2016, two subsidiaries filed lawsuits with the Central Administrative Court against the NBTC and others for the delay of duty or ignoring to perform a duty including with intention or reckless in providing an incorrect information or impractical information considering as a wrongful act causing the subsidiaries believed and by misunderstanding of fact, bid for the digital TV license. The two subsidiaries claimed for damages of Baht 6,737.80 million. Later on 4 December 2019, one of the subsidiaries has withdrawn a lawsuit and later on 12 December 2019, the Central Administrative Court has allowed and dismissed the case from directory. Also, on 16 December 2019, one of the another subsidiary has withdrawn a lawsuit and later on 18 December 2019, the Central Administrative Court has allowed and dismissed the case from directory. Therefore, these two cases becomes final.

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37.3.20 On 5 April 2017, a subsidiary filed a lawsuit with the Central Intellectual Property and International Trade Court against a Public Company, a contractual party on a licence of broadcasting football program claiming for reimbursement of Baht 390.75 million which the subsidiary paid because the said Public Company could not deliver such broadcasting. Subsequently, on 27 June 2017, the said Public Company filed a lawsuit with the Central Intellectual Property and International Trade Court against the said subsidiary together with other 20 defendants claiming for Baht 1,401.22 million regarding the termination of the agreement. On 23 August 2019, the Central Intellectual Property and International commerce Court ruled that the said Public Company is liable to pay Baht 240 million to a subsidiary. Later on 20 December 2019, the subsidiary filed an appeal with Special Court of Appeal. Currently, the cases are under the proceedings of the Special Court of Appeal.

The ultimate outcome of the aforementioned cases cannot presently be determined, and accordingly, no provision for possible liability has been made in the financial statements except indicated thereon.

### 38 Access charges

#### 38.1 The Company's access charges

On 21 August 2002, the Company filed an arbitration claim regarding a dispute arising from the Joint Operation and Joint Investment Agreement between the Company and TOT. The terms of the Agreement provided that the Company is entitled to additional considerations from TOT if TOT provides or allows any third parties to provide "special services" over the network. TOT allowed CAT and other mobile telecommunications service providers to use this network for mobile telecommunications services and obtained access charges from CAT and the other mobile telecommunications service providers. However, TOT disagreed that the use of the Company's wire-line network for mobile telecommunications services was a "special service" and therefore refused to provide the Company with the additional considerations. The Company claimed for its portion of revenue sharing regarding access charges received by TOT starting from October 1992 to June 2003 amount of Baht 25,419.40 million. On 21 February 2006, the Arbitration delivered to the Company rulings of the arbitration dated 17 January 2006. The arbitral rulings are as follows:

1. The Company is entitled to benefits derived from TOT's provisions of special services on the Company's network or from TOT's permission for other parties to provide special services on the Company's network.
2. With respect to benefits from the beginning until 22 August 2002, TOT must pay the Company the sum of Baht 9,175.82 million plus interest at the rate of 7.5% per annum from 22 August 2002. The payment must be made within 60 days from the receipt of the arbitral award. TOT has not paid any amount. The claimed amount on 31 December 2011 is Baht 15,620.26 million.
3. As from 23 August 2002, TOT must pay to the Company 50% of the benefit derived by TOT from the portion accessing to the Company's network.

On 20 April 2006, TOT filed a motion with the Central Administrative Court requesting an order to withdraw the arbitral award. Subsequently, on 19 September 2006, the Company submitted a statement of objection to the Central Administrative Court, and the court accepted the Company's statement of objection for consideration on 28 September 2006. On 8 May 2008, the Company as the petitioner requested the Central Administrative Court for the execution of the Arbitration's ruling. The court ordered to combine the case which TOT requested to repeal the execution for Arbitration's ruling.

On 19 September 2012, the Central Administrative Court has ruled in favour of TOT, by revoking the ruling of the arbitration dated 17 January 2006. On 18 October 2012, the Company appealed against the ruling of the Central Administrative Court with the Supreme Administrative Court.

On 22 June 2016, the Supreme Administrative Court ruled by confirming the judgment of the Central Administrative Court to revoke the Arbitral award.

On 26 October 2016, the Company submitted the petition requesting a re-trial to the Central Administrative Court. On 18 January 2017, the Central Administrative Court dismissed the aforementioned petition. Later, on 15 February 2017, the Company submitted an appeal to the Supreme Administrative Court for this petition.

Later, on 10 June 2019, the Company filed a motion to withdraw the said appeal as it is in process of negotiation with TOT as interpreted from the Supreme Administrative Court. Until 5 July 2019, the Supreme Administrative Court has allowed the Company to withdraw and dismissed the case from directory. Therefore, this case becomes final.

### **38.2 A subsidiary's access charges**

On 5 October 2006, a subsidiary issued a letter to TOT requesting it to enter into negotiation regarding the interconnection agreement ("IC") between its network and TOT's network. On 17 November 2006, the subsidiary issued a written notification informing TOT and CAT that it will cease payment of access charge under the Access Charge Agreement on the basis that the rate and the collection of access charge under the Access Charge Agreement were contrary to the law in a number of respects. The subsidiary also requested TOT to enter into the interconnection charge agreement to be in compliance with the law or temporarily apply the provisional rate announced by the NTC while the negotiations on the interconnection agreement with TOT has not been concluded.

However, on 23 November 2006, TOT issued a letter informing the subsidiary that the subsidiary was not entitled to interconnect its network with the TOT network because the subsidiary was not a telecommunications licensee, as granted by the NTC, and did not have its own telecommunications network. TOT also disputed that the Access Charge Agreement did not violate any law and that the rate and the collection of access charge under the Access Charge Agreement continuously prevail.

On 16 November 2007, TOT filed a lawsuit against the subsidiary with the Civil Court, claiming violation of the access charges contract (agreement) and requested for access charges payment amount of Baht 4,508.10 million with related interest and value added tax. On 16 September 2009, the Civil Court and the Central Administrative Court agreed that the case was within the Central Administrative Court's jurisdiction and thus, struck the case out of the case-list.

On 9 May 2011, TOT filed a lawsuit with Central Administrative Court against CAT jointly with a subsidiary claiming for an access charge amounting of Baht 41,540.27 million.

On 31 July 2014, TOT has amended the claim amount to Baht 59,628.00 million plus interest from the initial filing date until the payment is made. The case is currently in the judicial of the Central Administrative Court.

On 31 May 2019, the Central Administrative Court has ruled to dismiss TOT'S lawsuit. As a result, the subsidiary is not liable on any payment as claimed by TOT. Moreover, it is found that no parties file an appeal within due date. Subsequently, on 19 July 2019, the Central Administrative Court issued a certificate confirming the termination of the case which the subsidiary received the certificate on 6 August 2019. The case is finalised.

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**39 Infrastructure fund transaction**

During 2019, the subsidiaries have entered into the following transactions with DIF:

On 27 August 2019, the subsidiaries, RMV, TICC and TUC entered into the Asset Sale agreements with DIF to sell and transfer the additional 788 telecommunication towers and 5,524 kilometers of the fiber optic cable to DIF. TICC and TUC leased back these assets from DIF with the lease term of 14 years. The expiration of the Agreement will be on 15 September 2033. Under the terms and conditions of the Agreement, the subsidiaries must pay monthly rental as stipulated in the Agreement.

On 27 August 2019, the Group and DIF executed and completed the transactions as aforementioned. The accounting treatment for the transactions can be summarised as follows:

The Group recognised gain on sales of equipment being telecommunication towers and fiber optic cables of Baht 7,241.46 million under "Other income", recognised revenue on sales of fiber optic cables of Baht 2,486.68 million as "Revenue from product sales" and derecognised the related inventory amounting to Baht 93.77 million as "Cost of sales" in the consolidated statement of comprehensive income for the year ended 31 December 2019.

	<b>Consolidated financial statements</b>
	<b>31 December 2019</b>
	<b>Baht Million</b>
Amount proceed	15,676.56
<u>Less</u> Cost of assets sale and relevant costs	(1,262.94)
<u>Less</u> Related expenses	(650.82)
Total gain from assets sale	13,762.80
<u>Less</u> Unrealised gain from assets sale	(4,128.44)
Gain recognised in 2019	9,634.36

Unrealised gain represented 30.00% of gain from the aforementioned transactions that are not recognised due to the Group holds 30.00% interest in DIF on the transaction date.

**40 Related party transactions**

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries, joint ventures and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

CP Group of companies is the major shareholder of the Company.

China Mobile Group of companies is the major shareholder of the Company.

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The following transactions were carried out with related parties:

i) **Sales of goods and services**

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Sales of goods:</b>				
Subsidiaries	-	-	4.78	-
Joint ventures	-	0.03	-	-
Associates (Note 39)	2,487.09	18,735.42	-	-
Related company				
CP Group of companies	1,306.27	1,865.03	0.80	-
China Mobile Group of companies	1.85	-	-	-
	3,795.21	20,600.48	5.58	-
<b>Sales of services:</b>				
Subsidiaries	-	-	12,292.33	13,917.26
Joint ventures	11.85	3.14	0.98	-
Associates	669.47	650.18	-	-
Related companies				
CP Group of companies	1,456.28	1,351.15	14.37	17.57
China Mobile Group of companies	457.22	294.11	-	-
	2,594.82	2,298.58	12,307.68	13,934.83

ii) **Purchases of goods and services**

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Purchases of goods:</b>				
Subsidiaries	-	-	0.01	-
Joint ventures	-	0.10	-	-
Associates	0.19	-	-	-
Related company				
CP Group of companies	1,483.13	2,131.37	0.29	-
	1,483.32	2,131.47	0.30	-
<b>Purchases of services:</b>				
Subsidiaries	-	-	962.69	896.16
Joint ventures	2.09	7.86	0.32	0.42
Associates	10,351.09	8,283.68	-	-
Related companies				
CP Group of companies	9,234.40	8,179.55	481.72	496.30
China Mobile Group of companies	246.86	187.34	-	-
	19,834.44	16,658.43	1,444.73	1,392.88

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iii) Outstanding balances arising from sales and purchases of goods and services

As at 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Receivables and accrued income from related parties:</b> (included in "Trade accounts receivable" (Note 16))				
Subsidiaries	-	-	10,707.23	7,528.45
Joint ventures	95.17	21.44	7.01	-
Associates	207.64	200.84	-	-
Related companies				
CP Group of companies	12,649.20	13,562.11	110.50	148.94
China Mobile Group of companies	33.48	29.86	-	-
	12,985.49	13,814.25	10,824.74	7,677.39
<b>Payables to related parties:</b> (included in "Trade and other payables")				
Subsidiaries	-	-	1,725.40	1,674.11
Joint ventures	52.71	19.05	0.05	0.40
Associates	323.96	355.44	-	-
Related companies				
CP Group of companies	7,538.15	6,432.62	85.75	122.90
China Mobile Group of companies	21.98	-	-	-
	7,936.80	6,807.11	1,811.20	1,797.41

iv) Loans to related parties

As at 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Loans to related parties</b>				
Current	1.11	-	29,811.68	10,082.68

Movement of loans to related parties can be analysed as follows:

For the year ended 31 December 2019	Consolidated financial statements	Separate financial statements
	Baht Million	Baht Million
Opening net book value	-	10,082.68
Additions		
- Principal	-	43,808.45
Deconsolidation of subsidiary	1.11	-
Payment received		
- Principal	-	(24,079.45)
Closing net book value	1.11	29,811.68

The Group and the Company related interest income for the year ended 31 December 2019 were nil and Baht 402.21 million, respectively (2018: Baht 9.32 million and Baht 207.68 million, respectively).



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v) Loans from related parties

As at 31 December	Separate financial statements	
	2019	2018
	Baht Million	Baht Million
Current	995.76	982.47

Movement of loans from related party can be analysed as follows:

For the year ended 31 December 2019	Separate financial statements Baht Million
Opening net book value	982.47
Additions	23.08
Repayment	(9.79)
Closing net book value	995.76

The interest expense in connection with these loans in the separate financial statements for the year ended 31 December 2019 was Baht 10.86 million (2018: Baht 42.57 million).

vi) Interest receivable arising from loans to related parties

As at 31 December	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
	Baht Million	Baht Million	Baht Million	Baht Million
<b>Interest receivable:</b>				
(included in "Trade and other receivables")				
Subsidiaries	-	-	51.50	18.64
Joint venture	0.02	-	-	-
	0.02	-	51.50	18.64

vii) Directors and key management's remuneration

The total remuneration of the directors and the key management of the Group and the Company were Baht 251.66 million and Baht 244.62 million, respectively (2018: Baht 260.00 million and Baht 255.10 million, respectively).

The post retirement benefit for directors and senior executive is Baht 49.13 million (2018: Baht 9.89 million).

viii) Dividends received

During 2019, the Group and the Company received dividends from an associate of Baht 3,036.50 million and Baht 2,767.65 million, respectively (2018: Baht 2,159.70 million and Baht 1,990.07 million). Dividends income were recognised as "Other income" in the separate profit or loss and recognised directly to investment in associate in the consolidated financial statements. During 2019, the Company received dividends from subsidiary of Baht 2,100.42 million and recognised as "Other income" in the separate financial statements (2018: Baht 1,517.49 million).

#### 41 Dividend

At the Annual General Meeting of Shareholders for 2019 held on 30 April 2019, the shareholders had passed a resolution to approve payment of dividends at Baht 0.09 per share, totaling Baht 3,003.03 million. The Company distributed the aforementioned dividends on 29 May 2019.



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**42 Event after reporting date**

On 16 February 2020, the NBTC announced the result of the licenses auction in which the subsidiary is an auction winner for the following spectrum licences;

- 1) 2600 MHz of 9 spectra in the bands of 2600-2690 MHz at the price of Baht 17,872.89 million and;
- 2) 26 GHz of 8 spectra in the bands of 24.3-25.1 GHz at the price of Baht 3,576.89 million.

On 19 February 2020, the subsidiary received the official notification letter from the NBTC. The subsidiary is required to fulfill the conditions precedent with the timeframe set by the NBTC starting from the date on which the subsidiary received the official notification.

On 17 February 2020, the Company issued the debentures for its ongoing operations as following;

- 1) 0.50 million units at par value Baht 1,000.00, totaling Baht 500.00 million. The debentures carry interest at the rate of 2.88% per annum and paid at maturity date on 17 May 2021.
- 2) 4.33 million units at par value Baht 1,000.00, totaling Baht 4,330.00 million. The debentures carry interest at the rate of 3.43% per annum and paid at maturity date on 17 February 2023.
- 3) 0.65 million units at par value Baht 1,000.00, totaling Baht 650.00 million. The debentures carry interest at the rate of 4.65% per annum and paid at maturity date on 17 August 2025.

On 28 February 2020, the Company's Board of Directors approved the payment of dividends at Baht 0.09 per share, totaling Baht 3,003.14 million. The dividends will be distributed to shareholders listed in the share register on 16 March 2020. The dividend payment will later be proposed for approval in the Annual General Meeting of the Company's shareholders.





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